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ANNUAL REPORT 2023 (56-1 One Report)

GENERAL ENGINEERING PUBLIC COMPANY LIMITED
บริษัท เจนเนอรัล เอนจิเนียริ่ง จำกัด (มหาชน)



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1. STRUCTURE AND BUSINESS OPERATIONS

1.1 POLICY AND OVERALL BUSINESS OPERATIONS

General Engineering Public Company Limited (“**the Company**”) was established early on September 14, 1962 by Khunying Chatchanee Chatikawanit with registered capital of Baht 500,000 in the name “General Engineering Company Limited” to operate prestressed concrete piles product which at that time was taken to replace the wood pile. The Company was listed as a licensed securities company in the Stock Exchange of Thailand (SET) on March 28, 1991 in the property and construction industry, construction materials sector and converted into a public limited company on November 5, 1993 with a registered capital of Baht 180 million, divided into 18 million ordinary shares at Baht 10 per share.

As at December 31, 2023, the Company has registered capital of Baht 8,084,938,508.55 and paid up capital of Baht 7,320,239,240.25 divided into 8,612,046,165 shares at a par value of Baht 0.85 per share

The Company's core business is the manufacture and sells of construction materials; pre-stressed concrete pile, bored pile, precast concrete, precast concrete for infrastructure project, glass fiber reinforced concrete, chemical construction products and post-tension slab. In year 2023, the Company has the business restructuring by way of the Partial Business Transfer (PBT) and/or the sale of partial business of the Company, which is the Company’s precast factory business, to Inno Precast Company Limited (“**Inno Precast**”), a subsidiary of the Company.

1.1.1 Vision, Mission, Objective or Strategy

Policy

The Company has initiated the production and distribution of prestressed concrete pile products which is a leader in new technologies and innovations that meet the standards of the construction industry. The Company has expanded its business line to meet the needs of customers and provide more options for customers, as well as continuously develop quality products. The Company has been certified with quality management system according to TIS/ISO 9001:2015 and Industrial Product Standard (TIS).

Vision

Bring inspiration, innovation and construction experience to our customers.

Mission

The Company is a manufacturer, distributor and provider of a wide range of concrete products for the construction industry through the concept of

People

- GEL is a result oriented company that builds value for its stakeholders through its employees. We creating an active atmosphere of professional teamwork to deal with everyone in open and ethical manner.

Performance

- Use digital technology to improve internal performance, to market our product and service and understand customer better.
- We carefully optimize process, product and service to get the highest efficiency and enhance top quality.

Partnership

- We provide products, services, consultancy, and management with relevant innovation to attract, engage and delight our customer.
- We are a trusted provider of construction systems and technologies.

Organization Culture

Adapt & Learn Ready to adjust and develop knowledge and ability to keep up with changes

Commitment Be responsible to build confidence in delivering products and services

Think positive Think positively, reflecting it into positive words and actions. See challenges as opportunities

Innovation Creative and development new things to get better guidelines or results

Value of Teamwork Believe in the teamwork, build good relationships both in and across fields to achieve common goals

Expertise Have knowledge and expertise in the work. Maintain work standards and find an opportunity to create added value for customers

1.1.2 The key events in year 2021 – 2023

YEAR	KEY of EVENT in YEAR 2021 – 2023
2021	- No key of event in this year -
2022	<ul style="list-style-type: none"> ● The Board of Directors' Meeting No.1/2022 of General Engineering Public Company Limited held on 6 January 2022 has the resolution and approve the Company to lease land located on the title deed no. 3962, land no. 119 Tambon Chiangraknoi, Ampoe Samkok, Pathumthani which total area 16-2-72 Rais, period of leasing the land 3 years, the total payment for the land lease for three (3) years must not exceed Baht 3,369,053.10 from the connected person. The objective of leasing of the land from connected person is for the benefit and necessity of expanding the storage space for the storage of precast concrete products for the infrastructure to support the expansion of the Company's production

YEAR	KEY of EVENT in YEAR 2021 – 2023
	<p>capacity.</p> <ul style="list-style-type: none"> <li data-bbox="427 349 1414 432">● The Board of Directors' Meeting No.2/2022 of General Engineering Public Company Limited held on 28 February 2022 has the resolution and approve; <ol style="list-style-type: none"> <li data-bbox="475 454 1414 1081">1) Approved to propose that the 2022 Annual General Meeting of Shareholders to consider and approve the increase in the registered capital from the existing registered capital of THB 4,588,195,610.65 to THB 6,882,293,415.55 by issuing of newly-issued ordinary shares in the amount of 2,698,938,594 shares, with a par value of THB 0.85 per share, totaling THB 2,294,097,804.90, in order to accommodate: (1) the allocation of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering); and (2) the exercise of the warrants to purchase the newly-issued ordinary shares of the Company No. 5 (the "GEL-W5 Warrants") for the allocation to the Company's existing shareholders who have subscribed and have been allocated for the issued and offered of newly-issued ordinary shares proportionate to their respective shareholdings (Rights Offering), as well as to approve the amendment of the Company's Memorandum of Association Clause 4 (Registered Capital) to be in line with the Company's registered capital increase. <p data-bbox="523 1104 1414 1283">The 2022 Annual General Meeting of Shareholders on 29 April 2022 resolved to consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Clause 4 (Registered Capital) to be in line with the Company's registered capital increase.</p> <li data-bbox="475 1305 1414 1686">2) Approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the issuance of GEL-W5 Warrants in the amount not exceeding 899,646,198 units for the allocation to the Company's existing shareholders who have subscribed and have been allocated for the issued and offered of newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering), at the allocation ratio of 2 newly-ordinary shares to 1 unit of the GEL-W5 Warrants without value (the offering price of Warrants per unit is THB 0) and the exercise price to subscribe the shares is THB 0.50 per share, and the exercise period is within 3 years. <p data-bbox="523 1709 1414 1939">The 2022 Annual General Meeting of Shareholders on 29 April 2022 resolved to consider and approve issuance of GEL-W5 Warrants for the allocation to the Company's existing shareholders who have subscribed and have been allocated for the issued and offered of newly-issued ordinary shares proportionate to their respective shareholding (Rights Offering).</p>

YEAR	KEY of EVENT in YEAR 2021 – 2023															
	<p>3) Approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the allocation of the newly-issued ordinary share in the amount of not more than 1,799,292,396 shares, with a par value of THB 0.85 per share, for sale to the Company's existing shareholders proportionate to their respective shareholding (Rights Offering). The allocation ratio shall be 3 existing ordinary shares to 1 newly-issued ordinary share. The offering price per share is THB 0.23.</p> <p>The 2022 Annual General Meeting of Shareholders on 29 April 2022 resolved to consider and approve the allocation of the newly-issued ordinary share to the Company's existing shareholders proportionate to their respective shareholding (Rights Offering)</p> <p>4) The Company approved the allocation of not exceeding 899,646,198 newly-issued ordinary shares, at the par value of THB 0.85 per share, in order to be reserved for the exercise of GEL-W5 Warrants to be allocated to the existing shareholders of the Company, who have subscribed and have been allocated for the issued and offered of newly-issued ordinary shares proportionate to their respective shareholdings (Rights Offering), at the allocation ratio of 2 new ordinary share to 1 of the GEL-W5 Warrants, without value (i.e., offering price of Warrants per unit is THB 0)</p> <p>The 2022 Annual General Meeting of Shareholders on 29 April 2022 resolved to consider and approve newly-issued ordinary shares to be reserved for the exercise of GEL-W5 Warrants to be allocated to the existing shareholders of the Company, who have subscribed and have been allocated for the issued and offered of newly-issued ordinary shares proportionate to their respective shareholdings (Rights Offering)</p> <p>5) Approval the renewal of the put option of Nippon Concrete Industries Co., Ltd. ("NC") that NC has the put option right to sell its shares, which shareholding 17.5%, in General Nippon Concrete Industries Co., Ltd (The Company's subsidiary) for another 2 years.</p> <ul style="list-style-type: none"> ● On 9 June 2022 the Company reported on the results of sale of common shares offered to all common shares' shareholder <table data-bbox="470 1653 1085 1892"> <tbody> <tr> <td>Total allotted shares</td> <td>1,799,292,396</td> <td>Shares</td> </tr> <tr> <td>Total subscribed shares</td> <td>1,641,439,246</td> <td>Shares</td> </tr> <tr> <td>Total amount</td> <td>377,531,026.58</td> <td>Baht</td> </tr> <tr> <td>Total expenses</td> <td>1,213,000.00</td> <td>Baht</td> </tr> <tr> <td>Net amount received</td> <td>376,318,026.58</td> <td>Baht</td> </tr> </tbody> </table> ● On 10 June 2022 the Company already registered to change in the paid-up capital of the 	Total allotted shares	1,799,292,396	Shares	Total subscribed shares	1,641,439,246	Shares	Total amount	377,531,026.58	Baht	Total expenses	1,213,000.00	Baht	Net amount received	376,318,026.58	Baht
Total allotted shares	1,799,292,396	Shares														
Total subscribed shares	1,641,439,246	Shares														
Total amount	377,531,026.58	Baht														
Total expenses	1,213,000.00	Baht														
Net amount received	376,318,026.58	Baht														

YEAR	KEY of EVENT in YEAR 2021 – 2023
	<p>Company to add more 1,395,223,359.10 Baht with the Department of Business Development, Ministry of Commerce. As a result, the current paid-up capital of the Company has changed from 4,588,195,610.65 Baht to 5,983,418,969.75 Baht, divided into ordinary shares 7,039,316,435 shares with a par value of 0.85 Baht per share, and total registered capital 6,882,293,415.55 Baht.</p> <ul style="list-style-type: none"> ● The Board of Directors' Meeting No.5/2022 of General Engineering Public Company Limited held on 20 June 2022 has the resolution and approve the increase of registered capital in General Nippon Concrete Industry Co., Ltd amount 110 million Baht for reinforce the potential in order for the subsidiary to expand its business. The company will hold 88.71% of shares when the company has capital increase in subsidiary. ● The Board of Directors' Meeting No.6/2022 of General Engineering Public Company Limited held on 12 July 2022 has the resolution and approve the additional investment for construction and improve the pre-stressed precast concrete (Segment) for infrastructure factory. The location is Moo 4, Tambon Chiangraknoi, Ampoe Samkok, Pathumthani Province. The total budget is about 88 million Baht. The Company has plan to expand production and expanding the storage space to respond the customer need and more alternative for customer. ● The Board of Directors' Meeting No.6/2022 of General Engineering Public Company Limited held on 12 July 2022 has the resolution and approve the appoint Mrs. Linjong Srisongkram to be the Company Executive Committee
2023	<ul style="list-style-type: none"> ● The Board of Directors' Meeting No.1/2023 of General Engineering Public Company Limited held on 13 January 2023 has the resolution and approve; <ul style="list-style-type: none"> 1) It was resolved to grant approval to propose to the Shareholders' Meeting to consider approving the investment Inno Precast Company Limited (“Inno Precast”) representing 51.00% of the total shares of Inno Precast (which consists of 1,020,000 common shares, from the total 2,000,000 common shares of Inno Precast), which the investment will be made by way of the Company acquiring and accepting the transfer of the entire business of Quartz Holding 1 Company Limited (“Quartz Holding 1”) who holds 1,020,000 ordinary shares, representing 51.00% of the total shares of Inno Precast. (“Investment Transaction by way of Accepting the Entire Business Transfer”) and approved the issuance of the newly issued ordinary shares of the Company in the amount of 1,572,729,730 shares by way of private placement, at the par value of THB 0.85 per share to Quartz Holding 1 and/or shareholders of Quartz Holding 1 (Pruksa Holding Public

YEAR	KEY of EVENT in YEAR 2021 – 2023
	<p>Company Limited), who are not connected persons of the Company, as a payment for the Investment Transaction by way of Accepting the Entire Business Transfer from Quartz Holding 1. In this regard, the aforementioned newly issued ordinary shares of the Company that will be issued and allocated as a payment represents 18.26% of the total issued ordinary shares of the Company after the capital increase and completion of the transaction, and represented as the offering price at the price of THB 0.37 per shares (“Issuance of the Newly Issued Ordinary Shares Transaction”), as a result, after the completion of the transaction, the PSH group will acquire shares and be a major shareholder of the Company and approved authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the person authorized by the Executive Committee or the person authorized by the Chief Executive Officer to be the authorized person to make any arrangements which are related or required for the aforementioned transactions, including to negotiate, enter into, sign, amend any agreements relating to every transactions, agreements, contracts, and other related documents, to set out rules, conditions, and other details necessary for the execution of the transactions under the applicable rules and laws. The 2023 Annual General Meeting of Shareholders on 27 April 2023 approved all proposed resolutions.</p> <p>2) It was resolved to grant approval to propose to the Shareholders’ Meeting to consider approving the Company registered capital decrease by THB 134,175,177.50 from the current registered capital of THB 6,882,293,415.55 to be the new registered capital of THB 6,748,118,238.05, by cancelling 157,853,150 ordinary shares of the Company that have not been sold, at the par value of THB 0.85, which were issued to serve the offering of the newly issued ordinary shares to the existing shareholders of the Company in accordance with their shareholdings (Right Offering), pursuant to the Resolution of the Annual General Meeting of Shareholders for the year 2022, held on 29 April 2022, and consider amending Clause 4 of the Company’s Articles of Association to align with the Company’s registered capital decrease. The 2023 Annual General Meeting of Shareholders on 27 April 2023 approved all proposed resolutions.</p> <p>3) It was resolved to grant approval to propose to the Shareholders’ Meeting to consider approving the Company registered capital increase by THB 1,336,820,270.50 from the current registered capital of THB 6,748,118,238.05 to be the new registered capital of THB 8,084,938,508.55 by issuing 1,572,729,730 newly issued ordinary shares at the par</p>

YEAR	KEY of EVENT in YEAR 2021 – 2023
	<p>value of THB 0.85 per shares as a payment for the Investment Transaction by way of Accepting the Entire Business Transfer, and consider amending Clause 4 of the Company's Articles of Association to align with the Company's registered capital increase. The 2023 Annual General Meeting of Shareholders on 27 April 2023 approved all proposed resolutions.</p> <p>4) It was resolved to grant approval to propose to the Shareholders' Meeting to consider approving the allocation of the newly issued ordinary shares of not exceeding 1,572,729,730 shares, at the par value of THB 0.85 by way of private placement, to Quartz Holding 1 and/or shareholders of Quartz Holding 1 (PSH), who are not connected persons of the Company, as a payment for the Investment Transaction by way of Accepting the Entire Business Transfer. In case of a payment by way for share swap, Quartz Holding 1 and/or shareholders of Quartz Holding 1 (PSH) will offer the entire business of Quartz Holding, which is 1,020,000 ordinary shares in Inno Precast (representing 51.00% of the total shares of Inno Precast) at the par value of THB 100, represented as the total value of of THB 581,910,000, as a payment for the newly issued ordinary shares of the Company by other assets instead of paying in cash and approved authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the person authorized by the Executive Committee or the person authorized by the Chief Executive Officer to be the authorized person to make any arrangements in relation to the issuance, offering, allocation, and subscription for the newly issued ordinary shares, as well as the following matters:</p> <ol style="list-style-type: none"> 1) To determine, amend, add details relating to the issuance, offering, allocation, and subscription of the newly issued ordinary shares, the offering date of the newly issued ordinary shares, as well as any other actions required in connection with the issuance, offering, allocation, and subscription of the said newly issued ordinary shares, and overseeing the delivery of information and the disclosure of the relevant details to the SET. 2) To sign, amend, change, contact, or report any information in the application and evidence necessary for and in connection with the issuance, offering, allocation, subscription, and delivery of such newly issued ordinary shares, including contacting and filing of the application and evidence with the Ministry of Commerce, the Securities and Exchange Commission, the SET, governmental

YEAR	KEY of EVENT in YEAR 2021 – 2023
	<p>agencies or other relevant authorities, and the registration of the Company’s newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company’s issuance, offering and allocation of the newly issued ordinary shares by way of private placement</p> <p>The 2023 Annual General Meeting of Shareholders on 27 April 2023 approved all proposed resolutions.</p> <ul style="list-style-type: none"> ● On 26 May 2023, the Company and the related counterparties have satisfied all of the conditions precedent and other obligations under the agreements related to the aforementioned investment transaction. As a result, the investment in Inno Precast has been completed for which the Company has acquired 51.00 percent shareholding in Inno Precast, and the Company has allocated 1,572,729,730 newly issued ordinary shares of the Company, representing 18.26 percent of the total issued and paid-up shares of the Company after the capital increase, to Quartz Holding 1 as a payment. Therefore, as of 26 May 2023 and going forward, Inno Precast has become a subsidiary of the Company, and Pruksa Holding Public Company Limited (“PSH”), as the wholly owned shareholder of Quartz Holding 1, shall be deemed as a major shareholder of the Company. In this regard, the Company has registered change in paid-up capital in the amount of THB 1,336,820,270.50 with the Department of Business Development, Ministry of Commerce which results in that the paid-up registered capital of the Company has been changed from THB 5,983,418,969.75 to THB 7,320,239,240.25 divided into 8,612,046,165 shares with par value at THB 0.85 each. After the aforementioned allocation of newly issued shares, the Company still has 899,646,198 unissued ordinary shares allocated to accommodate the conversion rights of the GEL-W5 warrant holders. ● The Board of Directors’ Meeting No.7/2023 of General Engineering Public Company Limited held on 20 October 2023 has the resolution and approve; <ol style="list-style-type: none"> 1) It was resolved to grant approval to propose to the Extraordinary General Meeting of Shareholders to consider approving the business restructuring by way of the partial business transfer (PBT) and/or the sale and purchase of partial business of the Company, i.e. the precast factory business to Inno Precast Company Limited (“Inno Precast”), the subsidiary which the Company holds 1,019,999 ordinary shares, representing 51% of the total issued shares of Inno Precast, by entering into the partial business transfer agreement and/ or the sale and purchase agreement of partial business and related

YEAR	KEY of EVENT in YEAR 2021 – 2023
	<p>agreements with Inno Precast and related parties. The business restructuring by way of the partial business transfer (PBT) and/ or the sale and purchase of partial business transaction has a total value of approximately 880 million Baht, whereby Inno Precast will make the payment of the consideration by (a) issuing its newly issued ordinary shares to the Company in the amount of not exceeding 1,070,991 shares at the price of 570.50 Baht per share, equivalent to a total value of 611.00 million Baht (in addition, Inno Precast will issue its newly issued ordinary shares in the amount of 701,140 shares to Quartz Holding 2 Company Limited (“Quartz Holding 2”), the major shareholder of Inno precast, which is an entity in the group company of Pruksa Holding Company Limited (“PSH”) whereby Quartz Holding 2 currently holds 49% of the total shares of Inno Precast), the issuance of additional capital shares by Inno Precast is not issued in proportion to the shareholding of existing shareholders ; (b) paying in cash to the Company in the amount of 124 million Baht; and (c) acquiring the assets related to the precast business, which consists of lands and factory buildings (after such assets have been released from collateral obligations), from the Company at the total value of 145 million Baht provided that the payable amount shall be subject to deduction of the rental fee that Inno Precast has leased such assets from the Company for the period of three years before the assets have been released from collateral obligations. The rental fee is fixed at the rate of 11.6 million Baht per annum (total 3 years is amounted of 34.8 million Baht) and propose to the Shareholder’s Meeting to consider authorizing the Executive Committee and/or the person authorized by the Executive Committee to be the authorized person to act in accordance with the business restructuring plan including to make any arrangements which are related to or required for the business restructuring by way of partial business transfer and/ or sale and purchase of partial business, including to determine, edit, amend any related details to comply with the criteria as prescribed in the rule, methods, and regulations of a partial business transfer and/ or sale and purchase of partial business under the law and to make revision, change, amendment, and/ or to add details and procedures of the business restructuring and make any arrangement deemed necessary and appropriate to mitigate any impacts which may arise to be as appropriate and/ or to be able to successfully complete the objectives of the business restructuring.</p> <p>2) It was resolved to grant approval to propose to the Extraordinary General Meeting of Shareholders to consider approving the transfer of ownership of land and structures on the land, on land title deeds No. 11741 and 11742, located in Chiang Rak Noi Subdistrict,</p>

YEAR	KEY of EVENT in YEAR 2021 – 2023
	<p>Sam Khok District, Pathum Thani Province, to Inno Precast Company Limited pursuant to the partial business transfer and/or the sale and purchase of partial business and the value of land and structures for the transfer of ownership of land and structures on the land to Inno Precast pursuant to the partial business transfer and/or the sale and purchase of partial business, at the total net transfer price of THB314,614,400 (three hundred and fourteen million six hundred and fourteen thousand four hundred baht) and the determination of the conditions for making payment in consideration of the transfer of ownership of land and structures on the land and the authorization of the Executive Committee and/or the person authorized by the Executive Committee to be the authorized person to undertake any relevant or necessary action in the transfer of ownership of lands and properties on the lands to Inno Precast in accordance with the partial business transfer and/or sale and purchase of partial business, and be the authorized person to determine conditions for receiving payment as consideration for the transfer of ownership of lands and properties on the lands, which includes negotiation, entering into, signing, amending contracts, agreements, and all of the relevant documents, determining criteria, conditions, and any other information as appropriate in order to be able to successfully complete the transaction under the relevant rules and laws.</p> <p>The Extraordinary General Meeting of Shareholders No. 1/2023 on 30 November 2023 approved all proposed resolutions.</p> <ul style="list-style-type: none"> ● On 27 December 2023, the Company and the related counterparties have satisfied all of the conditions precedent and other obligations under the agreements related to the Group A Assets. As a result, the investment in Inno Precast has been completed for which the Company has acquired 55.43 percent shareholding in Inno Precast. For Group B Assets, the Company is in the process of comply with the conditions precedent and other obligations under the agreements related to the Group B Assets.

Note: ^{1/} Pruksa Holding Public Company Limited (“PSH”) is a holding company which earns its main income from dividends of shares from the following core businesses 1. Development of property for sale and 2. Healthcare business

1.1.3 The used of raising funds in accordance with the objectives stated in the registration statement

-None-

1.1.4 Commitments that the Company made in the registration statement

-None-

1.1.5 General Information

Company name	:	General Engineering Public Company Limited
Company symbol	:	GEL (On 14 March 2014 the Company changed symbol from "GEN" to "GEL")
Headquarter	:	44/2, Moo 2, Tivanon Road, Bangkadee, Muang, Pathumthani 12000
Branch office	:	Branch (1): 99, 99/2-5 Moo 4, Chiangraknoi, Sam Khok, Pathumthani 12160 Branch (2): 99/19 Moo 1, Banlang, Muang Rayong, Rayong 21000
Nature of Business	:	Manufacturing and distribution of construction materials: Pre-stressed concrete pile products, Precast concrete products, glass fiber reinforced concrete product, special cement product and post-tensioned
Register Number	:	0107536001338
Contact numbers	:	Tel 02-501-2020, 02-501-1055 Fax 02-501-2468, 02-501-2134
Website	:	www.gel.co.th
Registered Share Capital	:	8,084,938,508.55 Baht
Paid up Share Capital	:	7,320,239,240.25 Baht
Paid up ordinary shares	:	8,612,046,165 shares
Par value	:	0.85 Baht
Accounting period	:	1 January - 31 December

1.2 NATURE OF BUSINESS**1.2.1 Revenue Structure**

The revenue structure from business operation of the company can be classified as follows:

Type of revenue	2023		2022		2021	
	Million Baht	Million Baht	%	Million Baht	%	%
Revenue from sales and services						
Pre-stressed concrete piles	650.26	15.70	332.95	11.78	410.16	23.51
Precast Concrete ^{1/}	2,120.51	51.21	672.02	23.78	495.76	28.42
Post-tensioned slab	186.04	4.49	164.47	5.82	62.43	3.58
Glassfiber Reinforced Concrete	48.78	1.18	35.67	1.26	33.32	1.91
Construction chemical products	122.04	2.95	152.42	5.39	86.04	4.93
The pre-stressed precast concrete (Segment & Girder)	556.99	13.45	712.32	25.21	275.45	15.79
Steel product	69.61	1.68	96.32	3.41	25.11	1.44
Other products	352.06	8.50	604.63	21.40	273.72	15.69

Type of revenue	2023		2022		2021	
	Million Baht	Million Baht	%	Million Baht	%	%
Total revenue from sales and services	4,106.29	99.16	2,770.80	98.06	1,661.99	95.26
Others revenue	34.78	0.84	54.79	1.94	82.69	4.74
Total revenues	4,141.07	100.00	2,825.59	100.00	1,744.68	100.00

Note: ^{1/} The Board of Directors' Meeting No.7/2023 on 20 October 2023 and the Extraordinary General Meeting of Shareholder No. 1/2024 on 30 November 2023 have the resolution and approve the business restructuring by way of the partial business transfer (PBT) and/or the sale and purchase of partial business of the Company which is the precast factory business to Inno Precast, the subsidiary of the Company and Later, December 15, 2023, the Company has already transferred its partial business to Inno Precast.

1.2.2 Our Products and Services

(1) Characteristics of products and services and business innovation development

Product Group	Product Name	Properties	Usage
Pre-stressed concrete pile products	<ul style="list-style-type: none"> ➤ Square pile ➤ I-shape pile ➤ Hollow square pile ➤ Pre-stressed concrete spun Piles 	Being efficient piles saving time and costs of construction and has been certified by the Office of Industrial Standards (TIS 396-2549) and certified quality management system according to ISO 9001:9015.	Government units, state enterprises, department stores, factory, universities, airports, housing Developments and bridge works etc.
Concrete products	<ul style="list-style-type: none"> ➤ Precast concrete for structural parts product including stair, watt, beam, slab 	The quality and standard can be controlled consistently throughout the sheet, making the construction fast and in line with the design. The company's products use modern machinery and technology from Germany.	Residence both housing and condominium, factory and warehouse, department store, high-rise building, stadium etc.
Post-tensioned slab	<ul style="list-style-type: none"> ➤ Post-Tension slab 	It is used for areas that require a wider span of pillars than usual, and there are no beams between the pillars, allowing for more layers to be added, as well as faster and more efficient construction.	Car park building, high rise building
	<ul style="list-style-type: none"> ➤ Biaxial slab 	The area structure construction system uses recycled plastic to cast into various shapes to replace concrete in the structure of the building, which can help reduce the amount of concrete used and heavy duty of the structure. There are three types of hollow balls of the two-way hollow beamless system: flat sphere, oval and spherical form, and are certified by the German Institute of Structural Engineering (Deutsches	Factory work, bridge work, big building

Product Group	Product Name	Properties	Usage
		Institut für Bautechnik: DIBt).	
Glass fiber reinforced concrete product	➤ Glass fiber reinforced concrete product	Fiberglass reinforced concrete without steel reinforcement can make products in various shapes with resolution inform. They are attractive light-weighted and easy for installation.	For a customer who wants to use a product of a unique product. Suitable for various decorations for beauty, whether inside or outside the building.
	➤ Noise Barrier	Being a product used for the prevention of noise pollution resulting from traffic or machinery	Special expressways, highways, underground tunnels, power plants and factories
Construction chemical products	➤ Non-Shrink Grout Cement	Being non-shrink cement and supporting a high pressure	Housing, high rise building, factory, power plant and petro chemical plant
	➤ Skim coat	There is a thin plaster adhesion. Used for wall	Concrete wall
		decorations, concrete work surface to smooth out beautifully. There are no cracks. Savings color of the painting	
	➤ Tile Adhesive	For general floor and wall tiles	For general floor and wall tiles
	➤ Construction Chemicals	There are varieties of products which are suitable for different projects such as waterproofing, surface treatment and repairing etc.	Used for all types of construction
Other products	➤ Bored pile	Prevent unstable soil wall erosion around borehole Reduce the noise caused by installation	Projects that need to support large-scale structures
	➤ Segment & Girder	High construction technology and the work piece is large. The design meets the design requirements of the regulatory agencies.	Infrastructure such as the bridge structure, U-turn, expressway, elevation
	➤ Soil Cement Column	It is a technique to improve the quality of the foundation soil to have an increased load capacity. Reduces subsidence in soft soil layers. Prevention of soil woes.	Roads on soft or loose soil Small building foundation work Anti-erosion work of the bank, work to prevent breakdown of deep digging work. Water barriers and reservoirs

Note: Being a product with quality certification under the ISO 9001:2015 Standard

Customer Satisfaction Survey

	Jul-Dec 2023	Jan-Jun 2023	Jul-Dec 2022	Jan-Jun 2022	Jul-Dec 2021	Jan-Jun 2021
% of customer satisfaction	86.83	82.42	85.06	83.64	85.99	92.60

Note: The Company has target the performance not exceed 75%

Research and development

-The Company has no research and development's expenses.-

(2) Marketing and competition condition

In 2023, the construction industry is in a stable state compared to 2022, with government construction values shrinking due to delays in large construction projects and there are no new large-scale projects starting construction in 2023, partly due to political factors while waiting for the process of forming a new government. As for the value of private construction, it increased according to the driving force of construction in industrial factories and real estate.

Meanwhile, the business of producing and distributing construction materials has rather intense competition for market share but it still improved according to the construction situation that gradually recovered in the private sector. This is driven by the expansion of investment in factory construction and office buildings in industrial estates, especially the Eastern Economic Corridor (EEC) project, following the gradual recovery of investment. Including real estate projects, especially in Bangkok and surrounding areas, as well as major cities in various regions, including demand for home repairs that has improved from purchasing power recovering in line with the economic situation. The government sector, even though the value of construction work has shrunk and there are no large projects starting new construction in 2023, but there will still be some support from construction work that continued from the previous year especially for large projects that require several years of construction time.

Main customers of the Company

1. Medium and large contractors A group of potential contractor companies that tend to bid from government sectors such as buildings and infrastructure and work in the private sector, such as construction of public buildings, high-rise buildings, large housing projects, etc.
2. Developer Require to purchase material for construction by themselves, since the confidence in the quality of products and services without the construction contractors.
3. Architectures and engineers The designers and drawing calculators with their knowledge and understanding for application to those products very well, with their capability to suggest to the project owners to use those products.

Due to the industry conditions and competition that will occur during 2023, the Company has a strategy for adapting in order to maintain its competitiveness. Summarized into the following main topics:

(a) Marketing strategies

1) Adaptation from the intensity of competition between business organizations in the same industry

Due to the intense competition situation in 2023, many competitors compete highly in terms of price, product quality, and services. This year, the Company focuses on increasing its ability to compete in price through effective control of production costs and emphasizes the use of machinery and technology that makes product installation faster and efficient with reduced total costs for customers to offer customers options and differentiate themselves from competitors.

2) Dividing the product business into sub-segments and focusing on product groups that generate high financial returns.

The Company divides its products and services into 3 main groups:

- 1) Product groups that can generate high financial returns that emphasizes innovative product features or production that emphasizes expertise, including
 - Precast concrete products
 - Construction chemicals products
 - Glassfiber Reinforcement Concrete products
- 2) General basic product group It is necessary to control product costs in order to maintain competitiveness, including:
 - Prestressed Concrete Pile
 - Post-Tension Slab
- 3) Products that are an extension of current products to cover a variety of purposes, including:
 - Biaxial Slab
 - Prefabricated Vertical Drain
 - Spun Pile

And in 2023, the Company has restructured its business by transferring the precast factory business of the Company to Inno Precast, by way of Partial Business Transfer (PBT) and/or buying and selling part of the business. This restructuring will help the group's business management to be more agile and flexible due to each type of business will be clearly separated under the operations of the subsidiary company. This allows the Company to more clearly analyze and track the performance of the Company and its subsidiaries for each type of business from separate financial statements. It will also help the Company to better manage the risks of each type of business and reduce conflicts of interest between the Company and Inno Precast. In addition, it will continue to increase opportunities to expand the precast business of the Company and the listing of Inno Precast on the Stock Exchange of Thailand (Spin Off) in the future.

3) Brand awareness and promotion strategies

The Company continues to build brand awareness for both products and services through many channels, including introducing products and services to a group of project designers and consultants. Organizing various marketing activities such as organizing academic seminars and product training both with customers, associations, government agencies and educational institutions including focusing on public relations through online media, which can reach a new and wide customer base today.

(b) Industry conditions and competition

1) The intensity of competition among business organizations in the same industry

There are many competitors in this industry especially for prestressed concrete pile products. As a result, there is high competition in terms of price, as in today's market, which belongs to buyers. However, the number of these competitors differs in size and operational capability of each business entity. both in terms of production capacity Large machines used for installation and the location of the factory Therefore, the company has expanded its business line to have more variety of products to affect some products that are quite competitive.

2) Availability of products or services that can be substituted

This industry has products or services that can be substituted, such as precast concrete products for buildings. Masonry can replace precast concrete products for buildings. But nowadays, precast concrete products have widely replaced the walls with cement because there are many advantages both in terms of standard and quality control regarding construction period control.

3) Bargaining power of raw material suppliers

The main raw materials of this industry are cement, high-tensile steel wire and rebar, of which there are not many producers. Therefore, the market price can be set at certain times depending on the market conditions. The Company is still able to negotiate with sellers and does not pose a disadvantage to competitors.

(3) Providing Products or Services

Currently, the Company has three locations as follows.

- (1) The Company headquarter 44/2 Moo 2 Tivanont Road, Bangkadi, Muang Pathumthani, Pathumthani
 - (2) Branch (1) 99, 99/2-5 Moo 4, Chiangraknoi, Sam Khok, Pathumthani
 - (3) Branch (2) 99/9 Moo 1, Banlang, Muang Rayong, Rayong
-

(a) Capacity and utilization

Product	2023				2022				2021			
	Full Capacity	Actual production	Utilization (%)	Production volume increase (decrease) (%)	Full Capacity	Actual production	Utilization (%)	Production volume increase (decrease) (%)	Full Capacity	Actual production	Utilization (%)	Production volume increase (decrease) (%)
Pre-stress concrete pile (cu.m.)	139,500	58,047	41.61	34.21	139,500	43,250	31.00	(24.46)	139,500	57,255	41.04	(3.60)
Precast concrete (m ²)	756,000	407,487	53.90	(14.73)	756,000	539,333	71.34	68.63	735,560	319,838	43.48	39.35
Post-Tensioned (m ²)	800,000	450,816	56.35	16.72	800,000	386,238	48.28	73.84	667,000	222,176	33.31	(49.56)
Glass fiber reinforcement concrete (kg)	2,500,000	572,202	22.89	9.57	2,500,000	522,234	20.89	(5.74)	2,500,000	554,032	22.16	32.90
Special Cement (kg)	50,000,000	29,409,430	58.82	(20.98)	50,000,000	37,219,715	74.44	74.59	30,270,000	21,318,169	70.43	72.82
Bored Pile (cu.m.)	41,000	23,654	57.69	50.91	17,000	15,674	92.20	32.24	13,000	11,853	91.18	-
Segment (cu.m.)	50,000	35,223	70.45	2.61	50,000	36,167	72.33	126.04	50,000	16,000	32.00	-
Soil Cement Column (cu.m)	250,000	219,778	87.91	0.41	243,750	218,887	89.80	427.93	48,000	41,461	86.38	-

Note: ^{1/} The Board of Directors' Meeting No.7/2023 on 20 October 2023 and the Extraordinary General Meeting of Shareholder No. 1/2024 on 30 November 2023 have the resolution and approve the business restructuring by way of the partial business transfer (PBT) and/or the sale and purchase of partial business of the Company which is the precast factory business to Inno Precast, the subsidiary of the Company and Later, December 15, 2023, the Company has already transferred its partial business to Inno Precast.

(b) Supply of raw materials for production to sell

In the year 2023, the Company has selected many new distributors to increase the price competition of the company's raw materials and equipment, as well as testing more various appliances and the Company is also looking for distributors from abroad as an alternative to the Company's purchase. The Company still considering both quality and price. The Company also has a partnership with distributors in cooperation in product development, inspection and evaluation both product distributors and users of the Company. By examining the satisfaction with the users and having a meeting together to discuss the ways of working and listening to the problems to improve and improve

The main raw material suppliers

Cement	Buy from vendor	3	Lists
PC Wire/PC Strand	Buy from vendor	3	Lists
Steel bar	Buy from vendor	10	Lists
Sand/stone	Buy from vendor	4	Lists

Order of suppliers based on quality, price and commercial terms.

(4) Assets used in business operation**(a) Main permanent property**

Details and net book value of the assets of the consolidated financial statements as of December 31, 2023 are as follows:

Assets	Ownership	Book Value (Million Baht)	Note
Land and land improvement			
1. Land which factory location Total area 5-2-38 rais located 44/2 Moo 2 Tivanont Road, Bangkadee, Muang, Pathunthani	General Engineering PLC.	1.87	Head office location
2. Land and land development at Chaing Rak Noi factory Total area 92-3-77.6 rais located Chaing Rak Noi, Samkok, Pathumthani	General Engineering PLC.	491.66	The land has been mortgaged as collateral for credit facilities from financial institutions.
3. Land and land development at Chaing Rak Noi factory Total area 20 rais located Chaing Rak Noi, Samkok, Pathumthani	General Nippon Concrete Industries Limited	100.15	The subsidiary purchased from General Engineering Public Company Limited at a price of Bath 130.00 million for the construction of a factory of spun pile with profit Baht 29.85 million
4. Land with factory location Total area 2-3-88 rais located near 44/2 Moo 2 Tivanont Road, Bangkadee, Muang, Pathumthani	General Engineering PLC.	5.30	Head office location

Assets	Ownership	Book Value (Million Baht)	Note
5. Land which factory location Total area 74-2-18 rais located 44/2 Moo 2 Tivanont Road, Bangkadee, Muang, Pathunthani	Mr. Chairat Labsongsuk	-	Land lease agreement with Mr. Chairat Labsongsuk
6. Land for building factory Total area 40 rais located Banleang, Muang, Rayong	General Engineering PLC.	292.72	A subsidiary company to lease of land for a high-tensile wire factory which have been operated in 2018, and mortgaged to be used as collateral for credit facilities with a subsidiary's financial institution.
7. Land and land development at Chaing Rak Noi factory Total area 13-2-72.2 rais located Chaing Rak Noi, Samkok, Pathumthani	General Engineering PLC.	61.92	The land has been mortgaged as collateral for credit facilities from financial institutions.
8. Land development	Seven Wire Company Limited	5.65	High-tensile wire factory
9. Land development - Nava Nakorn factory Total area 130 rais located Khleng Nueng, Khleng Luang, Pathumthani - Chaing Rak Noi factory total area 38-1-27.8 rais located Chaing Rak Noi, Samkok, Pathumthani	Inno Precast Company Limited	977.47	Nava Nakorn factory Book value Baht 600.44 million. It has been mortgaged to serve as collateral for credit lines from financial institutions.
10. Land Total area 16-2-72.0 rais located Chaing Rak Not, Samkok, Pathumthani	Mr. Pitak Niphanphaisam	-	Land for rent for use as a place to store products and company's assets.
Total land and land development		1,936.74	
Building			
1. Building	General Engineering PLC.	491.71	The Buildings at Chiang Rak Noi factory Building Baht 200.20 million. The Buildings has been mortgaged as collateral for credit facilities from financial institutions.
2. Building	Seven Wire Company Limited	124.13	High tensile wire factory Rayong
3. Building	General Nippon Concrete Industries Limited	107.62	Spun pile factory Chiang Rak Noi
4. Building	Inno Precast Company Limited	699.88	Nava Nakorn building Book value Baht 594.33 million. It has been mortgaged to serve as collateral for credit lines from financial institutions.
Total building		1,423.34	
Machinery and tools	The Company and its subsidiaries	2,112.90	Most machines at Chiang Rak Noi factory has been mortgaged as collateral for the credit line loans from financial institutions Baht .

Assets	Ownership	Book Value (Million Baht)	Note
			542.75 million
Office stationaries	The Company and its subsidiaries	25.75	
Assets under construction	The Company and its subsidiaries	91.44	
Vehicle	The Company and its subsidiaries	9.06	

(b) Investment Policy in Subsidiaries and Associates

Board of Directors is supervision of the operations of subsidiaries and associates to comply with our Code of Conduct (Conduct Guidelines), including regulations, goals, business strategies and the performance of subsidiaries and associated companies is continually monitored. The Company has a policy and management supervision of operations of subsidiaries and associated companies (resent and / or if there will be in the future) as follows

The Policy

- The Company has the respect of the rights and the stakeholders has had equitable and responsibility for the decisions and actions that can explain and clarify. accountability encompasses its
- The company to have the disclosure of information with transparency can check reorganizing
- The company to have to rely on ethical conduct and the Code of Conduct is the foundation of business code of conduct and the code of ethics)
- The Company the growth to the company and the company with and add value to the long-term shareholder (creation of long-term value, research with due regard to the rights of all stakeholders, including coordinating a superior equilibrium between the different stakeholders each group and with the company with a fair to all parties.
- The Company the growth to the company and the company with and add value to the long-term shareholder (creation of long-term value, research with due regard to the rights of all stakeholders, including coordinating a superior equilibrium between the different stakeholders each group and with the company with a fair to all parties.
- In the event that the Company and its subsidiaries or affiliates may have a bid competition. The Company has a policy not to compete in the main business with each other and will continue to provide maximum benefit to all stakeholders of both the Company or Companies
- The Company has a sense of responsibility in the obligations and act with the capabilities for the actions of their stakeholders, particularly the shareholders to behave according to

Management

- Consider sending a qualified person to a representative of the Company to directors and/or management in the company and the company at least according to the shareholders proportion to supervise and control the business.

- The delivery report such representation with the features of the agent for the Board of Directors to Acknowledge
- Compliance. The Company has treated according to a power of approval and the action as well as the disclosure of information and any action that is based on the rule that with the Securities and Exchange Commission and the regulations announced the command or the requirements of the Stock Exchange of Thailand as well as the provisions on the disclosure of information of the connected transaction and/or assets.
- The summary report the performance of the company and the company to the Board of Directors every quarter and in the case where there is a significant of the company, such as the capital increase/decrease the capital of the company to offer it to the Board of Directors of the company to approve any action.

In this regard, in the above operations, the Company recognizes the importance of good corporate governance principles which is the main factor in strengthening the organization to have an efficient system and is committed to conducting business in accordance with the principles of corporate governance to create a mechanism to control the company's operations to be transparent be fair and create confidence among all stakeholders. Investment policy in subsidiaries and associated companies Effective from the date of the resolution of the Board of Directors Meeting No. 2/2016 on 25 February 2016

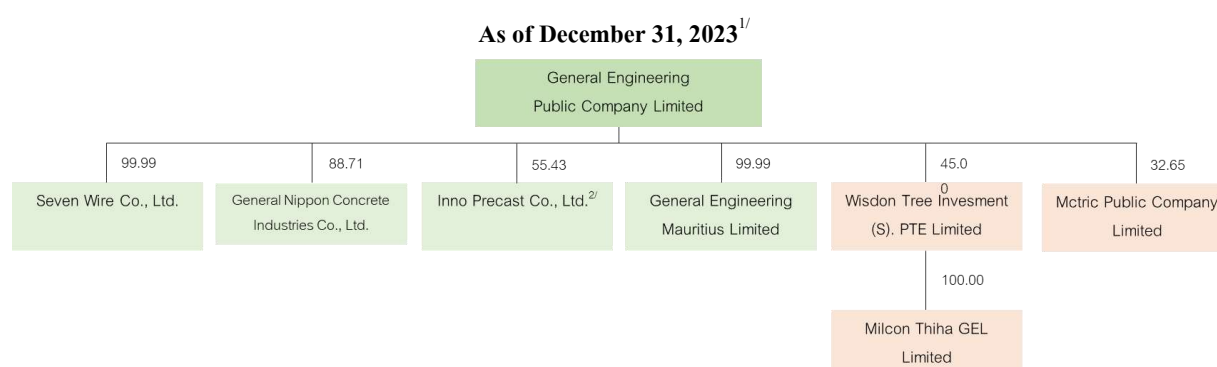
(5) Work has not been delivered

At the end of the consolidated financial statements, the Group has sales and service contracts that have not yet been delivered as follows:

(Unit: million baht)	December 31, 2023	December 31, 2022	December 31, 2021
Number of work has not been delivered	4,822	3,609	4,124

1.3 THE SHAREHOLDING STRUCTURE OF THE GROUP

1.3.1 The shareholding structure of the group



Note:

1. There were no shareholders with conflicts in subsidiary and associated companies exceeding 10%
2. On 26 May 2023, the Company has acquired 51.00% shareholding in Inno Precast by way of accepting the entire business transfer of Quartz Holding 1 who holds 1,020,000 ordinary shares, representing 51.00% of the total shares of Inno Precast, and the Company has allocated 1,572,729,730 newly issued ordinary shares of the Company, representing 18.26% of the total issued and paid-up shares of the Company after the capital increase, to Quartz Holding 1 as a payment. Therefore, Inno Precast has become a subsidiary of the Company, and Pruksa Holding Public Company Limited (“PSH”), as the wholly owned shareholder of Quartz Holding 1, shall be deemed as a major shareholder of the Company and on 27 December 2023, the Company and the related counterparties have satisfied all of the conditions precedent and other obligations under the agreements related to the Group A Assets. As a result, the investment in Inno Precast has been completed for which the Company has acquired 55.43% shareholding in Inno Precast by way of the partial business transfer (PBT) and/or the sale and purchase of partial business of the Company.
3. The Company held 11.97% in Millcon Steel Public Company Limited which is invested company and the Company has no any control

General information of Subsidiaries and Associates**Subsidiaries**

(1) Company name	General Engineering Mauritius Limited
Headquarter	: 10 th Floor, Standard Chartered Tower 19, Cybercity, Ebene, Mauritius
Nature of Business	: Investment business
Contact numbers	: Tel (023) 0404 6000
Paid up Share Capital	: 337,768 Baht or 10,000 USD
Shareholding	: 100.00%
(2) Company name	Seven Wire Company Limited
Headquarter	: 99/9 Moo 1, Banlang, Muang Rayong, Rayong 21000
Nature of Business	: Manufacturing and sell the special qualified PC Wire and PC Strand
Contact numbers	: Tel 038-622-2999, 038-624-499
Registered Share Capital	: 280,000,000 Baht (2,800,000 Shares at 100 Baht per share)
Paid up Share Capital	: 280,000,000 Baht
Shareholding	: 99.99%
(3) Company name	General Nippon Concrete Industries Limited
Headquarter	: 99/9 Moo 4, Chiangraknoi, Sam Khok, Pathumthani 12160
Nature of Business	: Manufacturing and sell concrete spun pile
Registered Share Capital	: 310,000,000 Baht
Paid up Share Capital	: 310,000,000 Baht
Shareholding	: 88.71%

(4) Company name	:	Inno Precast Company Limited
Headquarter	:	69/5 Moo 11 Phahonyothin Road, Klong Nueng, Klong Luang, Pathumthani 12120
Nature of Business	:	Producing and distributing precast factory business
Registered Share Capital	:	1,211,000,000 Baht
Paid up Share Capital	:	1,211,000,000 Baht
Shareholding	:	55.43%

Associated company

(1) Company name	:	Wisdom Tree Investment (S) PTE. Limited
Headquarter	:	1 Raffles Place #39-01 One Raffles Place Singapore (048616)
Nature of Business	:	The company set up in Singapore for business investment in a joint venture to build and operate the plant, production and sale of steel products in Myanmar.
Contact numbers	:	Tel (65) 6225-1868
Investment value	:	12 Million USD
Shareholding	:	45%
Related status	:	Joint venture company
(2) Company name	:	Metric Public Company Limited
Headquarter	:	121/105, RS Tower, 39th Floor, Ratchadapisek Road, Dindaeng District, Bangkok
Nature of Business	:	Construction and System installation services
Contact numbers	:	Tel 0-2641-2100 Fax 0-2641-2030, 0-2641-2029
Registered Share Capital	:	450,000,000 Baht (450,000,000 shares at 1 Baht per share)
Paid up Share Capital	:	300,000,000 Baht
Shareholding	:	32.65%
Related status	:	Associated company

Company	Nature of Business	Proportion (%)	Paid up capital (Million Baht)	Book value based	
				Cost Method (Million Baht)	Equity Method (Million Baht)
Subsidiaries					
1. General Engineering Mauritius Limited 10 th Floor, Standard Chartered Tower 19, Cybercity Ebene, Mauritius	Investment business	99.99	0.34	-	-
2. Seven Wire Company Limited 99/9 Moo 1, Tambon Banlang, Ampoe Muang Rayong, Telephone 0-3862-2299, 0-3862-4499	Manufacturing and sell the special qualified PC Wire and PC Strand	99.99	280.00	279.99	-
3. General Nippon Concrete Industries Limited 99/9 Moo 4, Tambon Chiangraknoi, Ampoe Samkok, Pathumthani	Manufacturing and sell concrete spun pile	88.71	310.00	270.45	-
4. Inno Precast Company Limited 69/5 Moo 11 Phahonyothin Road, Klong Nueng, Klong Luang, Pathumthani	Producing and distributing precast factory business	55.43	1,211.00	989.22	-
Joint Venture Company					
Wisdom Tree Investment (S) PTE. Limited 1 Raffles Place #39-01 One Raffles Place Singapore (048616) Telephone (65) 6225-1868 Fax (65) 3125-7212	Investment in overseas	45.00	394.80	-	-
Associated Company					
Metric Public Company Limited 121/105, RS Tower, 39th Floor, Ratchadapisek Road, Dindaeng District, Bangkok Telephone 0-2641-2100 Fax 0-2641-2030, 0-2641-2029	Construction and System installation services	32.65	300.00	154.26	153.29

Note: There were no shareholders with conflicts in subsidiary and associated companies exceeding 10%.

Business of subsidiaries and associated

Subsidiaries

- General Engineering Mauritius Limited** is an investment company which invests in Wisdom Tree Investment (S) PTE. Limited, the joint venture company.
- Seven Wire Co., Ltd** is a manufacturing and sells the special qualified of PC wire/ PC strand and cold drawn wire. The plant is located in the IPRC Eco Industrial Zone, Rayong province which produces following products;

- a. Prestressed Concrete Wire (PC Wire)
- b. Prestressed Concrete Strands (PC Strands)
- c. Cold Drawn Wire (CW)

3. General Nippon Concrete Industries Co., Ltd. is a manufacturing and sells concrete spun pile.

4. Inno Precast Co., Ltd. is a producing and distributing precast factory business.

Associate company

Metric Public Company Limited

operates construction engineering business including electrical and mechanical systems in various fully integrated, divided into two main areas which are general engineering construction, electrical and mechanical systems in various fully integrated with construction in various types such as commercial buildings, residential buildings, educational institution, industry construction and civil engineering construction etc. Metric Public Company Limited provides the services from architecture, telecommunications, plumbing sanitation systems and fire protection systems, conditioning and ventilation systems.

Joint venture Company

Wisdom Tree Investment (S) PTE. Wisdom Tree Investment (S) PTE. Limited,

an entity incorporated in Singapore. The objective is to invest in a joint venture to manufacture and distribute of steel formed products in Myanmar.

1.3.2 Persons who may have conflicts of interest hold shares in subsidiaries or affiliated companies.

The Company does not have any person who may have conflict of interest, holds shares in subsidiaries or affiliates.

1.3.3 Relationship with the business group of major shareholders

-None-

1.3.4 Shareholder structure

As of 31 December 2023 (referred the closing date XM Date as of 7 November 2023) Total common stock 8,612,046,165 shares.

The distribution of shareholding by nationality

Thai Shareholders						Foreign Shareholders					
Juristic person			Individuals			Juristic person			Individuals		
No. of Shares	No. of person	%	No. of Shares	No. of person	%	No. of Shares	No. of person	%	No. of Shares	No. of person	%
1,648,498,783	20	19.14	6,944,544,269	12,699	80.64	18,392,302	4	0.21	610,811	13	0.01

List of Top 10 Major shareholders

(Referred the closing date XM Date as of 7 November 2023 Total common stock 8,612,046,165 shares)

Shareholders	Nationality	No. of shares	%
1. Mr. Thitipong Tangpoonphonvivat	Thai	1,594,832,313	18.52
2. Prukha Holding Public Company Limited	Thai	1,572,729,730	18.26
3. Mrs. Pornvipa Wongphaitoonpiya	Thai	366,000,000	4.25
4. Mr. Veerasak Sutundhviboon	Thai	209,000,000	2.43
5. Ms. Karnjana Wongphaitoonpiya	Thai	186,066,667	2.16
6. Mr. Prasit Witanakorn	Thai	157,429,000	1.83
7. Mr. Pailuck Wongwaisayawan	Thai	100,000,000	1.16
8. Mr. Somchart Kunsumphantip	Thai	65,000,000	0.75
9. Thai NVDR Co., Ltd.	Thai	1,572,729,730	18.26
10. Mr. Chavit Luanpijpong	Thai	366,000,000	4.25

1.4 NUMBER OF REGISTERED CAPITAL AND PAID-UP CAPITAL

Registered and paid-up capital as at 31 December 2023, the Company registered capital is Baht 8,084,938,508.55 which paid up capital is Baht 7,320,239,240.25 divide into ordinary shares of 8,612,046,165 shares at par value of Baht 0.85 per share

1.5 ISSUANCE OF OTHER SECURITIES

-None-

1.6 DIVIDEND POLICY

In the Annual General Meeting of Shareholders No. 1/2008 on April 24, 2008, the meeting unanimously resolved to approve the Company change the dividend payment policy to “Not more than 60% of net profit after income tax and legal reserve and the Company must not have accumulated losses. This is in line with the cash flow and the Company's future business expansion plans” and dividends will be paid equal to the number of shares for each share. The Company has a policy to grant shareholders the right to vote one share per one vote. (Currently, the company only issues 1 type of shares, namely ordinary shares, no preferred shares)

Right to receive a share of profit / dividend which received equal rights of operation. In addition, the Company also grants shareholders the right to appoint the Board of Directors, consider certifying the Company's operating results every year, the right to approve amendments to the Articles of Association and the Memorandum of Association. And the right to consider and approve a capital reduction or capital increase.

The company takes into account the rights of shareholders. It takes care of shareholders rather than their legal basis, including providing important, up-to-date information through the Company's website. Management reports and analysis (MD&A) are provided to explain the operating results every quarter and disseminating news on the Company's website.

2. RISK MANAGEMENT

2.1 RISK MANAGEMENT POLICY AND PLAN

The Company has a framework for determining the level of risk of the Company. It was measured by the likelihood of occurrence and the severity of the impact. The Risk Management Committee and the working group that oversee the risk management process review and assess risks twice a year to ensure that the Company has effective risk management. This includes determining, assessing, preventing, mitigating and monitoring risks and reporting them to the Board of Directors immediately when the risk level is within the significant level. Please consider the topic of risk management in good corporate governance policy www.gel.co.th.

For tracking sufficiency assessment and promote the risk management culture of that Company, in 2022, the Board of Directors has appointed a Risk Management Committee to monitor, review, assess adequacy and promote the Company's risk management culture. The Risk Management Committee is of the opinion that the corporate risk management approach is appropriate with the Company's objectives, goals, plans, and strategies. It has reported to the Board of Directors once a year.

2.2 RISK FACTORS TO THE BUSINESS OPERATION

2.2.1 Risk factors to the business operation

Risk of competition

There are many competitors in this business. Therefore, there will naturally be very high price competition. The Company therefore has risk management guidelines by adjusting the proportion of income and expanding the Company's business lines to meet the needs of a wider range of customers which to prevent risks for some products that are quite competitive. The Company has taken steps to improve production efficiency and increase rigor in preparation for production, starting from focusing on understanding products, customer needs to help reduce costs and can compete in some highly competitive products by focusing on producing quality products, fast service, keep up with customer needs including setting cost prices, selling prices and organizing appropriate marketing promotion activities to maintain the old customer base and expand the new customer base to reduce such risks. However, the Company believes that the more competition in the industrial sector related to the Company's operations, the more competitive it is, it will only have a greater benefit to the Company's customers because it will cause the market growth in this type of business to grow even more. This will inevitably cause the Company's business to grow as well.

Financial and liquidity risks

As the Company has significantly expanded its revenue growth and expanding the Company's business lines together with the delaying debt payments from some customers. This may affect the financial liquidity of the Company. The Company reduces such risk by requesting credit support from financial institutions in line with the Company's

current operations including reducing the risk of default by debtors from considering the appropriate trade conditions providing trade credit to individual customers' reliability and financial status. In addition, in the case of any customer paying late, the Company will notify customers in order to negotiate and agree on guidelines for repaying debts and if in the case that an agreement cannot be reached or the customer does not respond, neglects to cooperate without informing the Company or without reasonable reason. The Company will use appropriate discretion in the case by stopping production and/or stopping delivery of products or services until payment for products or services has been made in full. In the past, the Company and its subsidiaries operated their businesses carefully. There is careful financial planning and is trusted by financial institutions. As a result, the Company receives continuous financial support to use as working capital for the project including working capital within the business.

Risk of compliance with the Company's rules, regulations and articles of association

Corporate compliance risks cover the risk of non-compliance with external and internal regulations such as laws, government policies, corruption and ethics, which are likely to change over time. If the Company failure to comply or incomplete compliance can affect the reputation of the Company, penalties and fines or lose a business opportunity

The Company has established an anti-corruption policy and communication with directors, executives and employees at all levels to know and strictly observe. In matters of morality and ethics and the Company's Anti-Corruption Policy to raise awareness (Awareness) to educate and prevent corruption in order to support the implementation of the Anti-Corruption Policy. This will prevent unnecessary expenses. Business partners are interested in doing business with the organization because they believe that they will be fair to their partners equally and customers trust in purchasing quality products and services. In addition, the Company also expressed its intention to promote extend this idea to companies. in Thailand and its business partners to jointly apply the principles and concepts of good citizenship along with corporate governance for community, social and environmental development to expand the effect to the wider society which will lead to sustainable business operation.

Risk of corporate governance from having a major shareholder that affects management policy

As of 31 December 2023, Mr. Thitipong Tangpoonphonvivat holds 18.52% of the total issued shares of that Company. However, regarding to the organization of the Company which consisted of the Board of Directors, Audit Committee, Corporate Governance Committee, Nomination and Remuneration Committee and the Risk Management Committee, the scope of authority and duties are clearly defined so that the Company's working system is standardized and can be examined. In addition, the Company hires an internal audit that reports directly to the audit committee. That making it possible to predict the performance of the Company to be more transparent as well as being able to balance the power in presenting various matters. The Company also has rules for dealing with transactions involving directors, major shareholders or a person with control over the business including people who may have conflicts. The said person will not have the power to approve such transactions. This makes it possible to reduce the risk that may arise as well.

Risks of safety, occupational health and working environment

The management of safety, occupational health and working environment is of the utmost importance to the Company. The Company has rules, regulations and procedures for safety, occupational health and working environment that are in line with the Company's policy and strictly enforced with all employees, contractors and visitors to work. The Company continuously monitors and reports its performance. There is also a review of the regulations and practices to comply with the law, rules and regulations of safety, occupational health and working environment at all times.

Risk of climate change

Climate change has a clearer impact on the environment, such as PM 2.5 dust, greenhouse gas global warming, etc., is a global focus and tries to push for concrete reductions in greenhouse gas emissions. This puts the company at risk of regulatory record issues requiring businesses to regulate future greenhouse gas emissions.

The Company's business is one of the direct contributors to greenhouse gas emissions and climate change up in the air especially in the area where chemical products are produced. There is a dust filter system before releasing it outside the factory, planting trees around the establishment to support the ecological industry and efficient transportation management to reduce vehicle use, waste separation, record keeping of electricity usage statistics within factories and offices replace the lamp at the end of its useful life. They help reduce the Company's greenhouse gas emissions.

Risk from fluctuations in raw material prices

The Company's production process requires the use of main raw materials, including cement, steel, stone, and sand. Since such raw materials are commodities, there is a chance that the prices of such raw materials will fluctuate like other commodities. If the price of such raw materials is highly volatile, the Company may have an impact on its profitability. The Company has been closely monitoring and evaluating the situation along with setting appropriate risk management strategies, including managing the procurement of raw materials to reduce price risk. Efficient inventory control and management to achieve maximum benefit to the Company and there is no policy to order raw materials in advance in large quantities or for a long period of time. In addition, the Company has clearly set trade conditions and agreed upon conditions with customers regarding the Company considering price adjustments in the event of fluctuations in the prices of main raw materials used in the production of products.

Risk of product quality control

In the present market situation, competition is increasingly tougher and consumers' demands are different and volatile. Manufacturers need to develop their product quality to satisfy consumer demand. They have to become the leaders in creating new products to convince and interest their customers. In the highly competitive market, only quality products that are in high demand and sustainably developed will survive. They must create the products which respond to their target customers in terms of quantity and quality through quality control in all operation steps.

The Company, therefore, organized training on the products of the Company continuously to meet the standards for employees by quarterly to check the quality of products and services with more stringent criteria. In addition, not only quality, the Company also takes into account the delivery of work to meet customers' requirements which has set out to be a policy this year and adherence to the contract for customers.

Risk of labor shortage and rising wages

The Company is engaged in the production of construction materials, which is a labor-intensive business. At present, there is a shortage in the labor market and high competition for labor. Therefore, it affects the Company's production if there is a labor shortage. In addition, if the government determines to increase wages It will result in higher production costs.

The Company sees the risk of labor shortages and rising wages. Therefore, activities have been carried out to build good relationships with universities and various agencies so that outside agencies can get to know the Company. Including a project to accept students for internships and work. In addition, the Company has negotiated with more than one contractor as a backup in the event that one of them is short of labor including looking for new technology or innovation to help reduce the amount of labor and personnel.

2.2.2 Risks for Securities Holders' Investment

Risk from the Company having accumulated losses which may not be able to pay dividends in the near future

In the accounting period ended December 31, 2023, the consolidated financial statements of the Company had net operating loss of Baht 413.33 million and accumulated loss of Baht 1,152.72 million. In the past 2-3 years, the Company recorded losses because the Company experienced a high competition as a result, the Company's net profit margin has continued to decline. The fact that the Company has a large accumulated loss causing the Company to be unable to pay dividends to shareholders according to the law and shareholders are at risk of not receiving dividends according to the stipulated dividend payment policy.

However, the Company is in the process of adjusting its operating strategy. The Company expects that by doing so, the overall performance of the company will return in a better direction.

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

-None-

2.2.4 Emerging Risk

Risk from the information technology due to network connectivity failure and external disturbances

The Company is aware of cyber threats that are likely to increase nowadays from the dependence on technology and accepting digital media that play a greater role in the business sector. This results in data theft and Cyber-Attack is inevitably increasing which greatly affects the operation of the Company.

The Company has a management approach to control and solve such problems by checking the main communication network system, network installation for protection and warning. Preparation of necessary plans or procedures, respectively, monitoring of policies and logs of the protection system. Network Intrusion Installing antivirus protection on the server including regular updates of virus information.

Human rights Risk

Currently, the world is paying attention to human rights issues. From the risk assessment of the Company's business is in the low level. No issue child labor, illegal labor or migrant workers were found as well as promoting corporate culture to accept diversity and differences such as race, nationality, skin color, religion, gender, etc. The Company does not discriminate against employees based on male and female criteria in terms of remuneration or welfare including encouraging employees, business partners or suppliers to have a suitable working environment.

3. DRIVING BUSINESS FOR SUSTAINABILITY

3.1 SUSTAINABILITY MANAGEMENT POLICY AND TARGET

The Company focuses on operating the business for sustainable growth along with the development of society, community, environment and good quality of life with the realization that social responsibility occurs all the time. The Group therefore pushes for the social responsibility policy for all sectors of the organization. From the main policy of the Group to the operational level and operates in all departments of the organization. The group believes that conducting business with social and collective consciousness will be an important driving force which leads to sustainable development both at the community and national level.

The Board of Directors has established the Company's social responsibility policy, community and environment by setting up a framework for social responsibility covering all aspects in order to cover sustainability issues carried out in the Company's current business as follows:

1. Good Corporate Governance Policy
2. Anti-Corruption Policy
3. Policy on safety, health and working environment
4. Personal Data Protection Policy
5. Information Security Policy
6. 6. Corporate Ethics Manual

The Company focuses on business operations for sustainable growth along with the development of society, communities, environment and quality of good life with the realization that social responsibility occurs all the time. The Company therefore drives the social responsibility policy to be present in every part of the organization from the Company's main policy level to the operational level and is implemented in every molecule of the organization. The Company believes that conducting business with consciousness towards society and the public. It will be an important driving force leading to sustainable development both at the community and national levels. The Company received a certificate from the Green Industry Certification Level 2, Green Operation from the Office of Industry, Pathum Thani Province and received a good environmental governance certificate from the Ministry of Industry Including measures to take care of the environment in concrete factories, such as dust control in the factory. Dispose of construction scraps and solid waste by a person who is authorized by the Department of Industrial Works.

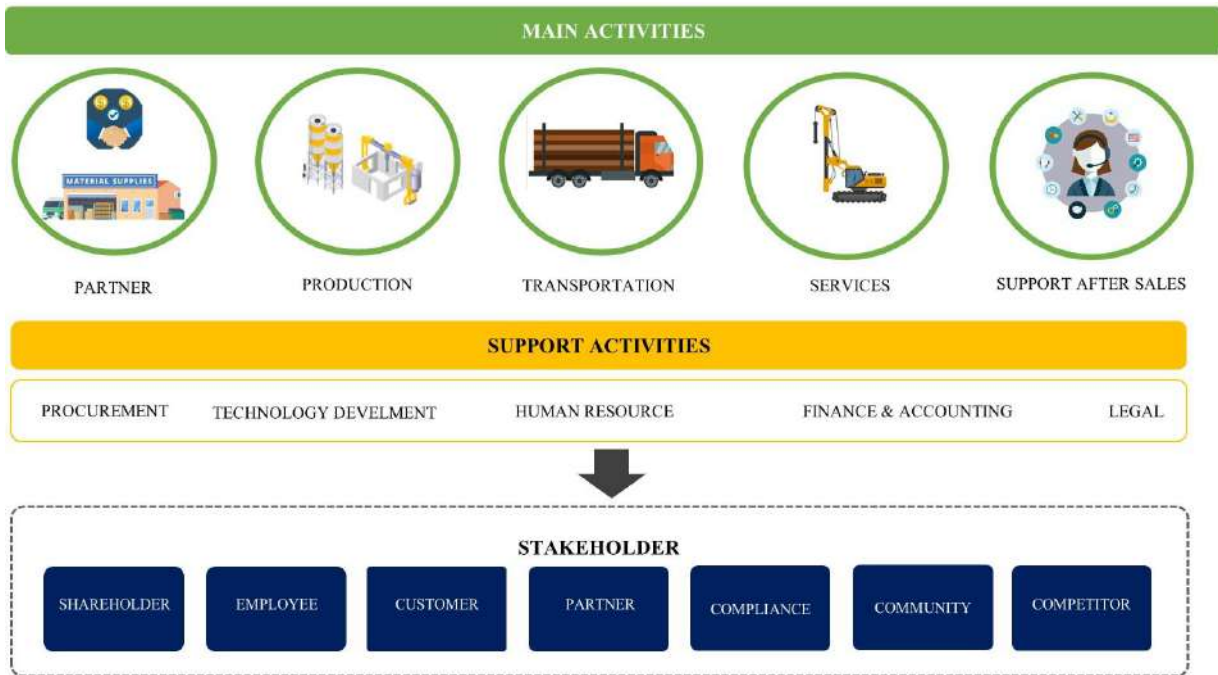
Environmental and Social Responsibility, the Company regards it as an important obligation and responsibility to always support and arrange activities that are beneficial to society in various areas. Society covering both activities that are beneficial to society at the level community macro and the operational level in order to return and return profits to society, whereby the Company has continued to do social activities every year.

The Company has focused on operating a business that is environmentally friendly. Be socially responsible, take into account living together with the society and the community happily at the same time. For sustainable development

which has announced the policy on good governance in the environment industrial establishments by giving employees including nearby communities. The Company has strictly complied with the policy on environmental governance industrial establishments and passed the assessment criteria for good governance from the Ministry of Industry .

3.2 MANAGING STAKEHOLDER IMPACTS IN THE BUSINESS VALUE CHAIN

3.2.1 THE BUSINESS VALUE CHAIN



Main activities that affect business operations in the business value chain

Sales and Marketing	Procurement management	Operation	Distribution	Installation	Support after sales
<ul style="list-style-type: none"> • Communicate and provide accurate and complete information about products and services • Open to opinions or suggestions about products and services • Set the price appropriate, fair 	<ul style="list-style-type: none"> • Procurement of raw materials, machinery and equipment used in production quality standard and friendly to the environment • Procurement management effective picture • Maintain business 	<ul style="list-style-type: none"> • Management of production to have the least impact on the environment • Reduce production waste • Check the quality of work before delivery • Increase the value and quality of the product 	<ul style="list-style-type: none"> • Treasury Management product efficiency sufficient for production and transportation • Product Management efficient inventory • Have a lead Modern 	<ul style="list-style-type: none"> • Efficient installation service by experts and experienced • Reduce installation waste 	<ul style="list-style-type: none"> • Manage customer relations • Product quality assurance • Notification of non-standard products • Set up a department for customer care close up • Maintain

Sales and Marketing	Procurement management	Operation	Distribution	Installation	Support after sales
and competitive	continuity		<p>technology is used in management.</p> <p>ordering to be efficient,</p> <p>Selecting transport service providers that are standard and have a fair hiring process and manage transportation management that is friendly to the environment</p> <ul style="list-style-type: none"> • Proper delivery and delivery of goods with quality service and on time • Increase the efficiency of transporting goods 		customer satisfaction

3.2.2 Stakeholder Analysis in the Business Value Chain

Stakeholder	Participation Channels	Issues/expectations that the stakeholder groups are interested in	Response from the Company
Shareholders	<ul style="list-style-type: none"> • Annual General Meeting of Shareholders • Opening a variety of communication channels, including the company's website, phone calls, letters, etc. • Opportunity for shareholders to 	<ul style="list-style-type: none"> • Good performance and long-term returns. • Continuously expanding the business growth of the company • Transparency in business operations and good corporate 	<ul style="list-style-type: none"> • Risk Management • Business Ethics • Business Opportunities • Conduct business with fairness • Corporate Governance • Examine and disclose

Stakeholder	Participation Channels	Issues/expectations that the stakeholder groups are interested in	Response from the Company
	<p>have various rights. to fully and equally attend the shareholders' meeting, such as asking questions, voting</p> <ul style="list-style-type: none"> • Form 56-1 One Report 	<p>governance of the company</p> <ul style="list-style-type: none"> • Risk Management • Business investment • Opportunity for shareholders to have various rights. To fully and equally attend the annual shareholders' meeting. 	<p>information transparently</p> <ul style="list-style-type: none"> • Shareholders' Meeting • Disclosure of information on the Company's website
Investors	<ul style="list-style-type: none"> • Annual General Meeting of Shareholders • Opening a variety of communication channels, including the company's website, phone calls, letters, etc. • Form 56-1 One Report 	<ul style="list-style-type: none"> • Good performance and long-term returns. • Continuously expanding the business growth of the company • Transparency in business operations and good corporate governance of the company • Business operations that take into account environmental and social factors • Providing information that is comprehensive and sufficient to predict the trend of the Company's performance • Financial stability including financial ratios level of debt and ability to pay debts 	<ul style="list-style-type: none"> • Risk Management • Business Ethics • Business Opportunities • Providing information that is comprehensive and sufficient to predict the trend of the Company's performance
Government agencies and related agencies	<ul style="list-style-type: none"> • Continuous participation in activities and projects of government agencies • Follow up on policies, rules, regulations and requirements • Comprehensive performance reporting as required by law • Supporting activities and responding to government policies • Communication channels 	<ul style="list-style-type: none"> • Compliance with rules, regulations, laws and policies of good corporate governance, including accurate disclosures, submissions and reports • Social and environmental responsibility • Sustainable coexistence with the community • Cooperation and support of government activities 	<ul style="list-style-type: none"> • Risk Management • Business Ethics • Business Opportunities • Environmental management including air pollution control and emissions, water and wastewater management • Sustainable community development

Stakeholder	Participation Channels	Issues/expectations that the stakeholder groups are interested in	Response from the Company
	between the Company and government agencies such as websites, telephone calls, letters, or others	<ul style="list-style-type: none"> • Strict compliance with regulations and laws • Payment of taxes, fees, license fees 	
Employees	<ul style="list-style-type: none"> • Continuously conduct surveys of opinions and commitment to the organization • Internal communication through various channels • Arranging a general meeting of the company for executives to have an opportunity to talk with representatives of the employee group 	<ul style="list-style-type: none"> • Engagement with the organization • Has been developed to professional standards and appropriate growth in the position • Appropriate and sufficient remuneration and welfare • Occupational safety, health and working environment 	<ul style="list-style-type: none"> • Organize training and development both inside and outside the organization • Appropriate welfare and fair wages • Organize activities to promote safety • Cultivate and campaign to realize the importance of working environment • Providing safety equipment in the workplace • Organize activities to promote the environment in the workplace and the community
Customers	<ul style="list-style-type: none"> • Customer Satisfaction Surveys • Channels for receiving complaints and communicating between the company and customers such as website, telephone, letter, etc • Prepare a customer questionnaire 	<ul style="list-style-type: none"> • Delivering quality products and services according to the conditions in the contract with a fair price • Timely response to customer needs. There is a team with knowledge and ability to solve problems in a timely manner • Treat all groups of customers equally • Convenient, fast and easy to access channels to contact customers • Have ethics in maintaining 	<ul style="list-style-type: none"> • Customer relationship management • Always develop products and services • Certification of products with ISO9001 standards • Factory visits to see the production process • Provide accurate and complete information about products and services

Stakeholder	Participation Channels	Issues/expectations that the stakeholder groups are interested in	Response from the Company
		customer confidential information.	
Partners and Contractors	<ul style="list-style-type: none"> Partners and contractors satisfaction Regular meetings with partners Channels for receiving complaints and communicating between the Company and business partners, such as websites, telephone calls, letters, and others 	<ul style="list-style-type: none"> Fair competition not discriminate Relationships and cooperation grow together Efficient, transparent and verifiable procurement system Have ethics in maintaining the confidentiality of business partners' information 	<ul style="list-style-type: none"> Risk Management Business Ethics Supply Chain Management
Community and Society	<ul style="list-style-type: none"> Community meetings including promoting and supporting both monetary and non-monetary factors Channels for receiving complaints and communicating between the Company and business partners, such as websites, telephone calls, letters, and others Community development activities and building relationships with the community 	<ul style="list-style-type: none"> Social Impact Mitigation Management and the environment that may arise from the Company's operations Conducting business with safety and care for the environment Promoting careers, generating income Supporting activities with the community Providing opportunities for people in the community to work with the company Efficient use of resources Business development together with the community, society, economy and environment for sustainable growth both directly and indirectly 	<ul style="list-style-type: none"> Risk Management Business Ethics Sustainable coexistence with the community

3.3 SUSTAINABILITY MANAGEMENT IN ENVIRONMENTAL DIMENSIONS

3.3.1 Environmental Policies and Practices

The Company is committed to conducting business sustainably on the basis of environmental responsibility by recognizing and paying attention to reducing the impact on the environment caused by business operations, products and services and environmental practices to promote awareness of environmental responsibility Including preventing noise and dust pollution to nearby communities. Organize agencies to closely monitor the environment are environmentally friendly and to demonstrate the intention and ability to manage for efficiency and reduce environmental impacts from business operations. “Corporate Governance Policy” at www.gel.co.th

3.3.2 Environmental Action

In the past, the Company has not yet prepared greenhouse gas emissions data. The Company plans to collect data in order to evaluate its own greenhouse gas emissions to know basic information and present such information to the Executive Committee to study and evaluate greenhouse gas emissions that will occur in the future along with finding ways to reduce greenhouse gas emissions or other methods according to international standards and the Company will continue to find evaluators and issue reports. However, the Company places importance on managing environmental problems. Including being aware of carbon dioxide and greenhouse gas emissions from business operations. It was found that the activities that create environmental problems and generate the most carbon dioxide and greenhouse gas emissions are the production of the company's products and transportation. Therefore, the company has proceeded as follows.

Guidelines	Operation	Target
Use environmentally friendly technology and invent and develop environment friendly products	Precast Concrete products start adopting green technology “Carbon Cure” is used to produce low carbon precast using cement and ready-mixed concrete for construction that has received carbon footprint certification and a global warming reduction label from the Greenhouse Gas Management Organization, a public organization, to use the precast sheet production factory	Use green technology “Carbon Cure” to produce low carbon precast, creating environmentally friendly products and the Company's customers who use low-carbon precast to build houses in various projects get quality, strong houses and also help reduce pollution on the world
	Biaxial slab system products that uses recycled plastic to cast into objects of various shapes to replace concrete in building floor structures which can help reduce the amount of concrete used As a result, the weight of the structure is reduced. Including reducing overall construction costs. It is considered a product that can bring recycled plastic to benefit. It can also reduce carbon dioxide emissions from cement production as well.	Support and promote the company's environmentally friendly products to drive more use and promoting the use of environmentally friendly products for society
	Fiber glass reinforced concrete products It	Support and promote the company's

Guidelines	Operation	Target
	is a product for decorating interior walls, building envelopes or roofs. The main components are concrete and glass fibers. It is environmentally friendly as it uses glass fibers instead of steel. It is light weight, resulting in a lighter main structure as there is no need to build a main structure to support it. This is to reduce the burden of weight. and when crushed, can be decomposed	environmentally friendly products to drive more use and promoting the use of environmentally friendly products for society
Taking into account and setting guidelines for destroying waste products from production that may cause air pollution. Carbon dioxide and greenhouse gas emissions	Using cement remnants from the production of prestressed concrete piles to make water barriers in various places in the community such as houses, police stations, schools, temples and other places. It is considered the use of waste materials from the production of piles to benefit society	Reduce air pollution Carbon dioxide and greenhouse gas emissions

As well as other environmental impacts The Company has air conditioning maintenance measures, watering to reduce dust that rises into the air. There is a system to filter dust and wastewater before releasing outside the factory planting trees around the establishment to be in line with the eco-industry Efficient transportation management to reduce the use of vehicles, garbage separation, statistical recording of electricity consumption within factories and offices. Change the light bulb at the end of its service life, etc.

With a resource-saving action plan and reduce the amount of carbon dioxide and greenhouse gas emissions as follows:

1. Water resources

The Company has sustainable water resource management by complying with environmental laws, international standards, and cooperating in the policies of many sectors, reducing the amount of water used within the organization. Including creating awareness about using water in the most valuable and efficient manner. Therefore, the following guidelines have been established.

- 1) Enforce employees in the organization to manage water use efficiently including creating awareness about using water wisely which is the most valuable and effective
- 2) Set plans and goals for water resource management each year and communicate to all employees to understand and act correctly. The Company has a goal of reducing the use of water resources by not less than 3% from the company's operational plan.

2. Energy The Company places importance on energy efficiency by planning to collect energy consumption data of the company and production processes for analysis and planning of energy consumption control. In order to use the most efficient energy, the Company also campaigns and promotes energy saving by instilling in employees the value of energy and cooperate together to form a culture in the Company. The Company aims to use less energy resources not less than 3% of the Company's operational plan.

3. Waste Management The Company has waste management and there is a system to prevent environmental contamination from storage, transportation and disposal, as well as a waste management system. Separation of each type of waste. In addition, the Company also has a waste disposal plan by using waste materials from production such as cement blocks and pile ends to create benefits for society by starting to plan to join the project to create artificial coral reefs and make a water barrier around the company and surrounding society to address the marine environment, reduce air pollution and reduce costs from destroying waste materials with the aim of creating social engagement. The Company aims to manage contamination and reduce the amount of unused materials, cement blocks and pile ends by not less than 5% of the Company's operational plan.

4. Management to reduce greenhouse gas problems In the past, the Company has not yet prepared greenhouse gas emissions data. The Company plans to collect data in order to evaluate its own greenhouse gas emissions. To know basic information and present such information to the Executive Committee to study and evaluate greenhouse gas emissions that will occur in the future along with finding ways to reduce greenhouse gas emissions or other methods according to international standards and the Company will continue to find assessors and issue reports. However, the company has begun to introduce green technology. “Carbon Cure” is used to produce low carbon precast sheets using cement and ready-mixed concrete for construction that has received carbon footprint certification and a global warming reduction label from the Greenhouse Gas Management Organization, a public organization, for use in precast production plants. This allows customers who use low-carbon precast to build houses in various projects to get quality, strong houses and also helps reduce pollution on the world as well, including The Company has a plan to reduce the use of paper and to store paper usage data within the company. Including the Company is studying the use of renewable energy from solar energy in its production plants. The Company has a goal to reduce greenhouse gas emissions by at least 5 percent from the Company's operational plan.

3.4 SUSTAINABILITY MANAGEMENT IN THE SOCIAL DIMENSION

3.4.1 Social policy and practice

Treatment to employees

Details can be found in “Corporate Governance” www.gel.co.th

Policy on Personnel Development

The Company recognizes the importance of employees at all levels, especially the career advancement of all employees. The Company is committed to developing professional quality personnel and give employees the opportunity to show their full potential. Therefore, the Group has a policy to seriously and continuously develop the knowledge and skills of employees at all levels. In order for the organization to achieve its goals in business operations and to support employees to advance along with the organization's success, recruiting, career advancement of employees. Supporting and emphasizing the employment of people with disabilities and creating alternative careers for students. The Human Resources Department organizes training plans annually. The Group has given importance to personnel development from the recruitment process by adhering to the principle that the recruitment and selection process must be transparent and operate with equality and fairness (Merit System) both specify educational qualifications expertise experience and other requirements of each job position clearly and will select suitable qualified people to enter the process of writing tests and interviews by supervisors according to the relevant lines in order to acquire the right and suitable staff according to the position duty. However, when there are vacancies or new positions arising in order to provide opportunities to develop progress in working with existing employees. The company will give the opportunity to internal employees first, if there is no suitable person, then it will be selected from outsiders. and including considering hiring people with disabilities and creating alternative careers for students. By selecting people with disabilities who are qualified for the position to work according to the company's recruitment and selection process and consider other positions vacancies or new positions suitable for the qualifications of people with disabilities to offer people with disabilities to work. Including providing opportunities for students to receive internships and accepting employment upon graduation. This is another way to create a career and make money while studying.

In addition, all new employees will receive an orientation so that employees will know and acknowledge their own processes and work procedures as well as various departments in the organization, which will help employees understand their roles and responsibilities self and able to work according to the objectives. In addition, the company also places importance on providing career growth opportunities for employees along the career path to retain talented people and good people to stay with the organization talent development. The Company has a policy to support training and development of employees. This is to develop employees' working skills on a regular basis. Increased and continued by providing training both inside and outside the organization by training courses each course. The Company will consider as appropriate according to the position and duty of each employee and in accordance with knowledge. The ability and nature of the job to make the training as effective and appropriate as possible. The Group provides training both inside and outside the organization covering courses in various fields. Necessary to perform the duties of employees according to their career path. such as engineering and maintenance courses, courses on Enhancement and Development of Management Courses on Quality and Safety Management Systems Finance, accounting and internal audit courses, information technology management courses, general basic courses construction law course and intellectual property law courses in the business and industrial sectors, etc. The Company aims and encourages employees who attend various

training courses. Whether it is an in-house training or an external training, there are opportunities to share the knowledge and experience gained from training with other employees. To achieve the transfer of knowledge and experience within the organization in the form of knowledge management (Knowledge Management).

Course at the Company has provided training within the organization. There is a list of courses that provide training and there are 618 trained employees as follows;

- 1) Safety, occupational health and working environment for new employees courses
- 2) Firefighting and fire evacuation drill courses
- 3) Screening for occupational risks and occupational diseases and environment courses
- 4) 2023 GEL Business Strategy course
- 5) Personal Data Protection Act 2019 (PDPA) Class 1
- 6) Personal Data Protection Act 2019 (PDPA) Class 2
- 7) Personal Data Protection Act 2019 (PDPA) Class 3
- 8) Personal Data Protection Act 2019 (PDPA) Class 4
- 9) Personal Data Protection Act 2019 (PDPA) Class 5
- 10) Personal Data Protection Act 2019 (PDPA) Class 6
- 11) Personal Data Protection Act 2019 (PDPA) Class 7
- 12) Personal Data Protection Act 2019 (PDPA) Class 8
- 13) Microsoft Excel
- 14) Negotiation skills development course
- 15) Course for developing effective team management skills
- 16) Working at height course
- 17) Course on techniques for inspecting slings and lifting equipment
- 18) Occupational Safety Officer Course Supervisor level 1
- 19) Executive level occupational safety officer course
- 20) Occupational Safety Officer Course Supervisor level 2

Course at the Company has provided training outside the organization. There is a list of courses that provide training and there are 15 employees trained as follows;

- 1) KYT course: training to be aware of dangers (Danger ahead)
 - 2) Occupational disease course and environment
 - 3) Effective personnel recruitment and selection strategies course (Talent Group)
 - 4) Thailand HR Tech 2023 course
 - 5) Course for the meeting project to provide knowledge about social security work in Pathum Thani Province.
-

- 6) Employer Protection Law Course According to the Supreme Court's judgment
- 7) Job interview techniques course

However, the cost of employee training in 2023 is 347,520.00 Baht and includes an average training hour of 6 hours/person/year.

For the assessment of employee satisfaction in 2023, the company has evaluated from statistics and interviews with reasons for resigning employees. To assess the number of employees who are dissatisfied with working with the company with statistics as follows;

Year 2023	
	General Engineering Plc.
Number of total employees (person)	536
Number of employees who resigned during the year (person)	350
Number of employees who resigned due to dissatisfaction (person)	0
The rate of dissatisfaction from the survey by interviewing employees who have left (%)	0
Number of employees who resigned from other causes (persons)	350
Employee turnover rate (%)	65.30

Note: ^{1/} The Board of Directors' Meeting No.7/2023 on 20 October 2023 and the Extraordinary General Meeting of Shareholder No. 1/2024 on 30 November 2023 have the resolution and approve the business restructuring by way of the partial business transfer (PBT) and/or the sale and purchase of partial business of the Company which is the precast factory business to Inno Precast, the subsidiary of the Company. This transfer of some businesses includes the transfer of employees of the precast factory business and employee expenses to Inno Precast

In addition, the company always pays attention to the health of its employees. Both during normal times and during times of crisis, because “employees” are considered stakeholders. (Stakeholder) and is an important part in driving the organization to success. Therefore, for employees to have good health and well-being. And including distance and health protection from the spread of the COVID-19 virus, the company has therefore provided an annual health check-up service to all employees to prevent disease in advance and reduce the rate of death from serious diseases. This may cause work and financial problems to follow and to reduce such financial problems The Company therefore has a financial health plan for employees by taking out comprehensive group health insurance for employees. Along with offering influenza vaccination for all employees to prevent illness and reduce the rate of absenteeism and other problems.



Description: Pictures of employees receiving health check-ups for the year 2023

3.4.2 Social performance

The Company's social operations in 2023, the Company was able to retain talented and good employees to stay with the organization from giving importance to employees by organizing training and providing opportunities for employees to show their potential and including being able to employ people with disabilities in a higher ratio than what is required by law section 33 of the Persons with Disabilities Empowerment and Development Act B.E. that are not disabled to the number of employees with disabilities at (100:1). Currently, the Company has hired people with

disabilities according to the data. Referring to the ratio of non-disabled employees to employees with disabilities (536:10), there are 5 persons with disabilities employing more than the legal requirement, indicating the importance and support for the employment of persons with disabilities of the Company. As a result, the Company received the Sustainability Model Organization Award in the Thai capital market for supporting disabled people in the "Outstanding" category, organized by the SEC in collaboration with the Ministry of Labor Department of Skill Development Department of Employment Department of Promotion and Development of Quality of Life for Persons with Disabilities Thai Registration Association and the Association of the Council of Persons with all type of Disabilities of Thailand. In addition, the company has continuously joined the members of the Thai Private Sector Coalition Against Corruption (CAC). To show intent and adhere to conducting business with honesty, transparency and fairness. They received the certificate of renewal for the second time on December 7, 2023.



Description: Photo of receiving a certificate certifying renewal of membership of the Thai Private Sector Coalition Against Corruption (CAC). At the CAC National Conference 2023

In addition, the Company supports increasing career options and generating income for students during their studies by accepting interns from nearby educational institutions to work with the Company to promote future career and income generation and if the interns who come to intern with the Company have good performance and are qualified for the vacant positions at the time of graduation The Company promotes accepting interns to work with the Company first. This is considered to create career opportunities for new graduates along with creating jobs for nearby communities. They also joined in supporting the visually impaired by taking old calendars that were no longer used and giving them to the Foundation for the Blind of Thailand to use in producing Braille media for the visually impaired to continue to use.



Description: Photo of an old calendar donated to the Center for Educational Technology for the Blind Foundation for the Blind of Thailand under the Royal Patronage of Her Majesty the Queen of Thailand

In addition, the Company is aware of conservation and efficient use of energy by replacing old light bulbs (Fluorescent) is used as a new generation of light bulbs that save more energy. Additionally, activities have been organized for employees to participate in energy conservation and awareness of the efficient use of energy in the department human resources therefore continue to organize energy conservation activities for sustainability.

ประเภทการแข่งขัน	รางวัล 1	รางวัล 2	รางวัล 3
ประเภทผู้บริหารระดับสูง (ผู้บริหารระดับสูง)	2,000	1,000	500
ประเภท 100 คน (ผู้บริหารระดับสูง/ผู้บริหารระดับสูง)	3,000	2,000	1,000
ประเภท Energy Saving Month (ผู้บริหารระดับสูง)	3,000	2,000	1,000

ประเภทการแข่งขัน	รางวัล
1. ประเภทผู้บริหารระดับสูง (ผู้บริหารระดับสูง)	1-4 พฤศจิกายน 2023
2. ประเภท 100 คน (ผู้บริหารระดับสูง/ผู้บริหารระดับสูง)	7-10 พฤศจิกายน 2023
3. ประเภท Energy Saving Month (ผู้บริหารระดับสูง)	27-30 พฤศจิกายน 2023
4. ประเภทผู้บริหารระดับสูง (ผู้บริหารระดับสูง)	1 ธันวาคม 2023
5. ประเภทผู้บริหารระดับสูง (ผู้บริหารระดับสูง)	8 ธันวาคม 2023 (วันพุธ)
6. ประเภทผู้บริหารระดับสูง (Energy Saving Month)	8 ธันวาคม 2023
7. ประเภทผู้บริหารระดับสูง (Energy Saving Month)	8 ธันวาคม 2023

อันดับ	แผนก	ค่าไฟเดือน พ.ย. 43,240.84 บาท	ค่าไฟเดือน ส.ค. 33,723.86 บาท	ยอด
อันดับ 1	แผนกผลิตผลิตภัณฑ์โพลีเมอร์ (PE)	ค่าไฟเดือน พ.ย. 15,497.62 บาท	ค่าไฟเดือน ส.ค. 13,286.91 บาท	ยอด 2,210.71 บาท
อันดับ 2	แผนกการตรวจ	ค่าไฟเดือน พ.ย. 13,772.58 บาท	ค่าไฟเดือน ส.ค. 11,233.70 บาท	ยอด 1,873.28 บาท
อันดับ 3	แผนกการตรวจ	ค่าไฟเดือน พ.ย. 13,772.58 บาท	ค่าไฟเดือน ส.ค. 11,233.70 บาท	ยอด 1,873.28 บาท

Description: Photo of electrical energy conservation activities at the company. Run by the Human Resources Department, organizing activities for employees to be aware of Conservation of electrical energy

3.5 GOVERNANCE AND ECONOMIC MANAGEMENT

3.5.1 Policy and regulation of governance and economic

The company has established an anti-corruption policy. (Anti-corruption) and has been certified as a member of the Private Sector Collective Action Coalition Against Corruption of Thailand (CAC). A period of 3 years (starting from June 2023 – June 2026).

In this regard, the Company has communicated to directors, executives and employees at all levels to know and strictly comply with the morality, ethics and anti-corruption policy of the company. To raise awareness (Awareness) to educate and prevent corruption. To support compliance with the Anti-Corruption Policy to prevent unnecessary expenses to build confidence among business partners who are interested in doing business with the company that they will receive equality and create confidence for customers to purchase quality products and services In addition, the company has expressed its intention to promote and expand this concept to other companies in Thailand and business partners to jointly apply principles and concepts of good citizenship along with corporate governance for community, social and environmental development. It is an extension of the results to the wider society which will lead to sustainable business operations.

At present, it is in the process of planning training in various forms. to suit personnel and companies.

3.5.2 Corporate Governance Outcomes

Operations on corporate governance in 2023 did not find corruption in the company. And no complaints about corruption both inside and outside the company were found. And at present, the company is in the process of requesting renewal of membership in the Coalition Against Corruption of the Thai Private Sector (CAC), which will expire on June 29, 2023. In addition, the company also attaches importance to having a director executive director or a female company leader and respect for rights and equality in society At present, the company has more than one female director, as well as giving importance to corporate risk management with the concept of sustainable business operations (ESG).

3.6 SUMMARY OF THE CONNECTION BETWEEN NATURE OF BUSINESS OPERATIONS AND SUSTAINABLE BUSINESS PRACTICES AND ANALYSIS OF FACTORS AFFECTING FUTURE OPERATIONS

Economic Dimension: Factors Affecting Sustainable Business Growth in the Future Due to interest rate hikes by central banks around the world. Fluctuations in exchange rates due to global economic and political situations. Energy prices and production raw materials from the conflict between Russia and Ukraine. This affects the income and financial costs of the company, including interest on loans from financial institutions cost of transportation of raw materials in production Therefore, the company must have a plan such as reducing unnecessary expenses. Finding funding sources with low financial costs issuance of debentures or finding new venture partners or partners

Environmental dimension: The Company mainly focuses on procuring products from domestic sources to reduce the indirect impact from environmental pollution from transportation distances from abroad.

Social dimension: The Company focuses on developing personnel in the company to grow with the direction of the company in the future. Including promoting cooperation between companies and suppliers as well as manufacturers interested in human rights such as not using child labor Illegal migrants Ensuring labor camps are safe and healthy

4. MANAGEMENT DISCUSSION AND ANALYSIS OF OPERATING RESULTS

1) Financial Statements

Summary of Audit Report

Year 2023

Opinion

In the Report of Independent Auditor for the financial statements of year 2023, Mr. Thanawut Piboonsawat, Certified Public Accountant No. 6699, from Dharmniti Auditing Company Limited, the auditor, stated his qualified opinion the consolidated financial statements as at 31 December 2023.

Investment of the group in Wisdom Tree Investment (S) PTE Limited, a foreign joint venture, is accounted for by the equity method and share of loss attributable to company for loss of Wisdom Tree Investment (S) PTE. Limited included in loss of the Group for the year ended December 31, 2023 in the amount of Baht 74.95 million, I was unable to obtain sufficient appropriate audit evidence about the share of loss of the Wisdom Tree Investment (S) PTE Limited in profit (loss) of Wisdom Tree Investment (S) PTE Limited for the year due to, I was denied access to the financial information, the management and auditor of Wisdom Tree Investment (S) PTE Limited (joint venture in Singapore) and Milcon Thida GEL Limited (subsidiary of the joint venture in Myanmar). Therefore, I was unable to determine whether any adjustments to those amounts were necessary.

Year 2022

Opinion

In the Report of Independent Auditor for the financial statements of year 2022, Mr. Thanawut Piboonsawat, Certified Public Accountant No. 6699, from Dharmniti Auditing Company Limited, the auditor, stated his qualified opinion the consolidated financial statements as at 31 December 2022.

Investment of the group in Wisdom Tree Investment (S) PTE Limited, a foreign joint venture, is accounted for by the equity method and presented in the consolidated statement of financial position as at December 31, 2022 in the amount of Baht 77.06 and share of loss attributable to company for loss of Wisdom Tree Investment (S) PTE. Limited included in profit (loss) of the Group for the year then ended by the same amount Baht 26.77 million, I was unable to obtain sufficient appropriate audit evidence about the carrying amount by the equity method of Wisdom Tree Investment (S) PTE Limited as at December 31, 2022 and share of loss of the Wisdom Tree Investment (S) PTE Limited in profit (loss) of Wisdom Tree Investment (S) PTE Limited for the year due to, I was denied access to the financial information, the management and auditor of Wisdom Tree Investment (S) PTE Limited (joint venture in Singapore) and Milcon Thida

GEL Limited (subsidiary of the joint venture in Myanmar). Therefore, I was unable to determine whether any adjustments to those amounts were necessary.

Year 2021

Opinion

In the Report of Independent Auditor for the financial statements of year 2021, Mr. Thanawut Piboonsawat, Certified Public Accountant No. 6699, from Dharmmiti Auditing Company Limited, the auditor, stated his qualified opinion the consolidated financial statements as at 31 December 2021.

Investment of the group in Mctric Public Company Limited, an associated company in the country and Wisdom Tree Investment (S) PTE Limited, a foreign joint venture, is accounted for by the equity method and presented in the consolidated statement of financial position as at December 31, 2021 in the amount of Baht 310.57 and share of profit (loss) attributable to company for profit (loss) of Mctric Public Company Limited and Wisdom Tree Investment (S) PTE Limited included in profit (loss) of the Group for the year ended by the same amount Baht 20.94 I was unable to obtain sufficient appropriate audit evidence about the carrying amount of investment in Mctric Public Company Limited and Wisdom Tree Investment (S) PTE Limited as at December 31, 2021 and share of profit (loss) of the Mctric Public Company Limited and Wisdom Tree Investment (S) PTE Limited in profit (loss) of Mctric Public Company Limited and Wisdom Tree Investment (S) PTE Limited for the year due to the following situation:

- In the case of investment in the associate, Mctric Public Company Limited, I was unable to assess the effect that may arise (if any) from the recovery amount of the loan and accrued interest from an associated company Baht 138.49 million (net from the allowance for impairment loss Baht 159.35 million). The pay back depends on the debt collection with the associated company that is not yet concluded.

- In case of investment in joint venture, Wisdom Tree Investment (S) PTE Limited, I was denied access to the financial information, the management and auditor of Wisdom Tree Investment (S) PTE Limited (joint venture in Singapore) and Milcon Thida GEL Limited (subsidiary of the joint venture in Myanmar). Therefore, I was unable to determine whether any adjustments to those amounts were necessary.

From the above conditions of the joint venture to certify, the financial statements of the auditor of the joint venture must depend on the political situation in Myanmar. The joint venture is still unpredictable.

2) Financial conclusion

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS OF DECEMBER 31

(Unit: Thousand Baht)

	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	59,623	83,668	15,128	31,825	83,540	15,028
Trade and other current receivables	770,079	846,374	381,929	475,072	812,989	362,910
Current business transfer receivable	-	-	-	34,565	-	-
Contract assets – current	428,940	382,142	230,488	428,940	382,142	230,488
Retention receivables - current portion due within one year	42,954	28,561	23,699	42,954	28,561	23,068
Loan and interest receivable – subsidiary	-	-	-	42,234	-	72,682
Inventories - net	605,633	425,023	333,651	227,029	398,927	283,764
Other current financial assets	7,305	-	5,599	7,305	-	5,599
Other current assets	19,497	17,392	12,491	14,472	14,722	8,689
Total Current Assets	1,934,031	1,783,160	1,002,985	1,304,396	1,720,881	1,002,228
NON - CURRENT ASSETS						
Restricted deposits with banks	41,596	51,820	17,360	41,596	51,820	17,360
Non-current business transfer receivable	-	-	-	90,707	-	-
Retention receivables	146,907	116,289	76,603	130,321	116,240	74,440
Investments in available - for - sales securities	277,998	570,627	808,130	277,998	570,627	808,130
Investments in subsidiaries	-	-	-	1,539,674	555,337	445,337
Investments in associated company and joint venture	153,294	217,635	310,567	154,258	231,106	329,444
Property, plant and equipment – net	5,599,240	3,182,414	3,182,414	1,237,275	2,035,650	2,035,650
Right-of-use assets	1,129,713	80,852	80,852	120,318	79,343	79,343
Intangible assets	28,948	15,739	15,739	6,483	15,669	15,669
Goodwill	153,373	-	-	-	-	-
Investment property	996,627	996,627	996,627	1,289,347	1,289,347	1,289,347
Deferred income tax assets	-	-	-	-	-	-

(Unit: Thousand Baht)

	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
Current income tax assets	27,890	-	17,693	18,428	-	16,828
Income tax assets of prior period	42,691	25,216	14,318	40,439	23,672	13,050
Other non - current assets	6,013	7,418	10,496	4,958	6,364	9,419
Total Non - Current Assets	8,604,290	5,282,329	5,540,416	4,951,802	4,992,003	5,093,752
TOTAL ASSETS	10,538,321	7,065,489	6,543,401	6,256,198	6,712,884	6,095,980

LIABILITIES AND SHAREHOLDERS' EQUITY**CURRENT LIABILITIES**

Short - term loan from financial institution	745,645	908,461	631,420	565,891	696,225	427,738
Trade accounts payable - general suppliers	1,108,868	844,256	698,702	724,868	858,920	582,625
Contract liabilities - current	442,524	425,815	215,965	388,353	424,381	213,276
Liabilities under lease agreements	154,885	45,428	33,039	38,282	44,239	31,847
Short-term loans from other person	74,978	19,620	10,122	74,978	19,620	10,122
Short-term loan from related person	5,649	-	-	5,649	-	-
Corporate income tax payable	17,035	-	-	-	-	-
Current portion of long - term loans from financial institution	182,884	97,189	115,695	52,702	50,946	25,358
Employee benefits obligation	4,047	3,723	4,859	2,446	2,121	4,859
Loan payable and accrued interest expense - subsidiary company	-	-	-	-	-	116,123
Provision for guarantee	165,568	-	-	165,568	-	-
Other current liabilities	18,143	21,045	3,945	13,617	20,928	3,903
Total Current Liabilities	2,920,226	2,365,537	1,713,747	2,032,354	2,117,380	1,415,851

NON - CURRENT LIABILITIES

Lease liabilities	969,203	35,492	54,517	67,322	35,105	52,940
Long - term loans from financial institution	2,346,490	729,374	786,651	55,366	108,068	188,822
Other non-current payable	2,860	-	-	-	-	-
Deferred tax liabilities	43,640	-	-	-	-	-
Non-current provision for employee benefit	53,935	24,548	31,050	22,065	21,983	26,372
Provision for decommissioning costs	3,663	3,480	3,314	3,663	3,480	3,314
Total Non - Current Liabilities	3,419,791	792,894	875,532	148,416	168,636	271,448
TOTAL LIABILITIES	6,340,017	3,158,431	2,589,279	2,180,770	2,286,016	1,687,299

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS OF DECEMBER 31

(Unit : Thousand Baht)

	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
LIABILITIES AND SHAREHOLDERS' EQUITY						
(Continued)						
SHAREHOLDERS' EQUITY						
Share capital - Common shares						
- 9,511,692,363 shares 0.85 Baht	8,084,939			8,084,939		
- 8,096,815,783 shares 0.85 Baht		6,882,293			6,882,293	
- 5,397,877,189 shares 0.85 Baht in			4,588,196			4,588,196
Issued and fully paid-up share capital						
- 8,612,046,165 shares 0.85 Baht	7,320,239		7,320,239			
- 7,039,316,435 shares 0.85 Baht		5,983,419			5,983,419	
- 5,397,877,189 shares 0.85 Baht			4,588,196			4,588,196
Premium (discount) on ordinary shares	(1,907,244)	(947,879)	71,131	(1,907,244)	(947,879)	71,131
Premium on treasury shares	49,179	49,179	49,179	49,179	49,179	49,179
Retained earnings (deficits)						
- Appropriated for legal reserve	13,600	13,600	13,600	13,600	13,600	13,600
- Appropriated for treasury shares	-	-	-	-	-	-
- Unappropriated	(1,152,716)	(695,889)	(561,611)	(653,981)	(217,715)	(136,977)
Other components of shareholders' equity	(805,985)	(496,943)	(201,757)	(746,365)	(453,736)	(176,448)
Equity attributable to the Company's shareholders - net	3,517,073	3,905,487	3,958,738	4,075,428	4,426,868	4,408,681
Non - controlling interests	681,231	1,571	(4,616)	-	-	-
Total Shareholders' Equity	4,198,304	3,907,058	3,954,122	4,075,428	4,426,868	4,408,681
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	10,538,321	7,065,489	6,543,401	6,256,198	6,712,884	6,095,980

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEARS ENDED 31 DECEMBER

(Unit : Thousand Baht)

	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
REVENUES						
Revenues from sales	4,106,288	2,770,796	1,661,989	1,669,047	1,948,396	1,068,653
Other income	34,185	41,868	13,726	40,572	47,138	25,858
Gain from business transfer	-			25,942		
Dividend income	-	6,651	2,435	-	6,651	2,435
Gain from sold warrants	596	6,273	60,929	596	6,273	60,929
Total Revenues	4,141,069	2,825,588	1,739,079	1,736,157	2,008,458	1,157,875
EXPENSESE						
Costs of Sales	3,726,035	2,549,499	1,603,533	1,649,234	1,867,648	1,054,641
Selling expenses	31,739	34,998	31,342	24,689	23,297	23,491
Administrative expenses	357,747	200,408	167,581	240,602	136,109	89,977
Loss from provision for guarantee	165,568	-	-	165,568	-	-
Loss from impairment of investment (reversal)	-	35,511	-	81,736	98,337	(2,080)
Other (gains) losses	(4,383)	5,599	(5,599)	(4,383)	5,599	(5,599)
Total Expenses	4,276,706	2,826,015	1,796,857	2,157,446	2,130,990	1,160,430
Profit before Finance costs and income tax	(135,637)	(427)	(57,778)	(421,289)	(122,532)	(2,555)
Finance costs	186,360	75,670	66,421	57,952	41,266	36,764
Share of profit (loss) of associate and joint venture	(62,223)	(55,586)	20,936	-	-	-
Income tax benefit (expense)	29,108	19,044	3,444	-	10,132	3,444
Loss for the year from continuing operation	(413,328)	(150,727)	(106,707)	(479,241)	(173,930)	(42,763)
Discontinued operation						
Profit (loss) for the year from discontinued operations, net of tax	-	-	-	44,809	88,069	48,265
Loss for the year	(413,328)			(434,432)	(85,861)	5,502

	(Unit : Thousand Baht)					
	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
Other comprehensive income for the year						
Exchange differences on translating financial statements	(2,120)	(1,863)	(2,438)	-	-	-
Gains (losses) on investment in equity designated at fair value through other comprehensive income	(292,629)	(234,245)	353,776	(292,629)	(234,245)	353,776
Gains (losses) on re-measurements of defined benefit plans	8,658	7,670	(582)	(1,833)	6,192	(623)
Income tax relating to components of other comprehensive income that will not be reclassified to profit or loss	(2,083)	(44,112)	(70,010)	-	(44,112)	(70,010)
Other comprehensive income (expense) for the year, net of tax	(288,174)	(272,550)	280,746	(294,462)	(272,165)	283,143
Total comprehensive income (expense) for the year	(701,502)	(423,277)	174,039	(728,894)	(358,026)	288,645
Profit (loss) attributable to						
Owners of the parent	(459,680)	(140,795)	(93,442)	(434,432)	(85,861)	5,502
Non-controlling interests	46,352	(9,932)	(13,265)	-	-	-
	(413,328)	(150,727)	(106,707)	(434,432)	(85,861)	(5,502)
Attribution of comprehensive income for the year :						
Portion of the Company's shareholders	(751,577)	(413,429)	187,194	(728,894)	(358,026)	288,645
Portion of non-controlling interests in subsidiary	50,075	(9,848)	(13,155)	-	-	-
	(701,502)	423,277	174,039	(728,894)	(358,026)	288,645
Basic earnings per share						
Continuing operations	(0.05755)	(0.02228)	(0.01731)	(0.06000)	(0.02752)	(0.00792)
Discontinued operations	-	-	-	0.00561	0.01393	0.00894
Profit (Baht per share)	(0.05755)	(0.02228)	(0.01731)	(0.05439)	(0.01359)	0.00102

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED 31 DECEMBER 2022 2021 and 2020

<u>Consolidated</u>	Equity attributable to owners of the parent										Unit: Thousand Baht	
	Ordinary shares, issued and paid up	Premium (discount) on share capital	Premium on treasury shares	Retained earnings (deficits)		Other components of shareholders' equity			Total	Total equity attributable to owners of the parent	Non- controlling interests	Total Shareholders' equity
				Appropriated	Un- appropriated	Gains (losses) on investment in equity designated at fair value through other comprehensive income	Exchnage differences on translating financial statement	Difference from change in shareholding proportion in subsidiary				
Balance as at 1 January 2021	4,588,196	71,131	49,179	13,600	(471,201)	(456,490)	(22,870)	-	(479,359)	3,771,546	8,540	3,780,085
Loss for the period	-	-	-	-	(93,442)	-	-	-	-	(93,442)	(13,266)	(106,708)
Total comprehensive income (loss) for the year	-	-	-	-	3,032	280,041	(2,438)	-	277,603	280,635	110	280,745
Balance as at 31 December 2021	4,588,196	71,131	49,179	13,600	(561,611)	(176,449)	(25,308)	-	(201,756)	3,958,739	(4,616)	3,954,122
Balance as at 1 January 2022	4,588,196	71,131	49,179	13,600	(561,611)	(176,449)	(25,308)	-	(201,756)	3,958,739	(4,616)	3,954,122
Increase capital	1,395,223	(1,017,692)	-	-	-	-	-	-	-	377,531	-	377,531

Consolidated	Equity attributable to owners of the parent										Unit: Thousand Baht	
	Ordinary shares, issued and paid up	Premium (discount) on share capital	Premium on treasury shares	Retained earnings (deficits)		Other components of shareholders' equity			Total	Total equity attributable to owners of the parent	Non- controlling interests	Total Shareholders' equity
				Appropriated	Un- appropriated	Gains (losses) on investment in equity designated at fair value through other comprehensive income	Exchnage differences on translating financial statement	Difference from change in shareholding proportion in subsidiary				
Expenses for increase capital	-	(1,318)	-	-	-	-	-	-	-	(1,318)	-	(1,318)
Changes shares proportion in subsidiaries	-	-	-	-	-	-	-	(16,036)	(16,036)	(16,036)	16,036	-
Loss for the period	-	-	-	-	(140,795)	-	-	-	-	(140,795)	(9,932)	(150,727)
Total comprehensive income (loss) for the year	-	-	-	-	6,517	(277,288)	(1,863)	-	(279,151)	(272,634)	83	(272,551)
Balance as at 31 December 2022	5,983,419	(947,879)	49,179	13,600	(695,889)	(453,737)	(27,171)	(16,036)	(495,943)	3,905,487	1,571	3,907,058
/increase in share capital	1,336,820	(959,365)								377,455	400,000	777,455
Change in shareholding proportion in subsidiary								(14,292)	(14,292)	(14,292)	14,292	
Profit (loss) for the year					(459,680)					(459,680)	46,352	(413,328)
Other comprehensive income (expense) for the year – net of tax					2,853	(292,630)	(2,120)		(294,750)	(291,897)	3,722	(288,175)

										Unit: Thousand Baht		
Consolidated	Equity attributable to owners of the parent								Total equity attributable to owners of the parent	Non-controlling interests	Total Shareholders' equity	
	Ordinary shares, issued and paid up	Premium (discount) on share capital	Premium on treasury shares	Retained earnings (deficits)		Other components of shareholders' equity						Total
			Appropriated	Un-appropriated	Gains (losses) on investment in equity designated at fair value through other comprehensive income	Exchnage differences on translating financial statement	Difference from change in shareholding proportion in subsidiary					
Non-controlling interest acquisition of business											215,294	215,294
Ending balance as at 31 December 2023	7,320,239	(1,907,244)	49,179	13,600	(1,152,716)	(746,367)	(29,291)	(30,328)	(805,985)	3,517,074	681,231	4,198,304

ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED 31 DECEMBER 2022 2021 AND 2020

Unit: Thousand Baht

Separate F/S

	Ordinary shares, issued and paid- up	Premium on ordinary shares	Premium on treasury shares	Retained earning (deficits)		Other components of shares-equity Gains (losses) on investment in equity designated at fair value through other comprehensive income	Total Shareholders' equity
				Appropriated legal reserve	Unappropriated		
Balance as at 1 January 2021	4,588,196	71,131	49,179	13,600	(145,580)	(456,490)	4,120,037
Profit for the year					5,502		5,502
Other comprehensive income for the year					3,101	280,041	283,142
Balance as at 31 December 2021	4,588,196	71,131	49,179	13,600	(136,977)	(176,449)	4,408,681
Increase capital	1,395,223	(1,017,692)					377,531
Expenses for increase capital		(1,318)					(1,318)
Loss for the year					(85,861)		(85,861)
Other comprehensive income for the year					5,123	(277,288)	(272,165)
Balance as at 31 December 2022	5,983,419	(947,879)	49,179	13,600	(217,715)	(453,737)	4,426,868
Increase capital	1,336,820	(959,365)					377,531
Loss for the year					(434,432)		(434,432)

MANAGEMENT DISCUSSION AND ANALYSIS OF OPERATING RESULTS

Unit: Thousand Baht

Separate F/S	Ordinary shares, issued and paid- up	Premium on ordinary shares	Premium on treasury shares	Retained earning (deficits)		Other components of shares-equity Gains (losses) on investment in equity designated at fair value through other comprehensive income	Total Shareholders' equity
				Appropriated legal reserve	Unappropriated		
Other comprehensive income for the year					(1,833)	(292,630)	(294,463)
Balance as at 31 December 2023	7,320,239	(1,907,244)	49,179	13,600	(653,980)	(746,367)	4,075,428

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES**STATEMENTS OF CASH FLOWS****FOR THE YEARS ENDED 31 DECEMBER**

(Unit : Thousand Baht)

	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
Cash flows from operating activities						
Profit (loss) before income tax	(413,328)	(150,728)	(106,708)	(434,432)	(85,861)	5,502
Adjusted by						
Depreciation	320,677	180,444	159,254	130,815	130,869	108,851
Unrealized gain on exchange rate	(373)	(137)	775	(358)	(256)	(61)
Share of gain from investments in associated company and joint venture	62,223	55,586	(20,936)	-	-	-
Provision (reversal of allowance) for doubtful accounts	66,310	5,860	(6,585)	68,422	6,670	(4,470)
Gain from sale of warrants	(596)	(6,273)	(60,929)	(596)	(6,273)	(60,929)
(Gain) loss from valuation of warrants	(4,383)	5,599	(5,599)	(4,383)	5,599	(5,599)
Allowance (reversal of allowance) for defective inventories	12,961	(7,122)	(5,693)	12,752	(5,395)	(7,151)
Loss from impairment of investments in associates and joint venture (reversal)	-	35,512	-	76,848	98,337	(2,080)
Loss from impairment of investments in subsidiaries	-	-	-	4,887	-	-
Loss on write-off fixed assets	2,268	3,879	1,230	2,264	3,879	-
Gain on disposal of fixed assets	(500)	(4,205)	(635)	(500)	(4,205)	(635)
Profit from cancellation of right of use assets	(161)	-	-	(161)	-	-
Gain from business transfer	-	-	-	(25,942)	-	-
Loss from provision for gurrantee	165,568	-	-	165,568	-	-
Loss on withholding tax written - off	157	395	269	-	-	-
Reversal estimates of right of use assets	-	-	(31)	-	-	-
Provisions for employee benefits obligation	5,119	4,323	4,392	2,611	3,362	3,431
Gain from change in other long-term benefits	4,948	(510)	89	75	(432)	146
Interest income	(1,271)	(186)	(145)	(1,492)	(2,127)	(2,501)
Divident income	-	(6,651)	(2,435)	-	(6,651)	(2,435)
Interest expense	186,359	75,670	66,421	59,017	41,380	36,848
Tax expense	29,107	19,044	3,444	-	17,267	3,444

		(Unit : Thousand Baht)					
		Consolidated F/S			Separate F/S		
		2023	2022	2021	2023	2022	2021
Cash flows provided from (used in) operations							
before changes in	operating Assets and	435,085	210,500	26,178	55,395	196,163	72,361
Liabilities							
Decrease (Increase) in operating assets							
Trade and other accounts receivable		415,686	(471,928)	27,293	288,595	(458,422)	(18,440)
Contract assets – current		(51,666)	(151,654)	(215,072)	(51,666)	(151,654)	(215,072)
Inventories		46,593	(105,073)	(20,310)	119,436	(129,420)	(5,218)
Other current assets		(741)	(4,899)	(2,687)	250	(6,034)	(4,336)
Retention receivables		(57,671)	(46,334)	(18,341)	(42,691)	(49,080)	(16,916)
Other non - current assets		1,426	3,078	(3,031)	1,406	3,056	(1,953)
Increase (Decrease) in operating liabilities							
Trade and other accounts payable		(100,241)	89,709	75,109	(125,407)	262,029	128,281
Current contract liabilities		(118,088)	209,850	39,093	(36,028)	211,104	37,051
Employee retirement benefits obligation		(1,500)	(4,296)	(673)	(4,813)	(4,296)	(673)
Other current liabilities		(2,902)	17,099	328	(7,311)	17,025	408
Other non - current liabilities		-	-	-	-	-	-
Cash provided from (used in) operations		565,981	(253,948)	(92,113)	197,166	(109,529)	(24,507)
Income tax payment		(53,707)	(17,692)	(11,292)	(18,428)	(16,828)	(10,622)
Net cash used in operating activities		512,274	(271,640)	(103,405)	178,738	(126,357)	(35,129)
Cash flows from investing activities							
Decrease (increase) in restricted deposits with banks		10,224	(34,460)	(7,360)	10,224	(34,460)	(7,360)
Paid for loan to subsidiary		-	-	-	(41,942)	(27,385)	(51,165)
Receipt from loan to subsidiary		-	-	-	-	99,571	3,037
Cash receipts from sale of warrants		1,332	6,273	60,929	1,332	6,273	60,929
Cash payments for purchase of investment in equity		-	-	(96)	-	-	(96)
Cash payments for purchase of warrant		(3,658)	-	-	(3,658)	-	-
Cash payments for investments in subsidiaries		62,028	-	-	(768)	(110,000)	-
Cash receipts from disposal of investment in equity		-	3,257	254,231	-	3,257	254,231
Cash payments for purchase of equipment		(132,424)	(174,329)	(122,328)	(99,241)	(168,217)	(114,741)
Cash payments for purchase of right-of-use assets		(645)	(2,629)	(6,519)	-	(2,629)	(6,519)

	(Unit : Thousand Baht)					
	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
Cash payments for purchase of intangible asset	(11,676)	(50)	-	(2,379)	-	-
Dividend received	-	6,651	2,435	-	6,651	2,435
Cash receipts from disposal of equipment	500	4,205	1,030	500	4,205	1,030
Cash receipte from business transfer	-	-		124,000	-	-
Interest received	1,271	-	145	473	2,624	2,080
Net cash used in investing activities	(73,048)	(191,082)	182,467	(11,459)	(220,110)	143,861
Cash flows from financing activities						
Increase (decrease) in short - term loan from financial institution	(162,437)	277,041	27,551	(129,955)	268,487	32,359
Increase (decrease) in short-term loan from related person	(394,366)			5,649		
Cash receipts from short-term loan from other person	55,357	9,498	10,122	55,357	9,498	10,122
Cash payments for short-term loan from subsidiary	-	-	-	-	(115,264)	(56,425)
Repayments of long - term loans from financial institutions	(97,612)	(76,268)	(55,666)	(51,110)	(55,363)	(55,666)
Cash receipts from long-term loan from financial institutions		-	22,700	-	-	22,700
Cash payments for lease liabilities	(78,509)	(26,157)	(17,350)	(39,838)	(24,965)	(15,423)
Cash receipts from increase in the Company's share capital	-	377,531		-	377,531	
receipts from increase in share capital of non-controlling interests	400,000					
Transaction costs related to loan	-	(1,318)		-	(1,318)	
Interest expense paid	(185,703)	(29,037)	(68,455)	(59,097)	(43,628)	(48,521)
Net cash provided from (used in) financing activities	(463,270)	531,290	(81,098)	(218,994)	414,978	(110,854)
Effects of exchange rate changes on cash and cash equivalents	(3)	(29)	(43)	-	-	-
Net decrease in cash and cash equivalents	(24,044)	68,568	(2,036)	(51,715)	68,511	(2,122)
Cash and cash equivalents at beginning of year	83,667	15,128	17,207	83,540	15,029	17,151

	(Unit : Thousand Baht)					
	Consolidated F/S			Separate F/S		
	2023	2022	2021	2023	2022	2021
Cash and cash equivalents at end of year	59,623	83,667	15,128	31,825	83,540	15,029
Supplemental disclosures for cash flows information						
Non - cash items :						
Unrealised gain (loss) on investment in equity	(262,629)	(233,17)	350,051	(292,629)	(233,176)	350,051
Construction payable increase	(9,240)	8,167	15,628	(8,670)	14,223	15,157
Increase in right-of-use assets	73,028	21,866	45,980	66,625	21,866	45,321
Increase in lease liabilities	72,383	19,522	40,421	66,625	19,522	39,762
Transferred inventories to fix assets	25,763	20,823	-	21,301	19,652	-
Investment in subsidiary by issuing of ordinary shares		-	-	377,455	-	-
Investment in subsidiary by transfer of asset				611,000		
Actuarial gain (loss) from employee benefit	8,659	7,670	(58)	(1,833)	6,193	(797)

Summary of Key Financial Ratios**As of 31 December**

	Unit	Consolidated Financial Statement			Separate Financial Statement		
		2023	2022	2021	2023	2022	2021
Liquidity ratio							
Liquidity ratio	time(s)	0.66	0.75	0.59	0.64	0.81	0.71
Quick liquidity ratio	time(s)	0.45	0.57	0.38	0.52	0.62	0.50
Account receivable turnover	time(s)	5.08	4.51	4.22	3.47	4.46	4.43
Average collection period	day(s)	72	81	86	105	82	82
Inventory turnover	time(s)	7.23	6.72	5.00	6.86	7.07	5.28
Average sale period	day(s)	50	54	73	53	52	69
Trade receivable turnover	time(s)	3.82	3.30	2.44	2.71	3.35	2.87
Average payment period	day(s)	96	110	150	135	109	127
Cash cycle	day(s)	27	25	10	24	25	24
Profitability Ratio							
Gross profit margin	%	9.26	7.99	3.52	3.88	7.84	6.32
Operating profit margin	%	(3.30)	(0.02)	(3.48)	(16.84)	(1.04)	2.93
Net profit margin	%	(9.98)	(5.33)	(6.14)	(18.82)	(3.20)	0.33
Return On Equity (ROE)	%	(9.85)	(3.86)	(2.70)	(10.66)	(1.94)	0.12
Efficiency Ratio							
Return on assets	%	(3.92)	(2.13)	(1.63)	(6.94)	(1.28)	0.09
Return on fixed assets	%	(6.24)	(3.59)	(2.57)	(17.15)	(2.57)	0.17
Assets Turnover	time(s)	0.39	0.39	0.25	0.36	0.39	0.26
Leverage Ratio or Financial Ratio							
Debt/Equity Ratio	time(s)	1.51	0.81	0.65	0.54	0.52	0.38
Interest Coverage	time(s)	(1.06)	(0.74)	(0.55)	(6.38)	(0.66)	1.24
Per Share Data							
Book Value	Baht	0.41	0.56	0.73	0.47	0.63	0.82
Profit (Loss) per Share	Baht	(0.05)	(0.02)	(0.02)	(0.05)	(0.01)	0.00

Note: Information from income statement that includes business transfer transaction before 1 December 2023.

3) Management Discussion and Analysis (MD&A)

Overview of Business Operations and Significant Changes

In 2023, the business of producing and distributing construction materials has quite intense competition for market share. But it still improved as the construction situation gradually recovered, and supporting factors from the expansion of investment in government construction projects. Especially large projects including the recovery of real estate projects, especially in Bangkok and surrounding areas, as well as major cities in various regions, including demand for home repairs that will improve from purchasing power recovering in line with the economic situation. In the past year 2023, the company has increased the proportion of product sales in the real estate group. By doing a share swap with Pruksa Holding Public Company Limited, the Company acquired shares in Inno Precast Company Limited at a proportion of 51% and Pruksa Holding Public Company Limited acquired shares in General Engineering Public Company Limited holds 18.26%, making it the producer of precast concrete parts with the highest production capacity in Thailand.

The management of the group of companies has adjusted the management plan by adding new customer bases and increasing the potential for business expansion and adding new products. There has been a significant reduction in operating costs in terms of personnel and production efficiency. The Group continues to receive credit lines from financial institutions that are sufficient for business expansion in the near future, which is confident that the Group will be able to operate and grow continuously in the construction industry.

Operating Results

The operating results of the Company and its subsidiaries for the year ended December 31, 2023 is described in the financial statement showing net loss at the amount of Baht 413 million, comparing with the same period in 2022, the net loss amount of Bath 150 million which is increased by Baht 263 million that details are as follows;

Unit: Million Baht	2023	2022	Increase (decrease)
Revenues from sales	4,106.29	2,770.80	1,335.49
Costs of sales	(3,726.03)	(2,549.50)	1,176.53
Gross profit	380.26	221.30	158.96
Other income	34.78	54.79	(20.01)
Share of profit (loss) of associate and joint venture	(62.22)	(55.59)	6.63
Loss from impairment of investment (reversal)	-	(35.51)	35.51
Selling and Administrative expenses	(385.10)	(241.01)	144.09
Loss from provision for gurrantee	(165.57)	-	(165.57)
Finance costs	(186.36)	(75.67)	110.69

Income tax benefit (expense)	(29.11)	(19.04)	10.07
Net Profit (loss)	(413.32)	(150.73)	262.59

(1) Revenue from sales

The Company and its subsidiaries had total revenue from sales at the amount of Baht 4,106 million, which increased from the same period of previous year by Baht 1,335 million or 48%. The increase was due to the recognition in revenue from sales and services of Inno Precast Co., Ltd. (“Inno Precast”) since 1 June 2023 by way of the Entire Business Transfer in Inno Precast and one of the Company’s subsidiary had increased its revenue comparing with the same period of previous year.

The revenue structure from business operation of the company for the year 2022 can be classified as follows:

Type of revenue	2023		2022		2021	
	Million Baht	%	Million Baht	%	Million	%
Revenue from sales and services						
Pre-stressed concrete piles	650.26	15.70	332.95	11.78	410.16	23.51
Precast concrete	2,120.51	51.21	672.02	23.78	495.76	28.42
Post tension slab	186.04	4.49	164.47	5.82	62.43	3.58
Glass fiber reinforcement	48.78	1.18	35.67	1.26	33.32	1.91
Chemical construction	122.04	2.95	152.42	5.39	86.04	4.93
Precast concrete for infrastructure project	556.99	13.45	712.32	25.21	275.45	15.79
Steel product	69.61	1.68	96.32	3.41	25.11	1.44
Other products	352.06	8.50	604.63	21.40	273.72	15.69
Total	4,106.29	99.16	2,770.80	98.06	1,661.99	95.26
Other revenue	34.78	0.84	54.79	1.94	82.69	4.74
Total Revenue	4,141.07	100.00	2,825.59	100.00	1,744.68	100.00

(2) Cost of sales

The Company and its subsidiaries’ total gross profit were Baht 380 million, which increased from the same period of previous year by Baht 159 million or 72% due to the increase in revenue from the recognition in revenue of Inno Precast and one of the Company’s subsidiary.

(3) Administrative and Selling expenses

The Company and its subsidiaries' had administrative and selling expenses at the amount of Baht 389 million, which increased from the same period of previous year by Baht 154 million or 66% due to the recognition in administrative and selling expenses of Inno Precast since 1 June 2023.

For the separate financial statement, the Company had administrative and selling expenses at the amount of Baht 265 million, which increased from the same period of previous year by Baht 106 million or 66% due to the recognition in doubtful debt at the amount of Baht 64 million, the recognition in construction expenses for some of the Company's projects caused by the extension of the construction period resulting in additional expenses from the budget at the amount of Baht 5 million, and the recognition in transaction fee for entire business transfer and partial business transfer for the amount of Baht 15 million.

(4) Net loss

The Company and its subsidiaries financial statement showing net loss at the amount of Baht 413 million, which increased from the same period of previous year by Baht 263 million and for separate financial statement the Company showing net loss at the amount of Baht 434 million, which increased from the same period of previous year by Baht 349 million which details are as following;

1) Loss from estimating liabilities from guarantees in the consolidated financial statements for 2023 at the amount of 166 million baht.

Loss from estimated liabilities from guarantees is caused by the common shares of Wisdom Tree Investment (S) PTE. Limited (“**Wisdom Tree**”) held by the Company were used as collateral for requesting a Standby Letter of Credit (“**SBLC**”) credit line with Bangkok Bank Public Company Limited, Silom Branch. (“**Bangkok Bank, Silom Branch**”) to issue SBLC to Bangkok Bank Public Company Limited, Yangon Branch (“**Bangkok Bank Yangon Branch**”) to guarantee the credit line of Millcon Thiha GEL Limited (“**MTGL**”), a subsidiary of Wisdom Tree.

MTGL operates the business of producing and distributing steel products in Myanmar which from the political situation in Myanmar which is not conducive to business operations, resulting in MTGL not being able to conduct business as usual together with the situation of the supply of US dollars in Myanmar to purchase raw materials used in MTGL's production is difficult, resulting in MTGL being unable to procure raw materials for production and distribution according to the normal business plan. As a result of this situation, MTGL was unable to pay its debts and defaulted on its debt to Bangkok Bank, Yangon Branch.

When MTGL breached the said contract Bangkok Bank, Yangon Branch therefore Bangkok Bank, Yangon Branch sent a letter to notify Bangkok Bank, Silom Branch, to exercise its rights to claim

according to the SBLC that Bangkok Bank, Silom Branch had given to Bangkok Bank, Yangon Branch, and later, Bangkok Bank, Silom Branch, demanded that the Company proceeded with compensation for the amount of SBLC requested by Bangkok Bank, Yangon Branch. The Company was asked to pay USD 4.81 million. The Company has estimated the amount of damages expected to be paid in full in the financial statements.

2) Credit losses are expected to occur in the consolidated financial statements in the amount of 66 million baht.

This year, the company recorded an increase in expected credit losses from the previous year due to 2 customers. High value overdue cases It is in the process of negotiating to request a loan from a financial institution to pay off debt in installments, and another one is in the process of negotiating a deferment of debt payment in 2024.

3) Share of loss from investment in associated company and joint ventures in the consolidated financial statements for 2023 at the amount of 62 million baht.

Share of loss from investment in associated company and joint ventures is caused by the sharing loss from joint ventures at amount of 75 million and sharing profit from associated company at amount of Bath 13 million.

4) Loss from impairment of investments in the separate financial statements for 2023 at the amount of 82 million baht. The main causes are as follows.

Loss from impairment of investment is caused by MTGL having continuous accumulated operating losses due to the political situation in Myanmar which is not conducive to business operations, resulting in MTGL not being able to conduct business as usual together with the situation of the supply of US dollars in Myanmar to purchase raw materials used in MTGL's production is difficult, resulting in MTGL being unable to procure raw materials for production and distribution according to the normal business plan. From the said situation, the Company Unable to foresee that business operations would return to good performance in the future, the Company therefore canceled the investment in MTGL and set aside the entire investment in MTGL to be impaired.

5) The Company's gross profit in the separate financial statement decreased from 4% for 2022 to 1% for 2023.

The Company's gross profit in the separate financial statement decreased due to

- Due to some customers' late payments, the Company's working capital is limited and unable to produce and sell products as planned. In addition, due to the operating characteristics of some of the Company's products, the production process must be completed in order to receive 60% of the work fee. For the remaining 40%, the work fee can be received when the goods are delivered to the work site. Therefore, resulting in current contract assets increasing from Baht 382 million for 2022 to Baht 429 million for 2023, thus making the Company is insufficient working capital to produce according to the planned production capacity. As a result, the cost per unit will increase.
- The extension of the operating period of some construction projects resulting in additional expenses that exceed the cost estimates according to the planned plans.

Statement of Financial Position

Assets

As at December 31, 2023, the Company and its subsidiaries had total assets of Baht 10,538 million, increased by Baht 3,473 million or 49% comparing with December 31, 2022 due to

1. An increase in property, plant and equipment at amount of Baht 2,417 million from the transaction by purchasing and accepting the transfer of the entire business in Inno Precast.
2. An increase in Right-of-use assets at amount of Baht 1,049 million from the transaction by purchasing and accepting the transfer of the entire business in Inno Precast.
3. A decrease in investment in available-for-sales securities (MILL) at amount of Baht 239 million due to market price was decrease from 0.78 Baht/share at 31 December 2022 to 0.88 Baht/share at 31 December 2023.

Liabilities and Equities

As at December 31, 2023, the Company and its subsidiaries' liabilities was Baht 6,340 million, increased by Baht 3,182 million or 100% comparing with 31 December 2022 due to

1. An increase in long term loans from financial institution at the amount of Baht 1,703 million from the transaction by purchasing and accepting the transfer of the entire business in Inno Precast.
2. An increase in lease liabilities at amount of Baht 1,044 million from the transaction by purchasing and accepting the transfer of the entire business in Inno Precast.
3. An increase in estimating liabilities from guarantees at amount of Baht 166 million from estimated the amount of damages expected to be paid in full in MTGL.

Forward Looking

In 2024, the Company and its subsidiaries are committed to pushing for better operating results from the previous year. In 2023, the Company was continuously affected by the COVID situation. This has caused some debtors to have a reduced ability to repay their debts. The Company and its subsidiaries have adjusted their operations and create more conciseness in the process of dealing with customers.

For the lack of liquidity of the Company and some subsidiaries caused by accumulated losses in the past together with the operations of some products that the Company production must be sufficient for the nature of the work before full payment can be received. As a result, it affects overall liquidity. The Company has arranged additional revolving credit lines from financial institutions to support the said operations of the Company.

For the overall picture in 2024, from 2023 the Company has an investment transaction by purchasing and accepting transfer of the entire business (EBT) in Inno Precast and a business restructuring transaction by transferring part of the business (PBT) in the precast business, making Inno Precast a subsidiary of the Company. Entering into this transaction, this creates additional benefits from business integration (Synergy) from managing production costs and other expenses. It also helps make the business management of the group of companies more agile and flexible because there is a clear separation of each type of business which can make the Company able to analyze and follow up on the Company's performance and subsidiaries group more clearly. In addition, in 2024, one of the Company's subsidiaries has a large number of backlog orders coming in compared to last year. Therefore, the Company and its subsidiaries are committed to driving good operating results increased from the year 2023.

Liabilities and Off-Statement of Financial Position Liabilities Management

- The Company and its subsidiaries have contingent liabilities from banks issuing letters of guarantee for the Company and its subsidiaries for the performance bond and the use of electricity in the total amount of Baht 486 million together with some land and buildings of the Company pledge with the bank for the letter of guarantee collateral. It is the normal operation of the Company's business.
- Liabilities related to service contracts and operating leases, the gross amount to be paid in the future under service contracts and operating leases in the amount of Baht 89.87 million.
- Liabilities related to sales and service contracts with customers who have not yet delivered the goods or services in the amount of Baht 4,822 million.
- Liabilities related to the purchase of equipment and contractors in the total amount of Baht 525.15 million.
- Liabilities from using cheque to guarantee work and advances received in the amount of Baht 33.37 million.
- The Company has liability from issuing a letter of guarantee (stand by letter of credit) with a bank together with a related company in the amount of USD 5.00 million to guarantee the credit line of the joint venture such limit guaranteed by ordinary shares of the company held in Wisdom Tree Investment (S) PTE Limited.

Credit term Policy

Trade accounts receivable arising from selling products and services to customers according to the Company's main operations. The credit term between 30 to 60 days from the date of invoice. According to financial ratios, the average payment ratio is 72 days because most customers will have a billing policy set and the payment period to trading partners according to the calendar specified by the customer which is not in accordance with the trading agreement with the group of companies. And some customers have postponed post check payments according to the cash flow that can be paid. Most of the company's customers are main contractors. Affected by work delivery, work delays, and temporary shutdowns from construction projects. Most customers therefore request to adjust their payment plans for work installments according to market conditions that are slowing down. Resulting in slower payment of product debt.

5. GENERAL INFORMATION AND OTHER IMPORTANT INFORMATION

5.1 GENERAL INFORMATION

Company name	:	General Engineering Public Company Limited
Company symbol	:	GEL (On 14 March 2014 the Company changed symbol from "GEN" to "GEL")
Headquarter	:	44/2, Moo 2, Tivanon Road, Bangkadee, Muang, Pathumthani 12000
Branch office	:	Branch (1): 99, 99/2-5 Moo 4, Chiangraknoi, Sam Khok, Pathumthani 12160 Branch (2): 99/19 Moo 1, Banlang, Muang Rayong, Rayong 21000
Nature of Business	:	Manufacturing and distribution of construction materials: Pre-stressed concrete pile products, Precast concrete products, Glass fiber reinforced concrete product, Chemical construction product, post-tensioned slab, Precast concrete product for infrastructure project, Bored pile and Soil cement column
Register Number	:	0107536001338
Contact numbers	:	Tel 02-501-2020, 02-501-1055 Fax 02-501-2468, 02-501-2134
Website	:	www.gel.co.th
Registered Share Capital	:	8,084,938,508.55 Baht
Paid up Share Capital	:	7,320,239,240.25 Baht
Paid up ordinary shares	:	8,612,046,165 shares
Par value	:	0.85 Baht
Accounting period	:	1 January - 31 December

Share Registrar

Thailand Securities Depository Co., Ltd.

93 The Stock Exchange of Thailand Building, Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400

Tel 02-229-2800 Fax 02-359-1259

Auditor

Name		Number of
1)	Mr.Tanawut Piboonsawat	Certified Public Accountants no. 6699
2)	Ms.Rungnapa Sangchan	Certified Public Accountants no. 10142
3)	Ms.Podjarat Siripipat	Certified Public Accountants no. 9012
4)	Ms.Taechinee Pornpenpob	Certified Public Accountants no. 10769

From Dharmniti Auditing Co., Ltd 178 Dharmniti Building 6-7th Floor, Soi Permsap (Prachachuen 20), Prahachuen Road, Bangsue, Bangkok, 10800

5.2 OTHER INFORMATION

-None-

5.3 LEGAL DISPUTES

The Company and its subsidiaries have contingent liabilities as a result of legal disputes and normal business litigation. Management has made judgment in assessing the outcome of the disputes and litigation. The Company also makes an allowance for losses that may occur in the accounts for a reasonable amount as of the date of the financial statements, however results may differ from those estimates.

5.4 PRIMARY MARKET

-None-

5.5 FINANCIAL INSTITUTION (INCASE OF ISSUING DEBT INSTRUMENTS)

-None-

6. CORPORATE GOVERNANCE

6.1 CORPORATE GOVERNANCE

The Company has a written Corporate Governance Policy and has been approved during the Board of Directors Meeting 7/2015 held on 15 August 2015. A review was made on the policy through to rules and regulations the Company has to comply with according to the Corporate Governance Code for Listed Companies 2017 (CG Code) issued by the Securities and Exchange Commission.

During the Board of Directors Meeting 8/2017 held on 14 November, 2017, has acknowledged the Good Corporate Governance Report for Listed Companies 2017 (CG Code) 8 new codes consist of (1) The Board of Directors shall be aware of its leadership roles and responsibilities in the creation of the Company's sustainable prosperity (2) The Board of Directors define the Company's objectives to ensure sustainability (3) The Board of Directors shall strengthen its effectiveness Principle (4) The Board of Directors shall nominate and develop senior executive officers and ensure good people management Principle (5) The Board of Directors shall nurture innovations and responsible business practices (6) The Board of Directors shall provide an adequate system of risk management and internal control (7) The Board of Directors shall ensure information disclosure and financial integrity Principle (8) The Board shall encourage engagement and communication with shareholders according to the Corporate Governance Code for Listed Companies 2017 (CG Code) issued by the Securities and Exchange Commission. The Board of Directors has great understanding and concerns about the governing body and the compliance of the CG Code for sustainable growth. Moreover, the Company has assessed according to the CG Code in overall by considering from the assessment result where the Good Corporate Governance Committee was assigned to assess and clarify at the first stage.

The committee

The structure of company consists of 6 the committees such as the Board of Directors, the Audit Committee, Nomination & Remuneration Committee, Corporate Governance Committee, Risk Management Committee and the Executive Committee

a) Board of Directors

As of December 31, 2023, the Board of Directors comprises 9 members, whose names are as follows:

Name		Position
1.	Professor Dr. Borwornsak Uwanno	Chairman of the Board of Directors
2.	Mr. Sophon Pholprasit	Vice Chairman of the Board of Directors
3.	Mr. Thitipong Tangpoonphonvivat	Director
4.	Mr. Wirach Morakotkarn	Independent Director
5.	Mrs. Pannee Jarusombat	Independent Director
6.	Dr. Vichya Kreangam	Independent Director
7.	Mr. Kanit Niphanphaisarn ^{1/}	Director
8.	Miss. Surawee Chaithumrongkool ^{2/}	Director
9.	Mr. Wuttichai Sresthabutra	Director
10.	Mrs. Wisadja Kochsena	Director

Note: ^{1/} Appointed to the position on 27 April 2023 and resigned from the position on 26 May 2023

^{2/} Appointed to the position on 26 May 2023

Term and retirement from the Board of Directors

Each director holds office for a term of 3 years as stated in the Company's Articles of Association and the director who retires from office upon expiration of term may be re-elected to hold office for another term. At every annual general meeting of shareholders, one third of the total number of directors shall retire from office. If the number is not a multiple of three, the number of directors closest to one third shall retire from office. The directors retiring from their office in the first and the second years after registration of the Company shall be made by drawing lots. In subsequent years, the directors who have held office longest shall retire. Apart from retirement upon expiration of the term of office, the directors shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Lack of qualifications or possess disqualifications as director under the Law on Public Company Limited Act, or having characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in Section 89/3 of the Securities and Exchange Act (No. 4), B.E. 2551
- 4) Retirement by a resolution of the shareholders' meeting (by voting of not less than three-fourths (3/4) of the number of the shareholders present and entitled to vote and having shares in aggregate not less than one-half of the number of shares held by the shareholders present and entitled to vote)
- 5) Retirement by a court order

- 6) Any director wishing to resign from his office shall submit his resignation letter to the Chairman of the Board of Directors.

In case a directorship becomes vacant other than on retirement upon expiration of the term of office, the Board of Directors shall appoint a person who has qualifications and who is not disqualified under the relevant laws at the subsequent meeting of the Board of Directors. This is except when the remaining term of the director is less than two months, the replacement director shall hold office only for the remaining term of office of such director he replaces.

Authorities, duties and responsibilities of the Chairman of the Board

- 1) Summon the meetings of the Board of Directors and supervise the delivery of meeting notices and related documents so as to ensure that the Board of Directors acquire adequate and timely information;
- 2) Preside over the Board of Directors meeting;
- 3) Promote CG standards of the Board of Directors;
- 4) Preside over the Shareholders meeting and conduct the meeting in compliance with the Company Articles of Association and follow the sequence of the agenda;
- 5) Supervise efficient communications between the directors and shareholders;
- 6) Perform the duty specified by law as the duty to be performed by the Chairman.

Scope of Duties and Responsibilities of the Board of Directors

- 1) The Board of Directors shall manage and carry on the businesses of the Company in compliance with the laws, objects, and Articles of Association of the Company, including the resolutions of shareholders' meetings, with responsibility, honesty, care and protection of the interests of the Company. The directors shall also supervise the business operations, following the ethics, code of conduct and practices on anti-corruption.
 - 2) The Board of Directors shall have authority to nominate a person, who possesses the qualifications and dispossesses the disqualification as stipulated in the Public Company Limited Act, B.E. 2535, laws on securities and exchange, notifications of the Capital Market Supervisory Board, including rules and/or regulations regarding the stock exchange, as a director to the shareholders' meeting for approval.
 - 3) In the case of a vacancy of directorship for reason other than expiration of the term of office, the Board of Directors shall have authority to appoint a replacement director. Also, the Board of Directors shall have authority to appoint Audit Committee, Executive Committee, Nomination and Remuneration Committee, Risk Oversight Committee, Good Corporate Governance Committee, etc.; to determine the vision, mission, targets, directions, policies, and charter; and to oversee the administration and management of executives or any assigned person to comply with the policies set by the Board of Directors. The policies shall be reviewed every 5 years.
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- 4) The Board of Directors shall review, examine, and approve policies, strategic directions, business plans, and large-scale investment projects of the Company as proposed by the management team, as well as supervise management in subsidiaries and/or affiliated companies.
 - 5) The Board of Directors shall continually monitor the operating performance results to be in accordance with the work plans and budget.
 - 6) The Board of Directors shall consider and approve investment for business expansion, joint-investment with entrepreneurs in other business sectors, or investment in other companies or business activities.
 - 7) The Board of Directors shall consider and approve appointment of the Chief Executive Officer; regularly evaluate the management's performance; and oversee payment of suitable remuneration to the top management.
 - 8) The Board of Directors shall ensure that the management provides the reliable accounting system, financial reporting, and auditing; and that internal control system, internal audit system, and risk management system are suitably and sufficiently in place.
 - 9) The Board of Directors shall establish the principles on general commercial terms for any transaction between the Company & its subsidiary and director, executive, or related person. "Such transaction has the same commercial terms as those an ordinary person would agree with any counterparty under the similar circumstances, on the basis of commercial negotiation and without any influence resulted from the status of the director, executive or related person."
 - 10) The Board of Directors shall designate or change the names of the persons authorized to sign on behalf of the Company, including the regulations of the Company.
 - 11) The Board of Directors shall consider and approve the Company to pay interim dividend to shareholders from time to time as the Board of Directors thinks fit under the provisions of law; as well as consider payment of annual dividend and further propose to the shareholders' meeting for approval.
 - 12) The Board of Directors shall hold the annual general meeting of shareholders within four months from the date ending the account period of the Company. The extraordinary general meeting of shareholders may be held when it is necessary.
 - 13) The overall performance of the Board of Directors shall be evaluated annually and used as the basis for review of the Board of Directors' performance of duties.
 - 14) The Board of Directors shall consider and approve other matters which are important and related to the Company, or deemed appropriate for the benefits of the Company. This is except for the following matters which shall be preceded only upon approval of the shareholders' meeting first. As for the matter that any director or any person assigned by him or any person who may pose conflict of interest (as defined by a notifications of the Office of the Securities and Exchange Commission and/or the Stock Exchange of
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Thailand) has interests in or conflict of interest with the Company and/or its subsidiary and/or related company, such director or the person assigned by him shall not have authority to approve such matters.

- a. Any matters which require the resolutions of the shareholders' meeting as stipulated by laws
- b. Any matters that a director has interest in and require approval of the shareholders' meeting as stipulated by laws or the Stock Exchange of Thailand's regulations

The following matters shall require approval of the Board of Directors' meeting with a majority vote of the total number of directors present at the meeting, and also approval of the shareholders' meeting by votes no less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

- a. the sale or transfer of business of the Company, in whole or in essential part
- b. the purchase or acceptance of transfer of business of other companies or private companies by the Company
- c. entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss
- d. amendment of the Memorandum of Association or the Articles of Association
- e. increase and reduction of capital, and issuance of debentures
- f. amalgamation or dissolution

The Board of Directors is responsible to specify the Company vision and mission to ensure that the management and employee.

The Company has monitored the implementation of the business's strategy and the Board of directors is scheduled to report the performance of the management and operating result on a quarterly basis. Moreover, the annual report is also scheduled to highlight the financial status in terms of goals and plans to follow the laid out strategy.

The Board of Directors' Meeting

- 1) The meeting of the Board of Directors shall be organized every quarter or at least 4 times a year. The meeting schedule of the whole year shall be arranged in advance. A special meeting may be summoned as necessary. (Detail of the additional meetings for the year 2019, specified in the page 29) In case of no meeting, the Company should deliver to the Board of Directors the operating performance result report in the month the meeting is not held in order to ensure the Board of Directors shall be able to continually supervise and oversee the operations of the management in time.
- 2) The Chairman and the Chief Executive of the Company shall jointly consider and approve the meeting agenda.

- 3) The Company Secretary shall deliver meeting notice together with meeting agenda, and supplementary documentation for the meeting to the directors not less than 7 working days in advance of the date of meeting in order for the directors to have enough time to study the information. This is except for the case of necessity or urgency, the notice of meeting may be served by other means and earlier date may be scheduled for the meeting.
- 4) The Chairman of the Company shall chair the meeting and arrange time for each agenda item which is enough for the directors to freely discuss and express their opinions in relation to the main issues, taking into consideration the benefits of the shareholders and related persons in a fair manner.
- 5) During the meeting, the directors shall not be present in the meeting during consideration of the matter they have interests in.
- 6) A resolution of the meeting shall be made by a majority vote. If such resolution is objected by any director, his objection shall be recorded in the minutes of meeting.
- 7) In consideration of any matter, the directors shall have the right to make a request to see or inspect the documents related to such matter, and to request related executives to attend the meeting to give explanations about the matter.
- 8) The Board of Directors shall set as the policy allowing non-management directors to hold meetings, in the absence of the management, to discuss the management-related problems which are in the spotlight. The results of the meetings shall be reported to the Managing Director.
- 9) The Company Secretary has the duties to record and prepare the minutes of the Board of Directors' meeting within 14 days; keep the minutes of the meetings and supplementary documents used during the meeting; provide support and follow up to facilitate the Board of Directors to perform the duties in compliance with laws, regulations, and resolutions of the shareholders' meetings; and coordinate with related parties.

Articles of Association relating to the Directors are as follows.

The Company's Board of Directors at least five directors and not less than half of the total membership must be resident in the Kingdom. And directors must be qualified by the law. At the meeting, shareholders elected the Board under the rules and procedures below.

- 1) Each shareholder has one vote for one share, one vote.
 - 2) Each shareholder must use his votes under (1) to elect one or more directors. But voters are split among the candidates is not much.
 - 3) The persons receiving the highest votes in descending order. Elected as directors of the board are filled. A casting vote in those cases in which the person elected in descending order have equal votes exceeds the number of directors to be elected or elected at that meeting that the chairman has the final vote.
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Authorized directors

Authorized directors included Mr. Thitipong Tangpoonphonvivat and Mr. Wuttichai Sresthabutra, two of these directors jointly signed with the company seal affixed.

Succession planning management

Board of Directors recognizes the importance of the management of the Company efficiency and effectiveness as well as the operation continuously. This will lead to the growth and advancement of corporate sustainability. So the Company began planning successors for the first time and review and updates the plan every year to reflect the reorganization of the Company. The succession plan is established procedures and processes successor CEO, which is the highest organization, and other senior management positions to be ensure that there are managers who are competent in succession of the organization in the future.

b) Audit Committee

As of 31 December 2023, the Audit Committee consisted of 3 directors with the following names;

Member of Audit Committee		Position
1. Mr. Wirach	Morakotkarn	Chairman of the Audit Committee
2. Mrs. Pannee	Jarusombat	Audit Committee
3. Mr. Vichya	Kreangam	Audit Committee

Term and Retirement from the Audit Committee

The Audit Committee consists of at least 3 independent directors who possess qualifications as stipulated in the notifications of the Office of the Securities and Exchange Commission and shall be appointed by the Board of Directors of the Company. At least one member of the Audit Committee shall have sufficient knowledge and experience to review the reliability of financial statements pursuant to the Securities and Exchange Act (No. 4), B.E. 2551.

Each member of the Audit Committee shall hold office for a term of 3 years or shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by the Board of Directors
- 4) Retirement from the position of director
- 5) Retirement from the position of independent director

The Audit Committee members who retire upon the expiration of the term of office may be re-appointed for another term as the Board of Directors or the shareholders' meeting considers appropriate.

In case a vacancy exists on the Audit Committee for reason other than by retirement upon expiration of the term of office, the Board of Directors shall appoint a qualified person as the replacement member of the Audit Committee in

order to reach a total number of members as stipulated in the charter by the Board of Directors. The replacement member of the Audit Committee shall hold office only for the remaining term of office of such member he replaces.

Scope of Duties and Responsibilities of the Audit Committee

- 1) To review the Company's financial reporting to ensure that it is accurate in accordance with the generally accepted accounting principles and that sufficient information is disclosed
- 2) To review the Company's internal control system and internal audit system, including risk assessment policy to ensure they are suitable and effective; to consider the independence of the internal audit unit; and to approve the appointment, transfer or dismissal of the head of internal audit unit or any other agency responsible for internal audit
- 3) To review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business
- 4) To consider, select, and nominate an independent person to be the Company's auditor as well as terminate such person; to propose such person's remuneration; and to attend a meeting with the auditor, in the absence of the management, at least once a year
- 5) To review the Connected Transactions or the transactions that may lead to conflicts of interests to ensure that they are in compliance with the laws and the Stock Exchange of Thailand's regulations and are reasonable for the highest benefit of the Company
- 6) To prepare and to disclose in the Company's annual report, the Report of the Audit Committee which shall be signed by the Chairman of the Audit Committee and consist of at least the following information:
 - 1) An opinion on the accuracy, completeness and creditability of the Company's financial report
 - 2) An opinion on the adequacy of the Company's internal control system
 - 3) An opinion on the compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, or the laws relating to the Company's business
 - 4) An opinion on the suitability of the auditor
 - 5) An opinion on the transactions that may lead to conflicts of interests
 - 6) An opinion on the Anti-Corruption Policy as appropriate
 - 7) The number of the Audit Committee meetings, and the attendance of such meetings by each committee member
 - 8) An opinion or overview comment of the Audit Committee from its performance of duties in accordance with the charter
 - 9) Other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors

- 7) To review and comment on the internal audit plan and the performance of the internal audit unit. In performance of its duties under the scope of duties and authorities, the Audit Committee shall have authority to invite relevant management, executives, or employees to express opinions in the meeting or submit related documents as necessary.
- 8) In performance of duties of the Audit Committee, if any of the following transactions or actions which may cause significant impacts on the financial status and the operating result of the Company is found or in doubt, the Audit Committee shall investigate such transaction or action, and report the result to the Board of Directors for rectification within the period of time as the Audit Committee deems fit.
- 1) Report which contains conflict of interest
 - 2) Dishonest, corruption or irregular activities or significant defects in the internal control system
 - 3) Violation of the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business.

If the Board of Directors or executives fail to carry out rectification within the period of time as the Audit Committee deems fit, any member of the Audit Committee may report such transaction or action to the Securities and Exchange Commission or the Stock Exchange of Thailand.

- 9) To consider, review, and revise the charter of the Audit Committee and propose to the Board of Directors for approval
- 10) To perform any other act as assigned by the Company's Board of Directors with the consent of the Audit Committee

Audit Committee's Meeting

The Audit Committee shall have at least 4 meetings a year and has the authority to convene additional meetings as necessary. Management or auditor or experts may be invited to attend the meeting during consideration of the agenda item which is related to them.

c) Risk Management Committee

As of 31 December 2023, the Risk Management Committee consisted of 3 directors with the following names;

Member of Risk Management Committee		Position
1. Mr. Sophon	Pholprasit	Chairman of the Risk Management Committee
2. Mr. Chainarin	Sairungsri ^{1/}	Member of the Risk Management Committee
3. Miss. Surawee	Chaithumrongkool ^{2/}	Member of the Risk Management Committee
4. Mrs. Wisadja	Kochsena	Member of the Risk Management Committee

Note: ^{1/} Resigned from the position on 4 August 2023

^{2/} Appointed to the position on 4 August 2023

The Risk Management Committee consists of the members who are representatives of different lines of work and relevant top management as appointed by the Board of Directors. There shall be at least 3 members in the Risk Management Committee and each member shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by resolution of the Board of Directors

Members of the Risk Management Committee comprise Chief Executive Officer, director or independent director, Managing Director, executive, and/or suitable risk management officer. The Risk Management Committee shall be chaired by an independent director. The Risk Management Committee shall appoint an officer of the Company to be the secretary of the Risk Management Committee.

Scope of Duties and Responsibilities of the Risk Management Committee

- 1) To study, review, and assess both internal and external risks that may occur, and the tendency of the impacts on the organization, covering at least the following 5 risks:
 - Strategic risk
 - Operational risk
 - Financial risk
 - Regulatory compliance risk
 - Corruption risk
 - 2) To establish and submit the risk management policies to the Board of Directors for consideration of overall risk management, and to assess, monitor, and control the risks of the Company to the acceptable level
 - 3) To determine the strategies, organizational structure, and resources required for management of the Company's risks in conformity with the Company's risk management policies, strategies, and business direction
 - 4) To determine the amount of budget or activity type based on the risks for submission to the Board of Directors for approval as the criteria for operations in different risk scenarios
 - 5) To oversee and review sufficiency of strategic policies and practices to ensure the risk management strategies will be suitably implemented, and also effectiveness of risk management system for full compliance with the established policies, as well as control and supervision of overall risks
 - 6) To appoint the risk assessment team, and to monitor risks in overall organization
 - 7) To report the risk management results, including the status of each risk type to the Audit Committee and the Board of Directors to ensure the Board of Directors is aware of and realizes the factors which may cause significant impacts on the business operation of the Company
 - 8) To consider and amend the charter and propose to the Board of Directors for approval
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- 9) To perform other tasks as may be assigned by the Board of Directors

Risk Management Committee's Meeting

- 1) In the meeting of the Risk Management Committee, the presence of not less than one half of the total number of the Risk Oversight Committee members is required to constitute a quorum.
- 2) The meetings shall be convened no less than twice a year.
- 3) The Risk Management Committee may invite, as necessary, other persons to attend the meeting during consideration of the agenda item which is related to them.
- 4) The resolution on any matter shall be passed by votes of not less than one half of the total members present at the meeting.
- 5) The secretary of the Risk Management Committee is responsible for all arrangements for the meeting, including preparation of the meeting, meeting agenda, and supplementary documents for the meeting, and delivery of meeting documents via email to all members of the Risk Management Committee within the sufficient period of time or at least 7 days prior to the date of meeting. The secretary shall also prepare the minutes of the meeting and deliver to the Risk Oversight Committee members within 14 working days after the date of meeting.

d) Nomination & Remuneration Committee

As of 31 December 2023, the Nomination & Remuneration Committee consisted of 3 directors;

Member of Nomination & Remuneration Committee	Position
1. Mr. Sophon Pholprasit	Chairman of the Nomination & Remuneration Committee
2. Mr. Thitipong Tangpoonphonvivat	Member of the Nomination & Remuneration Committee
3. Dr. Vichya Krea-Ngam	Member of the Nomination & Remuneration Committee

Term and Retirement from the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed by the Board of Directors and consists of at least 3 members who are directors and executives. More than one half of the members shall be independent directors. The Chairman of the Nomination and Remuneration Committee shall be independent director. The member who retires from office upon expiration of term may be re-appointed to hold office for another term as the Board of Directors deems appropriate.

Each member of the Nomination and Remuneration Committee shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by the resolution of the Board of Directors

The Board of Directors has authority to appoint additional members of the Nomination and Remuneration Committee for the benefit of business operation in compliance with the objectives and to replace the members who vacate office due to 1), 2), or 3) as above-stated. The replacement member of the Nomination and Remuneration Committee shall hold office only for the remaining term of office of such member he replaces.

The Nomination and Remuneration Committee shall appoint an officer of the Company to be the secretary of the Nomination and Remuneration Committee.

Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

1. Nomination

- 1) To establish the policies, criteria and methods for nomination of directors and authorized managers and propose to the Board of Directors for approval
- 2) To select a person who possesses qualifications in accordance with related regulations and laws to be nominated as director, member of sub-committee, and authorized manager to the Board of Directors for approval

For nomination of a director, the Nomination and Remuneration Committee shall consider his experience in at least one of the following professions, e.g. sales, finance, business administration, marketing, human resource management, law, management, etc. which is important for the Board of Directors. Consideration should be also given to the competence to assist the Board of Directors in performing duties in a more careful manner, the ability to make reasonable business decisions, strategic thinking, leadership experience, high degree of professional expertise, integrity, and other appropriate personal qualifications.

- 3) To disclose the nomination policy and procedure in detail in the Company's annual report
- 4) To review and conclude the result of succession planning and suitable continuity of administration for top management annually and report to the Board of Directors for acknowledgement

2. Remuneration

- 1) To determine the policies, criteria or methods for consideration of remuneration and other benefits, and propose the remuneration for directors based on the fair and transparent criteria to the Board of Directors for consideration to further propose in the meeting of shareholders
 - 2) To establish the guidelines for assessment of performance of directors and authorized managers for consideration of annual remuneration and propose to the Board of Directors for consideration to further propose to the meeting of shareholders
 - 3) To disclose the remuneration policies and all forms of remuneration, and prepare the remuneration report which shall at least contain details on operation targets and opinions of the Nomination and Remuneration Committee in the Company's annual report
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- 4) To propose the suitable remuneration of the Board of Directors and the sub-committees to the Board of Directors for consideration before proposing to the meeting of shareholders for approval

3. Others

To perform duties as assigned by the Board of Director; to review and amend the charter to propose to the Board of Directors for approval

The Nomination and Remuneration Committee shall be responsible to the Board of Directors and report the performance result to the Board of Directors in every meeting of the Nomination and Remuneration Committee. Also the Nomination and Remuneration Committee shall review and amend the charter which shall be proposed to the Board of Directors for approval.

The Nomination and Remuneration Committee's Meeting

- 1) The Nomination and Remuneration Committee shall convene a meeting in case of nomination of directors or executives, or consideration of remuneration.
- 2) The Chairman of the Nomination and Remuneration Committee shall assign the secretary to deliver meeting notice together with meeting agenda, and supplementary documentation for meeting via email to the committee members 7 days in advance of the date of meeting in order for the committee members to have enough time to study the information. A written record of the meeting shall be prepared and kept in the well-organized filing system which is easy to retrieve. Details of the written record of the meeting cannot be changed without approval of the meeting and are ready for examination by the Board of Directors or related parties. The minutes of the meeting shall be prepared within 14 days after the date of meeting. The secretary shall keep the minutes of the meeting and supplementary documentation for the meeting; provide support to the Nomination and Remuneration Committee to ensure they perform duties in compliance with laws and regulations; and coordinate with related parties.
- 3) In the meeting of the Nomination and Remuneration Committee, the presence of not less than one half of the total number of the Nomination and Remuneration Committee members is required to constitute a quorum.
- 4) The meeting shall be convened at least once a year.
- 5) The resolution of the Nomination and Remuneration Committee shall be made by majority vote.

e) **Corporate Governance Committee**

As of 31 December 2023, the Corporate Governance Committee consisted of 3 directors;

Member of Corporate Governance Committee			Position
1.	Mr. Vichya	KreaNgam	Chairman of the Corporate Governance Committee
2.	Mr. Wuttichai	Sresthabutra	Member of the Corporate Governance Committee

Member of Corporate Governance Committee	Position
3. Mrs. Wisadja Kochsena	Member of the Corporate Governance Committee

Term and Retirement from the Corporate Governance Committee

The Corporate Governance Committee consisted of at least 3 members who are directors or Independent Director and executives of the Company. The Chairman of the Corporate Governance Committee shall be independent director and shall appoint an officer of the Company to be the secretary of the Corporate Governance Committee.

The Corporate Governance Committee who vacates office shall be replaced and in case of any director from office before the end of the term shall be elected within 90 days of the vacancy. The director who has replaced into the tenure of the vacancy of directors to act for them.

The Corporate Governance Committee shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by the resolution of the Board of Directors

Scope of Duties and Responsibilities of the Good Corporate Governance Committee

- 1) To consider, determine, review, and amend the policies and manual on good corporate governance practices, business code of conduct, ethics of employees, and anti-corruption at least once a year in compliance with the international practices; and to propose the criteria for good corporate governance practices to the Board of Directors for approval and implementation at all levels
- 2) To consider, determine, review, and amend the policies, manual and guidelines on corporate social responsibility (CSR) for submission to the Board of Directors for approval and implementation at all levels; and to ensure operation in compliance with CSR policies
- 3) To provide advice on CSR to the Board of Directors
- 4) To promote and oversee the Company's business operation and the performance of the Board of Directors, executives, and employees to be in compliance with CSR policies
- 5) To assign the person to be responsible for overseeing Company's business operation in conformity with relevant laws, regulations policies, and practices
- 6) To perform other tasks as may be assigned by the Board of Directors and/or the meeting of shareholders
- 7) To report the results of the performance and the meeting of the Good Corporate Governance Committee to the Board of Directors for acknowledgement or for approval
- 8) To review and amend the charter of the Good Corporate Governance Committee to propose to the Board of Directors for approval

The Corporate Governance Committee's Meeting

- 1) The Corporate Governance Committee shall convene at least 4 meetings a year.
- 2) In each meeting, the presence of not less than one half of the total number of the Corporate Governance Committee members is required to constitute a quorum.
- 3) Any member of the Corporate Governance Committee who has an interest in the matter to be considered shall abstain from expressing opinions and voting in such matter.
- 4) A final decision of the meeting shall be made by majority vote. In case of equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote. In making a resolution, not less than two-thirds of the total Committee members shall be present at the meeting.
- 5) The secretary of the Corporate Governance Committee shall deliver meeting notice via email to the committee members not less than 7 days in advance of the date of meeting. The minutes of the meeting shall be recorded and prepared within 14 days after the date of meeting. The secretary shall keep the minutes of the meeting and supplementary documentation for the meeting; provide support to the Corporate Governance Committee to ensure they perform duties in compliance with laws and regulations; and coordinate with related parties.

f) Executive Committee

As of 31 December 2023, the Executive Committee consisted of 4 members;

Member of Executive Committee		Position
1. Mr. Thitipong	Tangpoonphonvivat	Chairman Executive Committee/ Chief Executive Officer
2. Mr. Wuttichai	Sresthabutra	Executive Committee
3. Mrs. Wisadja	Kochsena	Executive Committee
4. Mrs. Linjong	Srisongkham	Executive Committee

Term and Retirement from the Executive Committee

The Executive Committee consists of the directors who have experience and suitable qualifications as recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors. The Chairman of the Executive Committee shall be appointed by the Board of Directors. The Company Secretary shall act as the secretary of the Executive Committee, except otherwise assigned by the Executive Committee.

The term of office of the Executive Committee member shall be the same as that of director and shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by the resolution of the Board of Directors

Any member of the Executive Committee who wishes to resign from office shall tender a letter of resignation to the Chairman of the Board of Directors. In case a vacancy exists on the Executive Committee, the Board of Directors shall appoint a new member of the Executive Committee within 90 days in order to have the total number of the Committee members as stipulated by the Board of Directors.

Scope of Duties and Responsibilities of the Executive Committee

- 1) To propose the strategic plan, yearly business plan, cost budget, business targets, and project plans to the Board of Directors for approval
- 2) To manage the Company's business to achieve the established objectives and targets; to control the business operations in compliance with laws and policies of the Company; and to oversee the Company's business management as determined
- 3) To perform general business-related matters of the Company; to study, consider, and monitor the Company's business activities, e.g. investment which requires a considerable amount of money, launch of new products, joint-investment, loan offering or guarantee
- 4) To supervise and monitor the operating performance results and financial status of the Company and its associate companies and report to the Board of Directors for acknowledgement every quarter
- 5) To seek and assess new investment opportunities
- 6) To consider and provide suggestions about the Company's dividend policy to the Board of Directors
- 7) To review transactions relating to investment and disposal of assets, human resources management, general administration, and other business-related transactions of the Company within the scope of authority as assigned by the Board of Directors
- 8) To supervise and manage the Company's investment budget, and to contemplate the important matters of the Company before raising the matters for consideration in the meeting of the management of each business sector
- 9) To consider and provide comments on the matters which are not the Company's normal business affairs and shall be approved by the Board of Directors
- 10) To consider and review the risk management and internal control system of the Company
- 11) The Executive Committee may authorize an executive or a person to perform any act or all acts as it deems appropriate. Approval of the Executive Committee and/or empowerment shall not involve Connected Transactions or the transactions that may lead to conflict of interests or transactions that any member of the Executive Committee has interest in as stipulated in the Articles of Association of the Company and the notification of the Capital Market Supervisory Board. Approval of any transactions shall be in compliance with the policy and procedures stipulated by the Board of Directors and the regulatory compliance unit.

- 12) To consider employment of independent advisors or persons to provide opinions or suggestions as necessary
- 13) To invite management team or related persons of the Company to provide opinions, attend the meeting or give related information
- 14) To report important operation results to the Board of Directors on a regular basis, including significant issues that the Board of Directors should be aware of
- 15) Consider presenting performance indicators including the evaluation results to the Nomination and Remuneration Committee.
- 16) To consider, review, and amend the charter of the Executive Committee and propose to the Board of Directors for approval
- 17) To perform any other duties as assigned by the Company's Board of Directors

The Executive Committee's Meeting

- 1) The Executive Committee shall arrange or call a meeting as it deems appropriate at least once a month and all members shall regularly attend the meeting.
- 2) In each meeting, the presence of not less than one half of the total number of the Executive Committee members is required to constitute a quorum.
- 3) A resolution of the Executive Committee's meeting shall be made by a majority of votes of the members in attendance to form a quorum. Any member of the Executive Committee who has an interest in the matter to be considered shall not be present during the consideration of the matter or abstain from voting in such matter.
- 4) The Chairman of the Executive Committee or the secretary by order of the Chairman of the Executive Committee shall deliver meeting notice via email to the committee members not less than 7 days in advance of the date of meeting. This is except for the case of necessity or urgency, the Chairman of the Executive Committee shall call a meeting without delivery of the notice of meeting in advance. The minutes of the meeting shall be recorded and prepared within 14 days after the date of meeting. Other responsibilities include keeping of the minutes of the meeting and supplementary documentation for the meeting; providing support to the Executive Committee to ensure performance of duties in compliance with laws and regulations; and coordinating with related parties.

g) Chief Executive Officer**Duties and responsibilities of Chief Executive Officer**

- 1) The Chief Executive Officer is responsible for managing operations and performs routine tasks. For the benefit of the Company and the purposes of the Company as well as regulations, policies, plans and resolutions within the framework of the law and jurisdiction of the Board of Directors determined.
- 2) To consider the annual budget prepared by the management which to be presented to the Board of Directors including to controls of spending of annual budget.
- 3) The Chief Executive Officer is authorized to perform any act that can be to perform according to normal business.
- 4) The Chief Executive Officer shall be presented to the Board of Directors to approve the investment of the Company which is not in the policy of the Company.
- 5) Powers Act and the presence of a representative of the business to a third party.
- 6) Approved the appointment of consultants necessary to the operation of the business.
- 7) Consider hiring, salary adjustments and benefits for their work positions. Including bonuses to executives. And all employees of the company hierarchy.
- 8) To approve the action plans of each department. And approve requests from various departments. Beyond the jurisdiction of the task.
- 9) Perform other duties as assigned by the Board of Directors each time.
- 10) The actions related to the transaction. As defined by the Securities and Exchange Commission (SEC) for approval to the Board of Directors.
- 11) To consider the profits and losses of the Company and to propose interim dividend or annual dividend to the Board of Directors.

In addition, the aforementioned delegation of authority to the Chief Executive Officer must be under the rules of law and regulation of the Company. In the case that may have benefit or interests to the Chief Executive Officer or person who may have conflicts (According to the announcement of the SEC), the Chief Executive Officer or attorney has no authority to approve such actions. The Chief Executive Officer must present the matter to the Board of Directors for further consideration.

In addition, any transaction is connected transaction or relating to the acquisition or disposal of assets of the Company, according to definition specifies in the announcement of the Stock Exchange of Thailand, such transaction must be approved by the Shareholders' meeting and/or other operation in accordance with the rules and procedures as specified in the said matter in order to comply with the requirement of the Stock Exchange of Thailand.

Change in Holding of the Company's Shares of the Director and Executive during the year 2023

Name	Position	Number of Shareholding (Shares)			
		As of December 31, 2023	As of December 31, 2023	Increase (Decrease)	% Share Holdings as of December 2023
1. Professor Dr. Borwornsak Uwanno	Chairman of the Board of Directors	-	-	-	-
Spouse and underage children		-	-	-	-
2. Mr. Sophon Pholprasit	Vice Chairman of the Board of Directors	-	-	-	-
Spouse and underage children		-	-	-	-
3. Mr. Thitipong Tangpoonphonvivat	Director	1,594,832,313	1,594,832,313	-	18.52
Spouse and underage children		-	-	-	-
4. Mr. Wirach Morakotkarn	Independent Director				
Spouse and underage children					
5. Mrs. Panee Jarusombat	Independent Director	2,000,000	2,000,000	-	0.04
Spouse and underage children		-	-	-	-
6. Dr. Vichya Krea-Ngam	Independent Director	-	-	-	-
Spouse and underage children		-	-	-	-
7. Mr. Kanit Niphanphaisarn ^{1/, 2/}	Director	-	-	-	-
Spouse and underage children			-	-	-
8. Miss. Surawee Chaithumrongkool ^{3/}	Director	-	-	-	-
Spouse and underage children			-	-	-
9. Mr. Wuttichai Sresthabutra	Director	-	-	-	-
Spouse and underage children		-	-	-	-
10. Mrs. Wisadja Kochsena	Director and Executive Vice President	-	-	-	-
Spouse and underage children		-	-	-	-
11. Mrs. Linjong Srisongkham	Executive Committee	-	-	-	-
Spouse and underage children				-	-
12. Mr. Sarun Wiangkhamma ^{4/}	Executive Vice President	-	-	-	-
Spouse and underage children		-	-	-	-
13. Mr. Akkarin Thanakijrujiroj	Executive Vice President	50,666,666	38,000,000	12,666,666	-
Spouse and underage children		-	-	-	-

Note: ^{1/} Appointed to the position on 27 April 2023 and resigned from the position on 26 May 2023

^{2/} Resigned from the Executive Vice President on 16 March 2023

^{3/} Appointed to the position on 26 May 2023

^{4/} Resigned from the Executive Vice President on 31 December 2023

Nomination of Directors and high level Executives

Detail of the Nomination of Directors and high level Executives, specified in “Corporate Governance Performance”

Remuneration of Directors and high level Executives

Detail of the Remuneration of Directors and high level Executives, specified in “Management Structure”

The Board of Directors self-assessment, Subcommittees self-assessment and Chief Executive Officer’s self-assessment

Detail of the Board of Directors self-assessment, Subcommittees self-assessment and Chief Executive Officer’s self-assessment, specified in “Corporate Governance Performance”

Supervision of Operations of Subsidiaries and Associated Companies

Detail of the Nomination of Directors and high level Executives, specified in “Corporate Governance Performance”

Compliance with the principles of good corporate governance

The Company has recognized the importance of good corporate governance which is very important for the business to grow sustainable as well as creating confidence for shareholders, investors or related parties to ensure management to be transparent, able to check and have good governance and being able to receive public recognition. The resolution of Board of Director No. 7/2019 held on 15 August 2019 determined a policy on good corporate governance and has reviewed a policy for annual.

In this regards, the Corporate Governance Committee adopted the survey criteria for the Thai Listed Company from the Thai Institute of Directors Association (IOD) which was accepted by the Stock Exchange of Thailand and the SEC to be as a model for creating a good corporate governance of the Company.

The good governance policy is consistent with the good governance principle of the SET and the regulations of the SEC, which the Company has practiced continuously as follows:

- 1) Right of the shareholders.
- 2) Equitable treatment of the shareholders.
- 3) Role of the stakeholders.
- 4) Revelation of information and transparency.
- 5) Responsibility of the board of directors.

During the Board of Directors Meeting 8/2017 held on 14 November, 2017, the board has acknowledged the Good Corporate Governance Report for Listed Companies 2017 (CG Code) 8 new code according to the Corporate

Governance Code for Listed Companies 2017 (CG Code) issued by the Securities and Exchange Commission. The Board of Directors has great understanding and concerns about the governing body and the compliance of the CG Code for sustainable growth. Moreover, the Company has assessed according to the CG Code in overall by considering from the assessment result where the Good Corporate Governance Committee was assigned to assess and clarify at the first stage. The Company is in the process of reviewing, and / or revise the policy to cover the CG Code in order to meet the objectives of the good corporate governance principles

Chapter 1 Right of the shareholders

The Company gives priority to the right of the shareholders with the realization that the shareholders have the right of ownership by controlling the company through the appointment of the board of directors to act on their behalf, and the right to make the decision relating the important changes to the Company.

The basic rights of the shareholders are participating to appoint and remove the directors; appointment of the auditor and the matters that affect the Company, e.g. a revision of the rules and the articles of association, a reduction or increase of capital, allocation of dividends, and approval of the related items. The shareholders are also given the right to transact or transfer their shares, profit-sharing, or dividends, including receiving information from the Company continuously. The Company shall not do anything to violate or derogate the right of the shareholders with the good guidelines toward them as follows:

1. The Company has appointed Thailand Securities Depository Co., Ltd. as its registrar to send a meeting invitation to the shareholders and the supplemental documents to all the shareholders before a meeting date a minimum of 7 days in advance. The meeting invitation shall contain complete information and opinions of the board of directors on each item clearly.

2. The Company shall bring the meeting invitation with the supplemental documents to announce to the shareholders via the channel of the SET and on its Web site 20 days in advance before the meeting date to open the opportunity for the shareholders to study the information before the meeting date.

3. The Company has arranged the meeting venue of the shareholders at a convenient location, provided convenience for the shareholders exercise their right to attend the meetings, and vote fully without limiting the opportunity to attend the meeting. It is to promote the right of the shareholders and opens an opportunity for the shareholders to inquire and talk informally with the board of directors.

4. The chairman of the board, chairman of the committees, the president, and everyone attends the shareholders' meetings, as well as the auditor to attend the annual general meeting (AGM) with the directors to answer the involved issues.

5. The Company has notified the method of voting and counting using the ballots to the shareholders in advance before the meeting, which is not complicated. There are minutes of the meeting clearly recording the accepted and rejected votes, and the absence on each voting item.

The company has a policy to encourage and facilitate its shareholders, including institutional investors in attendance. The company selected the venue, which has a mass transit system and adequate access for shareholders to attend easily. The company invites shareholders to send documents to register prior to the meeting. To shorten the time to examine the documents on the company and the Channel Register. As a meeting place for individual shareholders and institutional investors The Company uses the bar code used in the registration and voting to allow the registration and processing of the ballot is very fast and has provided duty stamps provided. Shareholders in the proxy, in order to facilitate the shareholders.

Chapter 2 Equitable Treatment of the Shareholders

For building confidence to the shareholders, the board of directors and the management shall supervise the spending of the shareholders' money, suitably as the important factor toward confidence in the investment with the Company. Therefore, the board of directors has supervised the shareholders to be treated and protected of their basic rights equitably.

1. The board of directors manages the process of the shareholders' meetings in terms of supporting by sending a proxy form to all shareholders, in case the shareholder is not convenient to attend the meeting in person it can appoint someone to attend by proxy. The format of the proxy form makes the shareholder can vote by proxy by agreeing, disagreeing, or abstaining. Also the Company shall arrange for its Chairman and the two Audit committees as the alternative for the proxy, supplemented by the qualified four directors.

In 2023, the Company held the annual general meeting of shareholders via electronic media (E-AGM) on Thursday, April 27, 2023 at 2:30 p.m. and the Extraordinary General Meeting of Shareholders via electronic media (E-EGM) on Thursday, November 30, 2023 at 2:00 p.m. In this regard, the meeting is organized in electronic form according to the Emergency Decree on Meetings via Electronic Media B.E. 2020 and other laws and related regulations.

2. Giving the right to the minority shareholders to present in the agenda of the shareholders' meeting, or present the name of the people to be elected as a board director before the meeting date of the shareholders' meeting.

3. Giving the right to the shareholders to vote, with one share one vote.

4. Establishing a measure to prevent from using the inside information to find interesting to himself or other people dishonestly by the board directors or management. It has to disseminate the measure to the executives for acknowledgement, while the board directors and the executives of the Company have to report a change of its holding of securities to the SEC on each time. The Company's employees shall not disclose the publicly undisclosed information to other people. A disclosure of information may have an impact on the business and the price of the Company's securities; it requires approval from the executives first. It is prohibited the board directors and the executives from utilizing the inside information, which can cause damage to the overall shareholders.

The Company has submitted the documents on utilizing inside information and the offenses occurred to the board directors and the Company's employees on each new regulation issued by the SEC. If there is a director or employee that takes the opportunity to seek the undue benefit, he shall be disciplined by the Company.

In the past, at no time there was a director or executive alleged abuse the inside information.

5. A revelation of the related items and the opinions of the board of directors on the aforesaid items of the shareholders. There was no making of a related item that was in violation or non-compliance with the guidelines of the SEC.

6. In the annual general meeting of the shareholders on the appointment of the directors, the shareholders shall vote to elect the directors on an individual basis.

Chapter 3 Role of Stakeholders

The Company gives priority on the supervision and consideration of the stakeholders in all groups inside and outside the Company are the shareholders, directors, employees, customers, trading partners, creditors, competitors, and other agencies that the Company has implemented internal and external activities. It includes a responsibility towards the society and the environment, as well as the public sectors with the guidelines on the stakeholders are as follows:

1) The shareholders

- Perform duties with honesty as well as making any decisions with sincerity and fairness to both major and minor shareholders for the best interests of the shareholders as a whole
- Manage the organization with care and prudence to prevent damage to shareholders
- Perform duties by applying knowledge and management skills to the best of their abilities in all cases
- Manage and maintain any assets of the Company devalue or wrongfully lost
- Providing regular reports on the status of the Company and complete according to the truth and equally inform the shareholders of the future trends of the Company both positive and negative which is based on feasibility and sufficient supporting information
- Do not seek benefits for yourself and those involved by using any information of the Company that has not yet been disclosed to the public and does not claim the right to be a Company's executives to seek benefits for oneself or those involved
- Do not disclose the organization's confidential information to outsiders. especially competitors
- Do not take any action in a manner that may cause a conflict of interest with the organization

The Company shall perform the duty with loyalty, honesty, and equity. It has determined to create growth for the shareholders to receive sustainable returns from the results of its operations. The Company has treated the shareholders equitably according to the good governance principle on the chapter of the rights of the shareholders and their equitable treatment. The Company has provided its website: www.gel.co.th as a channel for the shareholders or the vested interests can contact or complain about the matter that can cause damage to it.

2) Employees

The Company realizes the importance of the staff. Because employees are the key success factors for achieving the goals of the company. The company has a clear policy on the development of the company. Training has developed a thorough knowledge of at least six hours each per year for employees who have been trained. To improve the ability of employees constantly. Provide opportunities for advancement. The Company arranged both internal and external trainings for employees.

The Company has set up the Organizational Safety, Health and Environment Committee by providing training to the committees to supervise and notify the information concerning the working safety and the environment, including preventing from accidents while working, so the employees can implement correctly. It has provided safety equipment that is suitable to the job characteristics together with good fringe benefits and the employment conditions that are suitable to the market situation for the employees to have good ethics.

The Company's policy is clear and concrete information about the compensation and benefits, employee health insurance plan. The disclosure to employees via the company's manual for employees.

The company established a fund for employees in order to show that the company has taken care of all the employees in the long term as a noun.

Offering the fair compensation return

The Company has regularly reviewed employee compensation and benefits to ensure that the compensation of the company at a competitive level in the same industry. It also coordinates the welfare policy of affiliated companies in the same direction. In addition, the Nomination and Remuneration Committee has been established to approve the principle and guidelines related to compensation is in the same direction throughout the organization and in line with the Company's strategy.

In response to be the Company's strategy in the order to expand the business, develop the potential of employees to help drive the company to be the front line of business. Human Resources Department has recruited high potential employees (Talent) according to the succession plan and the compensation return structure and welfare system are internationally accepted for the employees to ensure that the compensation and benefits for employees are consistent with the pay system. It can also compete in the same industry.

- Provide appropriate welfare for employees.

Employees of the Company Also get other benefits. To reduce the cost of living, reduce worries. It also promotes the well-being of its employees to the family, the employees, and the health of the employees. This will be beneficial to the employees' lives and lives, and the welfare and welfare of all employees will be acknowledged. Through employee guides. The benefits can be classified into 5 main categories:

- 1) Benefits such as grants for employees Spouse of employees or parent Or child's death Hard working
 - 2) Welfare benefits such as emergency welfare loan Housing loan
-

- 3) Fund benefits such as provident fund. Social Security Fund
- 4) health and life insurance benefits, such as annual health check-ups, as needed by age and sex, group health insurance Accident insurance group
- 5) Employee welfare

The Company has a policy of respect for human rights. The law of equality is taken into account. Personal rights and freedoms It does not discriminate against employees because of differences in race, language, sex, age, disability, physical condition, or health. Status of person Economic or social status Religious beliefs, education, training, or political opinions.

The Company sees the importance of health and well-being, safety, and work environment, therefore, the policies were announced as follow;

1. The Company considers it a responsibility to society and all workers to promote and support the implementation of safety, occupational health and working environment including impact prevention and environmental preservation.

2. The Company provides a management system for safety, occupational health and working environment that is consistent and not lower than the criteria required by law.

3. Determine a policy that all executives and supervisors are responsible for safety, occupational health and working environment of their subordinates and to comply with the requirements and regulations established by the Company with rigor and freedom for executives at all levels to fully perform any work to achieve this effect

4. Determine a policy for all employees and operators including the contractor must be responsible for the work to ensure safety in accordance with the requirements and regulations that the company has strictly established

5. Promote and support the procurement of tools, equipment and devices in safe conditions including the provision of various safety equipment to operators as well as providing working conditions and safe working methods. Promote knowledge to operators and motivated to work safely and taking into account the protection of the impact on the environment fully

6. Promote good health prevent injury occupational disease and the epidemic of the COVID-19 virus including the dangers from all risk activities both employees and related persons with moderate or higher risk along with preventing accidents and events that cause loss of life, property and continuous production process

7. Supporting resources in terms of personnel, time, and appropriate and sufficient training, with results being measured and evaluated as well as improving the management system for safety, occupational health and working environment for continuous efficiency.

The Company is committed to operate environmental and take into account that the community and social environment live together optimistically for the sustainable growth. The environmental good governance policy was announced on 18 March 2014 to notify all employees, community in the area that that Company will strictly comply with the good governance policy and has passed the environmental good governance assessment on 19 September 2016.

Number and Accident Rate of Employees in 2023

	Bangkadee Plant			Chiangraknoi Plant			Total number		
	Female(s)	Male(s)	Total	Female(s)	Male(s)	Total	Female(s)	Male(s)	Total
1. Number of work injuries (people)	-	1	1	-	5	5	0	6	6
2. Number of accidents (people)	-	1	1	-	-	-	-	1	1

The Company has provided a booth to listen any comments from employees, when they have seen unusual things or things should not, and send that comments directly to the Managing Director. The Company also provided e-mail address independentdirector@gel.co.th for any clue to independent director to avoid going through the Company.

3) Customers

The Company is committed to creating customer satisfaction and confidence. Emphasis is placed on care and accountability that affect business success by developing the quality and products and services to meet the needs of customers continually and consistently to maintain a good long-term relationship. The Company has conducted customer satisfaction surveys to listen to opinions or complaints and has been used as a guideline to improve services and operation. There is also the development of personnel to provide services to customers. There is training and knowledge and understanding for employees before actual work and continuously develop skills and knowledge for employees so that customers get the most benefit from the service.

The Company also focuses mainly on safety and product standards, namely being certified for various management systems according to the ISO 9001:2015 standard and being certified for industrial product standards (TIS 396-2549).

- Conduct business with honesty, fairness and accurate information, sufficient and up-to-date for customers
- Produce quality products and services by striving to continuously raise the standard higher
- Determine the level of acceptable quality of goods and services
- Disclose information about products and services completely, accurately and without distorting facts, taking into account the benefits of customers
- Provide product and service warranty under the conditions at the right time
- Do not deliver products and services to customers despite to know that products and services have a defect, damage or harm to the customer and not let products or services that are lower than the specified level fall into the hands of customers.
- Organize a system for customers to complain about products and services and do our best to give customers a quick response.
- Strict confidentiality including not disclosing customer information without prior permission of the customer or authorized person of the Company, unless the information must be disclosed to relevant third parties according

to the provisions of the law including not using the information for the wrongful benefit of oneself and those involved.

- Control production costs by maintaining the quality standards of products and services in order to continually increase the benefits for customers
- Keep the contract and strictly comply with the conditions with the customers. In the event that any condition cannot be met, the customer must be notified in advance. to jointly consider finding solutions
- Do not trade excessively when compared to the quality of the product or service and does not impose trade conditions that is unfair to customers
- Do not pay any benefits to customers in order to obtain or hijack customers by using dishonest methods

4) Partners

The Company recognizes the importance of partners as the people who are important in assisting the business operations of the Group. The Company adheres to the principle of equitable practices and competition that is fair to all business partners of the Company. Treat partners to adhere to the terms of the contract and the code of ethics of the company.

The company focuses on transparency and frankly, in business negotiations and enter into contracts with suppliers. The rewards are fair to both parties. Located on the rules, the decision by comparing terms of price, quality and services are transparent and verifiable. The aim is to develop and maintain a sustainable relationship.

- Do not request or accept or pay any benefits that is dishonest in trading with trading partners
- If there is information that there is a request or receipt or payment of any benefit that dishonest happens must work together with partners to solve problems fairly and quickly.
- Comply with various commercial terms and conditions towards partners strictly and in case of unable to comply with any condition must notify business partners in advance to jointly consider ways to solve problems
- Share knowledge together with develop products and services and build good relations with each other

5) Competitor

The Company will conduct business with honesty and professionalism. The Company will treat its competitors regardless of whether the competitor is a person or a juristic person who provides services and/or sells the same type of products as the Company under the law and good business ethics. It will focus on honest competition including not seeking information or confidentiality of competitors by dishonest or inappropriate means.

- Behave within the framework of good and fair competition.
 - Do not seek confidential information of trade competitors by dishonest or improper means, such as paying bribes to employees of competitors
 - Do not try to damage the reputation of trade competitors. with malicious accusations without any truthfulness
-

6) Creditor

The Company focuses on building confidence among the creditors of the group of companies by emphasizing honesty and strictly adhering to the conditions and contracts made with creditors. The Company has always made accurate, timely and complete loan and interest payments including not using the borrowed money in a way that is contrary to the objectives of the loan. In addition, the Company has no policy to disclose information or facts that may cause damage to the creditors of the Company.

- Comply with various conditions with strict creditors whether it's about the purpose of using the money repayment, quality of collateral and any other matters that have been agreed upon with creditors
- In case of unable to comply with any condition, the Company must notify creditors in advance to jointly consider ways to solve problems
- Report accurate status and financial information to creditors.

7) Social / Community and Environment

The Company focuses on operating the business for sustainable growth along with the development of society, community, environment and good quality of life with the realization that social responsibility occurs all the time. The Company therefore pushes for the social responsibility policy to be present in all sectors of the organization from the main policy level to the operational level and operates in all departments of the Company. The Company believes that conducting business with conscience towards society and the public will be an important driving force which leads to sustainable development both at the community and national level. The Company has always considered it an important duty and responsibility to support and arrange activities that are beneficial to society in various ways of social context covering activities that are beneficial to society at the macro level, community level and operational level. In order to return and return profits back to society, the company has been doing social activities continuously every year.

- Do not take any action that will have a detrimental effect on natural resources and the environment
- Support useful activities and who regularly contribute to society
- Raise awareness of social responsibility among employees at all levels in the Company continuously and seriously
- Control to strictly follow the intent of the law or regulations in social and environmental aspects
- Cooperate with social and environmental regulators and report information about violations or non-compliance with laws or regulations to that authority.

Chapter 4 Revelation of Information and Transparency

The Company gives priority to a disclosure of information sufficiently and transparently by defining it as the role and duty of the board of directors. In the disclosure of the information, it must be correct, complete, in time, and transparent on the finance, and other involved information so the shareholders and the vested interests can receive the

information equitably via the information channel and communication by dissemination from the SET, the SEC, and the Company's Web site at www.gel.co.th.

Moreover, it has set up a unit to be responsible for supervising the job on the investor relations and secretarial job as its representative in communicating useful information to the shareholders, investors, securities analysts, and the involved persons. They can contact to inquire about the Company conveniently by the phone number 02-501-2020 ext. 773, 333 and by fax at 02-501-2134

Measures to identify and trace the whistleblower protection mechanisms.

The company provides a channel for complaints both from third parties and employees. When a complaint is received, processed again. It also has taken measures to protect the confidentiality of the complainant.

1. A channel for complaints

The Company provides a way to identify or complaints in case of doubt to have committed unethical business of the Company. The offense includes behaviors that corruption poses to the very unequal through the following channels.

- (1) Managers or supervisors that they trust at all levels.
- (2) Good Corporate Governance Committee
- (3) Correspondence

Chief Executive Officer or Chairman of the Audit Committee.

Company General Engineering Co., Ltd.

44/2 Moo 2, Tivanon Road, Tambon Bangkadee, Aumpoe Muang,

Pathumthani Province 12000

- (4) Email gel@gel.co.th

- (5) Website www.gel.co.th

2. The action on the complaints received

The Company has received or complaints then. The Company will monitor the process of gathering information. And the measures taken to mitigate the damage to those affected. With regard to the damage suffered by all. After those responsible for such matters, is responsible for monitoring performance. And report the results to the recipients' violations / complaint and violations / complaint about it. The report on the implementation of the President. Chief Executive of the Audit Committee and Board of Directors, respectively, depending on the case.

3. Protection measures

In order to protect the rights of the violations / complaints or who cooperated in the company would not disclose the name, address or any other information of violations / complaints or cooperated in the investigation to determine protective measures in case he saw that they might be unsafe or may be suffering damage The people who have suffered damage would be mitigated by damage. The process is appropriate and fair.

The parties confirmed that the company had committed unethical business policies against the corrupt. Disciplinary action will be determined by the Company. Or have been determined by relevant laws.

Chapter 5 Responsibility of the Board of Directors

The Company has realized about the importance of the role and duty of the board of directors toward it and its shareholders. The board of directors comprises the persons with knowledge, ability, skill and working experience from diverse fields, so it can perform the duty with effectiveness. The board must have leadership, vision, knowledge, ability, and various experiences, having loyalty, honesty and independence in decision-making for optimization of the Company and the overall shareholders. The board also has participated in setting the vision, goal, policy, operation direction, strategy, business plans, and the fiscal budget, including supervision for the management to perform according to the work plans and the set budget regularly. It shall follow up on the operations considering the legal principles, regulations and resolutions of the shareholders' meetings loyally, honestly, and ethically. It also shall supervise the administration of the management to comply with the targets and the guidelines for optimum benefits to the shareholders and sustainable growth of the organization.

Intellectual property rights

The Company recognizes the importance of intellectual property and copyright. The Company's policy not to infringe on the copyright or intellectual property rights of others. And let employees know the company. It will not copy, modify, or publicly. The intellectual property rights of others and constitutes a violation of the provisions of the law is strictly prohibited.

Internal Control System

The Company always places a particular emphasis on the internal control system at both managerial and operational levels. For the maximum efficiency in operations, the Company clearly determined the duties and authority of operational personnel and managerial personnel in writing, and also controls utilization of all assets in a useful manner. Personnel in charge of operation control are evidently separate from those responsible for performance evaluation. The Audit Committee was appointed to review the Company's internal control system and internal audit system in a suitable and effective manner. The independent internal auditors are responsible for monitoring and inspecting the internal control system, and reporting the inspection result to the Audit Committee to ensure that the key operations are efficiently performed in accordance with the established guidelines.

Risk Management

The Board of Directors appointed the Risk Oversight Committee and each member shall hold office for a term of 3 years. The Committee shall define the risk management policies and propose to the Board of Directors for consideration of the overall risk management in all aspects of operations. The Committee shall also supervise, review, and propose to the Board of Directors the policies and strategies on risk management and evaluation of overall risks to enable efficient implementation of risk management.

Report of the Board of Directors

The Audit Committee is responsible for reviewing the financial statements, and shall convene a meeting with the Accounting Department, the Finance Departments and the auditor in order to propose the financial statements to the Board of Directors every quarter. The Board of Directors is responsible for the financial statements of the Company, including the financial information that appears in the annual report (Report of the Board of Directors' Responsibility for Financial Statements). The financial statements are prepared according to the generally accepted accounting standards and certified by the Company's auditor. Essential information, financial and others, is completely and consistently disclosed based on the matters of fact.

The Board of Directors' Meeting

According to the Articles of Association of the Company, the meeting of the Board of Directors shall be organized at least every 3 months. Additional meeting may be summoned as necessary. The meeting notice shall be delivered to the directors not less than 7 days in advance of the date of meeting, except where urgent for the purpose of preserving the benefits of the Company. The agenda of each meeting shall be clearly prescribed and supplementary documentation for the meeting shall be sufficient and delivered to the directors in advance of the date of meeting in order for the directors to have enough time to study the information before attending the meeting.

The Chairman and the Chief Executive Officer shall mutually arrange the agenda and consider the matters that should be included in the agenda. Each director shall have opportunity to propose the matters for consideration to be included in the agenda. All directors shall openly discuss and express their opinions and the Chairman shall compile the opinions and made conclusions. A resolution of the Board of Directors' meeting shall be made by a majority of vote. A director shall have one vote. A director having an interest in a given matter shall not attend the meeting and/or have no right to vote on such matter. In case of an equality of vote, the Chairman of the meeting shall have a casting vote. Besides, the written minutes of the meeting shall be prepared after the meeting and the minutes of the meeting certified by the Board of Directors shall be kept and ready for the Board of Directors or related persons to examine.

6.2 CODE OF CONDUCT

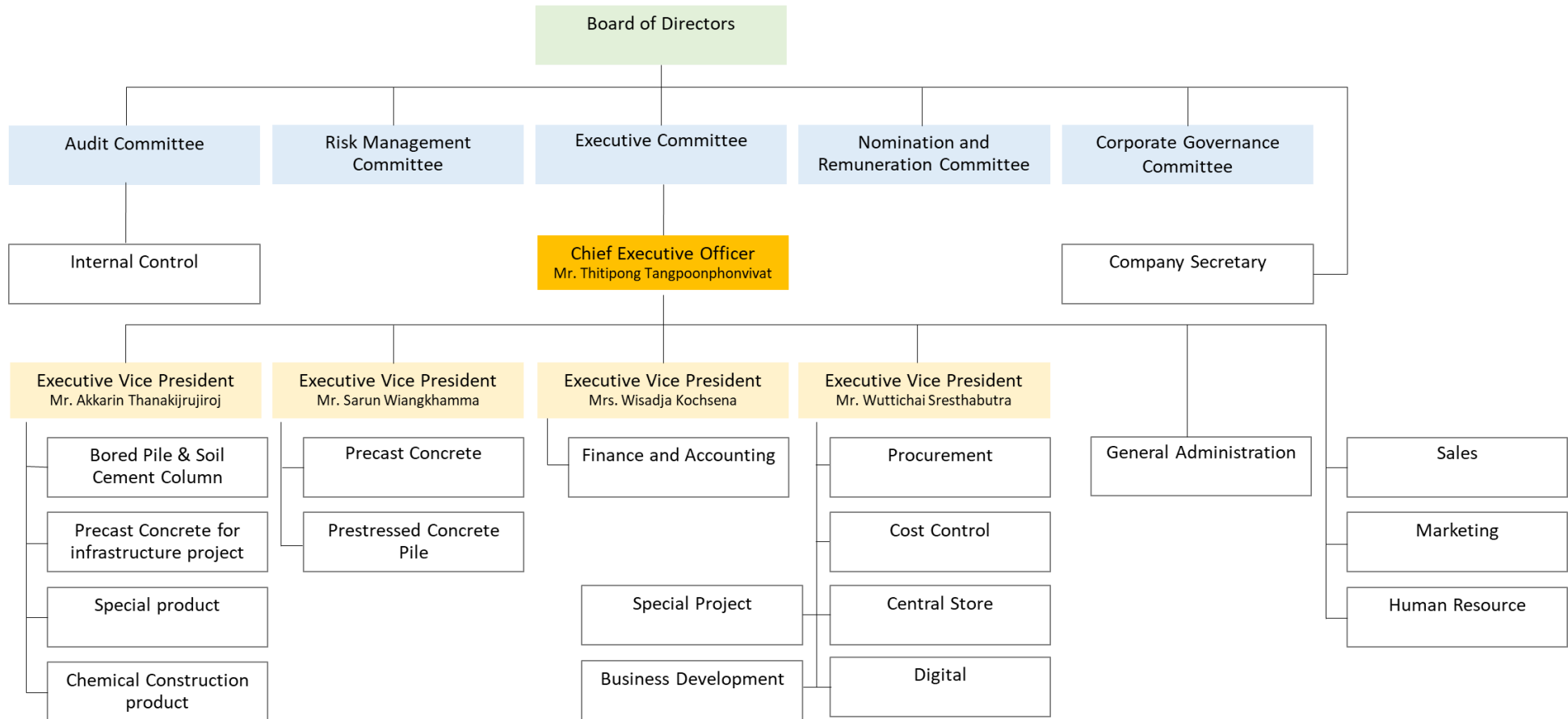
The Company has been in business for more than 60 years and is famous and recognized by the business community. Therefore, the Company pays attention to business ethics. That shows honesty and credibility to stakeholders. There is an activity that the executives will communicate on the subject of business ethics and the ethics that employees should have toward the company, against business partners, competitors, against employees. In addition, the company has a policy on anti-corruption and bribery for the benefit of the business of the company and inform the employees on the orientation day to become a new employee of the company. Details specified in www.gel.co.th under investor relations item.

6.3 MAJOR CHANGES AND DEVELOPMENT IN RELATED TO POLICY, PRACTICE, CORPORATE GOVERNANCE

For 2023 the Board of Corporate Governance held 4 meetings for monitor the corporate governance progress. The results are summarized as follows:

1. The Company has received a CG Score with 4-star rating (decrease from last year) which is Excellent.
2. The Company was assessed for quality of the 2023 Annual General Meeting of Shareholders by the Thai Investors Association with a score of 96 points.
3. Conduct and implement anti-corruption policy and was certified by the Coalition against Corruption of the Private Sector in Thailand (CAC), in 2020, the Company was renewed membership of the Coalition against Corruption of the Private Sector in Thailand (CAC Certification). The Company received renewal of membership in the Coalition against Corruption of the Thai Private Sector (CAC Certification) for a period of 3 years (starting June 2023 – June 2026).
4. The Company provides an opportunity for shareholders to propose agenda and nominate persons to be elected as directors from 18 December 2023 – 18 February 2024, where there is no shareholder propose the agenda and the list of persons to be elected as directors.
5. The Company received a certificate from the Department of Industrial Works for participating in activities to upgrade industrial plants according to indicators for being an Eco-Industrial Town (ECO INDUSTRIAL TOWN) Level 2 and 3.
6. Conduct and implement in accordance with the good corporate governance policy by arranging for an evaluation of the performance of the Board of Directors, all sub-committees with the method of self-evaluation of both group and individual performance, and the evaluation of the Chief Executive Officer
7. Focus and proceed to set goals and disclose about sustainability management at the corporate level. Disclose guidelines for managing material sustainability issues. Disclose information about equal opportunity employment covering other disadvantaged groups and disclose information about stakeholders related to the business value chain
8. Review the corporate governance policy according to the CG Code
9. Review the charter of the Good Corporate Governance Committee to cover the rules of operation
10. Conduct and implement the Company to receive the Sustainable Organization Award in the Thai capital market for supporting disabled people in the "Outstanding", held by the SEC and partner agencies

7. MANAGEMENT STRUCTURE



7.1 BOARD OF DIRECTOR

The Board of Directors comprises individuals who possess all the qualifications prescribed in Section 68 of the Public Limited Companies Act B.E. 2535 and the applicable regulations announced by the Capital Market Supervisory Board. The Board of Directors is composed of individuals who, on the basis of their knowledge and experience, make valuable contributions to the planning of the company's policy.

7.1.1 Composition of the Board of Directors

1. The Board of Directors has arranged for a number of directors that are suitable for the size of the business consists of not less than 5 directors and not less than half of the directors must reside in the Kingdom and must have at least one director with experience in accounting and finance.
2. The Board of Directors comprises at least one third of the total number of independent directors. And there are at least 3 people
3. The Board of Directors consists of non-executive directors to perform duties and balance between the non-executive directors and the directors who take part in the management. And at least one-third of the total number of directors must be independent directors.

7.1.2 The member of Board of Directors

As of December 31, 2023, the Board of Directors comprises 9 members, whose names are as follows:

1.	Professor Dr. Borwornsak Uwanno	Chairman of the Board of Directors/ Independent Director
2.	Mr. Sophon Pholprasit	Vice Chairman of the Board of Directors/ Independent Director
3.	Mr. Thitipong Tangpoonphonvivat	Director
4.	Mrs. Pannee Jarusombat	Independent Director
5.	Dr. Vichya Kreangam	Independent Director
6.	Mr. Wirach Morakotkarn	Independent Director
7.	Mr. Kanit Niphanphaisarn ^{1/}	Director
8.	Miss. Surawee Chaithumrongkool ^{2/}	Director
9.	Mr. Wuttichai Sresthabutra	Director and Company Secretary
10.	Mrs. Wisadja Kochsena	Director

Note: ^{1/} Appointed to the position on 27 April 2023 and resigned from the position on 26 May 2023

^{2/} Appointed to the position on 26 May 2023

The proportion of independent directors to the total committee is 5 out of 9 persons and the proportion of non-executive directors to the total committee is 5 out of 9 persons, accounting for 55.55%. The independent directors held a meeting with the auditors, which there is no management attends the meeting, at least 1 meeting per year to freely express opinions and suggestions. The Company held a meeting on 29 February 2024.

7.1.3 Roles and duties of the Board of Directors

The Board of Directors has roles and duties in the management and operation of the company in accordance with the law, objectives, and company's regulations. As well as the resolution of the shareholders' meeting with responsibility honesty and be careful with the interests of the company Including ethical corporate governance Business ethics The details of "Charter of the Board of Directors" can be found on the Company's website. www.gel.co.th under the heading

"Investor Relations"

Authorized directors

Authorized directors included Mr. Thitipong Tangpoonphonvivat and Mr. Wuttichai Sresthabutra, two of these directors jointly signed with the company seal affixed.

7.2 THE SUB-COMMITTEE

a) Audit Committee

Composition of the Audit Committee

The Audit Committee is made up of 3 independent members of the Board of Directors. All members of the Audit Committee are knowledgeable and have acceptable experience in finance and accounting. Mr. Wirach Morakotkarn (appointed to the Chairman of Audit Committee since 26 February 2019), Chairman of the Audit Committee, has sufficient employment experience which enables his to maintain the reliability and integrity of the Company's accounting policies, financial reporting practices and financial statements, in order to ensure compliance with applicable international auditing standards. He also oversees the design, implementation, adequacy and effectiveness of the Company's internal controls and risk management. The Audit Committee is free to perform its duties and express its opinions.

As of December 31, 2023, the Audit Committee comprises 3 members whose names are as follows:

- | | | | |
|----|-------------|-------------|---------------------------------|
| 1. | Mr. Wirach | Morakotkarn | Chairman of the Audit Committee |
| 2. | Mrs. Pannee | Jarusombat | Audit Committee |
| 3. | Dr. Vichya | Kreangam | Audit Committee |

Ms. Athika Mahasuwan is a secretary to the Audit Committee (Acting).

Roles and duties of the Audit Committee

Review to ensure that the Company has correct financial reporting as it should. To review the Company to comply with the law on securities and exchange. Requirements of the Stock Exchange of Thailand and laws relating to the Company's business. Review the efficiency and effectiveness of the good corporate governance process. Risk management process and internal control procedures. Details of the Audit Committee Charter can be found on the Company's website. www.gel.co.th under the heading of "Investor Relations"

b) Risk Management Committee**Composition of the Risk Management Committee**

To ensure that the Company's operations are carried out in accordance to the Company's policies, strategies and objectives and to drive the Company's sustainable growth and effective business expansion while preparing for possible internal and external changes that may affect the Company's business, the Board of Directors sees it fit to establish a risk management committee.

As of December 31, 2023, the Risk Management Committee comprises 4 members whose names are as follows:

1.	Mr. Sophon	Pholprasit	Chairman of Risk Management Committee
2.	Mr. Chainarin	Sairungsri ^{1/}	Risk Management Committee
3.	Miss. Surawee	Chaithumrongkool ^{2/}	Risk Management Committee
4.	Mrs. Wisadja	Kochsena	Risk Management Committee

Mr. Wuttichai Sresthabutra is a secretary to the Risk Management Committee. (Acting)

Note: ^{1/} Resigned from the position on 4 August 2023

^{2/} Appointed to the position on 4 August 2023

Roles and duties of the risk management committee

Establish a risk management policy to propose to the Board of Directors for approval, study, review and risk assessment that may occur. Including the tendency of the impact that may have on the organization both external and internal risks. Follow up and supervise the amount of the risk of the Company at an appropriate level. Details "Risk Oversight Committee Charter" can be found on the Company's website. www.gel.co.th under the heading of "Investor Relations"

c) Nomination & Remuneration Committee**Composition of the Nomination & Remuneration Committee**

To ensure that the Company's operations are carried out in accordance to the Company's policies, strategies and objectives and to drive the Company's sustainable growth and effective business expansion while preparing for possible internal and external changes that may affect the Company's business, the Board of Directors sees it fit to establish a Nomination & Remuneration Committee.

As of December 31, 2023, the Nomination & Remuneration Committee comprises 3 members whose names are as follows:

1.	Mr. Sophon	Pholprasit	Chairman of the Nomination & Remuneration Committee
2.	Mr. Thitipong	Tangpoonphonvivat	Nomination and Remuneration Committee
3.	Mr. Vichya	KreaNgam	Nomination and Remuneration Committee

Mr. Wuttichai Sresthabutra is a secretary to the Nomination & Remuneration Committee.

Roles and duties of the Nomination and Remuneration Committee

Establish policies, criteria and methods for nominating directors and persons with management power. And to formulate policies, criteria and procedures for consideration of remuneration for proposing to the Board of Directors for approval. Select and nominate qualified persons to serve as directors of the Company and set guidelines for evaluating the performance of directors.

d) Corporate Governance Committee

Composition of the Corporate Governance Committee

To ensure that the Company's operations are carried out in accordance to the Company's policies, strategies and objectives and to drive the Company's sustainable growth and effective business expansion while preparing for possible internal and external changes that may affect the Company's business, the Board of Directors sees it fit to establish Corporate Governance Committee.

As of December 31, 2022, the Corporate Governance Committee comprises 4 members whose names are as follows:

- | | | | |
|----|---------------|--------------|--|
| 1. | Mr. Vichya | KreaNgam | Chairman of Corporate Governance Committee |
| 2. | Mr. Wuttichai | Sresthabutra | Corporate Governance Committee |
| 3. | Mrs. Wisadja | Kochsena | Corporate Governance Committee |

Ms. Athika Mahasuwan is a secretary to the Corporate Governance Committee.

Roles and duties of the good corporate governance committee

Consider setting up and revising the policy Good Corporate Governance Manual and Practices Business ethics Employee ethics And anti-corruption at least once a year in a manner consistent with international practice. www.gel.co.th under the heading of "Investor Relations"

e) Company Secretary

In the board meeting No. 6/2014 held on Mar 5, 2014, the Company appointed Mr. Wuttichai Sresthabutra as the Company's secretary who has passed the secretary training program of the Company, having the duty pursuant to the Securities and Exchange. The Company's secretary shall prepare and keep the registration of the directors, the meeting appointments, and the minutes of the meetings; prepares and keeps the annual reports, sends a copy and keeps a report on the conflict of interest, and arranges the Company's documentation. The Corporate Secretary is also in charge of adoption and application of the Company's good governance principles.

In addition, the Company also encourages the Corporate Secretary to undergo training and continued to improve her knowledge in accounting laws or performance in the capacity of Corporate Secretary. The Corporate Secretary's qualifications and experience are disclosed in the attachment 1.

7.3 EXECUTIVE COMMITTEE AND MANAGEMENT

7.3.1 The Executive Committee and Management

The Executive Committee has 4 members and Management have 6 members as of December 31, 2023, as follows:

a) Executive Committee

1.	Mr. Thitipong	Tangpoonphonvivat	Chairman of Executive Committee/ Chief Executive Officer
2.	Mr. Wuttichai	Sresthabutra	Executive Committee
3.	Mrs. Wisadja	Kochsena	Executive Committee
4.	Mrs. Linjong	Srisongkham	Executive Committee

Mr. Wuttichai Sresthabutra is a secretary to the Executive Committee.

b) Management

1.	Mr. Thitipong	Tangpoonphonvivat	Chief Executive Officer
2.	Mr. Wuttichai	Sresthabutra	Executive Vice President
3.	Mrs. Wisadja	Kochsena	Executive Vice President
4.	Mr. Sarun	Wiangkhamma ^{1/}	Executive Vice President
5.	Mr. Akkarin	Thanakijrujiroj	Executive Vice President
6.	Mr. Kanit	Niphanphisarn ^{2/}	Executive Vice President

Note: ^{1/} Resigned from the position on 31 December 2023

^{2/} Resigned from the position on 16 March 2023

The senior executives named above are in compliance with the definition of “Executives” as prescribed in the Notification of the Capital Market Supervisory Board Tor Chor 23/2551. The senior executives are authorized to carry out operations under the policies, strategies and objectives laid out by the Board of Directors. The Board of Directors has agreed to publish a handbook that describes clearly the responsibilities, authority and duties of the executives in order to ensure transparency and smooth flows of operations. All 7 executives do not possess the following prohibited characteristics:

1. Having a record of criminal offences related to asset frauds.
2. Having a record of taking actions that may be regarded as a conflict of interest with the Company the past year.

7.3.2 Remuneration of the Executive committee and the Executives

The Company had evaluated the performance of the executives in the form of performance indicators (Key Performance Index: KPI) submitted the plan to the Chief Executive Officer which is linked with remuneration guidelines of the Board of Directors.

Remuneration	Year 2023		Year 2022		Year 2021	
	Number	Amount (Baht)	Number	Amount (Baht)	Number	Amount (Baht)
Salary	7	23,617,023.78	7	20,876,472.00	8	24,539,696.92
Bonus and remuneration	7	-	7	-	8	-
Total	7	23,617,023.78	7	20,876,472.00	8	24,539,696.92

Note: "The executives" In this case meaning, the executives as defined in Notification of Securities and Exchange Commission Thailand

7.3.3 Other Remunerations for the Executive committee and the Executives

Detail	Years 2023		Years 2022		Year 2021	
	Number	Amount (Baht)	Number	Amount (Baht)	Number	Amount (Baht)
Provident Fund/ Social Security	5	610,640.00	5	660,360.00	5	911,174.00
Total	5	610,640.00	5	660,360.00	5	911,174.00

7.4 EMPLOYEES INFORMATION

Number of employees

As of December 31, 2023, the Company has in total 536 employees, who are in the main lines of activities as follows:-

Main Lines of Activities	Males	Females	Number of Employees
Office and support	82	88	170
Production	256	110	366
Total	338	198	536

Note: The Company has the business restructuring by way of the Partial Business Transfer (PBT) and/or the sale of partial business of the Company, which is the Company's precast factory business, to Inno Precast Company Limited. The restructuring includes employees in the Company's precast factory business unit resulting in a significant change in the number of employees during the year 2023.

As of December 31, 2023, the subsidiaries have in total 382 employees, who are in the main lines of activities as follows:-

Main Lines of Activities	Number of Employees
Office and support	209
Production	173
Total	382

Remuneration for company personnel or employees

In year 2022 and in year 2023 the Company and its subsidiary paid remuneration in the forms salaries, bonuses, provident fund contributions, and other momentary payments (not including remuneration for the Board of Directors and Executives) to the employees in the total amount of Baht 241,766,569.63 in year 2022 and Baht 339,086,691.43 in year 2023.

Provident Fund

The Company has arranged the provident fund under Kasikorn Munkong Provident Fund, registered in according to Provident Fund Act B.E.2530 and the Securities and Exchange Act B.E.2535 (amendments included). Fund has been under the management of Kasikorn Bank.

In addition, the Company and its subsidiaries have contributed to the provident fund for employees. The company has paid to provident fund every month the amount is 2 percentage. For Year 2022 the fund was amounted by Baht 3,891,786.87 and for year 2023 the fund was amounted by Bath 8,749,972.60.

Company	Provident fund	Number of employees attend	% of employees attend
General Engineering PLC.	Yes	289	73
Seven Wire Co., Ltd.	Yes	18	33
General Nippon Concrete Industries Limited	Yes	30	35
Inno Precast Co., Ltd.	Yes	211	87

Significant change in the number of employees in the past 3 years

The Company has the business restructuring by way of the Partial Business Transfer (PBT) and/or the sale of partial business of the Company, which is the Company's precast factory business, to Inno Precast Company Limited. The restructuring includes employees in the Company's precast factory business unit resulting in a significant change in the number of employees during the year 2023.

The labor dispute in the past 3 years

-None-

7.5 OTHER IMPORTANT INFORMATION

7.5.1 Company Secretary

In the board meeting No. 6/2014 held on Mar 5, 2014, the Company appointed Mr. Wuttichai Sresthabutra as the Company's secretary who has passed the secretary training program of the Company, having the duty pursuant to the Securities and Exchange. The Company's secretary shall prepare and keep the registration of the directors, the meeting

appointments, and the minutes of the meetings; prepares and keeps the annual reports, sends a copy and keeps a report on the conflict of interest, and arranges the Company's documentation. The Corporate Secretary is also in charge of adoption and application of the Company's good governance principles.

In addition, the Company also encourages the Corporate Secretary to undergo training and continued to improve her knowledge in accounting laws or performance in the capacity of Corporate Secretary. The Corporate Secretary's qualifications and experience are disclosed in the attachment 1.

7.5.2 Investor Relation

The company are emphasized in investor relation. The objective of this division is responsibility in company information. It has to disclose the information as possible. If you are interest to invest in the company, you can contact Ms. Athika Mahasuwan, Investor Relation Officer Tel 02-501-2020 # 773 on Monday-Friday 8.00-18.00

7.5.3 Compensation of auditor

Chief Internal Audit and Chief Compliance Officer of the Company

Remuneration of Auditors

The Annual General Meeting of Shareholders 2023 on 27 April 2023 had the resolution to approve the appointment of

- 1) Mr.Tanawut Piboonsawad Certified Public Accountant License No. 6699 or
- 2) Ms.Rungnapa Sangchan Certified Public Accountant License No. 10142 or
- 3) Ms.Pojnarat Siripipat Certified Public Accountant License No. 9012 or
- 4) Ms.Techinee Pornpenpob Certified Public Accountant License No. 10769

From Dharmniti Auditing Co., Ltd, an audit company that is well qualified and widely accepted, approved by The Securities and Exchange Commission as the auditor of the company and its subsidiaries. As at 31 December, 2023, the audit fee was determined at Baht 2,690,000 and authorized the Board of Directors to approve if Dharmniti Auditing Co., Ltd requires a replacement of the certified public accountant, in case the listed certified public accountant cannot perform his/her duty. The Board of Directors was also authorized to approve the financial statement of the company and its subsidiaries.

General Engineering Public Company Limited and Subsidiaries

(unit: Baht)	2023	2022	2021
Audit fee	2,690,000	2,400,000	2,400,000
Non-audit fee	556,910	354,028	200,117

Remark: Non-audit fee is the actual expense, such as travel allowance, overtime and accommodation, etc.

In this regard, Mrs. Wisadja Kochsena, Deputy Chief Executive Officer is the highest control in the accounting and finance department

At the Audit Committee's meeting No. 1/2023 on 28 February 2023, the Company appointed Onigiri Kyodai Co., Ltd. by Mr. Mr. Kamol Ruangmanamongkol as the Company's internal auditor, mainly responsible for internal audit of the Company for the year 2023.

8. CORPORATE GOVERNANCE PERFORMANCE

8.1. SUMMARY OF THE BOARD'S PERFORMANCE IN THE PAST YEAR

8.1.1. Nomination of Directors and high level Executives

Definition of independent directors of the Company

1. Shareholding no exceeding 1% of shares with right of total votes of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, anyhow, including a shareholding of related person of such independent directors.

2. Not being or has never been directors taking part of administration, employee, staff, advisor with permanent salary or authorized person to control the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, except to be retired from such descriptions no less than two years prior appointment.

3. Not being a person with blood relationship or by legal registration in description of being father, mother, spouse, siblings and children, including the spouse of children of the executives, large shareholders, authorized persons to control or persons to be proposed as an executive or authorized person to control to company or subsidiary company.

4. Not having or has been in business relationship such as normal business transaction in order to conduct of renting or leasing properties, particulars of assets or services or offering or accepting financial assistance including other similar behaviors with the company, large company, subsidiary companies, associated companies or juristic person may be in conflict to be obstructed to the self-consideration independently including not being large shareholder, director which is non-independent director or executive of the person with business relationship to the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, except to be excepted from such description no less than 2 years prior appointment.

5. Has never been or has been the auditor of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, and not being large shareholder, director which is non-independent director, executive or managing partner of auditing office with the auditor of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict available, except to be exempted from such description no less than 2 years prior appointment.

6. Not being or has been any professional provider including legal advisor or financial advisor with service charge more than 2 MB a year from the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, anyhow, in case the professional provider is a juristic person, it shall include the large shareholder, director which is not independent director, executive or managing partner of such professional provider as well, except to be exempted from such description no less than 2 years prior appointment.

7. Not being a director appointed to be a representative of the board of directors, large shareholders or shareholders who is related to the large shareholder of the company.

8. Not being a director assigned from the board of directors to decide in business operation of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict.

9. If the independent directors hold the position of independent director in large company, subsidiary company and subsidiary company in the same ranks, the company shall disclose such information of position holding with remuneration received by such independent director in or 56-1 and or 56-2 too.

10. There has no other aspect cause inability to give opinion independently on the operation of the company.

1) Nomination of Independent Directors

Regarding nomination of independent directors, in the case that any independent director completes the term of office or in case of necessity to appoint an additional independent director, the Company by the Board of Directors holding office at that time shall discuss to select the qualified person who possess experience, knowledge and competence which are beneficial to the Company, and also have the following minimum qualifications, and then propose to the meeting of the Board of Directors or the meeting of shareholders for consideration in accordance with the Article of Association of the Company.

According to the Company's policy, the number of independent directors shall not be fewer than 1/3 of the total number of the members of the Board of Directors and there shall be at least 3 independent directors. The Company has also established the qualifications of independent directors in accordance with the requirements of the Capital Market Supervisory Board. All independent directors shall possess all of the following qualifications:

1. Holding shares not exceeding one per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, or jurist entity which may pose conflict of interest, including shares held by related persons of such independent director.

2. Neither being, nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, or juristic entity which may pose conflict of interest, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director.

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company (if any).

4. Neither having, nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, or juristic entity which may pose conflict of interest, in a manner which may interfere with his independent judgment, and neither being, nor used to be a major shareholder or director who is not independent director, or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, or juristic person which may pose conflict of interest, unless the foregoing

relationship has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director. The foregoing business relationship shall cover normal business transactions to conduct renting or letting for rent of real estate, asset- or service-related transactions, offering or accepting financial assistance by receiving or giving loans, and giving assets as collateral for loans, including other similar activities, causing the Company or the party to the contract has burden to pay debts to the other party at least 3 per cent of the net tangible assets of the Company or at least 20 million baht depending on which one is lower. Calculation of such debt burden shall follow the method for calculation of value of the connected transactions pursuant to the notification of the Capital Market Supervisory Board regarding criteria for connected transactions mutatis mutandis. Such debt burden shall cover all debts arising during the period of 1 year before the date of having business relationship with such person.

5. Neither being, nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, or juristic entity which may pose conflict of interest, and not being a major shareholder, director who is not independent director, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, or juristic entity which may pose conflict of interest, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director.

6. Neither being, nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, juristic entity which may pose conflict of interest, and not being a major shareholder, director who is not independent director, controlling person or partner of the provider of professional services which is juristic entity, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director.

7. Not being a director appointed as representative of director of the Company, major shareholder or shareholder who is related to major shareholder.

8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company, or not being a significant partner in a partnership, or not being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.

9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

10. Not being a director assigned by the Board of Directors to make decision on the business operations of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, or juristic entity which may pose conflict of interest.

11. Not being a director of the parent company, subsidiary company, or same-level subsidiary company which is a listed company. Each independent director shall check and endorse his qualifications of independence at least once a year and shall submit the report together with his profile at the end of each year for preparation of the annual information disclosure form and annual report of the Company.

2) Nomination of Directors

According to the articles of Association of the company, the Company's Board of Directors consists of Committee of not less than 5 persons and a Committee of not less than one half of the total membership must be resident in the Kingdom.

The general meeting of shareholders at every annual, Directors must retire from office at the rate of one-third. If the number is divided straight into 3 parts does not, then the number closest to the number 1 in 3 is the directors who retired by rotation may be elected to serve as directors of the new company. Both assigned to the shareholders elect directors under the rules and procedures prescribed in the Articles of Association of the Company.

- 1) Each shareholder has one vote per one share, one vote.
- 2) Each shareholder must use all his votes to elect one or several persons as directors, in the case of the election of several directors, the votes to break any much impossible.
- 3) The persons receiving the highest vote down. Was elected as directors or board of directors shall be elected at the time. In the case of a person who was elected in descending order of votes equal to the maximum number of guests. Or be elected at that time. To the chairman a casting votes.

In the event of a vacancy, reasons other than retirement by rotation. The committee will select one person who is qualified. And not prohibited by law. To be appointed at the next Board Meeting. The votes of not less than 3 in 4 of the remaining directors, except directors remaining term of less than two months, such person shall be a director instead. Be in position for the remaining term of the Director whom he represents.

Meeting of Shareholders May approve any director from office before the expiration of their term. The votes of not less than three-fourths of the shareholders at the meeting with voting rights and shares amounting to not less than one-half of the shares held by the shareholders present at the meeting and entitled to vote.

The Company has not set a maximum number of directors to be elected to a new director, includes properties in terms of age. However, the Company will take into account the time devoted to knowledge useful to the company. Including the ability to perform the duties is important.

3) Nomination of audit committee

The Audit Committee shall be appointed by the Board of Directors or shareholders. All members of the Audit Committee shall be independent directors and have the qualifications of independence as stipulated in the notifications of the Office of the Securities and Exchange Commission and the corporate governance principles. The Audit Committee consists of at least 3 independent directors and at least one member shall possess accounting and/or financial literacy to review and supervise the business operations of the Company, including financial reports, internal control system, selection of auditor, and consideration of conflict of interest. Each Audit Committee member shall hold office for a term of 3 years.

4) Nomination of Management

For nomination of a top-level executive, the Company shall consider the suitable person who possesses knowledge, abilities, skills, and experiences which are useful for the business operations of the Company, and thoroughly understand the business nature of the Company to be nominated as the executive of the Company.

5) Developing the ability of directors

The Company has a policy to encourage the development of skills, continuous and adequate. Encouraged by the training courses or seminars. An increase in the performance of the Board as the training organized by the Thailand Institute of Directors (IOD). The Company has provided an orientation to take a position on the Board of Directors has acknowledged the company's business policy. As well as the duties and responsibilities of the board. And other committees As well as providing information The related annual report Policy Governance And Ethics In addition, the Company has provided a guide for directors, which gathers useful information for directors of listed companies. Such as the Companies Act 1992, the Securities and Exchange Act (No. 4) BE 2008. Corporate governance for listed companies. Guide listed companies, etc.

6) The Board of Directors self-assessment, Subcommittees self-assessment and Chief Executive Officer's self-assessment

The Board of Directors has evaluated the performance of the Board of Directors, Subcommittees and Chief Executive Officer with self-assessment and individual has been evaluated by the Board of Directors. For the Board to review the problem work and obstacles during the past year to improve performance.

The Board of Directors conducts the collective self-assessment on a yearly basis to allow all directors to jointly consider and review their performance, including problems and obstacles during the past year for further improvement and increase in efficiency.

the Company delivers the self-assessment form to all directors to assess the Board's performance before doing the self-assessment form (Briefing) because this is the self-assessment form for the listed company that newly initiated assessment. The company will provide an assessment at least once a year.

The process of evaluation as the following;

1. Performance evaluation of the Board of Directors, Subcommittee Self-assessment and individual (self-assessment), including the Chief Executive Officer (briefing) at least once a year.
2. The Company Secretary summarizes and presented the results of the performance evaluation of the Board of Directors, Subcommittee and Chief Executive Officer to the Board of Directors in order to consider the results of the evaluation and the guidelines for the improvement of operational efficiency.

The criteria and methods of evaluation are as follows.

Meaning

Calculating (percent)	Level
80 - 100	excellent
79 - 70	good
69 - 60	Average
59 - 0	Improvement

Methods

Assessor: All Directors

This form evaluates scoring method for allow the evaluation to compare the results of each topic or compare the results of each year. The meaning of rating is as follows

- 0 = strongly disagree Or no action on that issue
- 1 = disagree or take action on that matter
- 2 = agree or take action on that matter fairly
- 3 = quite agree Or have a good deal on it.
- 4 = strongly agree Or have a great deal about it.

The scoring details for the Board of Directors are as follows:

Details	Number of Topics	Score
1. The structure and qualifications of the Board in the following matters are appropriate make the work of the board effective.	9	36
2. The Board of Directors' meeting was held on the following issues in order for the Board to perform its duties effectively.	6	24
3. Roles and responsibilities of the Board have featured take into consider, review and action in the following matter in sufficient detail.	12	48

Details	Number of Topics	Score
4. The other	2	8
Total	29	116

The scoring details for the Audit Committee are as follows;

Details	Number of Topics	Score
1. The structure and qualifications of the Board in the following matters are appropriate and perform effectively.	7	28
2. The subcommittee's meeting was held in the following matters, in order to perform their duties in the meeting effectively.	6	24
3. Roles and responsibilities of the subcommittee emphasizes on the importance of considering, reviewing and following up in the following matters effectively.	5	20
Total	18	72

The scoring details for the Corporate Governance Committee are as follows;

Details	Number of Topics	Score
1. The structure and qualifications of the Board in the following matters are appropriate and perform effectively.	7	28
2. The subcommittee's meeting was held in the following matters, in order to perform their duties in the meeting effectively.	6	24
3. Roles and responsibilities of the subcommittee emphasizes on the importance of considering, reviewing and following up in the following matters effectively.	5	20
Total	18	72

The scoring details for the Nomination and Remuneration Committee are as follows;

Details	Number of Topics	Score
1. The structure and qualifications of the Committee in the following matters are appropriate and perform effectively.	7	28
2. The subcommittee's meeting was held in the following matters, in order to perform their duties in the meeting effectively	6	23
3. Roles and responsibilities of the subcommittees emphasizes on the importance of considering, reviewing and following up in the following matters effectively.	5	20
Total	18	71

The scoring details for the Risk Management Committee are as follows;

Details	Number of Topics	Score
1. The structure and qualifications of the Committee in the following matters are	7	28

Details	Number of Topics	Score
appropriate and performs effectively.		
2. The subcommittee's meeting was held under the following matters, in order to perform their duties effectively.	6	24
3. Roles and responsibilities of the subcommittees emphasizes on the importance of considering, reviewing and taking action in the following matters effectively.	5	18
Total	18	70

The scoring details for the Executive Committee are as follows;

Details	Number of Topics	Score
1. The structure and qualifications of the Committee in the following matters are appropriate and performs effectively.	7	28
2. The subcommittee's meeting was held under the following matters, in order to perform their duties effectively.	6	24
3. Roles and responsibilities of the subcommittees emphasizes on the importance of considering, reviewing and taking action in the following matters effectively.	5	20
Total	18	72

The scoring details for the Chief Executive Officer are as follows;

Details	Number of Topics	Score
1. Leadership	6	23
2. Strategy	6	23
3. Pursuing strategy	6	23
4. Planning and financial performance	6	23
5. Relationship with the Board of Directors	6	24
6. Relationship with others	5	19
7. Management and relationship with employees	6	23
8. Succession	3	12
9. Knowledge on products and services	4	16
10. Personal features	6	24
Total	54	188

After the Board of directors have completed the assessment, therefore, the Board of Directors will be proposed to the Board of Directors for acknowledgment or comparison within the first quarter of next year.

The assessment of the Board of Directors, subcommittee, and Chief Executive Officer for the year 2023 has been concluded and presented to the Board of Directors' Meeting 2/2024 on 15 March 2024. This is to highlight the

performance of the Board of Directors, subcommittee and Chief Executive Officer for the year 2023. Details are as follows;

- The Board of Directors has an overall score of 99.81%, which is ranked at “excellent”
- The Audit Committee has an overall score of 99.16%, which ranked as “excellent”
- The Corporate Governance Committee has an overall score of 99.49%, which ranked as “excellent”
- The Risk Management Committee has an overall score of 97.35%, which ranked as “excellent”
- The Nomination & Remuneration Committee has an overall score of 98.959%, which ranked as “excellent”
- The Executive Committee has an overall score of 96.30%, which ranked as “excellent”
- The Chief Executive Officer has an overall score of 97.81%, which ranked as “excellent”

8.1.2. The Attendant of Board of Director Meeting

In 2023, the Board of Directors meeting was scheduled (meeting schedule is subject to change) and exclude additional meeting. Schedules are as follows;

No	The Board of Directors	The Audit Committee
1	Friday 13 January 2023	Tuesday 28 February 2023
2	Tuesday 28 February 2023	Sunday 14 May 2023
3	Monday 17 April 2023	Tuesday 15 August 2023
4	Monday 15 May 2023	Thursday 12 October 2023
5	Sunday 20 May 2023	Friday 27 October 2023
6	Tuesday 15 August 2023	Monday 13 November 2023
7	Friday 20 October 2023	
8	Saturday 4 November 2023	
9	Tuesday 14 November 2023	

Attending meetings of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee, the Risk Management Committee and the Shareholder Meeting in 2023 of each director can be summarized as follows

The Board of Directors

Board of Directors	Number of attending to the Board of Director Meeting	Number of attending to the Annual General of Shareholders Meeting
1. Prof. Dr. Borwornsak Uwanno	9/9	2/2
2. Mr. Sophon Pholprasit	9/9	1/2
3. Mr. Thitipong Tangpoonphonvivat	9/9	2/2
4. Mr. Wirach Morakotkarn	9/9	2/2
5. Mrs. Pannee Jarusombat	9/9	2/2
6. Dr. Vichya Kreangam	9/9	2/2
7. Mr. Kanit Niphanphaisarn ^{1/}	1/9	0/2
8. Miss. Surawee Chaithumrongkool ^{2/}	4/9	1/2
9. Mr. Wuttichai Sresthabutra	9/9	2/2
10. Mrs. Wisadja Kochsena	7/9	2/2

Note: ^{1/} Appointed to the position on 27 April 2023 and resigned from the position on 26 May 2023

^{2/} Appointed to the position on 26 May 2023

Remuneration for Directors

According to Section 90 of the Public Limited Companies Act, 2535, it states that "No company shall pay money or other assets. For directors Except paid in accordance with the regulations of the company In the event that the Company's Articles of Association do not specify The payment of remuneration under the first paragraph shall be made in accordance with the resolution of the shareholders' meeting. Which consisted of not less than two-thirds of the shareholders who attended the meeting"

And according to Article 30 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of awards. Meeting allowances, gratuity, bonus or other types of benefits as the shareholders' meeting will consider, which the shareholders meeting may be fixed or set as criteria and will be determined from time to time or will be effective until There may be changes and in addition, allowances and benefits may be received. According to company regulations

The Board of Directors has considered remuneration taking into account the remuneration for directors of other listed companies in the same industry of similar size. Company performance and duties and responsibilities of the Board of Directors as well as the overall economic situation, it is therefore deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the determination of directors 'remuneration for the year 2023, in which the 2023 Annual General Meeting of Shareholders held on 28 April 2023 resolved to approve the determination of

directors' remuneration. As proposed by the Nomination and Remuneration Committee and the Board of Directors as follows:

Directors	Annual remuneration 2023 (THB)				Annual remuneration 2022 (THB)			
	Monthly remuneration	Meeting remuneration (per time)	Bonus/Pension	Other benefits	Monthly remuneration	Meeting remuneration (per time)	Bonus/Pension	Other benefits
1. The Board of Directors								
▪ Chairman of the Board of Directors	80,000	10,000	-None-	-None-	80,000	10,000	-None-	-None-
▪ Deputy Chairman	50,000	10,000	-None-	-None-	50,000	10,000	-None-	-None-
▪ Directors	20,000	10,000	-None-	-None-	20,000	10,000	-None-	-None-
2. The Audit Committees								
▪ Chairman of Audit Committee	50,000	10,000	-None-	-None-	50,000	10,000	-None-	-None-
▪ Audit Committee	20,000	10,000	-None-	-None-	20,000	10,000	-None-	-None-
3. The Nomination and Remuneration Committee								
▪ Chairman of the Nomination and Remuneration	No	10,000	-None-	-None-	No	10,000	-None-	-None-
▪ Nomination and Remuneration Committee	No	10,000	-None-	-None-	No	10,000	-None-	-None-
4. The Corporate Governance Committee								
▪ Chairman of the Corporate Governance Committee	No	10,000	-None-	-None-	No	10,000	-None-	-None-
▪ Corporate Governance Committee	No	10,000	-None-	-None-	No	10,000	-None-	-None-
5. The Risk Management Committee								
▪ Chairman of the Risk Management Committee	No	10,000	-None-	-None-	No	10,000	-None-	-None-
▪ Risk Management Committee	No	10,000	-None-	-None-	-None-	-None-	-None-	-None-

Note: 1. Monthly remuneration is paid to Directors based on the maximum monthly remuneration of one position only director executive director and a regular salary will not receive the above remuneration

2. For compensation payment, use the same rate as the compensation rate of the previous year. Because the company considers that it is still appropriate, the same rate is still used.

3. Company directors who serve as directors of subsidiaries Directors do not receive compensation from subsidiaries.

The monetary remuneration

Name	Position	The amount of remuneration for 2022 (Baht/Year)							Total
		Board of Directors		Audit Committee		The Good Corporate Governance Committee	The Risk Management Committee	The Nominating & Remuneration Committee	
		Remuneration	Meeting allowance	Remuneration	Meeting allowance				
1. Prof. Dr. Borwornsak Uwanno	Chairman of the Board of Director	960,000	90,000	-	-	-	-	-	1,050,000
2. Mr. Sophon Pholprasit	Vice Chairman of the Board of Director	600,000	90,000	-	-	-	20,000	20,000	730,000
3. Mr. Thitipong Tangpoonphonvivat	Director	-	-	-	-	-	-	-	-
4. Mr. Wirach Morakotkarn	Independent Director	-	90,000	600,000	60,000	-	-	-	750,000
5. Mrs. Panee Jarusombat	Independent Director and Audit Committee	-	90,000	240,000	60,000	-	-	-	390,000
6. Dr. Vichya Kreangam	Independent Director and Audit Committee	-	90,000	240,000	60,000	40,000	-	20,000	450,000
7. Mr. Kanit Niphanphaisarn ^{1/}	Director								
8. Miss. Surawee Chaithumrongkool ^{2/}	Director								
9. Mr. Wuttichai Sresthabutra	Director	-	-	-	-	-	-	-	-
10. Mrs. Wisadja Kochsena	Director	-	-	-	-	-	-	-	-
Total		1,560,000	450,000	1,080,000	180,000	40,000	20,000	20,000	3,370,000

Note: ^{1/} Appointed to the position on 27 April 2023 and resigned from the position on 26 May 2023

^{2/} Appointed to the position on 26 May 2023

Other remuneration

-None-

8.1.3. Supervision the operation of the Subsidiaries and Associated

In accordance with the resolution of the Board of Directors 2/2559 February 25, 2016, approved the corporate governance policy to the performance of the company and the company by the effect from the date of the resolution of the Board of Directors Meeting 2/2559 February 25, 2016 with the compliance of the company and the company shall be according to the code of conduct in the business (conduct guidelines as well as Regulatory Strategic Goal Business Continuity and to track the performance of the company and the company continuously.

The policy and the management of the supervision of the performance of the company and the Company (current and or if it will be available in the future.):

The Policy

- The Company has the respect of the rights and the stakeholders has had equitable and responsibility for the decisions and actions that can explain and clarify. accountability encompasses its
- The company to have the disclosure of information with transparency can check reorganizing
- The company to have to rely on ethical conduct and the Code of Conduct is the foundation of business code of conduct and the code of ethics)
- The Company the growth to the company and the company with and add value to the long-term shareholder (creation of long-term value, research with due regard to the rights of all stakeholders, including coordinating a superior equilibrium between the different stakeholders each group and with the company with a fair to all parties.
- The Company the growth to the company and the company with and add value to the long-term shareholder (creation of long-term value, research with due regard to the rights of all stakeholders, including coordinating a superior equilibrium between the different stakeholders each group and with the company with a fair to all parties.
- In the event that the Company and its subsidiaries or affiliates may have a bid competition. The Company has a policy not to compete in the main business with each other and will continue to provide maximum benefit to all stakeholders of both the Company or Companies
- The Company has a sense of responsibility in the obligations and act with the capabilities for the actions of their stakeholders, particularly the shareholders to behave according to

Management

- Consider sending a qualified person to a representative of the Company to directors and/or management in the company and the company at least according to the shareholders proportion to supervise and control the business.
- The delivery reports such representation with the features of the agent for the Board of Directors to Acknowledge
- Compliance. The Company has treated according to a power of approval and the action as well as the disclosure of information and any action that is based on the rule that with the Securities and Exchange Commission and the regulations announced the command or the requirements of the Stock Exchange of Thailand as well as the provisions on the disclosure of information of the connected transaction and/or assets.

- The summary reports the performance of the company and the company to the Board of Directors every quarter and in the case where there is a significant of the company, such as the capital increase/decrease the capital of the company to offer it to the Board of Directors of the company to approve any action

Depending on the action is above the company to recognize the importance of the principles of good corporate governance as a primary factor in building an organization to have a system that is efficient and is committed to conducting business in accordance with the orientation of the good corporate governance in order to create a mechanism to control the operations of the company to have the transparency is fair and confidence to interested parties

8.1.4. Monitoring to ensure the implementation of the corporate governance policy and practice

The company pays attention to good corporate governance. Relevant policies and practices have been established in the Company's corporate governance policy and business ethics. Along with promoting real action to build confidence among all groups of stakeholders.

In the past year the company has followed up to ensure compliance with good corporate governance, covering

1. Policies and plans on occupational safety Including work safety
2. Guidelines for Political Support Action Treatment of government agencies Charitable donations and grants
3. Anti-Corruption Policy (Anti-Corruption Policy)
4. Policy of accepting and giving gifts or other benefits
5. Corporate Governance Policy
6. Ethics Handbook
7. Information Security Policy
8. Policy for safety, health and work environment

a) Prevention of Conflicts of Interest

The Company has established a policy that does not allow directors, executives and employees Take advantage of being a director Are executives and employees seeking personal benefits And it is approved by the approval committee in principle on commercial terms with general commercial terms In intercompany transactions Or subsidiaries with directors, executives or related persons In the event that it is considered a connected transaction Under the announcement of the Stock Exchange of Thailand Must follow the rules And strictly disclose information on connected transactions

The Company has prohibited the use of opportunities or information from being directors, executives or employees for personal gain. Or conducting business that competes with the company or related businesses, including not using inside information for their own benefit in trading the Company's shares or providing information to other persons.

b) Internal Information

The Company realized the importance of the use of inside information to comply with the principles of good corporate governance by the good governance principle that are good integrity in its business and to the shareholders of the company. Get the news that is equal, the company has the policy on the disclosure of information on financial reports and performance by are summarized as follows

1) Disclosure of financial information and information about the business and the results of the company to correct and complete enough trust in time and regularly to the shareholders, investors and securities analysts and the general public. The Company has complied with the laws, regulations, procedures related to the disclosure information in strict accordance to the Board of Directors and management when the securities trading must report to hold securities by the Securities and Securities Exchange Act (No. 4) B.E. 2008. The Report Changes to hold securities in within the specified.

2) In the care of the use of inside information is the responsibility of the directors, executives and staff at the will not disclose the information within the material that will affect the business and the price of the securities of the company and is not disclosed to the public and will not use the opportunity or the data from the director, executive, or employees of the company in prohibiting or inside information to other people.

3) Trading in Securities of the company and in the business that compete with the company or business related company has defined the protected by the limited to recognize the Data Only Directors and high level executives only related actions violate any of the Company received the loss or damage the business opportunity the Company considered to be contrary to the policy and ethical conduct of the business must have a penalty in serious disciplinary action and also has the responsibility of the Securities and Securities Exchange Act (No. 4) B.E. 2008. by the specified in the manual the principles of good corporate governance and regulatory treatment of the company to be acknowledged and comply.

In accordance with the resolution of the Board of Directors Meeting No. 6/2020 held on November 16, 2020 of General Engineering Public Company Limited (“the Company”), the Board of Directors' meeting passed a resolution approving the announcement of the prohibition. Directors, executives and employees of the company Who know the inside information of the company that has not yet been disclosed to the public or the Stock Exchange of Thailand Such inside information may have a material effect on the price changes of the securities. Buy or sell the company's securities, including bringing in information that they have come across. To buy or sell or persuade others to buy or sell the Company's securities Which brings the interests of oneself and / or of others and allowing directors and executives to get inside information of the company Refrain from trading the Company's securities during the period of one month prior to the public disclosure of the financial statements. (Via the Stock Exchange of Thailand) every quarter.

c) Anti-corruption

The Company is in the process of enlisting in the declaration of the intent to join the Thailand’s Private Sector Collective Action Coalition against Corruption (CAC) of the Thai Institute of Directors Association (IOD). Besides, the Company has assessed the opportunities for corruption to cover all kinds of frauds, e.g. fraudulent financial reporting,

activities which lead to loss of assets, corruption, management override of internal control system, fraudulent change of significant information in reports, wrongful acquisition and use of assets, etc.

- The Board of Directors of the Company No. 3/2015 held on May 13, 2015. Passed a resolution to form a unified private practice in Thailand to fight corruption. The intention of the policy and defense have been involved in corrupt.
- Later in December 2016, the Company completed and submitted the self-evaluation tool version 2.0 in accordance with the regulations of the declaration of the intent to join the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) in order to apply for certification. It is now under consideration. (Consideration takes a period of about 2 months from the date of submitting the self-evaluation tool to CAC.)
- On 18 August, 2017, the Company was certified as a member of the Collective Action Coalition against Corruption (CAC), which will last for 3 years. The Company is officially certified by the Thai Institute of Directors (IOD) on 21 November, 2017.
- On March 31, 2020, the company has been renewed its certificate of membership in the Private Sector Collective Action Coalition against Corruption (CAC).
- On December 22, 2021, the company has received the certificate of CAC certification in Thailand National Conference on Collective Action Against Corruption No.11, 2021
- On December 7, 2023, the Company
- has received the certificate of CAC certification in Thailand National Conference on Collective Action Against Corruption for second time with period 3 years (June 2023 – June 2026)



The Company has arranged communication channels for all stakeholders to blow the whistle on, provide suggestions, or file complaints about fraud or corruption. Also the practices on gift-giving or receiving, acceptance of property or any other benefits, and hosting of receptions, have been established. The expenses which exceed the certain limit are not in compliance with the Company's criteria. Procurement process and donation-making must be in a transparent, fair, and in accordance with the Company's regulations and procedures.

The Company's handbooks on working rules and regulations have been distributed to all executives and all staff to ensure they will correctly understand and observe. They are also required to sign their names for acknowledgement and strict adherence to the working rules and regulations.

d) Whistle-blowing or Complaint Filing

The Company has appointed an executive to be directly responsible for complaint acceptance and a committee to mutually perform investigation in a correct and fair manner. The policy has been formulated to ensure efficient internal control system, and reporting on the basis of transparency and accountability so that whistle-blowers trust and be confident in the fair investigation process. In place is the policy on protection of whistle-blowers. In the case of the whistle-blowers who are the Company's employees, customers, or persons who are engaged by the Company, their right shall be protected by laws. Details on complaint filing are included in the corporate governance policy of the Company. If stakeholders have any suspicions or find any suspicious activities in violation or in breach of laws, regulations, rules or business ethics, they can report clues or file complaints together with evidences to the Company's Joint Investigation Committee for fairness and equity of the Company

In the event that there are different groups of interests Having doubts or observations of actions suspected of violating or failing to comply with laws, regulations or business ethics Illegal offenses, including behaviors that show corruption, uneven practices, the Company provides channels for whistleblowing or complaints through the following channels.

1. Executives or supervisors they trust at all levels.

2. Good Corporate Governance Committee

3. By mail

Chief Executive Officer or Chairman of the Audit Committee

General Engineering Public Company Limited

44/2 Moo 2, Tiwanon Road, Bang Kadi Subdistrict, Mueang Pathum Thani District Pathumthani 12000

4. by e-mail to gel@gel.co.th, independentdirector@gel.co.th

5. Company website www.gel.co.th

8.2. SUMMARY OF THE AUDIT COMMITTEE'S PERFORMANCE FOR THE PAST YEAR

8.2.1. Number of attending to the Audit Committee's meeting

Audit Committee	Times of the meeting
1. Mr. Wirach Morakotkarn	6/6
2. Mrs. Pannee Jarusombat	6/6
3. Mr. Vichya Kreangam	6/6

8.2.2. The Audit Committee's performance

All members of the Audit Committee are the experts from various fields, such as law, accounting, finance, etc. and have independence in the performance of duties as assigned by the Board of Directors. The scope of duties includes review of financial statements, selection and remuneration of the auditor, provision of opinions and suggestions on the internal control system, consideration of the transactions that may pose conflict of interest, compliance with the requirements of the regulatory bodies, and enhancement of the good corporate governance principles.

The Audit Committee performed its duties as entrusted by the Board of Directors in line with its own charter, and the requirements of the Stock Exchange of Thailand. In the 2023 accounting period, the Audit Committee held totally 5 meetings. All members of the Audit Committee attended every meeting with the management and the external and internal auditors to consider, discuss, and exchange opinions on related matters as appropriate. The meeting results were summarized and reported to the Board of Directors. The Audit Committee also attended the meeting on 29 February 2024 with the auditor and 3 independent directors, in the absence of the management, in order for the auditor to freely express opinions. The Audit Committee's performance of duties can be summarized as follows.

1. Review and Audit of the Company's Financial Statements for Accuracy and Adequacy of Financial Reporting

The Audit Committee and the auditor mutually reviewed the Company's quarterly and annual financial statements for 2023 in terms of accuracy and adequacy of financial information disclosure. After review, the Audit Committee did not find anything that might cause inaccuracy of the essential information in the financial statements according to the generally accepted accounting principles. In addition, the Audit Committee and the independent directors had a meeting with the auditor, in the absence of the management, to make inquiries with the external auditor and listen to his explanations, as well as to provide comments and suggestions in connection with the financial statements. This was to ensure that the essential information in the Company's financial statements was accurate, complete, and credible in accordance with the generally accepted accounting standards and that the adequate information in such financial statements was disclosed. Then, the reviewed financial statements were submitted to the Board of Directors for consideration and approval to be disclosed to the Stock Exchange of Thailand and the Office of Securities and Exchange Commission.

2. Review of Compliance with Good Corporate Governance Policies

The Audit Committee had the meetings with the management and heads of relevant departments to review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business. Also, the Audit Committee regularly inspected, monitored, and inquired about the compliance with the good corporate governance policies, including had review and revised anti-corruption policy, as well as accepted all information and complaints about frauds or violation of laws, regulations, and rules according to the whistle-blowing process. In 2023, no complaint about such frauds or violation was filed.

The Company had signed up for the Private Sector Collective Action Coalition against Corruption (CAC), a campaign had initiated by Thai Institute of Directors Association and sponsored by the government and the Office of the National Anti-Corruption Commission. The Company had complied with the certification process of the campaign by presenting evidence relating to the business policies, measures and working processes, including internal control systems to the Audit Committee. As a consequence, the Company was certified as a member of the CAC as from 18th August 2017. The Company already re-certification a member of the CAC on 31 March 2020. On December 22, 2021, the company has received the certificate of CAC certification in Thailand National Conference on Collective Action Against Corruption No.11, 2021. The Company is in the of renewing membership in the Private Sector Collective Action Coalition Against Corruption (CAC Certification) and received for the second time with 3 years period (June 2023 – June 2026) in CAC National Conference 2023.

3. Supervision of Compliance with Regulations of the Regulatory Bodies

The Audit Committee considered the regulations, requirements, criteria, and laws relating to the Company's business (collectively called regulations), including amendments of such regulations, and regularly reviewed the Company's compliance with the regulations. The Audit Committee viewed that the Company followed the law on securities and exchange, and the Stock Exchange of Thailand's regulations, e.g. entering into connected transactions with related companies based on the transparency and arm's length price according to the criteria established by the Board of Directors, as well as strictly adhered to the laws relating to the Company's business.

4. Review of Risk Management

The Audit Committee considered, reviewed, and evaluated the efficiency of the risk management processes of the Company. Also, the Audit Committee provided advice, suggestions and support to the Board of Directors and the management to perform duties in compliance with the risk management policies.

5. Review of Internal Control System

For the audit of the internal control system for the year 2023, the Audit Committee has considered appointing the Racharatana Advisory Co., Ltd., by Mr. Kamol Ruangmanamongkol, person in charge of internal control audit is an auditor of the Company's internal control system. The Audit Committee considered and approved the annual audit plan and relevant reports prepared by the internal audit unit, and also provided advice to the management for rectification in order to ensure the Company's internal control system is suitable, sufficient, and effective for business operations.

6. Appointment of External Auditor for the 2020 Financial Statements

The Audit Committee considered, selected and nominated to the Board of Directors the person independent of the Company to be the external auditor. The Board of Directors appointed Dharmniti Auditing Co., Ltd, represented by

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|----------------------------|--|
| 1) Mr. Tanawut Piboonsawad | Certified Public Accountant License No. 6699 or |
| 2) Ms. Rungnapa Sangchan | Certified Public Accountant License No. 10142 or |
| 3) Ms. Pojnarat Siripipat | Certified Public Accountant License No. 9012 or |
| 4) Ms. Techinee Pornpenpob | Certified Public Accountant License No. 10769 |

as the auditor of the Company for the accounting period ended on 31 December 2023. The audit fee was determined at 2,690,000 baht with the approval of the Company's Board of Directors and the shareholders' meeting.

7. Revision of the Audit Committee Charter

In 2023, the Audit Committee reviewed the charter of the Audit Committee to cover more working rules in aspects of good corporate governance and anti-corruption.

8. Conducted the Audit Committee self-assessment on its composition.

The result of the Audit Committee self-assessment are excellent. The Audit Committee concluded that the Committee has adequately completed its duty as assigned.

In the performance of its duties as assigned, the Audit Committee opined that the financial statements audited by the Company's auditor were accurate with adequate disclosure in accordance with the generally accepted accounting standards, and that the auditor performed its duties suitably in compliance with the requirements. Nothing was found to significantly affect the accuracy of the financial statements. The Audit Committee viewed that the Company adequately adhered to the law on securities and exchange, and other laws relating to the Company's business; and also implemented the internal control system in a proper manner in line with the business environment under the enhancement of good corporate governance principles.

8.2.3. The sub-committee's performance

8.2.3.1. The Risk Management Committee's performance for the past year

a) Number of attending the Risk Management meeting

Risk Management Committee	Times of the meeting
1. Mr. Sophon Pholprasit	2/2
2. Mr. Chainarin Sairungsri ^{1/}	2/2
3. Miss. Surawee Chaithumrongkool ^{2/}	2/2
4. Mrs. Wisadja Kochsena	2/2

Note: ^{1/} Resigned from the position on 4 August 2023

^{2/} Appointed to the position on 4 August 2023

b) The Risk Management Committee's performance

Risk Management Committee Meeting will take place twice a year, whereby the working group will hold a meeting to review, assess risks and report results twice a year according to the work plan. In 2023, there will be a meeting of the Risk Management Committee to assess the risks for the year 2023 on February 23, 2024. The assessment results consisted of 44 risks, 2 of risk were very high levels of risk (must be controlled), 1 of risk was high level of risk (must be controlled) and 41 of risk was medium-low level.

In terms of risks that are at a high level – very high level. The Company has prepared a risk management plan (Action Plan) to help manage, control and prevent risks that occur including the identification of responsible persons in order to ensure effective risk governance. The details are as follows:

Very high risk (2 cases)

1. Financial Risk: lack of financial liquidity and Financial Risk, risk of not being able to collect money (payment on due date)
 - The Company has managed cash in line with money needs and for maximum efficiency. The Company has reviewed the credit line with the bank to be in line with the business expansion and the cash flow cycle to be more suitable for the business of the Company
 - Suspension of delivery of goods to customers who are in arrears for a long time and not create more debt until it can be resolved

High level of risk (1 case)

- Operation Risk: The risk of fluctuating prices of main raw materials. The Company has negotiated with vendor/supplier to confirm the price of main raw materials including locking the price and quantity of raw materials appropriately and in accordance with the demand each time to reduce the risk of fluctuating raw material prices.

8.2.3.2. The Nomination & Remuneration Committee's performance for the past year**a) Number of attending the Nomination & Remuneration meeting**

Nomination and Remuneration Committee	Times of the meeting
1. Mr. Sophon Pholprasit	2/2
2. Mr. Thitipong Tangpoonphonvivat	2/2
3. Dr. Vichya Krangnam	2/2

b) The Risk Management Committee's performance

The Company has provided opportunities for shareholders to propose agenda and nominate candidates for election as the Company's directors for a period of 2 months from 18 December 2023 – 18 February 2024, where no shareholder proposed agenda.

In the year 2023, the Nomination and Remuneration Committee held a meeting in total 2 time to consider the agenda as following

1. Nomination of new directors to replace directors who are retire by rotation and re-appointment of directors and the consideration of remuneration for directors for the year 2023 and proposed to the Board of Directors to the Annual General Meeting of Shareholders approval.
2. Consideration and approval of the appointment of additional the Company directors and proposed to the Board of Directors for approval to the Annual General Meeting of Shareholders approval.
3. Considering and approval the new Risk Management Committee to replace Risk Management Committee who are resigned and proposed to the Board of Directors approval.

8.2.3.3. The Corporate Governance Committee's performance for the past year

a) Number of attending the Governance Committee

Corporate Governance Committee	Times of the meeting
1. Dr. Vichya Krea-ngam	4/4
2. Mr. Wuttichai Sresthabutra	3/4
3. Mrs. Wisaja Kochsena	4/4

b) The Corporate Governance Committee's performance

For 2023 the Board of Corporate Governance held 4 meetings for monitor the corporate governance progress. The results are summarized as follows:

1. The Company has received a CG Score with 4-star rating (decrease from last year) which is Excellent.
2. The Company was assessed for quality of the 2023 Annual General Meeting of Shareholders by the Thai Investors Association with a score of 96 points.
3. Conduct and implement anti-corruption policy and was certified by the Coalition against Corruption of the Private Sector in Thailand (CAC), in 2020, the Company was renewed membership of the Coalition against Corruption of the Private Sector in Thailand (CAC Certification). The Company received renewal of membership in the Coalition against Corruption of the Thai Private Sector (CAC Certification) for a period of 3 years (starting June 2023 – June 2026).
4. The Company provides an opportunity for shareholders to propose agenda and nominate persons to be elected as directors from 18 December 2023 – 18 February 2024, where there is no shareholder propose the agenda and the list of persons to be elected as directors.
5. The Company received a certificate from the Department of Industrial Works for participating in activities to upgrade industrial plants according to indicators for being an Eco-Industrial Town (ECO INDUSTRIAL TOWN) Level 2 and 3.

6. Conduct and implement in accordance with the good corporate governance policy by arranging for an evaluation of the performance of the Board of Directors, all sub-committees with the method of self-evaluation of both group and individual performance, and the evaluation of the Chief Executive Officer
7. Focus and proceed to set goals and disclose about sustainability management at the corporate level. Disclose guidelines for managing material sustainability issues. Disclose information about equal opportunity employment covering other disadvantaged groups and disclose information about stakeholders related to the business value chain
8. Review the corporate governance policy according to the CG Code
9. Review the charter of the Good Corporate Governance Committee to cover the rules of operation
10. Conduct and implement the Company to receive the Sustainable Organization Award in the Thai capital market for supporting disabled people in the "Outstanding", held by the SEC and partner agencies

9. INTERNAL CONTROL AND RELATED TRANSACTION

9.1. INTERNAL CONTROL

Summary of Opinions of the Board of Directors and the Audit Committee on the Company's Internal Control System

Opinions of the Board of Directors

The Board of Directors is responsible for the Company's internal control system which contributes to the operational efficiency in compliance with the established rules and regulations, and strengthens the risk management under the business environment of the Company. The Board of Directors authorizes the Audit Committee by the charter of the Audit Committee to oversee the internal control system and regularly report the result to the Board of Directors.

The Company prepared the written guide on approval limits and authorization to clearly specify the responsibilities and decision-making authority for all levels of managerial positions. Besides, the Company has the policy to review the guide every year to ensure it is always suitable for the future business situation.

The Board of Directors' Meeting No. 1/2024 on 29 February 2024, attended by the members of the Audit Committee to present the yearly report on the internal control system, resolved that the internal control system of the Company was appropriate and adequate, and that the Company's assets were safeguarded from misuse or unauthorized use by the management. Over the past year, no significant shortcoming of the internal control system was found.

Moreover, Dharmniti Auditing Company Limited which is the Company's auditor for the year 2023 stated the opinion in the Report of Independent Auditor that the consolidated and separate financial statements presented fairly, in all material respects, the consolidated and separate financial status of the Group and the Company respectively as at 31 December 2023, and the consolidated and separate results of operations, including the consolidated and separate statements of income for the year then ended in accordance with the Thai financial reporting standards.

Both internal and external auditors reviewed the Company's internal control system and both are independent of the Company's management team. The internal auditor directly reports to the Audit Committee, and the annual audit plan prepared by the internal auditor is normally approved by the Audit Committee.

The Board of Directors and the Audit Committee mutually considered the adequacy of the internal control system in accordance with the internal control assessment form by placing emphasis on the following 5 major components.

1. Organization and environment
2. Risk management
3. Control activities of the management
4. Information and communication
5. Monitoring activities

Organization and Environment

The Company has established the clear and appropriate organizational structure, and also defined the scope of authority and duties, as well as responsibilities of management at different levels to oversee and take responsibility for the operations in various fields.

Risk Management

The Risk Management Committee appointed by the resolution of the Board of Directors' meeting No. 3/2015 on 13 May 2015 is in charge of overseeing overall risks of the Company. The Risk Management Committee appointed a working group to perform risk management, analysis and assessment of risk factors which may impact on the Company's business operations. It also identifies risk factors; determines the risk prevention and mitigation measures; and seeks the risk management measures to minimize the impacts on the Company. Risks are categorized into the following 5 main types in consistency with the criteria of the Stock Exchange of Thailand.

1. Strategic risk
2. Operational risk
3. Financial risk
4. Regulatory compliance risk
5. Corruption risk

The Risk Management Committee reports the risk management results to the Audit Committee and the Board of Directors every year.

Control Activities of the Management

The Company has clearly determined the regulations in writing in regard to duties and responsibilities, including approval authority of each level of management to ensure no omission to perform significant and necessary activities as required by laws and regulations of the external regulatory bodies. This will also prevent the damage to the assets of the Company and its subsidiaries, and wrongful exploitation by the management and employees.

Information and Communication

The Company places particular importance to the management of information system and communication of information which is accurate, complete, and sufficient for the decision-making of the executives. The Company has also continually developed the information system on the website to facilitate its shareholders or investors in searching for information for their decision-making.

Monitoring Activities

The Company has regularly monitored, assessed and compared the operating results with the targets. The responsible units have mutually discussed to find solutions, set the system, and determine the criteria or regulations for operations to ensure the appropriateness and efficiency of the monitoring system development on a continual basis. The Company has also adopted the ISO 9001:2008 certification for the quality management system.

Opinions of the Audit Committee which are different from the opinions of the Board of Directors

-None-

Internal Control System of the Company

The Company has the internal auditor that independently discharges the duties, including audit of the operations of various departments in the Company and the subsidiary companies, and preparation of internal audit report to propose to the Audit Committee in every meeting. The Audit Committee jointly considers the internal audit report with the independent internal auditor and provides suggestions necessary for improvement of operating policies of the internal auditor and also the internal control system of the Company. The Audit Committee holds at least 4 meetings a year and prepares the Report of the Audit Committee to submit to the Board of Directors for consideration to be disclosed in the annual report.

Chief Internal Audit and Chief Compliance Officer of the Company

At the Audit Committee's meeting No. 2/2023 on 28 February 2023, the Company appointed Racharatana Advisory Co., Ltd., by Mr. Kamol Ruangmanamongkol, as the Company's internal auditor, mainly responsible for internal audit of the Company for the year 2023.

The Audit Committee considered that the Racharatana Advisory Co., Ltd. was sufficiently suitable to perform internal audit for the Company since it is independent and experienced in internal audit for many companies listed on the Stock Exchange of Thailand.

9.2. RELATED TRANSACTIONS

The Company has set the rules and conditions of the related transaction. According to the rules of the Capital Market Supervisory Board has set the Notification No. Tor Chord. 21/2008 Re: Rules on Connected Transactions. The Company will consider the type of related transaction, value of related transaction and disclosure to the Stock Exchange Approved by the Board of Directors and Audit Committee or through the approval of the shareholders (at the case may be) strictly. The Company has revealed details of the related transaction in an annual report by the related transaction was done unjustly, market prices and in accordance with normal commercial business (Fair and at arm's length) and identifying the need and reason.

The related transactions of the Company and its subsidiaries with related companies during the year 2021 – 2023 as follows.

■ **Items related to the subsidiary companies**

Related person	Relationship	Type	Consolidated (Thousand Bath)			Separate (Thousand Bath)			Nature of transaction	Pricing policy
			2023	2022	2021	2023	2022	2021		
Metric Public Company Limited	Associate	Revenue from sales	1,520	6,140	2,293	-	-	95	Revenue from sale of steel and ready-mix Cement.	Market Price
		Trade accounts receivables	-	230	-	-	-	-	Revenue from sale of steel and ready-mix Cement	Contract price
		Construction payable	-	1,949	8,222	-	-	-	Payables for plant construction	
		Other payable	8,920	7,989	7,989	-	-	-	Retention the construction of the plant	
		Other receivables	-	268	267	-	-	-	Electricity and others from construction	
		Other expenses	5,177	12	-	50	-	-	Other expenses	
Seven Wire Company Limited	Subsidiaries, holds 99.99 percent.	Rental income	-	-	-	5,000	5,000	5,000	Land rental income	Negotiated price
		Revenue from sale and services	-	-	-	7,499	8,974	9,175	Revenue from sale of steel, concrete pile and management fee	Market Price
		Purchase of raw material	-	-	-	121,960	245,871	56,046	Purchase of steel	Market Price
		Interest income	-	-	-	18	20	-	Loan	MLR -0.50% p.a.
		Interest expense	-	-	-	-	2,247	6,148		MOR and MLR -1% p.a. MLR -0.50% p.a.
		Account payable	-	-	-	110	79,879	12,743	Purchase of steel	MOR and MLR -1% p.a.
Other receivables	-	-	-	9,542	1,977	2,150	Land rental, management fee and others			

INTERNAL CONTROL AND RELATED TRANSACTION

Related person	Relationship	Type	Consolidated (Thousand Bath)			Separate (Thousand Bath)			Nature of transaction	Pricing policy
			2023	2022	2021	2023	2022	2021		
		Loans and accrued interest expense	-	-	-	-	-	116,123	Loans and accrued interest	MLR
		Trade Accounts receivable	-	-	-	68,551	10,754	24,219	Construction	
		Other expenses	-	-	-	-	48	-	Construction	
		Loans and accrued interest	-	-	-	4,673	-	-	Other expenses	
General Engineering Mauritius Company Limited	Subsidiaries, holds 100 per cent.	Other receivables	-	-	-	-	3,780	2,922	Loan	Advances to establish a company Advance for management fees.
General Nippon Concrete Industries Company Limited	Subsidiaries, holds 88.71 per cent.	Revenue from sale and services	-	-	-	4,621	676	506	Concrete piles, management fees and others	Market Price
		Purchase of spun pile	-	-	-	-	2,000	1,342	Sales of spun pile and services	Negotiated price
		Trade Accounts receivable	-	-	-	2,112	299	2	Sales of special cement	
		Other receivables	-	-	-	3,147	201	394	Management fee	
		Interest income	-	-	-	274	1,941	2,465	Loan	MLR -0.50% p.a. MOR and MLR -1% p.a.
		Trade account payable	-	-	-	717	690	164	Purchase of spun piles	MLR
		Loans and accrued interest expense	-	-	-	37,561	-	-		
		Purchase of assets	-	-	-	-	1,171	-		Market Price
		Other expenses	-	-	-	965	2,237	-		
Inno Precast Company Limited	Subsidiaries, holds 88.71 per cent.	Revenue from sale and services	-	-	-	10,278	-	-	Purchase of precast concrete, steel, others	Market Price

INTERNAL CONTROL AND RELATED TRANSACTION

Related person	Relationship	Type	Consolidated (Thousand Bath)			Separate (Thousand Bath)			Nature of transaction	Pricing policy
			2023	2022	2021	2023	2022	2021		
		Interest income	-	-	-	727	-	-		
		Purchase of finished goods	-	-	-	31,514	-	-		
		Other expenses	-	-	-	560	-	-		
		Other receivables	-	-	-	1,491	-	-		
		Receivables arising from the transfer of the division	-	-	-	125,273	-	-		
		Trade account payable	-	-	-	38,580	-	-		
Mr. Pitak Niphanphaisarn	Related person of Management of the Company	Rental lease agreement	4,374	5,015	-	4,374	5,015	-	Land rental fee	Negotiate price
		Interest expenses	4,374	5,015	-	4,374	5,015	-	Land rental fee	
Panalee Estate Company Limited	Affiliates of the Company's shareholders	Revenue from sale and services	242,131	-	-	7,387	-	-	Purchase of precast concrete and concrete piles	Market Price
		Trade Accounts receivable	9,644	-	-	-	-	-		
		Retention receivable	90	-	-	90	-	-		
Pruksa Realestate Public Company Limited	Affiliates of the Company's shareholders	Revenue from sale and services	1,040,729	-	-	17,822	-	-	Purchase of precast concrete and concrete piles	Market Price
		Other expenses	6	-	-	-	-	-		
		Interest expenses	22,076	-	-	-	-	-	Leasehold interest	MLR – 3.570% p.a.
		Trade Accounts receivable	61,403	-	-	794	-	-		
		Retention receivable	1,430	-	-	155	-	-		
		Trade account payable	3,129	-	-	-	-	-		
		Advance receivable	48,557	-	-	-	-	-		Contract Price

INTERNAL CONTROL AND RELATED TRANSACTION

Related person	Relationship	Type	Consolidated (Thousand Bath)			Separate (Thousand Bath)			Nature of transaction	Pricing policy
			2023	2022	2021	2023	2022	2021		
		Leasehold	1,012,477	-	-	-	-	-	Lease factory	Contract Price
Inno Home Construction Company Limited	Affiliates of the Company's shareholders	Revenue from sale and services	10,841	-	-	10,841	-	-	Sales of concrete pile	Market Price
Quartz Holding 2 Company Limited	Shareholders subsidiary	Interest expenses	16,027	-	-	-	-	-		MLR (average 4 banks) p.a.
Pruksa Holding Public Company Limited	The Company's shareholders	Management fee	45,500	-	-	-	-	-		Contract Price
		Others trade payable	6,960	-	-	-	-	-		
Ms. Pornnatee Sompongchaikul	The Company's shareholders	Loan	5,859	-	-	5,859	-	-		MLR 7% p.a.

Note: 1. related transactions are disclosed in the notes of the financial statements in Article 6 Transactions with related persons and companies.

2. Related party transaction data for the past 3 years can be viewed on the company website

Measures or procedure to Approve Related Transactions

To protect investors in case of the company's carrying out of, related transactions with the person possibly causing a conflict of interest in the future, the company will have the transaction types, prices and conditions of each party arranged clearly for the account auditor to check and disclose them in the Notes to Financial Statements. In regard to the normal related transaction, i.e., rising earlier and related to the company's main business, and /or the transactions that might cause conflict of interest, the Audit Committee shall check the justification and reasonability of the transactions and report its opinions to the meeting of the Board of Directors.

In case of the company's committing any unordinary business transaction or the transaction not in relation to the company's main business and possibly causing the conflict of interest, the company will ask the Audit Committee to make a preliminary check prior to issuing the approval. The company shall arrange for the meeting of the Board of Directors attended by the Audit Committee to take the related transaction into consideration for fair practice and at proper pricing policy, in which the Directors with interest in that related transaction shall not have the voting right onto such transaction. Should the Audit Committee do not have the skills in considering any related transaction, the company will ask an independent expert or its account auditor to give opinions on the issue and submit the resulting report to the Board of Directors or shareholders as deemed appropriate.

Policies and Trends of the Related Transactions in the Future

The company is adopting the earlier mentioned policy of the related transactions and shall abide by it in the future. As for a related transaction for normal business practices, the company will stipulate the price and conditions clearly and comparable to those of other firms and the company shall ask for the Audit Committee to take the matter into consideration and give opinions in regard to the properness of prices and reasonable actions of the transaction.

The related transactions to arise in the future shall conform to the laws of Securities and Securities Exchange of Thailand and the regulations, announcements, orders, or requirements of the Securities Exchange of Thailand, including the regulation on the disclosure of the related transaction and the company or subsidiary's acquisition or disposal of important assets and in accordance with the accounting standard stipulated by the Accountant Association.

REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITY IN FINANCIAL STATEMENT

The Company's Board of Directors is responsible for financial statements of General Engineering Public Company Limited and its subsidiaries, including the financial information that appears within their Form 56-1 One Report. The financial statements have been prepared according to generally accepted accounting standards. An appropriate accounting policy has been selected, applied and consistently adhered to under cautious consideration. In addition, an effective internal control system has been set up. Material information has been adequately disclosed in the Notes to the Financial Statements. These are implemented for benefits of shareholders and investors, with an aim to create confidence in the Company's financial statements, to take care and keep good maintenance of the Company's assets, and to prevent dishonest acts or any irregular operations of material substance.

The financial statements of the Company and its subsidiaries have been audited by Mr. Thanawut Piboonsawat the Certified Public Accountant Dharmniti Auditing Company Limited who has been certified by the Securities and Exchange Commission. The Company has provided information and various documents to the auditor to enable him to conduct the audit and express his opinion in accordance with generally accepted auditing standards. The auditor's opinion appears in the Report of the Certified Public Accountant within the Form 56-1 One Report.

The Company's Board of Directors has appointed the Audit Committee to be responsible for reviewing the Company's accounting policies, quality of financial reports, internal control system, internal audit system and risk management system. The opinion of the Audit Committee on this matter appears in the Audit Committee's Report within the Form 56-1 One Report.

The Company's Board of Directors believes that the Company's overall internal control system is at satisfactory level. Financial statements of General Engineering Public Company Limited and its subsidiaries as at 31 December 2023 substantially portray the Company's financial position, operating performance and cash flow in an accurate and reasonable manner and comply with generally accepted accounting principles and related laws and regulations.



(Mr. Thitipong Tangpoonvivat)

Director



(Mr. Wuttichai Sresthabutra)

Director

**GENERAL ENGINEERING PUBLIC COMPANY LIMITED
AND ITS SUBSIDIARIES**

**REPORT AND CONSOLIDATED FINANCIAL STATEMENTS AND SEPARATE
FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023**

INDEPENDENT AUDITOR'S REPORT

To The Shareholders and Board of Directors of
GENERAL ENGINEERING PUBLIC COMPANY LIMITED

Qualified Opinion

I have audited the consolidated financial statements of General Engineering Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and I have audited the separate financial statements of General Engineering Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2023, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, except for the effects of the matter described in the basic for Qualified Opinion paragraph, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of General Engineering Solutions Public Company Limited and its subsidiaries as at December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended and the separate financial position of General Engineering Solutions Public Company Limited as at December 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Qualified Opinion

Investment of the group in Wisdom Tree Investment (S) PTE Limited, a foreign joint venture, is accounted for by the equity method and share of loss attributable to company for loss of Wisdom Tree Investment (S) PTE. Limited included in loss of the Group for the year ended December 31, 2023 in the amount of Baht 74.95 million, I was unable to obtain sufficient appropriate audit evidence about the share of loss of the Wisdom Tree Investment (S) PTE Limited in profit (loss) of Wisdom Tree Investment (S) PTE Limited for the year due to, I was denied access to the financial information, the management and auditor of Wisdom Tree Investment (S) PTE Limited (joint venture in Singapore) and Milcon Thida GEL Limited (subsidiary of the joint venture in Myanmar). Therefore, I was unable to determine whether any adjustments to those amounts were necessary.

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

Key Audit Matters

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

- Revenue recognition

The Group and the Company had revenues from sales and services for the year ended December 31, 2023 in the amount of Baht 4,106.29 million and Baht 2,235.20 million (including discontinued operations in the amount of Baht 566.15 million). The Group and the Company entered into agreements with many customers and the conditions specified in the agreement are different in the scope of work, method and period of delivery in each agreement, which affects the measurement and timing of revenue recognition. However, the revenue from sales and services of the Group and the Company of such amount includes revenue from providing services by means of measuring progress towards complete satisfaction of a performance obligation at the significant amount at 3.23 percent and 5.94 percent of revenue from sales and services of the Group and the Company, respectively. The Group and the Company recognises such revenue by the measuring progress towards complete satisfaction of a performance obligation. The management has to estimate the progress of performance obligation against such services. Such process, the management has to exercise significant judgment in preparing and reviewing the cost estimates of the project and set the progress of performance obligation throughout the service period. This causes the risk related to the measurement and timing of revenue recognition.

Therefore, I identified the revenue recognition from sales and services as significant risk that requires special attention in the audit. The Group and the Company had disclosed the accounting policy and amount related to revenue recognition in Notes 4.1 and 33, respectively.

I understood the internal control system of revenue cycle and related accounting transactions, tested the design and effectiveness of the internal control with respect to revenue recognition and related accounting transactions especially the control of measurement and timing of revenue recognition from sales and services, preparation and review of project cost estimate and defining the progress of performance obligation. I had sampling revenue to test the details with the agreements or related documents to check the accuracy of revenue recognition in accordance with the conditions of the agreement, preparation and review of project cost estimate and defining the progress of performance obligation as at the end of the accounting period end from related documents, checking the progress of performance obligation by the obligation through work survey, inquire management of the project and letter certifying the progress of performance obligation from the project management, review of the reasonableness that supports the difference between progress of performance obligation set from the cost that arises and progress of performance obligation assessed by the project management, including verifying the revenue cut-off on sales and services during before and after the period end, analysis and consideration of the adequacy and appropriateness of the information disclosure in the financial statements and notes.

- Impairment of investment in the associate and joint venture

The Company had investment in associate and joint venture Baht 154.26 million or 2.47 percent of the total assets as at December 31, 2023, which are investments that indicate impairment. The Group and the Company have to test for impairment of investment in accordance with the Thai Financial Reporting Standards. The impairment test is significant to the audit because such amount is significant to the financial statements. In addition, the process of impairment testing by the management is complex and requires using considerable judgment as well as relying on assumptions, especially the estimates of future cash flows to be received and paid that are expected to generate from the continuing operation of the cash generating unit, and the use of appropriate discount rate in order to discount future cash flow which can change according to the economic conditions and market conditions in the future.

Therefore, I identified that the impairment of investment in the associate and joint venture is a significant risk that requires special attention in the audit. The group and company had disclosed the significant accounting policies, amounts and assumptions used in testing the impairment in Notes 4.5, 4.11 and 16, respectively.

In my audit approach, I have considered the reasonableness of the assumptions and methods used by the management in calculating the estimates of future cash flows to be received and paid that are expected to be generated by auditing the supporting evidence which presents the best estimate of the management, especially on the revenue forecast and gross profit and profit from operation of the business segments of the Company, the use of appropriate discount rate to discount future cash flow, as well as testing the calculation of the recovery amount. In addition, I have paid attention on the adequacy of the information disclosure relating to the assumptions which are most sensitive that may affect the testing result of impairment and has significant effect on the measurement of recovery amount of investment in the associate and joint venture.

- Business combination

For the year ended December 31, 2023, the Company invested in Inno Precast Company Limited, which is engaged in the manufacture and sale of concrete for use in construction in the amount of Baht 377.46 million. As at the date of acquisition, the Group recognised and measured the assets acquired and liabilities assumed at their fair value in the amount of Baht 224.08 million and recognised goodwill from the business combination by applying the acquisition method in the amount of Baht 153.37 million based upon the final appraisal reports dated November 1, 2023 from the independent appraiser in accordance with Thai Financial Reporting Standard No. 3 “Business Combination”. Management was required to exercise substantial judgment in determining the methods and significant assumptions, such as discount rates and growth rates, etc., used in calculating the fair value of assets and liabilities. This causes the risk related to the recognition and measurement of the identifiable assets acquired and liabilities assumed and goodwill.

Therefore, I identified the recognition and measurement of the identifiable assets acquired and liabilities assumed and goodwill from the business combination as significant risk that requires special attention in the audit. The Group and the Company had disclosed the accounting policy and details of the business acquisition and amount related to business combination in Notes 15, respectively.

In my audit approach, I reviewed the terms and conditions of the entire business transfer agreement including shareholders agreement and inquired with management as to the nature and objective of the acquisition in order to evaluate whether the acquisition meet the definition of a business combination under Thai Financial Reporting Standard No. 3 “Business Combinations”. In addition, I checked the value of the acquisition to the supporting documents to assess whether it reflected the fair value of the consideration transferred and did not include acquisition-related costs. I also assessed the fair value of assets acquired and liabilities assumed specified in the documentation of measurement under the acquisition method as prepared by the independent valuation specialists, by considering the methods and significant assumptions used by the independent valuation specialists in calculating the fair value of assets and liabilities, evaluating the significant assumptions such as discount rate and growth rate and evaluating the expertise, ability and integrity of the independent valuation specialists. I also assessed the rationale of goodwill recognised from the business combinations, and reviewing the disclosures related to the business combinations in the notes to financial statements.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements 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 financial statements and separate financial statements, including the disclosures, and whether the consolidated financial statements and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

The engagement partner responsible for the audit resulting in this independent auditor's report is Mr. Thanawut Piboonsawat.

(Mr. Thanawut Piboonsawat)
Certified Public Accountant
Registration No. 6699

Dharmniti Auditing Company Limited
Bangkok, Thailand
February 29, 2024

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

		Baht				
		Consolidated financial statements		Separate financial statements		
Note		2023	2022	2023	2022	
ASSETS						
Current assets						
	Cash and cash equivalents	8	59,622,787	83,667,694	31,824,483	83,539,949
	Trade and other current receivables	6.4, 9	770,078,808	846,374,023	475,072,463	812,988,940
	Current business transfer receivable	6.4, 15	-	-	34,565,371	-
	Current contract assets	10	428,940,355	382,141,755	428,940,355	382,141,755
	Current retention receivables	11	42,953,788	28,561,394	42,953,788	28,561,394
	Short-term loan and interest receivable to subsidiary	6.4	-	-	42,234,238	-
	Inventories	12	605,632,958	425,023,117	227,029,352	398,927,372
	Other current financial asset	7	7,304,851	-	7,304,851	-
	Other current assets		19,497,817	17,391,610	14,472,162	14,722,287
	Total current assets		1,934,031,364	1,783,159,593	1,304,397,063	1,720,881,697
Non-current assets						
	Non-current business transfer receivable	6.4, 15	-	-	90,707,392	-
	Investment in equity	14	277,997,893	570,627,255	277,997,893	570,627,255
	Investments in subsidiaries	15	-	-	1,539,673,587	555,337,168
	Investments in associate and joint venture	16	153,294,352	217,634,614	154,258,190	231,106,407
	Non-current retention receivables	11	146,906,767	116,288,709	130,320,511	116,240,209
	Investment property	17	996,626,500	996,626,500	1,289,346,500	1,289,346,500
	Property, plant and equipment	18	5,599,239,830	3,182,413,965	1,237,275,426	2,035,650,060
	Right-of-use assets	19	1,129,713,363	80,852,289	120,318,226	79,343,450
	Goodwill	15	153,373,609	-	-	-
	Intangible assets	20	28,947,666	15,739,049	6,482,890	15,668,594
	Current income tax assets		27,890,138	17,692,603	18,428,197	16,827,865
	Refundable withholding tax		42,690,755	25,215,574	40,439,454	23,671,812
	Restricted deposits with financial institutions	13	41,595,883	51,820,000	41,595,883	51,820,000
	Other non-current assets		6,013,246	7,418,475	4,957,355	6,363,636
	Total non-current assets		8,604,290,002	5,282,329,033	4,951,801,504	4,992,002,956
	TOTAL ASSETS		10,538,321,366	7,065,488,626	6,256,198,567	6,712,884,653

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2023

LIABILITIES AND SHAREHOLDERS' EQUITY

	Note	Baht			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Current liabilities					
Bank overdrafts and short-term loans from					
financial institutions	22	745,645,215	908,460,839	565,891,349	696,224,964
Trade and other current payables	6.4, 23	1,108,867,810	844,255,748	724,868,426	858,919,714
Current contract liabilities	24	442,523,618	425,815,159	388,352,758	424,380,868
Current portion of long-term loans					
from financial institutions	26	182,883,885	97,188,951	52,702,407	50,945,995
Current portion of lease liabilities	27	154,885,781	45,428,013	38,281,853	44,238,705
Short-term loans from other person	25	74,977,521	19,620,162	74,977,521	19,620,162
Short-term loan from related person	6.4	5,649,325	-	5,649,325	-
Corporate income tax payable		17,035,144	-	-	-
Current provisions for employee benefit	28	4,047,222	3,722,551	2,446,096	2,121,425
Provision for guarantee		165,567,740	-	165,567,740	-
Other current liabilities		18,142,985	21,044,585	13,617,072	20,928,207
Total current liabilities		2,920,226,246	2,365,536,008	2,032,354,547	2,117,380,040
Non-current liabilities					
Long-term loans from financial institutions	26	2,346,489,940	729,373,825	55,365,996	108,068,403
Lease liabilities	27	969,202,610	35,492,521	67,322,609	35,105,147
Other non-current payable	6.4	2,860,042	-	-	-
Deferred tax liabilities	21	43,640,075	-	-	-
Non-current provisions for employee benefit	28	53,935,711	24,548,350	22,064,792	21,983,219
Provision for decommissioning costs		3,662,686	3,480,180	3,662,686	3,480,180
Total non-current liabilities		3,419,791,064	792,894,876	148,416,083	168,636,949
TOTAL LIABILITIES		6,340,017,310	3,158,430,884	2,180,770,630	2,286,016,989

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2023

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

	Note	Baht			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Shareholders' equity					
Share capital					
Authorized share capital					
9,511,692,363 ordinary shares of Baht 0.85 each	29	8,084,938,509		8,084,938,509	
8,096,815,783 ordinary shares of Baht 0.85 each			6,882,293,416		6,882,293,416
Issued and paid-up share capital					
8,612,046,165 ordinary shares of Baht 0.85 each	29	7,320,239,240		7,320,239,240	
7,039,316,435 ordinary shares of Baht 0.85 each			5,983,418,970		5,983,418,970
Premium (discount) on ordinary shares	29	(1,907,243,970)	(947,878,834)	(1,907,243,970)	(947,878,834)
Premium on treasury shares		49,179,549	49,179,549	49,179,549	49,179,549
Retained earnings (deficits)					
Appropriated					
Legal reserve		13,600,000	13,600,000	13,600,000	13,600,000
Unappropriated		(1,152,716,226)	(695,888,671)	(653,981,225)	(217,715,726)
Other components of shareholders' equity		(805,985,312)	(496,943,937)	(746,365,657)	(453,736,295)
TOTAL EQUITY ATTRIBUTABLE TO OWNERS					
OF THE PARENT		3,517,073,281	3,905,487,077	4,075,427,937	4,426,867,664
NON-CONTROLLING INTERESTS		681,230,775	1,570,665	-	-
TOTAL SHAREHOLDERS' EQUITY		4,198,304,056	3,907,057,742	4,075,427,937	4,426,867,664
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		10,538,321,366	7,065,488,626	6,256,198,567	6,712,884,653

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

		Baht						
		Separate financial statements						
	Note	Ordinary shares, issued and paid-up	Premium on ordinary shares	Premium on treasury shares	Retained earnings (deficits)		Other components of shareholders's equity Gains (losses) on investment in equity designated at fair value through other comprehensive income	Total Shareholders' equity
					Appropriated legal reserve	Unappropriated		
Beginning balance as at January 1, 2022		4,588,195,611	71,131,343	49,179,549	13,600,000	(136,977,464)	(176,448,390)	4,408,680,649
Increase in share capital	29	1,395,223,359	(1,017,692,332)	-	-	-	-	377,531,027
Attributable expenses of increase in share capital	29	-	(1,317,845)	-	-	-	-	(1,317,845)
Loss for the year		-	-	-	-	(85,861,577)	-	(85,861,577)
Other comprehensive income (expense) for the year - net of tax		-	-	-	-	5,123,315	(277,287,905)	(272,164,590)
Ending balance as at December 31, 2022		5,983,418,970	(947,878,834)	49,179,549	13,600,000	(217,715,726)	(453,736,295)	4,426,867,664
Increase in share capital	29	1,336,820,270	(959,365,136)	-	-	-	-	377,455,134
Loss for the year		-	-	-	-	(434,432,857)	-	(434,432,857)
Other comprehensive income (expense) for the year - net of tax		-	-	-	-	(1,832,642)	(292,629,362)	(294,462,004)
Ending balance as at December 31, 2023		7,320,239,240	(1,907,243,970)	49,179,549	13,600,000	(653,981,225)	(746,365,657)	4,075,427,937

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities				
Loss for the year from continuing operation	(413,328,495)	(150,728,179)	(479,241,513)	(181,065,968)
Profit from discontinuing operations (Note 15)	-	-	44,808,656	95,204,391
Reconciliations of profit (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization	320,676,920	180,444,247	130,815,093	130,869,216
Actuarial (gains) losses in other long-term employment benefit	4,948,151	(509,708)	75,212	(431,841)
Expected credit losses	66,310,835	5,860,097	68,421,743	6,669,630
Loss on diminution in value of inventories (reversal)	12,960,560	(7,121,855)	12,752,197	(5,394,701)
Gain from sale of warrants	(596,241)	(6,273,155)	(596,241)	(6,273,155)
(Gain) loss from valuation of warrants	(4,382,911)	5,598,846	(4,382,911)	5,598,846
Gain on sale of assets	(499,998)	(4,204,971)	(499,998)	(4,204,971)
Loss from write-off of assets	2,267,599	3,879,299	2,263,964	3,879,299
Profit from cancellation of right of use assets	(161,154)	-	(161,154)	-
Gain from business transfer	-	-	(25,941,836)	-
Loss from provision for gurrantee	165,567,740	-	165,567,740	-
Write-off withholding tax	157,201	394,633	-	-
Loss from impairment of investments in subsidiaries	-	-	4,887,291	-
Loss from impairment of investments in associates and joint venture (reversal)	-	35,511,690	76,848,217	98,337,333
Share of (profit) loss of associate and joint venture	62,223,588	55,586,040	-	-
Unrealized loss on exchange rate	(373,350)	(136,867)	(358,560)	(256,163)
Dividend income	-	(6,650,667)	-	(6,650,667)
Interest income	(1,271,268)	(186,416)	(1,492,075)	(2,127,359)
Employee benefit expense	5,119,120	4,322,630	2,611,510	3,362,051
Interest expenses	186,359,664	75,669,889	59,017,289	41,379,615
Tax expense	29,107,798	19,044,540	-	17,266,963
Profit (loss) from operating activities before changes in operating assets and liabilities	435,085,759	210,500,093	55,394,624	196,162,519
(Increase) decrease in operating assets				
Trade and other current receivable	415,685,627	(471,927,579)	288,595,023	(458,422,322)
Current contract assets	(51,666,430)	(151,653,837)	(51,666,430)	(151,653,837)
Inventories	46,593,222	(105,073,374)	119,435,705	(129,420,446)
Other current assets	(741,208)	(4,899,625)	250,125	(6,033,731)
Retention receivables	(57,671,147)	(46,334,036)	(42,690,840)	(49,080,168)
Other non-current assets	1,425,558	3,078,265	1,406,281	3,056,004
Increase (decrease) in operating liabilities				
Trade and other current payable	(100,241,084)	89,708,725	(125,406,902)	262,028,659
Current contract liabilities	(118,087,525)	209,850,304	(36,028,110)	211,104,531
Other current liabilities	(2,901,601)	17,099,345	(7,311,134)	17,024,828
Provisions for employee benefit	(1,499,822)	(4,295,748)	(4,813,820)	(4,295,748)

Notes to the financial statements form an integral part of these financial stements.

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2023

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash received (paid) from operations	565,981,349	(253,947,467)	197,164,522	(109,529,711)
Income tax expense paid	(53,707,391)	(17,692,604)	(18,428,197)	(16,827,865)
Net cash provided by (used in) operating activities	<u>512,273,958</u>	<u>(271,640,071)</u>	<u>178,736,325</u>	<u>(126,357,576)</u>
<u>Cash flows from investing activities</u>				
Cash payments for short-term loan to subsidiary	-	-	(41,942,000)	(27,385,000)
Cash receipts from short-term loan to subsidiary	-	-	-	99,570,567
Cash payments for purchase of warrant	(3,657,867)	-	(3,657,867)	-
Cash receipts from sale of warrants	1,332,168	6,273,155	1,332,168	6,273,155
(Increase) decrease in restricted deposits with financial institutions	10,224,117	(34,460,000)	10,224,117	(34,460,000)
Cash receipts from disposal of investment in equity	-	3,257,323	-	3,257,323
Cash receipts (payments) for investment in subsidiaries (net of cash paid)	62,028,838	-	(768,574)	(110,000,000)
Cash payments for purchase of equipment	(132,424,370)	(174,329,373)	(99,240,853)	(168,216,863)
Cash receipts from disposal of equipment	500,000	4,205,000	500,000	4,205,000
Cash receipts from business transfer	-	-	124,000,000	-
Cash payments for purchase of right-of-use assets	(644,860)	(2,628,776)	-	(2,628,776)
Cash payments for purchase of intangible asset	(11,675,520)	(49,900)	(2,379,000)	-
Dividend received	-	6,650,667	-	6,650,667
Interest received	1,271,268	-	473,034	2,623,619
Net cash used in investing activities	<u>(73,046,226)</u>	<u>(191,081,904)</u>	<u>(11,458,975)</u>	<u>(220,110,308)</u>
<u>Cash flows from financing activities</u>				
Increase in bank overdrafts and short-term loans from financial institutions	(162,436,573)	277,040,804	(129,954,564)	268,486,970
Increase (decrease) in short-term loan from related person	(394,365,915)	-	5,649,325	-
Cash receipts from short-term loan from other person	55,357,359	9,498,134	55,357,359	9,498,134
Cash payments for short-term loan from subsidiary	-	-	-	(115,263,989)
Cash payments for repayment of long-term loans from financial institutions	(97,612,000)	(76,267,897)	(51,110,000)	(55,362,667)
Cash payments for lease liabilities	(78,509,121)	(26,156,627)	(39,837,623)	(24,965,045)
Cash receipts from increase in the Company's share capital	-	377,531,027	-	377,531,027
Cash receipts from increase in share capital of non-controlling interests	400,000,000	-	-	-
Transaction costs related to loan	-	(1,317,845)	-	(1,317,845)
Interest expense paid	(185,702,950)	(29,037,154)	(59,097,313)	(43,627,713)
Net cash provided by (used in) financing activities	<u>(463,269,200)</u>	<u>531,290,442</u>	<u>(218,992,816)</u>	<u>414,978,872</u>
Net increase (decrease) in cash and cash equivalents	(24,041,468)	68,568,467	(51,715,466)	68,510,988
Cash and cash equivalents - beginning of year	83,667,694	15,127,754	83,539,949	15,028,961
Effects of exchange rate changes on cash and cash equivalents	(3,439)	(28,527)	-	-
Cash and cash equivalents - ending of year	<u><u>59,622,787</u></u>	<u><u>83,667,694</u></u>	<u><u>31,824,483</u></u>	<u><u>83,539,949</u></u>

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2023

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<u>Supplemental cash flows informations</u>				
Non-cash items				
- Unrealised gain (loss) on investment in equity	(292,629,362)	(233,175,808)	(292,629,362)	(233,175,808)
- Actuarial gain (loss) from employee benefit	8,658,517	7,670,483	(1,832,642)	6,192,685
- Construction payable increase	(9,240,212)	8,166,995	(8,670,220)	14,222,743
- Increase in right-of-use assets	73,028,089	21,866,076	66,625,136	21,866,076
- Increase in lease liabilities	72,383,229	19,521,973	66,625,156	19,521,973
- Transferred inventories to fix assets	25,763,422	20,822,922	21,301,124	19,652,048
- Investment in subsidiary by issuing of ordinary shares	-	-	377,455,135	-
- Investment in subsidiary by transfer of asset	-	-	611,000,000	-

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2023

	Note	Baht			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Revenues					
Revenues from sales and services	6.3	4,106,287,776	2,770,795,591	1,669,047,265	1,948,396,270
Dividend income	14.1	-	6,650,667	-	6,650,667
Gain from sale of warrants	14.2	596,241	6,273,155	596,241	6,273,155
Gain from business transfer	15	-	-	25,941,836	-
Other incomes	6.3, 30	34,184,560	41,867,916	40,571,379	47,138,025
Total revenues		<u>4,141,068,577</u>	<u>2,825,587,329</u>	<u>1,736,156,721</u>	<u>2,008,458,117</u>
Expenses					
Costs of sales and services	6.3	3,726,034,879	2,549,498,500	1,649,233,511	1,867,647,767
Distribution costs		31,738,817	34,997,717	24,689,916	23,297,647
Administrative expenses	6.3	357,747,497	200,408,286	240,602,098	136,109,042
Loss from provision for gurrantee	16.5	165,567,740	-	165,567,740	-
Loss from impairment of investment (reversal)	15, 16	-	35,511,690	81,735,508	98,337,333
Other (gains) losses	14	(4,382,911)	5,598,846	(4,382,911)	5,598,846
Total expenses		<u>4,276,706,022</u>	<u>2,826,015,039</u>	<u>2,157,445,862</u>	<u>2,130,990,635</u>
Loss from operating activities		(135,637,445)	(427,710)	(421,289,141)	(122,532,518)
Finance costs	6.3	186,359,664	75,669,889	57,952,372	41,266,487
Share of loss of associate and joint venture		(62,223,588)	(55,586,040)	-	-
Loss before income tax		(384,220,697)	(131,683,639)	(479,241,513)	(163,799,005)
Tax expense	32	29,107,798	19,044,540	-	10,131,964
Loss for the year from continuing operation		<u>(413,328,495)</u>	<u>(150,728,179)</u>	<u>(479,241,513)</u>	<u>173,930,969</u>
Discontinued operation					
Profit (loss) for the year from discontinued operations, net of tax		-	-	44,808,656	88,069,392
Loss for the year		<u>(413,328,495)</u>	<u>(150,728,179)</u>	<u>(434,432,857)</u>	<u>(85,861,577)</u>
Other comprehensive income (expense)					
Components of other comprehensive income that will be reclassified to profit or loss:					
Exchange differences on translating financial statements		(2,120,113)	(1,863,371)	-	-
Total components of other comprehensive income that will be reclassified to profit or loss		<u>(2,120,113)</u>	<u>(1,863,371)</u>	<u>-</u>	<u>-</u>
Components of other comprehensive income that will not be reclassified to profit or loss :					
Gains (losses) on investment in equity designated at fair value through other comprehensive income	14.1	(292,629,362)	(234,245,178)	(292,629,362)	(234,245,178)
Gains (losses) on re-measurements of defined benefit plans	28	8,658,517	7,670,483	(1,832,642)	6,192,685
Income tax relating to components of other comprehensive income that will not be reclassified to profit or loss	32	(2,083,383)	(44,112,097)	-	(44,112,097)
Total components of other comprehensive income that will not be reclassified to profit or loss		<u>(286,054,228)</u>	<u>(270,686,792)</u>	<u>(294,462,004)</u>	<u>(272,164,590)</u>
Other comprehensive income (expense) for the year, net of tax		<u>(288,174,341)</u>	<u>(272,550,163)</u>	<u>(294,462,004)</u>	<u>(272,164,590)</u>
Total comprehensive income (expense) for the year		<u><u>(701,502,836)</u></u>	<u><u>(423,278,342)</u></u>	<u><u>(728,894,861)</u></u>	<u><u>(358,026,167)</u></u>

Notes to the financial statements form an integral part of these financial stements.

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2023

	Note	Baht			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Profit (loss) attributable to					
Owners of the parent		(459,680,267)	(140,795,378)	(434,432,857)	(85,861,577)
Non-controlling interests		46,351,772	(9,932,801)	-	-
		<u>(413,328,495)</u>	<u>(150,728,179)</u>	<u>(434,432,857)</u>	<u>(85,861,577)</u>
Total comprehensive income (expense) attributable to					
Owners of the parent		(751,577,030)	(413,429,271)	(728,894,861)	(358,026,167)
Non-controlling interests		50,074,194	(9,849,071)	-	-
		<u>(701,502,836)</u>	<u>(423,278,342)</u>	<u>(728,894,861)</u>	<u>(358,026,167)</u>
Basic earnings (loss) per share	40				
Profit attributable to owners of the parent (Baht/shared)					
Continuing operations		(0.05755)	(0.02228)	(0.06000)	(0.02752)
Discontinued operations		-	-	0.00561	0.01393
		<u>(0.05755)</u>	<u>(0.02228)</u>	<u>(0.05439)</u>	<u>(0.01359)</u>
Weighted average number of ordinary shares (Shares)		<u>7,987,263,122</u>	<u>6,319,781,423</u>	<u>7,987,263,122</u>	<u>6,319,781,423</u>

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

Baht													
Consolidated financial statements													
Equity attributable to owners of the parent											Non - controlling	Total	
	Ordinary shares, issued and paid-up	Premium (discount) on ordinary shares	Premium on treasury shares	Retained earnings (deficits)		Other components of shareholders' equity			Total	Total equity attributable to owners of the parent	interests	Shareholders' equity	
				Appropriated legal reserve	Unappropriated	Gains (losses) on investment in equity designated at fair value through other comprehensive income	Exchange differences on translating financial statements	Difference from change in shareholding proportion in subsidiary					
	Note												
Beginning balance as at January 1, 2022		4,588,195,611	71,131,343	49,179,549	13,600,000	(561,610,675)	(176,448,390)	(25,308,709)	-	(201,757,099)	3,958,738,729	(4,615,826)	3,954,122,903
Increase in share capital	29	1,395,223,359	(1,017,692,332)	-	-	-	-	-	-	-	377,531,027	-	377,531,027
Attributable expenses of increase in share capital	29	-	(1,317,845)	-	-	-	-	-	-	-	(1,317,845)	-	(1,317,845)
Change in shareholding proportion in subsidiary	15	-	-	-	-	-	-	-	(16,035,562)	(16,035,562)	(16,035,562)	16,035,562	-
Loss for the year		-	-	-	-	(140,795,378)	-	-	-	-	(140,795,378)	(9,932,801)	(150,728,179)
Other comprehensive income (expense) for the year - net of tax		-	-	-	-	6,517,382	(277,287,905)	(1,863,371)	-	(279,151,276)	(272,633,894)	83,730	(272,550,164)
Ending balance as at December 31, 2022		5,983,418,970	(947,878,834)	49,179,549	13,600,000	(695,888,671)	(453,736,295)	(27,172,080)	(16,035,562)	(496,943,937)	3,905,487,077	1,570,665	3,907,057,742
Increase in share capital		1,336,820,270	(959,365,136)	-	-	-	-	-	-	-	377,455,134	400,000,000	777,455,134
Change in shareholding proportion in subsidiary	15	-	-	-	-	-	-	-	(14,291,900)	(14,291,900)	(14,291,900)	14,291,900	-
Profit (loss) for the year		-	-	-	-	(459,680,267)	-	-	-	-	(459,680,267)	46,351,772	(413,328,495)
Other comprehensive income (expense) for the year - net of tax		-	-	-	-	2,852,712	(292,629,362)	(2,120,113)	-	(294,749,475)	(291,896,763)	3,722,422	(288,174,341)
Non-controlling interest from acquisition of business	15	-	-	-	-	-	-	-	-	-	-	215,294,016	215,294,016
Ending balance as at December 31, 2023		7,320,239,240	(1,907,243,970)	49,179,549	13,600,000	(1,152,716,226)	(746,365,657)	(29,292,193)	(30,327,462)	(805,985,312)	3,517,073,281	681,230,775	4,198,304,056

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

GENERAL ENGINEERING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2023

1. GENERAL INFORMATION

1.1 Legal status and address of the Company

The Company was incorporated in Thailand on September 14, 1962. The Company's shares have been listed for trading on the Stock Exchange of Thailand on March 28, 1991 and registered as the public company in accordance with public company limited law on November 5, 1993.

The address of its registered office is as follows:

Head office is located at 44/2 Moo2 Tivanont Road, Bangkadi, Muang Pathumthani,
Pathumthani

Branch offices are located at

(1) 99, 99/1-5 Moo4 Chiang Rak Noi, Samkhok, Pathumthani

(2) 99/9 Moo1 Banlang, Muang Rayong, Rayong

1.2 Nature of the Company's operations

The Group's principal activities are manufacturing and selling of construction material, prestressed concrete piles, precast concrete, glass fiber reinforced concrete, cementation products and post-tensioned slab, prestressed spun concrete piles, the special qualified PC wire and PC Strand and providing the construction and installation services for such products.

2. GOING CONCERN

During 2023, the construction materials business is likely to improve based on demand across the market but the Group still has continuous losses due to fluctuations in the prices of main raw materials, such as steel and cement, which have increased in price, labor shortages in some periods and price competition, in addition, the Group was affected by the estimation of liabilities from loan guarantees to joint ventures abroad and had a significant increase in administrative expenses resulting from the Group's restructuring and impairment of investment in joint venture. As a result, for the year ended December 31, 2023, the Group has loss amounting to Baht 413.33 million (for the company amounting to Baht 479.24 million). As at December 31, 2023, the Group has unappropriated deficits amounting to Baht 1,152.72 million (for the company amounting to Baht 653.98 million). In addition, current liabilities are higher than current assets of the Group amounting to Baht 970.00 million (for the company amounting to Baht 727.96 million). The Group's management has adjusted the management plan by increasing the new customer base and adjusting to decrease the significant operating costs in both personnel and production efficiency. The Group continues to receive the credit lines from financial institutions and is in the process of acquiring additional sources of loans from financial institutions to enhance liquidity that are sufficient for business expansion in the near future to ensure that the Group will be operated as going concern.

3. BASIS FOR THE PREPARATION OF FINANCIAL STATEMENTS

3.1 Basis for the preparation of financial statements

The financial statements have been prepared in accordance with the accounting standards prescribed by Thai Accounts Act enunciated under the Accounting Profession Act B.E. 2547 by complying with the Thai Financial Reporting Standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public limited company, issued under the Accounting Act B.E. 2543.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

The financial statements in Thai language are the official statutory financial statement of the Company. The financial statements in English language have been translated from such financial statement in Thai language.

3.2 Basis for the preparation of consolidated financial statements

3.2.1 The consolidated financial statements have included the financial statements of General Engineering Public Company Limited and its subsidiaries as follows;

Company's name	Type of business	Country of Incorporation	Percentage of shareholding (%)	
			2023	2022
Direct shareholding				
Seven Wire Company Limited	Manufacturing of the special qualified PC Wire and PC Strand	Thailand	99.99	99.99
General Nippon Concrete Industries Company Limited	Manufacturing of concrete spun pile	Thailand	88.71	88.71
General Engineering Mauritius Limited	Investment business	Mauritius	99.99	99.99
Inno Precast Company Limited	Manufacture and sale of concrete for use in construction	Thailand	55.43	-

3.2.2 The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

3.2.3 Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

3.2.4 The financial statements of foreign subsidiary are translated into Thai Baht using the average exchange rate ruling at the statement of financial position date for assets and liabilities or the average exchange rate during the year for income and expenses. Differences arising from such conversions have been shown under the caption of “Exchange Difference on translating financial statements” in shareholders’ equity.

- 3.2.5 The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- 3.2.6 Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
- 3.2.7 Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

3.3 Financial reporting standards that became effective in the current period

During the period, the Company and its subsidiaries have adopted the revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2023. This revision is for the financial reporting standards to be clearer and more appropriate and to conform with international financial reporting standards. Such revision does not affect the principles of the standards and does not affect the users of the financial reporting standards.

The adoption of these financial reporting standards does not have any significant impact on the financial statements in the current period.

3.4 Revised financial reporting standards to be applied in the future

The Federation of Accounting Professions has announced to apply the revised financial reporting standards 2023 and it was announced in the Royal Gazette on August 8, 2023 on altogether 4 topics: definition of the accounting estimates, disclosure of information of the accounting policy, deferred income tax related to assets and liabilities arising from one transaction and other adjustments due to the change of the Accounting Standard No. 17 “Insurance Contracts”. This adjustment is an adjustment for the financial reporting standards to be clearer and more appropriate. This is effective for the financial statements for the accounting period beginning on or after January 1, 2024.

The Management of the Company and its subsidiaries have assessed and believed that this revision will not significantly affect the financial statements in the year that such standard is applied.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Revenue and expenses recognition

Sale of goods

Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns and discounts.

Revenue from construction and service

Service revenue from construction and service is recognized over time in accordance with the measuring progress towards complete satisfaction of a performance obligation. The progress of performance obligation is assessed by input method based on the cost incurred to the satisfaction of a performance obligation relative to the total expected cost to the satisfaction of that performance obligation. When the outcome of a service rendering contract cannot be estimated reliably, Revenue from construction and service is recognized only to the extent of contract costs incurred that are likely to be recoverable.

The recognized revenue which is not yet due per the contracts has been presented as “Contract assets” in the statement of financial position, which is classified as trade receivables when the Group has right to receive without condition such as upon completion of services and acceptance by the customer.

The obligation to transfer goods or service to a customer for which the Group have received consideration or an amount of consideration is due from the customer is presented as “Contract liabilities” in the statement of financial position. Deferred income will be recognized as revenue when the Group completely perform the obligation stated in the contract.

For sale with warranties to assure that the goods comply with agree-upon specifications, the Group recognized the warranty as provisions, contingent liabilities and contingent assets.

The service-type warranties provided customers with a service in addition to the assurance that the product complies with agree-upon specifications is recognized as revenue over the period in which the service is provided.

Sales of goods that are conditional on installation and inspection

Sales of goods that are conditional on installation and inspection are recognised as revenue upon the buyer accepting the goods, when installation is complete and the goods is passed inspection.

Rental income

Rental income is recognized on a straight - line basis over the period of the lease agreement

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends

Dividends are recognised when the right to receive the dividends is established.

Other incomes and expenses

Other incomes and expenses are recognized on the accrual basis.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Trade and others current receivables

Trade and others current receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at its present value.

Trade and other current receivables are stated at the amount expected to be collectible, The Company and its subsidiaries apply the TFRS 9 simplified approach to measuring expected credit losses which uses a simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables. To measure the expected credit losses, trade receivables have been grouped based on the days past due. The expected loss rates are based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company and its subsidiaries have identified the GDP, the unemployment rate and the consumer price index of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors. The impairment losses are recognised in profit or loss within administrative expenses.

4.4 Inventories

Inventories are presented at the lower of cost or net realizable value, cost of inventories is calculated using the first-in first-out method.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The costs of conversion above include an appropriate share of production overheads based on normal production capacity.

The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties, transportation charges and other direct costs incurred in acquiring the inventories less all trade discounts, allowances or rebates.

The net realizable value of inventory is estimated from the selling price in the ordinary course of business less the estimated costs to complete production and the estimated costs to complete the sale

4.5 Investments

Investments in subsidiaries, associates and joint venture

Subsidiaries are those companies in which the Company has the power to control the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights.

Associates are those companies in which the Company has significant influence over the associates, that is the Company has power to participate in determining relating to the financial and operating policies of the enterprise but not up to the level of governing such policies.

Joint venture is these company in which the Company has rights to the net assests of the arrangement.

Investments in subsidiaries, associates and joint venture are stated at cost net from allowance on impairment (if any). Loss on impairment of investment will be recognized as loss in the statement of comprehensive income in the separate financial statements and investments in subsidiaries, associates and joint venture are stated at equity in the consolidated financial statements.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

If the Company and its subsidiaries dispose of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

4.6 Property, plant and equipment and depreciation

Land is stated at cost, plant and equipment are stated at cost less accumulated depreciation and impairment loss (if any).

Cost is initially recognized upon acquisition of assets along with other direct costs attributing to acquiring such assets in the condition ready to serve the objectives, including the costs of asset demolition, removal and restoration of the asset location, which are the obligations of the company.

Allowance for impairment loss of assets will be made when there is any event or circumstance indicating that the recoverable values of these assets are less than their carrying values.

Expenditure incurred in addition, renewal or betterment are recorded add in involve fixed asset, if it is certainly probable the future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Group. Repair and maintenance costs are recognized as an expense when incurred.

Depreciation is calculated by cost less residual value on the straight-line method over the estimated useful life of the assets (except for some of equipment, calculated by using production unit method) as follows:

Buildings and building improvements	5 - 30 years
Machinery and equipment	5 - 30 years
Furniture, fixtures and office equipment	5 - 10 years
Vehicles	5 - 10 years

The Company and its subsidiaries have reviewed the residual value and useful life of the assets every year.

The depreciation for each asset component is calculated on the separate components when each component has significant cost compared to the total cost of that asset.

Depreciation is included in determining income.

No depreciation is provided on construction in progress and equipment under installation.

Property, plant and equipment are written off at disposal. Gains or losses arising from sale or write-off of assets are recognized in the statement of comprehensive income.

4.7 Borrowing costs

Borrowing costs directly attributed to the acquisition or construction of an asset that necessarily takes long time to put in ready to use or available for sale state are capitalized as part of the cost of the respective asset until that asset condition is ready for its intended use. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs arising from such borrowing.

4.8 Leases

At inception of a contract, the Company and its subsidiaries assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company and its subsidiaries assess the lease term for the non-cancellable period as stipulated in lease contract or the remaining period together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercised by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

Right-of-use assets-as a lessee

Right-of-use assets are recognized at the commencement date of the lease. Right-of-use assets are stated at cost, less any accumulated depreciation and impairment losses (if any), and adjusted for any remeasurement of lease liabilities (if any). The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of the lease term and the estimated useful lives for each of right-of-use assets.

Lease liabilities

At the commencement date of the lease, lease liabilities are stated at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable (if any) and amount expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and its subsidiaries and payments of penalties for terminating the lease, if the lease term reflects the Company and its subsidiaries exercising the option to terminate.

In calculating the present value of lease payments, the Company and its subsidiaries use its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of the interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company and its subsidiaries apply the short-term lease recognition exemption to its short-term leases (those leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term and leases of low-value assets are recognized as expense in profit and loss on a straight-line basis over the lease term.

4.9 Intangible assets

Intangible assets that are acquired by the Company and its subsidiaries and have finite useful life are stated at cost less accumulated amortization and allowance on impairment (if any).

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortization is calculated by cost less residual value on the straight-line method over the estimated useful life of the assets as follows:

Computer software	5 - 10 years
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The Company and its subsidiaries have reviewed the residual value and useful life of the assets every year.

4.10 Investment property

Investment property is stated at cost less accumulated depreciation and allowance on impairment (if any).

No depreciation is provided on investment properties in the category of land. Depreciation of investment properties in the category of buildings and building improvements is calculated on the basis of their costs on the straight-line basis over the estimated useful lives of the assets.

Depreciation is included in determining income.

4.11 Impairment of assets

As at the statement of financial position date, the Company and its subsidiaries assesses whether there is an indication of asset impairment. If any such indication exists, the Company and its subsidiaries will make an estimate of the asset's recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of comprehensive income. In addition, impairment loss is reversed if there is a subsequent increase in the recoverable amount. The reversal shall not exceed the carrying value that would have been determined net of accumulated depreciation or amortization. The recoverable amount of the asset is the asset's value in use or fair value less costs to sell.

4.12 Employee benefits

Short-term employment benefits

The Company and its subsidiaries recognize salary, wage, bonus and contributions to social security fund and provided fund as expenses when incurred.

Other long-term benefits

The Group attributes other long - term benefits to employees who having 10 years of service at Baht 4,000, 15 years at Baht 8,000, 20 years at Baht 12,000, 25 years at Baht 16,000 and 30 years at Baht 20,000. Other long-term benefits expenses are recognised in the statement of profit or loss to allocate the expense throughout the hiring period. Actuarial gains or losses arising from changes in actuarial assumptions are recognised in profit or loss when incurred.

Management estimates the provision for other long- term benefits annually with the assistance of independent actuaries.

Post-employment benefits (Defined contribution plans)

The Company and its subsidiaries and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by The Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company's and its subsidiaries' contributions are recognized as expenses when incurred.

Post-employment benefits (Defined benefit plans)

The Company and its subsidiaries have obligations in respect of the severance payments that it must pay to the employees upon retirement under the Company's and its subsidiaries's article and the labor law and other employee benefit plans. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate.

Actuarial gains and losses for post-employment benefits of the employees will be recognized immediately in other comprehensive income as a part of retain earing.

4.13 Provisions

A provision is recognized in the statement of financial position when the Company and its subsidiaries have a present legal or constructive obligation as a result of a past event. It is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

4.14 Foreign currency transactions

Transactions in foreign currencies throughout the years are recorded in Baht at prevailing Bank of Thailand rates at the transaction dates. Outstanding monetary assets and liabilities denominated in foreign currencies at the statement of financial position dates are translated into Baht at the prevailing rates at those dates. Gain or loss arising from translation are credited or charged against current operations.

4.15 Income tax

Income tax comprises current income tax and deferred tax.

Current tax

The Company and its subsidiaries record income tax expense, if any, based on the amount currently payable under the Revenue Code at the income tax rates (20%) of net profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax.

Deferred tax

Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or in other comprehensive income.

The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company and its subsidiaries will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that the Company and its subsidiaries expect to apply to the period when the deferred tax assets are realised or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company and its subsidiaries will have no longer the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

4.16 Earnings (loss) per share

Basis earnings (loss) per share is determined by dividing profit (loss) for the year by the weighted average number of ordinary shares held by outsiders and outstanding during the year.

4.17 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

4.18 Business combinations

The Company and its subsidiaries applies the acquisition method for all business combinations except for the business combination under common control.

The Company's and its subsidiaries's control are achieved when the Company (1) has power over the investee (2) is exposed, or has rights, to variable returns from its involvement with the investee and (3) has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Goodwill is measured as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Company and its subsidiaries to the previous owners of the acquiree, and equity interests issued by the Company and its subsidiaries. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the acquiree that are replaced mandatorily in the business combination.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

The Company and its subsidiaries measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

Transaction costs that the Company and its subsidiaries incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

4.19 Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. The measurement of goodwill at initial recognition is described. Subsequent to the initial recognition, goodwill is measured at cost less impairment loss. The Company and its subsidiaries assess an impairment of goodwill annually, without consideration of indication that such goodwill may be impaired.

4.20 Financial instruments

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss. The classification of financial assets at initial recognition is driven by the Company and its subsidiaries' business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Equity instruments can be classified and cannot be changed by two types of measurement which are measuring fair value through profit or loss or measuring fair value through other comprehensive income that without recycling to profit or loss.

The initial recognition of financial assets that are not measured at fair value through profit or loss with fair value plus or deduct transaction cost directly related to the acquisition or issuance. Financial assets that are measured at fair value through profit or loss, transaction costs are recognized as expense in profit or loss.

Subsequent measurement of debt instruments by 3 methods depend on the classification of debt instruments.

- Financial assets measured at amortized cost when financial assets are held to receive cash flow under the agreement and condition of the agreement of the financial assets that generate cash flow to pay the principal and interest from the principal balance on the specified date only. Such financial assets have to be calculated using the effective rate and are subject to impairment assessment. Profit or loss arising from derecognized, modified or impaired will be recognized in profit or loss.
- Financial assets measured at fair value through other comprehensive income when financial assets are held to receive cash flow under the agreement and to sell financial assets and the agreement condition of financial assets generating cash flow that only pays the principal and interest from the principal balance on the specified date. The change of value of financial assets is recognized through other comprehensive income except loss on impairment and interest income and gain and loss on exchange rate are recognized as profit or loss upon recognized of financial assets. Earning or deficit previously recognized in other comprehensive income has to be reclassified into profit or loss. Such financial asset has to be calculated using the effective interest rate same as financial assets measured at amortized cost.

- Financial assets measured at fair value through profit or loss when financial assets that do not meet the criteria for amortized cost or financial assets measured at fair value through other comprehensive income will be presented in the statement of financial position at fair value by recognizing the net change of fair value in profit or loss.

Subsequent valuation of equity instruments must present equity instruments using the fair value and record profit/loss from change in fair value through profit or loss or other comprehensive income depending on equity instruments classification.

Classification and valuation of financial liabilities

The Company and its subsidiaries are recognized initially of financial liabilities at fair value net of transaction costs and classified as financial liabilities as financial liabilities subsequently measured at amortized cost using the effective rate. The amortized cost is calculated taking into account fees or costs that are an integral part of the effective rate. Amortization by the effective rate is presented as part of financial costs in profit or loss.

Derivative

Derivative is recognized at fair value and measured fair value at the end of the reporting period. Profit or loss from fair value remeasurement is recognized in profit or loss immediately unless that derivative is used for hedge.

Derecognition of financial instruments

Financial assets will be derecognized from the account when the right to receive cash flow of such asset has ended or when the right to receive cash flow of the assets is transferred including upon the transfer of all risk and consideration of that asset or transfer of internal control in that asset although there is no transfer or maintaining of nearly all risk and consideration of such asset.

Financial liabilities will be derecognized from the account when the obligation of such liabilities has been complied, the obligation is cancelled or the obligation has ended. In case existing financial liabilities are changed to new liabilities from one single lender with considerably different requirements or there is a significant amendment in the requirements of existing liabilities, these are considered as recognition old liabilities and recognizing new liabilities by recognizing the difference of such carrying value under profit or loss.

Impairment of financial assets

Expected credit loss for financial assets measured at amortized cost or debt instrument financial asset measured at fair value through other comprehensive income and assets arising from credit facility obligation and financial guarantee agreement are assessed without having to wait for the credit event to occur first. The Company and its subsidiaries use the general approach in considering the allowance for loss on impairment. For trade receivables, the Company and its subsidiaries apply a simplified approach in calculating ECLs. The Company and its subsidiaries recognize a loss based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

Offset of financial instruments

Financial assets and liabilities will be offset and presented at net balance in the statement of financial position in the case legally enforced in offsetting the recognized amount. The Company and its subsidiaries intend to pay the net balance or intends to receive assets and settle payment of liabilities at the same time.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect amounts reported in the financial statements and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Construction and services contract revenue

The Company and its subsidiaries recognise construction and services income by reference to the progress of performance obligation of the construction contract activity, when the outcome of a construction contract can be estimated reliably. The progress of performance obligation is measured by the cost incurred to the satisfaction of a performance obligation relative to the total expected cost to the satisfaction of that performance obligation and consider the suitability by comparing with the progress of performance obligation measured by reference to surveys of works and estimates performed by the project engineer. The management is required to exercise judgement and make estimates based on past experience and information obtained from the project engineer.

Construction and services costs estimation

In calculating cost of construction projects, the Company and its subsidiaries have to estimate all project construction costs, comprising design, material and labor costs for construction, subcontracting costs and other related costs. The management estimates these costs based on business experience and taking into account the tendency of prices of construction supplies, wages and other expenses to change, and revisits the estimations on a periodical basis or when the actual costs incurred differ significantly from the estimates.

Provision for loss on projects

The management estimates loss incurred on each project based on estimates of future costs, taking into account the progress of actual costs incurred, changes in prices of construction supplies and wages and current circumstances.

Leases

In determining the lease term of contracts with renewal and termination options, the Company and its subsidiaries determine the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Company and its subsidiaries reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Allowance for expected credit losses

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates the expected credit loss based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables such as GDP, the unemployment rate and the consumer price index.

Allowance for declining in value of inventory

The determination of allowance for declining in the value of inventory, requires management to make judgements and estimates of the loss expected to occur. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business less selling expense.

Property, plant and equipment, right-of-use assets and intangible assets /Depreciation and amortization

In determining depreciation of plant and equipment and right-of-use assets and amortization of intangible asset, the management is required to make estimates of the useful lives and residual values of the Company's and its subsidiaries' plant and equipment and to review estimate useful lives and residual values when there are any changes.

Allowance for impairment of assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount.

Deferred tax assets

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

Estimating the incremental borrowing rate

The Company and its subsidiaries cannot readily determine the interest rate implicit of the lease. Therefore, the incremental borrowing rate of the Company and its subsidiaries are used to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Company and its subsidiaries would have to pay for necessary borrowing to acquire the assets, or assets with close value to right-of-use assets in similar economic environment, borrowing period and borrowing security.

Post-employment benefits under defined benefit plans

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

6. RELATED PARTIES TRANSACTION

6.1 The nature of relationship with related parties were summarized as follows:

Related parties name	Country of incorporation / nationality	Relationship
<u>Subsidiaries</u>		
Seven Wire Company Limited	Thailand	Direct major shareholder
General Engineering Mauritius Limited	Mauritius	Direct major shareholder
General Nippon Concrete Industries Company Limited	Thailand	Direct major shareholder
Inno Precast Company Limited	Thailand	Direct major shareholder
<u>Associate company</u>		
Metric Public Company Limited	Thailand	Direct shareholder
<u>Joint venture</u>		
Wisdom Tree Investment (S) PTE. Limited	Singapore	Joint venture
Millcon Thiha GEL Limited	Myanmar	Joint venture's subsidiary
<u>Related company</u>		
Millcon Steel Public Company Limited	Thailand	Invested company
Millcon Thiha Limited	Myanmar	Invested company's subsidiary
Nippon Concrete Industries Company Limited	Japan	Shareholder of the subsidiary
Quartz Holding 2 company limited	Thailand	Shareholder of the subsidiary
Pruksa Holding Public Company Limited	Thailand	Shareholder of the Company
Pruksa Real Estate Public Company Limited	Thailand	Affiliate of shareholder of the Company
Vimut Hospital Company Limited	Thailand	Affiliate of shareholder of the Company
Phanalee Estate Company Limited	Thailand	Affiliate of shareholder of the Company
Inno Home Construction Co., Ltd.	Thailand	Affiliate of shareholder of the Company
<u>Related person</u>		
Key management personnel	Thailand	Persons having authority and responsibility for management
Shareholder	Thailand	Company's shareholder

6.2 Pricing policies

The Company and its subsidiaries have pricing policy for transaction with related parties as follows:

Transactions	Pricing policies
Revenue from sales and services	Market price
Rental income	Agreed price
Other service income	Agreed price
Interest income	MLR - 0.5, MOR , MLR and MLR - 1 percent p.a.
Purchase of raw materials	Market price
Purchase of finished goods and services	Agreed price
Construction cost	Agreement price
Interest expense	MLR - 0.5 and MLR - 1 percent p.a.
Purchase of assets	Market price
Compensation to management	According to be approved by director and/or shareholders

6.3 Transactions during the year

The Group had significant business transactions with related parties. Such transactions, which arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiary and those related parties.

Revenues and expenses with the related parties for the year ended December 31, 2023 and 2022 were summarized as follows:

Transactions with subsidiaries

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Purchase asset	-	-	-	1,171
Revenue from sales	-	-	10,859	-
Rental income	-	-	5,000	5,000
Other income	-	-	11,539	9,650
Interest income	-	-	1,019	1,962
Purchase of raw materials	-	-	121,960	245,871
Purchase of finished goods and services	-	-	31,514	2,000
Other expenses	-	-	1,525	2,285
Interest expense	-	-	-	2,247

Transactions with associate

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Revenue from sales	-	6,140	-	-
Other incomes	1,520	-	-	-
Other expenses	5,176	12	50	-

Transactions with related parties

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Revenues from sales	1,293,701	115	36,051	115
Other incomes	5	-	-	-
Purchase of raw materials	143,103	256,880	143,103	256,880
Service fee	45,500	-	-	-
Other expense	6	-	-	-
Interese expenses	38,321	263	218	263

Management's compensations

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Short-term employee benefit	36,963	32,173	28,902	26,293
Post-retirement benefits	596	719	357	343
Other long-term benefits	6	5	3	2
Total	37,565	32,897	29,262	26,638

6.4 Balances of the account at ending of year

Balances of the accounts with the related parties As at December 31, 2023 and 2022 were summarized as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade receivables and other current receivables				
Subsidiaries	-	-	84,844	17,012
Associate	-	497	-	-
Related companies	78,364	9,358	8,110	9,358
Total	<u>78,364</u>	<u>9,855</u>	<u>92,954</u>	<u>26,370</u>
Retention receivable				
Related companies	1,521	-	246	-
Total	<u>1,521</u>	<u>-</u>	<u>246</u>	<u>-</u>
Business transfer receivable (Note 15)				
Subsidiary	-	-	125,273	-
Total	<u>-</u>	<u>-</u>	<u>125,273</u>	<u>-</u>
Loans and accrued interest income				
Subsidiary	-	-	42,234	-
Total	<u>-</u>	<u>-</u>	<u>42,234</u>	<u>-</u>

Changes in loan and interest receivable to subsidiary for the years ended December 31, 2023 and 2022 was as follows:

	Thousand Baht			
	Separate financial statements			
	As at December	During the year		As at December
	31, 2022	Increase	Decrease	31, 2023
Loan	-	41,942	-	41,942
Interest receivable	-	292	-	292
Total	<u>-</u>	<u>42,234</u>	<u>-</u>	<u>42,234</u>

	Thousand Baht			
	Separate financial statements			
	As at December	During the year		As at December
	31, 2021	Increase	Decrease	31, 2022
Loan	72,185	27,385	(99,570)	-
Interest receivable	497	1,962	(2,459)	-
Total	<u>72,682</u>	<u>29,347</u>	<u>(102,029)</u>	<u>-</u>

Loans to subsidiary are carrying interest rates of MOR, MRL, MLR - 0.50 and MLR - 1 per annum. The loans are unsecured and repayable at call.

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade and other current payables				
Subsidiaries	-	-	39,407	80,569
Associate	6,061	9,938	-	-
Related companies	21,263	57,897	-	44,874
Related person	4,764	-	4,510	-
Total	<u>32,088</u>	<u>67,835</u>	<u>43,917</u>	<u>125,443</u>
Current contract liabilities				
Related companies	48,577	-	-	-
Total	<u>48,577</u>	<u>-</u>	<u>-</u>	<u>-</u>
Shot-term loan				
Shareholder	5,649	-	5,649	-
Total	<u>5,649</u>	<u>-</u>	<u>5,649</u>	<u>-</u>

Chages in short-term loan from related parties for the year ended December 31, 2023 and 2022 was as follows:

	Thousand Baht				
	Consolidated financial statements				
	As at December	Increase from	Transactions during the		As at December
	31, 2022	business	period		31, 2023
	acquisition	Increase	Decrease		
	(Note 15)				
Shareholder	-	-	46,900	(41,251)	5,649
Related company	-	400,015	-	(400,015)	-
Total	-	400,015	46,900	(441,266)	5,649

	Thousand Baht			
	Separate financial statements			
	As at December	Transactions during the period		As at December
	31, 2022	Increase	Decrease	31, 2023
Shareholder	-	46,900	(41,251)	5,649
Total	-	46,900	(41,251)	5,649

	Thousand Baht			
	Consolidated financial statements / Separate financial statements			
	As at December	Transactions during the year		As at December
	31, 2021	Increase	Decrease	31, 2022
Short-term loan	-	5,000	(5,000)	-
Total	-	5,000	(5,000)	-

Loan from shareholder is carrying interest rates of 7% per annum. The loan is unsecured and repayable within August 31, 2023 and December 31, 2023

Short-term loan from related person is non-interest-rated and unsecured loan. The Company repaid the loan on October 17, 2022.

Loan from related company is carrying interest rates of MLR% per annum. The loan is unsecured and repayable at call.

Loan and interest payable from subsidiary

Changes in loan and interest payable from subsidiary for the year ended December 31, 2023 and 2022 was as follows:

	Thousand Baht			
	Separate financial statements			
	As at December	During the year		As at December
	31, 2021	Increase	Decrease	31, 2022
Loan	115,264	-	(115,264)	-
Interest payable	859	2,247	(3,106)	-
Total	116,123	2,247	(118,370)	-

Loans from subsidiary are carrying interest rates of MLR - 0.5 and MLR - 1 per annum. The loans are unsecured and repayable at call.

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Other non-current payables				
Associate	2,860	-	-	-
Total	2,860	-	-	-
Lease liability				
Related person	1,016,851	5,015	4,374	5,015
Total	1,016,851	5,015	4,374	5,015
Provision for employee benefits				
Key management	6,127	11,274	3,514	7,661
Total	6,127	11,274	3,514	7,661

7. FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date.

Financial assets and liabilities for which fair value is disclosed in the statements of financial position are categorised within the fair value hierarchy into three levels based on categories of input to be used in fair value measurement as follows:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 Inputs for the asset or liability that are not based on observable market data.

As at December 31, 2023 and 2022, financial assets measured at fair value were as follows:

	Thousand Baht	
	Consolidated financial statements / Separate financial statements	
	Level 1	
	2023	2022
Financial assets		
Derivative - Warrant	7,305	-
Investment in equity	277,998	570,627
	<u>285,303</u>	<u>570,627</u>

As at December 31, 2023 and 2022, fair value and carrying amount of financial assets and financial liabilities measured were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Financial assets				
Financial assets at amortised cost				
Cash and cash equivalents	59,623	83,668	31,824	83,540
Trade and other current receivables	693,574	724,782	435,258	734,841
Business transfer receivable	-	-	125,273	-
Retention receivables	189,861	144,850	173,274	144,801
Loan and interest receivable to subsidiary	-	-	42,234	-
Restricted deposits with financial institutions	41,596	51,820	41,596	51,820

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Financial assets measured at fair value				
through profit or loss				
Derivative - Warrant	7,305	-	7,305	-
Financial assets at fair value through other				
comprehensive income				
Investment in equity	277,998	570,627	277,998	570,627
<u>Financial liabilities</u>				
Liabilities at amortised cost				
Bank overdrafts and short-term loan from				
financial institutions	745,645	908,461	565,891	696,225
Trade and other current payables	1,042,520	768,813	663,682	786,405
Short-term loans from related person	5,649	-	5,649	-
Short-term loans from other company	74,978	19,620	74,978	19,620
Long-term loans from financial institutions	2,529,374	826,563	108,068	159,014
Lease liabilities	1,124,088	80,920	105,604	79,344

8. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash	186	314	137	264
Bank deposits - current accounts	8,238	78	32	32
- savings accounts	51,117	83,170	31,573	83,138
- fixed deposits	82	106	82	106
Total	<u>59,623</u>	<u>83,668</u>	<u>31,824</u>	<u>83,540</u>

As at December 31, 2023 and 2022, bank deposits in savings accounts and fixed deposits carried interests between 0.15% - 1.10% per annum and 0.15% - 0.55% per annum, respectively.

9. TRADE AND OTHER CURRENTS RECEIVABLES

Trade and other current receivables consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade receivable				
<u>Trade receivable - related parties</u>				
Not yet due	76,122	-	6,166	1,731
Past due				
Not over 3 months	1,780	-	8,455	9,323
3 - 6 months	-	-	27,051	-
6 - 12 months	-	230	36,640	-
More than 12 months	282	-	282	-
Total	78,184	230	78,594	11,054
<u>Less</u> Allowance for expected credit losses	-	-	-	-
Total	78,184	230	78,594	11,054
<u>Trade receivable - other companies</u>				
Unbilled receivables				
Not yet due	441,223	461,586	206,735	456,007
Past due				
Not over 3 months	136,936	198,971	84,972	198,756
3 - 6 months	17,469	32,714	17,227	32,494
6 - 12 months	25,692	17,978	39,602	17,904
More than 12 months	84,508	52,476	81,121	51,064
Total	705,828	763,725	429,657	756,225
<u>Less</u> Allowance for expected credit losses	(97,588)	(50,389)	(94,201)	(48,976)
Total	608,240	713,336	335,456	707,249
Total trade receivables - net	686,424	713,566	414,050	718,303
Other current receivables				
Other current receivables - related parties				
Prepayment for goods and services	87	9,358	87	9,358
Others receivables	93	267	18,384	5,958
Total	180	9,625	18,471	15,316
<u>Less</u> Allowance for expected credit losses	-	-	(4,111)	-
Total	180	9,625	14,360	15,316

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Other current receiveable - other companies				
Prepaid expenses	7,599	6,186	4,930	5,674
Advance	3,539	7,492	2,952	7,309
Revenue Department receivables	30,098	36,733	-	-
Deposit	615	541	579	504
Prepayment for goods and services	35,181	61,814	31,845	55,807
Others	6,469	10,417	6,356	10,076
Total	<u>83,501</u>	<u>123,183</u>	<u>46,662</u>	<u>79,370</u>
<u>Less</u> Allowance for expected credit losses	<u>(26)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>83,475</u>	<u>123,183</u>	<u>46,662</u>	<u>79,370</u>
Other current receivables - net	<u>83,655</u>	<u>132,808</u>	<u>61,022</u>	<u>94,686</u>
Total trade and other current receivables - net	<u><u>770,079</u></u>	<u><u>846,374</u></u>	<u><u>475,072</u></u>	<u><u>812,989</u></u>

Movement of the allowance for expected credit losses of trade and other currents receivables for the years ended December 31, 2023 and 2022 were summarized as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance of the year	50,389	42,436	48,976	40,213
Additional during the year	47,225	9,140	49,336	8,763
Deduction during the year	-	(1,187)	-	-
Ending balance at end of year	<u>97,614</u>	<u>50,389</u>	<u>98,312</u>	<u>48,976</u>

10. CURRENT CONTRACT ASSETS

Current contract assets - current consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Construction and service contracts				
Unbilled receivables	433,808	382,142	433,808	382,142
<u>Less</u> Allowance for expected credit losses	<u>(4,868)</u>	<u>-</u>	<u>(4,868)</u>	<u>-</u>
Total	<u><u>428,940</u></u>	<u><u>382,142</u></u>	<u><u>428,940</u></u>	<u><u>382,142</u></u>

As at December 31, 2023 and 2022 the Company has a balance of unbilled receivables for Baht 433.81 million and Baht 382.14 million, respectively, expected to be collected within 1 year.

Movement of the allowance for expected credit losses of current contract asset for the years ended December 31, 2023 and 2022 were summarized as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance of the year	-	-	-	-
Additional during the year	4,868	-	4,868	-
Deduction during the year	-	-	-	-
Ending balance at end of year	<u>4,868</u>	<u>-</u>	<u>4,868</u>	<u>-</u>

11. RETENTION RECEIVABLES

Retention receivables consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Retention receivables				
- Other companies	204,727	147,019	189,415	146,970
- Related parties	1,521	-	246	-
Total	206,248	147,019	189,661	146,970
<u>Less: Allowance for expected credit loss</u>	<u>(16,387)</u>	<u>(2,169)</u>	<u>(16,387)</u>	<u>(2,169)</u>
Net	189,861	144,850	173,274	144,801
<u>Less: Current portion</u>	<u>(42,954)</u>	<u>(28,561)</u>	<u>(42,954)</u>	<u>(28,561)</u>
Receive more than one year	<u>146,907</u>	<u>116,289</u>	<u>130,320</u>	<u>116,240</u>

Retention receivable is deducted by customers for guaranteed work at 5-10% of installment and will be refund when the customers accept the project's inspection.

Movement of the allowance for expected credit losses of retention receivables for the years ended December 31, 2023 and 2022 were summarized as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance of the year	2,169	4,262	2,169	4,262
Additional during the year	14,218	-	14,218	-
Deduction during the year	-	(2,093)	-	(2,093)
Ending balance at end of year	<u>16,387</u>	<u>2,169</u>	<u>16,387</u>	<u>2,169</u>

12. INVENTORIES

Inventories consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Finished goods	388,197	194,602	144,796	180,333
Work in process	45,151	74,087	24,634	71,910
Raw materials and spare parts	182,612	157,728	80,374	147,734
Good in transits	13,000	8,973	-	8,973
Total	628,960	435,390	249,804	408,950
<u>Less</u> : Allowance for defective inventories	(19,623)	(6,663)	(19,070)	(6,319)
Allowance for devaluation of inventories	(3,704)	(3,704)	(3,704)	(3,704)
Net	<u>605,633</u>	<u>425,023</u>	<u>227,030</u>	<u>398,927</u>

The movements in the allowance for defective inventories and devaluation on inventories for the years ended December 31, 2023 and 2022 were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning Balance	10,367	17,488	10,022	15,417
Increase	12,960	-	12,752	-
Decrease	-	(7,121)	-	(5,395)
Ending Balance	<u>23,327</u>	<u>10,367</u>	<u>22,774</u>	<u>10,022</u>

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Decline in value of inventory recognized as cost of goods sold for the year	12,960	-	12,752	-
Reversal of the decline in value of inventory for the years	-	7,121	-	5,395

13. RESTRICTED DEPOSITS WITH FINANCIAL INSTITUTIONS

As at DECEMBER 31, 2023 and 2022, saving accounts and fixed deposits pledged with financial institutions to secure credit facilities (Note 22 and 26) and bank guarantee facilities issued by the banks on behalf of the Company (Note 41 and 42).

14. INVESTMENT IN EQUITY AND DERIVATIVE

14.1 Investment in equity consisted of:

	Consolidated financial statements / Separate financial statements					
	Number of shares		Proportion of shareholding		Investment value	
	(Thousand Share)		(Percentage)		(Thousand Baht)	
	2023	2022	2023	2022	2023	2022
Millcon Steel Public Company Limited						
Investment in common share	731,573	731,573	11.97	13.17	1,024,364	1,024,363
Unrealized gain (loss)					(746,366)	(453,736)
Net					277,998	570,627

Movements of investment in equity for the years ended December 31, 2023 and 2022 were as follows:

	Thousand Baht	
	Consolidated financial statements / Separate financial statements	
	2023	2022
Book value - beginning balance of the year	570,627	808,130
Purchase of investment	-	-
Disposal of investment (Book value)	-	(4,327)
Unrealized gain	(292,629)	(233,176)
Book value - ending balance of the year	277,998	570,627

For the years ended December 31, 2023, the Company had no trading transactions of shares of Millcon Steel Public Company Limited.

For the years ended December 31, 2022, the Company sold 2.81 million shares of Millcon Steel Public Company Limited at the price of Baht 1.14 - 1.25 per share, amounting to 3.26 million, through the stock exchange of Thailand. The Company had a loss from the disposal of investments amounting to Baht 1.07 million included in other comprehensive income.

For the year ended December 31, 2022, the Company received dividend from Mill Con Steel Public Company Limited at Baht 0.0100 per share amounting to Baht 6.65 million, respectively and received stock dividend at the ratio of 1:10 per share totaling 66.51 million shares, respectively.

As at December 31, 2023 and 2022, investment in equity pledged as collateral for credit facilities of the Company and its subsidiaries and guaranteed for performance under contracts amounted to 589.89 million shared and 589.89 million shares, respectively, representing a fair value of Baht 224.16 million and Baht 460.12 million, respectively (Note 22, 26 and 42).

14.2 Derivative

As at December 31, 2023, the Company has warrants of Mill Con Steel Public Company Limited as follows:

Consolidated financial statements / Separate financial statements						
Warrants	Numbers (Million unit)	Exercise price (Baht per shares)	Exercise ratio		Fair value (Baht per unit)	Fair value (Thousand Baht)
			per common share	Expire date		
MILL-W7	146.10	0.40	1:1	Dec 13, 2024	0.50	7,305

As at December 31, 2022, the Company did not have balance of warrants .

During the period ended December 31, 2023, the Company exercised its right to subscribe for warrants to purchase ordinary shares of Millcon Steel Public Company Limited of 182.89 million units and sold during the same period of 36.80 million units through the Stock Exchange of Thailand. The company had a profit from the sale of warrants in the amount of Baht 0.60 million.

During the years ended December 31, 2022, the Company receipt warrants (MILL-W6) of Mill Con Steel Public Company Limited of 16.97 million unit. The Company sold warrants via the Stock Exchange of Thailand. The Company had gain from sale of warrants in the amount of Baht 6.27 million.

As at December, 2023, warrants (MILL- W7) pledged as collateral for credit facilities of the Company and its subsidiaries and guaranteed for performance under contracts amounted to 146.10 million units, representing a fair value of Baht 7.31 million (Note 22, 26 and 42).

15. INVESTMENT IN SUBSIDIARIES

Investment is subsidiaries consisted of:

Company's name	Nature of business	Country of incorporation	Registered share capital		Proportion of Shareholding		Cost	
			2023	2022	2023	2022	2023	2022
			(Thousand Baht)		(Percentage)		(Thousand Baht)	
Seven Wire Company Limited	Manufacturing of the special qualified PC Wire and PC Strand	Thailand	280,000	280,000	99.99	99.99	279,999	279,999
General Nippon Concrete Industries Company Limited	Manufacturing of concrete spun pile	Thailand	310,000	310,000	88.71	88.71	275,000	275,000
<u>Less : Allowance for impairment</u>							(4,549)	-
							<u>270,451</u>	<u>275,000</u>
General Engineering Mauritius Limited	Investment business	Mauritius	338	338	99.99	99.99	338	338
<u>Less : Allowance for impairment</u>							(338)	-
							<u>-</u>	<u>338</u>
Inno Precast Company Limited	Manufacture and sale of concrete for use in construction	Thailand	377,213	-	55.43	-	989,224	-
Total							<u><u>1,539,674</u></u>	<u><u>555,337</u></u>

2023

Acquisition of businesses during the period

On May 26, 2023, the Company invested in Inno Precast Company Limited (“Inno Precast”) representing 51.00% of the total shares of Inno Precast (which consists of 1,020,000 common shares, from the total 2,000,000 common shares of Inno Precast), which the investment will be made by way of the Company acquiring and accepting the transfer of the entire business of Quartz Holding 1 Company Limited (“Quartz Holding 1”), who holds 1,020,000 ordinary shares, representing 51.00% of the total shares of Inno Precast. (“Investment Transaction by way of Accepting the Entire Business Transfer”) by the issuance of the newly issued ordinary shares of the Company in the amount of 1,572,729,730 shares at the par value of Baht 0.85 per share and fair value at the acquisition date of Baht 0.24 per share to Quartz Holding 1 and/or shareholders of Quartz Holding 1 (Pruksa Holding Public Company Limited), as consideration for the acquisition of business.

Acquisition of business resulted in the Company controlling Inno Precast Company Limited therefore, the status of Inno Precast Company Limited is a subsidiary and is included in the preparation of the consolidated financial statements of the Company’s group from May 26, 2023 onwards. The acquisition of such shares is based on the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 dated April 27, 2023. The objective is to invest in competitive potential and and can constantly expand the new customer base.

The fair value amounts of identifiable assets acquired and liabilities assumed of Inno Precast Company Limited. as at acquisition date has been included in the consolidated financial statements of the Company’s group as follows:

	Thousand Baht		
	Book value	Fair value adjustment	Fair value
<u>Assets</u>			
Cash and cash equivalents	62,029	-	62,029
Trade and other current receivables	386,555	-	386,555
Inventories	265,927	-	265,927
Other current assets	1,365	-	1,365
Retention receivable	1,558	-	1,558
Property, plant and equipment	2,295,425	200,480	2,495,905
Right-of-used assets	1,067,023	-	1,067,023
Intangible assets	4,347	-	4,347
Current income tax asset	4,543	-	4,543
Other non-current assets	20	-	20
<u>Liabilities</u>			
Trade and other current payable	(376,681)	-	(376,681)
Contract liabilities	(134,796)	-	(134,796)
Short-term loan from related company	(400,015)	-	(400,015)
Corporate income tax payable	(18,336)	-	(18,336)

	Thousand Baht		
	Book value	Fair value adjustment	Fair value
Long-term loan from financial statement	(1,800,000)	-	(1,800,000)
Lease liabilities	(1,049,821)	-	(1,049,821)
Provision for employee benefit	(28,739)	-	(28,739)
Deferred tax liabilities	(1,412)	(40,096)	(41,508)
Net assets of subsidiary	278,992	160,384	439,376
<u>Less non-controlling interest</u>			(215,294)
Net assets of the subsidiaries in the Company's proportion			224,082
Acquisition cost of investment - the Company's ordinary share at fair value on the acquisition date			377,456
Goodwill			153,374
Total consideration paid - cash			-
<u>Less cash and cash equivalents in subsidiary acquired</u>			(62,029)
Cashflow received, net on acquisition of investment			(62,029)

The Group's consolidated statement of comprehensive income for year ended December 31, 2023 included revenues and profit of Inno Precast Company Limited as from the acquisition date as follows:

	Thousand Baht
Revenues	1,564,269
Profit for the period	107,908

Transaction costs incurred to business combination in the amount of Baht 0.77 million recorded as expenses under profit on loss in the consolidated statement of comprehensive income for the year.

The Company has pledged its ordinary shares in Inno precast Company Limited to secure credit facilities for Inno Precast Company Limited.

Group restructuring

In accordance with the Board of Directors Meeting No. 7/2023 held on October 20, 2023 and the Extraordinary General Meeting of Shareholders No. 1/2023, held on November 30, 2023, the directors and the shareholders passed a resolution to approve the business restructuring by way of the partial business transfer (PBT) and/ or the sale and purchase of partial business of the Company, i. e. the precast manufacturing and distribution business to Inno Precast Company Limited (“Inno Precast”), the Company’s subsidiary in the total value of approximately Baht 880 million, where by Inno Precast will make the payment of the consideration by

- (1) Issuing its newly issued ordinary shares to the Company in the amount of not exceeding 1,070,991 shares at the price of Baht 570.50 per share, equivalent to a total value of Baht 611.00 million.
- (2) Paying in cash to the Company in the amount of Baht 124 million ; and
- (3) Acquiring the assets related to the precast business, which consists of lands and factory buildings (aftersuch assets have been released from collateral obligations), from the Company at the total value of Baht 145 million provided that the payable amount shall be subject to deduction of the rental fee that Inno Precast has leased such assets from the Company for the period of three years before the assets have been released from collateral obligations. The rental fee is fixed at the rate of Baht 11.6 million per annum.

On October 24, 2023, the Company entered into a partial business transfer agreement with Inno Precast in accordance with the group restructuring plan. The company will transfer the Precast Factory Business used in construction to Inno Precast, with consideration for the partial business transfer in the amount of Baht 735 million (for the payment of the consideration according to the method specified in (1) and (2)) and on the same day, the Company entered into an agreement to sell and purchase of properties consisting of land and factory buildings of the Company with a agreement value in the amount of Baht 145 million and also rental agreement for Inno Precast to lease land and factory buildings (for the payment of the consideration according to the method specified in (3)).

However, for the payment of the consideration from partial business transfer according to the method specified in (3), it will be considered as long-term business transfer receivable. The value of the payment of the consideration of Baht 145 million baht included interest from long-term installments in the amount of Baht 20.62 million. Therefore, the business transfer consideration net of interest was the amount of Baht 859.38 million.

Later, December 15, 2023, the Company has already transferred its partial business to Inno Precast. The net assets as at transfer date, amounting to Baht 833.44 million, were detailed below.

	<u>Thousand Baht</u>
<u>Asset</u>	
Cash and cash equivalents	3,314
Inventories	18,258
Property, plant and equipment	665,550
Right to use of asset (Note 18)	140,478
Intangible assets	9,156
<u>Liability</u>	
Provisions for employee benefit	(3,314)
Net asset	833,442
Consideration received (net of interest)	859,384
Gain from business transfer	25,942

The Company recognized the transfer of rights to use of assets that have not been released from collateral being "business transfer receivable" in the statement of financial position as at December 31, 2023, the details were as follows.

	<u>Thousand Baht</u>
business transfer receivable	145,000
<u>Less:</u> Deferred interest	(19,727)
	125,273
<u>Less:</u> Portion due within one year	(34,565)
Net	90,708

Differences from changes in the shareholding ratio in subsidiaries

Due to the Group restructuring transactions arising from changes in the Company's shareholding ratio in subsidiaries do not cause the Company to lose control of subsidiaries. Differences arising between the carrying amount of the adjusted non-controlling interests and the consideration received or paid are recognized directly in the Company's equity. The difference can be calculated as follows:

	<u>Thousand Baht</u>
The Company's interest before the capital increase of subsidiary	417,474
The Company's interest after the capital increase of subsidiary	1,014,182
The Company's interest in the subsidiary increased	596,708
Consideration for the capital increase of subsidiary	611,000
Differences from changes in shareholding ratio in subsidiary	(14,292)

2022

In accordance with Extraordinary Meeting of the subsidiary's shareholders, General Nippon Concrete Industries Company Limited, No.2/2022, held on July 21, 2022, the shareholders approved the increase of registered capital of the subsidiary by Baht 110 million from the existing registered capital of Baht 200 million to the registered capital of Baht 310 million by issuing 1.10 million newly issued ordinary shares with par value of Baht 100 per shares. Non-controlling interests did not exercise their right to maintain their shareholding ratio and the company exercised the right instead. As a result, the Company's shareholding in the subsidiary increased and non-controlling interests decreased in the rate of 6.21% of the total ordinary shares of the subsidiary.

The subsidiary has completed the increase of registered capital and registered the capital increase with the Ministry of Commerce on August 2, 2022.

Differences from changes in the shareholding ratio in subsidiaries

During the year 2022, transactions arising from changes in the Company's shareholding ratio in subsidiaries do not cause the Company to lose control of subsidiaries. Differences arising between the carrying amount of the adjusted non-controlling interests and the consideration received or paid are recognized directly in the Company's equity. The difference can be calculated as follows.

	<u>Thousand Baht</u>
The Company's interest before the capital increase of subsidiary	(48,043)
The Company's interest after the capital increase of subsidiary	<u>45,922</u>
The Company's interest in the subsidiary increased	93,965
Consideration for the capital increase of subsidiary	<u>110,000</u>
Differences from changes in shareholding ratio in subsidiary	<u><u>(16,035)</u></u>

The subsidiary that have material non-controlling interests

The Company has consolidated 2 subsidiary General Nippon Concrete Industries Company Limited and Inno Precast Company Limited that have material non-controlling interest as follow:

Subsidiary's name	Country of Incorporation	Proportion of ownership interests and voting rights held by non-controlling interests (%)		Thousand Baht			
		2023	2022	Comprehensive income (expense) allocated to non-controlling interests		Accumulated non-controlling interests	
				2023	2022	2023	2022
General Nippon Concrete Industries Company Limited	Thailand	11.29	17.50	(5,926)	(9,850)	(4,355)	1,571
Inno Precast Company Limited	Thailand	44.57	-	56,000	-	685,586	-
				<u>50,074</u>	<u>(9,850)</u>	<u>681,231</u>	<u>1,571</u>

Financial information of General Nippon Concrete Industries Company Limited represents amounts before intragroup eliminations as follow

	Thousand Baht	
	2023	2022
Current assets	143,986	59,089
Non-current assets	507,440	501,539
Current liabilities	(354,307)	(179,894)
Non-current liabilities	(335,366)	(366,501)
Net asset	(38,247)	14,233
Non-Controlling interests	(4,355)	1,571
Total revenue	283,764	60,081
Loss attributable to the non-controlling interests	(5,934)	(9,933)
Other comprehensive income to the non-controlling interests	8	83
Net cash used in operating activities	(42,976)	(52,647)
Net cash used in investing activities	(18,148)	(668)
Net cash provided by financing activities	66,830	53,300
Net cash increase	5,706	(15)

Financial information of Inno Precast Company Limited represents amounts before intragroup eliminations as follow

	Thousand Baht	
	2023	2022
Current assets	639,896	-
Non-current assets	4,316,389	-
Current liabilities	(549,220)	-
Non-current liabilities	(2,753,168)	-
Net asset	1,653,897	-
Non-Controlling interests	685,585	-
Total revenue	1,564,269	-
Loss attributable to the non-controlling interests	52,286	-
Other comprehensive income to the non-controlling interests	3,714	-
Net cash used in operating activities	229,483	-
Net cash used in investing activities	(148,434)	-
Net cash provided by financing activities	(125,121)	-
Net cash increase	(44,072)	-

16. INVESTMENT IN ASSOCIATE AND JOINT VENTURE

16.1 Investment in associate and joint venture consisted of:

Company's name	Nature of business	Country of incorporation	Proportion of Shareholding (Percentage)		Consolidated financial statements		Separate financial statements	
					Carrying amounts based on equity method (Thousand Baht)		Carrying amounts based on cost method (Thousand Baht)	
			2023	2022	2023	2022	2023	2022
Associate:								
Metric Public Company Limited	Construction and System installation services	Thailand	32.65	32.65	188,806	176,083	185,633	185,633
<u>Less : Allowance for impairment</u>					<u>(35,512)</u>	<u>(35,512)</u>	<u>(31,375)</u>	<u>(45,062)</u>
Net					<u>153,294</u>	<u>140,571</u>	<u>154,258</u>	<u>140,571</u>
Joint Venture:								
Wisdom Tree Investment (S) PTE.Limited	Investment business	Singapore	45.00	45.00	-	77,063	177,661	177,661
<u>Less : Allowance for impairment</u>					<u>-</u>	<u>-</u>	<u>(177,661)</u>	<u>(87,126)</u>
Net					<u>-</u>	<u>77,063</u>	<u>-</u>	<u>90,535</u>
Total					<u>153,294</u>	<u>217,634</u>	<u>154,258</u>	<u>231,106</u>

16.2 Movements of investment in associate and joint venture for years ended December 31, 2023 and 2022 were as follows:

Investment in associate

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Opening net book value	140,571	206,731	140,571	177,120
Additions	-	-	-	-
Share of profit (loss)	12,723	(30,648)	-	-
Share of other comprehensive income (expense)	-	-	-	-
Dividend	-	-	-	-
Allowance for impairment of investment	-	(35,512)	13,687	(36,549)
Closing net book value	<u>153,294</u>	<u>140,571</u>	<u>154,258</u>	<u>140,571</u>

Investment in joint venture

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Opening net book value	77,063	103,836	90,535	152,323
Share of profit (loss)	(74,947)	(24,938)	-	-
Share of other comprehensive income	-	-	-	-
Translation adjustment	(2,116)	(1,835)	-	-
Allowance for impairment of investment	-	-	(90,535)	(61,788)
Closing net book value	-	77,063	-	90,535

Wisdom Tree Investment (S) PTE. Limited has its investment portion at 100% in Millcon Thiha GEL Limited, an entity incorporated in Myanmar and is engaged in manufacture and distribute formed steel products in Myanmar with a capital fund of USD 12 million. The equity method of Wisdom Tree Investment (S) PTE. Limited in the consolidated financial statements has included the operation of Millcon Thiha GEL Limited. Investment in joint venture is important to strategic operation of the Group.

16.3 Summarization of financial information of associate and joint venture

Summarization of information about financial position

	Thousand Baht			
	Investment in associate		Investment in joint venture	
	2023	2022	2023	2022
Current assets	966,608	1,151,255	83,987	111,355
Non-current assets	246,026	277,471	42,478	431,086
Current liabilities	(963,404)	(1,215,016)	(397,581)	(371,190)
Non-current liabilities	(27,988)	(39,182)	-	-
Net assets	221,242	174,528	(271,116)	171,251

Summarization of information about comprehensive income

	Thousand Baht			
	Investment in associate		Investment in joint venture	
	2023	2022	2023	2022
Revenue	1,240,903	1,446,955	159,319	149,454
Profit (loss)	37,280	(92,955)	(437,664)	(55,417)
Other comprehensive income (expense)	-	-	-	-
Total comprehensive income (expense)	37,280	(92,955)	(437,664)	(55,417)

Reconciliation of the summarized financial information to the carrying amount of the interest

	Thousand Baht			
	Investment in associate		Investment in joint venture	
	2023	2022	2023	2022
Net assets	221,242	174,528	(313,594)	171,251
Non - controlling interests	192,567	190,879	-	-
Net	413,809	365,407	(313,594)	171,251
Proportion of the interest (%)	32.65	32.65	45.00	45.00
Goodwill	83,322	83,322	-	-
Adjustments relating to the different of accounting's policies	(29,625)	(26,544)	-	-
Allowance for impairment of investment	(35,512)	(35,512)	-	-
Carrying amount of the interest	<u>153,294</u>	<u>140,571</u>	<u>-</u>	<u>77,063</u>

16.4 Impairment of investments in associate and joint venture

As at December 31, 2023 and 2022, the Company assesses the recoverable amounts of investments in associate and joint venture by independent experts using the Discounted Cash Flow Approach. The key assumptions were as follows:

Assumption	Associated company		Joint venture	
	2023	2022	2023	2022
Discount rate (percentage per annum)	10.08 - 10.10	8.28 - 8.36	-	11.96 - 12.51
Revenue growth rate (percentage per annum)	4	4	-	0 - 25

For the year ended December 31, 2023, the joint venture encountered operational problems and there were indications of impairment of core assets used in business operations and the recoverable amount of such core assets was significantly lower than the book value. As a result, there was a loss from operations and a large accumulated loss in excess of capital. The Company's management considered the impairment of the investment from the joint venture's financial position. It was expected that the expected return value of the investment from the sale of core assets may not be sufficient to repay the investment to the Company. Therefore, the management has set up an allowance for impairment of the investment in the said joint venture in full amount.

16.5 Pledge

Investment in associate

The Company has pledged its ordinary shares in Mctric Public Company Limited to secure credit facilities for purchase raw material to a subsidiary with a related trade payables.

Investment in joint venture

The Company has pledged its ordinary shares in Wisdom Tree Investment (S) PTE. Limited to secure credit facilities for foreign joint venture.

On January 31, 2024, a bank issued a letter to the company requesting that the company pay the collateral for standby letter of credit from guaranteeing credit lines to Millcon Thiha GEL Limited (subsidiary of joint ventures abroad) because Millcon Thiha GEL Limited was unable to pay debts to the said bank in the amount of USD 4.81 million or an amount of Baht 165.57 million. The Company's management has recorded a provision for such guarantee liabilities in the amount expected to be paid in the financial statements.

17. INVESTMENT PROPERTY

Investment property consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Land	1,001,379	1,001,379	1,294,099	1,294,099
<u>Less</u> Allowance for impairment	(4,872)	(4,872)	(4,872)	(4,872)
Net	996,507	996,507	1,289,227	1,289,227
Buildings and buildings improvement	320	320	320	320
<u>Less</u> Accumulated depreciation	(200)	(200)	(200)	(200)
Net	120	120	120	120
Investment property - net	996,627	996,627	1,289,347	1,289,347

The relevant income and expenses are recognized in profit or loss for the years ended December 31, 2023 and 2022 are as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Rental income from investment property	-	-	5,000	5,000

As at December 31, 2023 and 2022, the whole amount of investment property is pledged as collateral of bank overdraft as disclosed in note 22 and 42

Fair value of the investment properties based on market approach are determined by independent valuers. The fair value level 2 are Baht 1,331.31 million.

18. PROPERTY PLANT AND EQUIPMENT

Movements of the property, plant and equipment for the years ended December 31, 2023 and 2022 were summarized as follows:

	Thousand Baht						total
	Consolidated financial statements						
	Land and land improvement	Buildings and building improvements	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles	Construction in progress	
At cost							
Balance as at January 1, 2022	1,156,368	842,620	1,580,387	62,021	87,572	168,256	3,897,224
Acquisitions	90	24,925	80,297	624	3,499	74,232	183,667
Capitalised borrowing costs	-	-	-	-	-	2,349	2,349
Transferred in (out)	-	53,444	48,387	-	-	(82,179)	19,652
Disposals and write-off	-	-	(13,414)	-	(7,377)	-	(20,791)
Balance as at December 31, 2022	1,156,458	920,989	1,695,657	62,645	83,694	162,658	4,082,101
Increase from business acquisition (note 15)	782,602	607,966	1,058,553	15,408	3	31,373	2,495,905
Acquisitions	-	444	31,704	2,449	848	87,723	123,168
Capitalised borrowing costs	-	-	-	-	-	1,279	1,279
Transferred in (out)	-	127,284	88,265	-	1,823	(190,031)	27,341
Disposals and write-off	-	(203)	(32,116)	(9,620)	(4,650)	(1,559)	(48,148)
Balance as at December 31, 2023	1,939,060	1,656,480	2,842,063	70,882	81,718	91,443	6,681,646
Accumulated depreciation							
Balance as at January 1, 2022	(1,380)	(143,555)	(493,696)	(47,884)	(77,261)	-	(763,776)
Depreciation	(386)	(35,961)	(113,446)	(3,669)	(3,240)	-	(156,702)
Transferred in (out)	-	-	-	-	-	-	-
Disposals and write-off during the year	-	-	13,414	-	7,377	-	20,791
Balance as at December 31, 2022	(1,766)	(179,516)	(593,728)	(51,553)	(73,124)	-	(899,687)
Depreciation	(550)	(53,813)	(166,886)	(3,181)	(2,608)	-	(227,038)
Transferred in (out)	-	-	-	-	(1,573)	-	(1,573)
Disposals and write-off during the year	-	194	31,450	9,599	4,649	-	45,892
Balance as at December 31, 2023	(2,316)	(233,135)	(729,164)	(45,135)	(72,656)	-	(1,082,406)
Net book value							
Balance as at December 31, 2022	1,154,692	741,473	1,101,929	11,092	10,570	162,658	3,182,414
Balance as at December 31, 2023	1,936,744	1,423,345	2,112,899	25,747	9,062	91,443	5,599,240

Thousand Baht							
Seperate financial statements							
	Land and land improvement	Buildings and building improvements	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles	Construction in Progress	total
At cost							
Balance as at January 1, 2022	755,782	536,546	1,001,774	48,101	87,572	128,366	2,558,141
Acquisitions	-	24,925	79,769	538	3,499	73,708	182,439
Capitalised borrowing costs	-	-	-	-	-	2,349	2,349
Transferred in (out)	-	53,444	48,387	-	-	(82,180)	19,651
Disposals and write-off	-	-	(13,414)	-	(7,377)	-	(20,791)
Balance as at December 31, 2022	755,782	614,915	1,116,516	48,639	83,694	122,243	2,741,789
Acquisitions	-	443	27,876	1,484	214	60,539	90,556
Capitalised borrowing costs	-	-	-	-	-	1,178	1,178
Transferred in (out)	-	127,284	42,163	-	1,823	(148,393)	22,877
Disposals and write-off	-	(204)	(32,123)	(9,620)	(4,650)	(1,559)	(48,156)
Transferred to subsidiary according to the partial business transfer agreement (Note 15)	(195,038)	(146,681)	(530,363)	(3,079)	(10,383)	-	(885,544)
Balance as at December 31, 2023	560,744	595,757	624,069	37,424	70,698	34,008	1,922,700
Accumulated depreciation							
Balance as at January 1, 2022	-	(98,169)	(403,541)	(39,722)	(77,261)	-	(618,693)
Depreciation	-	(21,497)	(80,918)	(2,582)	(3,240)	-	(108,237)
Transferred in (out)	-	-	-	-	-	-	-
Disposals and write-off during the year	-	-	13,414	-	7,377	-	20,791
Balance as at December 31, 2022	-	(119,666)	(471,045)	(42,304)	(73,124)	-	(706,139)
Depreciation	-	(25,164)	(73,180)	(2,254)	(2,524)	-	(103,122)
Transferred in (out)	-	-	-	-	(1,573)	-	(1,573)
Disposals and write-off during the year	-	194	31,450	9,599	4,650	-	45,893
Transferred to subsidiary according to the partial business transfer agreement (Note 15)	-	40,585	166,219	2,867	10,323	-	219,994
Balance as at December 31, 2023	-	(104,051)	(346,556)	(32,092)	(62,248)	-	(544,947)
Allowance for impairment of assets	(66,360)	(74,118)	-	-	-	-	(140,478)
Net book value							
Balance as at December 31, 2022	755,782	495,249	645,471	6,335	10,570	122,243	2,035,650
Balance as at DECEMBER 31, 2023	494,384	417,588	277,513	5,332	8,450	34,008	1,237,275

Thousand Baht				
	Consolidated financial statements		Seperate financial statements	
	2023	2022	2023	2022
Depreciation for the year				
Cost of sales and service	220,616	152,462	99,416	107,020
Selling and administrative expenses	6,422	4,240	3,706	1,217
Total	227,038	156,702	103,122	108,237
Gain on disposal of fixed assets	20	4,205	20	4,205
Loss from write-off of fixed assets	1,187	-	1,184	-

As at December 31, 2023 and 2022, the Company and the subsidiary had building and equipment, which were fully depreciated but they are still in use with gross carrying amounts of Baht 284.49 million and Baht 345.73 million, (for the Company: Baht 277.71 million and Baht 344.98 million), respectively.

As at December 31, 2023 and 2022, partial of land and its construction and machinery of the group company are pledged for credit line with a local bank (Note 22, 26, 41 and 42)

Land and buildings with a book value net of accumulated depreciation in the amount of Baht 140.48 million were subject to an agreement to sell and purchase of assets which was part of the partial business transfer agreement to a subsidiary (Note 15), whereby the Company has transferred control of its use and the economic benefits on the land and buildings to the subsidiary and the Company no longer has any use for its operations. However, the Company is still unable to transfer ownership to its subsidiary because this land and building are still collateralized under a loan agreement with a bank. In order to recognize the transaction in accordance with the substance of the partial business transfer agreement, agreement to sell and purchase of assets and loan guarantee contracts, the company is still unable to derecognize the said land and buildings from the account but the Company set up an allowance for impairment of the entire amount of land and buildings along with recording the rights to use the land and buildings included the net assets transferred to the subsidiary in the partial business transfer. The company will derecognize the land and buildings from the account when the company has released the collateral and transferred the ownership to the subsidiary.

19. RIGHT-OF-USE ASSETS

Movements of the right-of-use assets for the years ended December 31, 2023 and 2022 were summarized as follows

	Thousand Baht			
	Consolidated financial statements			
	Land and building	Machinery and equipment	Vehicles	Total
At cost				
As at January 1, 2022	64,569	43,458	22,887	130,914
Addition	6,116	13,084	2,666	21,866
Change in condition/written-off	-	-	-	-
As at December 31, 2022	70,685	56,542	25,553	152,780
Increase from business acquisition (note 15)	1,067,023	-	-	1,067,023
Addition	62,900	-	10,128	73,028
Transferred in (out)	-	-	(1,573)	(1,573)
Change in condition/written-off	(108)	-	(6,893)	(7,001)
As at December 31, 2023	1,200,500	56,542	27,215	1,284,257
Accumulated amortization				
As at January 1, 2022	(32,329)	(6,616)	(11,133)	(50,078)
Amortization	(17,161)	(304)	(4,385)	(21,850)
Change in condition/written-off	-	-	-	-
As at December 31, 2022	(49,490)	(6,920)	(15,518)	(71,928)
Amortization	(81,498)	(4,520)	(4,806)	(90,824)
Transferred in (out)	-	-	1,573	1,573
Change in condition/written-off	108	-	6,527	6,635
As at December 31, 2023	(130,880)	(11,440)	(12,224)	(154,544)
Net book value				
As at December 31, 2022	21,195	49,622	10,035	80,852
As at December 31, 2023	1,069,620	45,102	14,991	1,129,713

	Thousand Baht			
	Seperate financial statements			
	Land and building	Machinery and equipment	Vehicles	Total
At cost				
As at January 1, 2022	64,569	43,458	16,727	124,754
Written-off	6,116	13,084	2,666	21,866
As at December 31, 2022	70,685	56,542	19,393	146,620
Addition	62,900	-	3,725	66,625
Change in condition/written-off	-	-	(1,573)	(1,573)
Written-off	-	-	(6,893)	(6,893)
As at December 31, 2023	133,585	56,542	14,652	204,779
Accumulated amortization				
As at January 1, 2022	(32,329)	(6,616)	(7,577)	(46,522)
Amortization	(17,162)	(303)	(3,290)	(20,755)
As at December 31, 2022	(49,491)	(6,919)	(10,867)	(67,277)
Addition	(17,162)	(4,520)	(3,602)	(25,284)
Change in condition/written-off	-	-	1,573	1,573
Amortization	-	-	6,527	6,527
As at December 31, 2023	(66,653)	(11,439)	(6,369)	(84,461)
Net book value				
As at December 31, 2022	21,194	49,623	8,526	79,343
As at December 31, 2023	66,932	45,103	8,283	120,318

	Thousand Baht			
	Consolidated financial statements		Seperate financial statements	
	2023	2022	2023	2022
Amortization for the year				
Cost of sales and service	81,780	13,883	18,191	13,741
Selling and administrative expenses	9,045	7,967	7,093	7,014
Total	90,825	21,850	25,284	20,755

20. INTANGIBLE ASSETS

Movements of the intangible assets for the year ended December 31, 2023 and 2022 were summarized as follows

	Thousand Baht	
	Computer software	
	Consolidated financial statements	Seperate financial statements
At cost		
As at January 1, 2022	26,915	26,834
Additions	50	-
Written off	-	-
As at December 31, 2022	26,965	26,834
Increase from business acquisition (Note 15)	4,347	-
Additions	11,675	2,379
Written off	(28)	(28)
Transferred to subsidiary according to the partial business transfer agreement (Note 15)	-	(15,245)
As at December 31, 2023	42,959	13,940
Accummulated amortization		
As at January 1, 2022	(9,333)	(9,289)
Amortization	(1,893)	(1,876)
Written off	-	-
As at December 31, 2022	(11,226)	(11,165)
Amortization	(2,814)	(2,409)
Written off	28	28
Transferred to subsidiary according to the partial business transfer agreement (Note 15)	-	6,089
As at December 31, 2023	(14,012)	(7,457)
Net book value		
As at December 31, 2022	15,739	15,669
As at December 31, 2023	28,947	6,483

	Thousand Baht			
	Consolidated financial statements		Seperate financial statements	
	2023	2022	2023	2022
Amortization for the year				
Cost of sales and service	682	-	297	-
Administrative expenses	2,132	1,893	2,112	1,876
Total	<u>2,814</u>	<u>1,893</u>	<u>2,409</u>	<u>1,876</u>

As at December 31, 2023 and 2022, the Company and the subsidiary had intangible assets which were fully amortized but they are still in use with gross carrying amounts of Baht 1.02 million and Baht 1.02 million, (for the Company : Baht 0.99 million and Baht 1.02 million), respectively.

21. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES

Deferred tax assets and deferred tax liabilities as follows:

	Thousand Baht			
	Consolidated financial statements		Seperate financial statements	
	2023	2022	2023	2022
Deferred tax assets	4,410	-	-	-
Deferred tax liabilities	48,050	-	-	-
	<u>43,640</u>	<u>-</u>	<u>-</u>	<u>-</u>

Changes in deferred tax assets and deferred tax liabilities for the years ended December 31, 2023 and 2022, were summarized as follows:

	Thousand Baht				
	Consolidated financial statements				
	As at December 31, 2022	Increase from business acquisition (Note 15)	Income (expense) during the year In profit or loss		As at December 31, 2023
Deferred tax assets:					
Lease agreement	-	-	4,197	-	4,197
Employee benefit obligation	-	-	2,296	(2,083)	213
	-	-	6,493	(2,083)	4,410
Deferred tax liabilities					
Differencer from fair value adjustments of assets from business acquisitions	-	40,096	3,042	-	43,138
Others	-	1,412	3,500	-	4,912
	-	41,508	6,542	-	48,050
Deferred tax assets (liabilities), net	-	(41,508)	(49)	(2,083)	(43,640)

	Thousand Baht			
	Consolidated financial statements			
	As at	Income (expense) during the year		As at
	December 31, 2021	In profit or loss	In other comprehensive income	December 31, 2022
Deferred tax assets:				
Allowance for expected credit losses	9,762	(9,762)	-	-
Loss on diminution in value of inventories	3,083	(3,083)	-	-
Investment in equity	44,112	-	(44,112)	-
Lease agreement	356	(356)	-	-
Employee benefit obligation	6,333	(6,333)	-	-
Provision for decommissioning costs	630	(630)	-	-
	<u>64,276</u>	<u>(20,164)</u>	<u>(44,112)</u>	<u>-</u>
Deferred tax liabilities				
Other current financial asset	(1,119)	1,119	-	-
	<u>(1,119)</u>	<u>1,119</u>	<u>-</u>	<u>-</u>
Deferred tax assets (liabilities), net	<u>63,157</u>	<u>(19,045)</u>	<u>(44,112)</u>	<u>-</u>

	Thousand Baht			
	Separate financial statements			
	As at	Income (expense) during the year		As at
	December 31, 2021	In profit or loss	In other comprehensive income	December 31, 2022
Deferred tax assets:				
Allowance for expected credit losses	8,895	(8,895)	-	-
Loss on diminution in value of inventories	3,083	(3,083)	-	-
Investment in equity	44,112	-	(44,112)	-
Lease agreement	320	(320)	-	-
Employee benefit obligation	5,458	(5,458)	-	-
Provision for decommissioning costs	630	(630)	-	-
	<u>62,498</u>	<u>(18,386)</u>	<u>(44,112)</u>	<u>-</u>
Deferred tax liabilities				
Other current financial asset	(1,119)	1,119	-	-
	<u>(1,119)</u>	<u>1,119</u>	<u>-</u>	<u>-</u>
Deferred tax assets (liabilities), net	<u>61,379</u>	<u>(17,267)</u>	<u>(44,112)</u>	<u>-</u>

22. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Bank overdrafts and short-term loans from financial institutions consisted of:

	Interest rate per annum (%)		Thousand Baht			
			Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022	2023	2022
Bank overdrafts	7.55	6.350	8,053	24,947	-	769
Short-term loans	7.10 - 7.27	4.650 - 6.070	716,679	788,987	560,308	632,251
Trust receipts	7.10 - 9.50	4.650 - 5.850	20,913	94,527	5,583	63,205
Total			745,645	908,461	565,891	696,225

As at December 31, 2023 and 2022, the Group had credit facilities mentioned above from several financial institutions amounting to Baht 1,464 million and Baht 1,734 million, respectively (for the Company of Baht 1,124 million Baht 1,509 million, respectively).

The credit facilities were secured by partial of the land with construction and machinery of the Group (Note 18 and 42), bank deposit and including the parent company jointly guarantees the subsidiary's credit line and some such credit lines are guaranteed by the company's directors.

23. TRADE AND OTHER CURRENT PAYABLES

Trade and other current payables consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade payables				
- Other companies	712,925	370,102	423,870	340,930
- Related parties	21,263	57,897	39,407	125,443
Aval note				
- Other companies	109,712	213,143	109,712	213,143
Total trade payables	843,900	641,142	572,989	679,516
Other current payables				
Retention payables				
- Other companies	31,794	33,912	27,192	32,143
- Related parties	-	7,989	-	-
Construction payable				
- Other companies	21,510	30,068	20,709	29,380
- Related parties	-	1,949	-	-
Accrued expensed and other payables				
- Other companies	134,909	54,758	38,281	45,366
- Related parties	10,825	-	4,510	-
Accrued costs of projects	31,645	59,334	31,645	59,333
Others	34,285	15,104	29,542	13,182
Total other current payables	264,968	203,114	151,879	179,404
Total	1,108,868	844,256	724,868	858,920

24. CURRENT CONTRACT LIABILITIES

Current contract liabilities consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Sales of concrete products and of PC wire and PC strand contracts				
Advance received from customers				
- Other companies	355,625	397,298	350,011	395,864
- Related parties	48,557	-	-	-
Construction and service contracts				
Advance received from customers	37,407	26,669	37,407	26,669
Accrued cost of contracts	935	1,848	935	1,848
Total	<u>442,524</u>	<u>425,815</u>	<u>388,353</u>	<u>424,381</u>

25. SHORT-TERM LOANS FROM OTHER COMPANY

Movements of short-term loan from other company for years ended December 31, 2023 and 2022 were summarized as follows:

	Thousand Baht	
	Consolidated financial statements / Separate financial statements	
	2023	2022
Book value at the beginning of the year	19,620	10,122
Addition	94,978	39,949
Loan repayment	(39,620)	(30,451)
Book value at the end of the year	<u>74,978</u>	<u>19,620</u>

Short-term loans from other company are loans for purchasing materials and others for use in a project. The interest is charged at the rate of 7.00% - 8.00% per annum. Principal and interest are repaid by deducting money received from the project until the loan is completely repaid. The collateral will be received from the project in the amount equal to the loan. Short-term loans guaranteed by the Company's directors and the money that will be received from the work under such project in the amount equal to the loans.

26. LONG-TERM LOANS FROM FINANCIAL INSTITUTIONS

Long-term loans from financial institutions consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Long-term loans from financial institution	2,530,254	827,866	108,361	159,471
<u>Less: Deferred financial fee</u>	<u>(880)</u>	<u>(1,303)</u>	<u>(293)</u>	<u>(457)</u>
Net	2,529,374	826,563	108,068	159,014
<u>Less: Portion due within one year</u>	<u>(182,884)</u>	<u>(97,189)</u>	<u>(52,702)</u>	<u>(50,946)</u>
Long-term loans, net	<u>2,346,490</u>	<u>729,374</u>	<u>55,366</u>	<u>108,068</u>

Movements of long-term loans from financial institutions for the years ended December 31, 2023 and 2022 were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Book value at the beginning of the year	826,563	902,346	159,014	214,180
Increase from business acquisition (Note 15)	1,800,000	-	-	-
Addition	-	-	-	-
Amortization of financial fee	423	485	164	197
Payment for financial fee	-	-	-	-
Loan repayment	<u>(97,612)</u>	<u>(76,268)</u>	<u>(51,110)</u>	<u>(55,363)</u>
Book value at the end of the period	<u>2,529,374</u>	<u>826,563</u>	<u>108,068</u>	<u>159,014</u>

As at December 31, 2023 and 2022, the Group had long-term loans mentioned above from financial institutions representing long-term loans from a financial institution for their operations, factory construction and purchase of machines. The aforementioned long-term loan facilities amounted to Baht 2,984 million and Baht 1,217 million (for the Company, amounting to Baht 363 million and Baht 380 million), respectively, secured by partial of land and buildings and machinery of the Group (Note 18 and 42) and benefits under the credit protection group life insurance policy in which the company's directors are insured members. The Group and the Company are required to comply with the conditions stipulated in the credit facility agreements and including maintaining certain financial ratios and transfer rights to receive benefits from building insurance policies to financial institutions.

Long-term loans credit facilities of the Company are as follow:

Credit facilities (million Baht)		Interest (%)	Repayment Period		Repayment term	Objective
2022	2021		Formerly	new		
140	140	MLR-1	Apr.21 - Nov. 24	Mar.23 - Nov.24	- May. 22 - Feb. 23, repayment of interest each month - From Mar.23 onwards, repayment with principle Baht 1.95 million per month	Plant construction for prestressed concrete pile
60	60	MLR-1	Apr.21 - Nov.24	Mar.23 - Nov.24	- May. 22 - Feb.23, repayment of interest each month - From Mar.23 onwards, repayment with principle Baht 0.85 million per month	Purchase machinery and equipment for prestressed concrete pile
109	109	MLR	Apr.21 - May.28	Mar.23 - May.28	- May. 22 - Feb.23, repayment of interest each month - From Mar.23 onwards, repayment with principle Baht 1.40 million per month	To improve area and invest in machinery, equipment Project Segment Phase 1
71	71	MLR	Jun.21 - Jul.28	Mar.23 - Jul.28	- May. 22 - Feb.23, repayment of interest each month - From Mar.23 onwards, repayment with principle Baht 0.91 million per month	To improve area and invest in machinery, equipment Project Segment Phase 2
<u>380</u>	<u>380</u>					

Such loan has conditions to maintain debt to equity ratio not over 2.0 times and DSCR not less than 1.20 times of the separate financial statements and the beneficiary of insurance on construction is transferred to bank

Long-term loans credit facilities of the subsidiaries as follow:

Credit facilities (million Baht)		Interest (%)	Repayment Period		Repayment term	Objective
2022	2021		Formerly	new		
174.50	174.50	MLR-2	Apr.22 - May.26	Jun.23 - May.27	- Jun.22 - May.23, repayment of interest each month - Jun.23 - Mar.25, repayment of interest with principle Baht 1.67 million per month - Apr.25 - Mar.26, repayment of interest with principle Baht 2.00 million per month - From Apr.26 onwards, repayment of interest with principle Baht 2.50 million per month	Plant construction for special qualified PC Wire and PC Stand
225.50	225.50	MLR-2	Apr.22 - Mar.26	Jun.23 - Mar.27	- Jun.22 - May.23, repayment of interest each month - Jun.23 - Mar.25, repayment of interest with principle Baht 2.13 million per month - Apr.25 - Mar.26, repayment of interest with principle Baht 2.56 million per month - From Apr.26 onwards, repayment of interest with principle Baht 3.20 million per month	Purchase of machinery and equipment related with manufacturing of special qualified PC Wire and PC Stand

Credit facilities (million Baht)		Interest (%)	Repayment Period		Repayment term	Objective
2022	2021		Fomerly	new		
150.00	150.00	MLR-1	May.22 - Mar. 28	Jul.23 - Oct.29	<ul style="list-style-type: none"> - Jul.22 - Jun.23, repayment of interest each month - Jul.23 - Apr.25, repayment of interest with principle Baht 1.00 million per month - May.25 - Apr.27, repayment of interest with principle Baht 1.60 million per month - From May. 27 onwards, repayment of interest with principle Baht 2.75 million per month 	Plant construction for spun pile concrete.
250.00	250.00	MLR-1	May.22 - Mar.28	Jul.23 - Oct.29	<ul style="list-style-type: none"> - Jul.22 - Jun.23, repayment of interest each month - Jul.23 - Apr.25, repayment of interest with principle Baht 2.00 million per month - May.25 - Apr.27, repayment of interest with principle Baht 2.80 million per month - From May.27 onwards, repayment of interest with principle Baht 3.90 million per month 	Purchase of machinery and equipment related with manufacturing of spun pile concrete.
37.00	37.00	MLR-2	Jun.22 - Nov.28	Jul.23 - Nov.29	<ul style="list-style-type: none"> - Jul.22 - Jun.23, repayment of interest each month - Jul.23 - Mar.25, repayment of interest with principle Baht 0.32 million per month - Apr.25 - Mar.26, repayment of interest with principle Baht 0.38 million per month - From Apr.26 onwards, repayment of interest with principle Baht 0.48 million per month 	Purchase of machinery and equipment related with manufacturing of special qualified
1,800.00	-	Year 1 - 2 : MLR-3.875 Year 3 - 5 : MLR-3.375 Year 6 - 10 : MLR-3.225	May.24 - Aug.27	-	<ul style="list-style-type: none"> - Principal period 1-3 : repayment of interest each month - Principal period 4 - 6 : repayment of interest with principle Baht 15 million per month - Principal period 7 - 39 : repayment of interest with principle Baht 51.60 million per month - Principal period 40 : repayment of interest with principle Baht 52.2 million per month 	Working capital
<u>2,637.00</u>	<u>837.00</u>					

Long-term loan of subsidiaries has conditions to maintain debt to equity ratio and debt service coverage ratio and the Company must hold shares in subsidiaries as specified in agreement and the beneficiary of insurance on construction is transferred to bank.

As at 31 December 2023, the Group was unable to maintain the financial ratio as stipulated in the loan agreement with the financial institution which was not compliance with loan agreement's condition. However, the Group has requested the consent letter from financial institution and the financial institution accepted to process as requested within the reporting period.

27. LEASES LIABILITIES

The movement of lease liabilities for the years ended December 31, 2023 and 2022 are presented below

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
As at January 1,	80,920	87,555	79,344	84,787
Increase from business acquisition (Note 15)	1,049,821	-	-	-
Addition	72,383	19,522	66,625	19,522
Cancelation of contract	(527)	-	(527)	-
Increase from interest	26,310	4,026	3,546	4,141
Repayment (excluded VAT)	(104,819)	(30,183)	(43,383)	(29,106)
As at December 31,	1,124,088	80,920	105,605	79,344
<u>Less:</u> Portion due within one year	(154,886)	(45,428)	(38,282)	(44,239)
Lease liabilities - net of current portion	<u>969,202</u>	<u>35,492</u>	<u>67,323</u>	<u>35,105</u>

The following are the amounts recognized in profit or loss for the years ended December 31, 2023 and 2022

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Depreciation of right-of-use assets	89,821	21,850	25,284	20,755
Interest expense on lease liabilities	26,310	4,256	3,546	4,141
Expense relating to short-term lease	14,235	8,154	13,582	8,154
Total	<u>130,366</u>	<u>34,260</u>	<u>42,412</u>	<u>33,050</u>

28. PROVISIONS FOR EMPLOYEE BENEFIT

Provisions for employee benefit consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Post - employee benefits	52,605	27,563	24,116	23,517
Other long-term employee benefits	5,378	708	395	587
Total	57,983	28,271	24,511	24,104
<u>Less</u> Current portion	<u>(4,047)</u>	<u>(3,723)</u>	<u>(2,446)</u>	<u>(2,121)</u>
Net	<u>53,936</u>	<u>24,548</u>	<u>22,065</u>	<u>21,983</u>

Movement of provisions for employee benefit for the years ended December 31, 2023 and 2022 were as follow:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance	28,270	35,909	24,104	31,230
Increase from business acquisition (Note 15)	28,739	-	-	-
Benefits paid by the plan during the year	(1,500)	(4,296)	(1,500)	(4,296)
Decrease from the partial business transfer to subsidiary (Note 15)	-	-	(3,314)	-
Current service costs	5,119	4,323	2,612	3,362
Interest during the year	1,064	515	701	432
Actuarial (gains) losses on re-measurement of defined benefit plans	(8,658)	(7,671)	1,833	(6,192)
Actuarial (gains) losses of other long- term employee benefit	4,949	(510)	75	(432)
	57,983	28,270	24,511	24,104
<u>Less</u> Provision for employee benefit due within one year	<u>(4,047)</u>	<u>(3,722)</u>	<u>(2,446)</u>	<u>(2,121)</u>
Ending balance	<u>53,936</u>	<u>24,548</u>	<u>22,065</u>	<u>21,983</u>

Expense recognized in the statements of comprehensive income:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Actuarial (gains) losses of other long-term employment benefit	4,949	(510)	75	(432)
Current service costs				
Cost of sales	3,632	2,054	1,560	1,691
Selling and administrative expenses	1,487	2,269	1,052	1,671
Interest on obligation	1,064	515	701	432
	6,183	4,838	3,313	3,794
Total	11,132	4,328	3,388	3,362

Actuarial (gain) losses on re-measurement of defined benefit plans

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Actuarial (gain) losses arising from				
Changes in demographic assumptions	672	-	-	-
Changes in financial assumptions	(6,041)	(4,184)	527	(3,646)
Experience adjustments	(3,289)	(3,487)	1,306	(2,546)
Total	(8,658)	(7,671)	1,833	(6,192)

Sensitivity analysis

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2023 and 2022 are summarized below:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Discount rate				
1% increase	(5,193)	(2,299)	(1,965)	(1,977)
1% decrease	6,048	2,659	2,247	2,276
Salary increase rate				
1% increase	5,478	2,498	2,119	2,134
1% decrease	(4,790)	(2,200)	(1,890)	(1,889)
Turnover rate				
20% increase	(4,994)	(2,233)	(1,911)	(2,011)
20% decrease	5,930	2,682	2,255	2,425

Principal actuarial assumptions at the reporting date

	%			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Discount rate	2.14 - 3.16	2.52 - 3.45	2.71 - 2.87	2.52 - 3.15
Salary increase rate	3.00 - 7.00	4.00	4.00	4.00
Employee turnover rate	1.91 - 34.38	1.91 - 30.08	3.34 - 30.08	3.34 - 30.08
Disability rate	Included in mortality	Included in mortality	Included in mortality	Included in mortality
Mortality rate	105.00 of Thai mortality table 2017	105.00 of Thai mortality table 2017	105.00 of Thai mortality table 2017	105.00 of Thai mortality table 2017

29. SHAREHOLDERS' EQUITY

29.1 Share Premium

Section 51 of the Public Limited Companies Act B.E. 2535, requires a company to set aside share subscription monies received in excess amount of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

Movement of the share capital and premium (discount) on ordinary shares for the year ended December 31, 2023 and 2022 were summarized as follows:

	Thousand shares		Thousand Baht		
	Consolidated financial statements/ Separate financial statements		Consolidated financial statements/ Separate financial statements		
	Authorized shares capital	Issued and paid-up shares capital	Authorized share capital	Issued and paid-up shares capital	Premium (discount) on ordinary shares
Balance as at January 1, 2022	5,397,877	5,397,877	4,588,196	4,588,196	71,131
Increase in share capital	2,698,939	1,641,439	2,294,097	1,395,223	(1,017,692)
Attributable expenses of increase in share capital	-	-	-	-	(1,318)
Balance as at December 31, 2022	8,096,816	7,039,316	6,882,293	5,983,419	(947,879)
Increase in share capital	1,572,730	1,572,730	1,336,820	1,336,820	(959,365)
Decrease in share capital	(157,854)	-	(134,174)	-	-
Attributable expenses of increase in share capital	-	-	-	-	-
Balance As at December 31, 2023	9,511,692	8,612,046	8,084,939	7,320,239	(1,907,244)

2023

According to the 2023 Annual General Meeting of shareholders held on April 27, 2023, the shareholders resolved to approve the following significant matters:

- (1) The Company registered capital decrease by Baht 134,175,177.50 from the current registered capital of Baht 6,882,293,415.55 to be the new registered capital of Baht 6,748,118,238.05, by cancelling 157,853,150 ordinary shares of the Company that have not been sold, at the par value of Baht 0.85, which were issued to serve the offering of the newly issued ordinary shares to the existing shareholders of the Company in accordance with their shareholdings (Right Offering), pursuant to the Resolution of the Annual General Meeting of Shareholders for the year 2022, held on April 29, 2022.
- (2) The Company registered capital increase by Baht 1,336,820,270.50 from the current registered capital of Baht 6,748,118,238.05 to be the new registered capital of Baht 8,084,938,508.55 by issuing 1,572,729,730 newly issued ordinary shares at the par value of Baht 0.85 per shares as a payment for the Investment Transaction by way of Accepting the Entire Business Transfer.
- (3) The allocation of the newly issued ordinary shares of not exceeding 1,572,729,730 shares, at the par value of Baht 0.85 by way of private placement, to Quartz Holding 1 and/or shareholders of Quartz Holding 1 (Pruksa Holding Public Company Limited), who are not connected persons of the Company, as a payment for the Investment Transaction by way of Accepting the Entire Business Transfer. In case of a payment by way for share swap, Quartz Holding 1 and/or shareholders of Quartz Holding 1 (Pruksa Holding Public Company Limited) will offer the entire business of Quartz Holding, which is 1,020,000 ordinary shares in Inno Precast (representing 51.00% of the total shares of Inno Precast) at the par value of Baht 100, represented as the total value of of Baht 581,910,000, as a payment for the newly issued ordinary shares of the Company by other assets instead of paying in cash.

The Company has completed the action mentioned in (1) - (3) and registered the capital increase/decrease with the Ministry of Commerce on May 26, 2023.

2022

According to the 2022 Annual General Meeting of shareholders held on April 29, 2022, the shareholders resolved to approve the following significant matters:

- (1) The increase the Company's registered capital for the amount of Baht 2,294,097,804.90 from Baht 4,588,195,610.65 to Baht 6,882,293,415.55 by issuing 2,698,938,594 new ordinary shares at par value of 0.85 Baht per share.
- (2) The allotment of newly issued ordinary shares not exceeding 1,799,292,396 shares at par value 0.85 Baht per share offered to the existing shareholders in proportion to their shareholdings (Rights Offering) at the ratio of 3 existing ordinary shares to 1 newly issued ordinary share at offering price of 0.23 Baht per share, the fraction of a share from allotment calculation shall be totally rounded off.
- (3) The issuance and allotment warrants to purchase ordinary shares of the Company No. 5 ("GEL- W5 warrants") not exceeding 899,646,198 units to the existing shareholders of the Company, who subscribed and received the allotment of new ordinary shares issued and offered to the existing shareholders in proportion to their shareholdings (Rights Offering), the detail are as follow:

Type	Registered certificate and transferable
Issuing date	June 22, 2022
Number of warrants	820,719,448 units
Number of shares reserved to accommodate the exercise of the warrants	Not exceeding 899,646,198 shares (at the par value of THB 0.85) equivalent to 11.11 percent of the total issued shares of the Company after the offer for sale of the newly issued ordinary shares to the existing shareholders in proportion to 1,799,292,396 shares.
Offering method / Allocation ratio	The Company allocates warrant to the existing shareholders of the Company who have subscribed and been allocated for newly-issued ordinary shares in proportion to their existing shareholding at the allocation ratio of 2 newly-issued ordinary shares per 1 unit of warrants. In this regard, in the case where there are fractions of warrants from the calculation of the allocation, the fraction shall be rounded down.
Offering price per unit	Baht 0 per unit
Exercise ratio	1 unit of the Warrants is entitled to purchase 1 newly-issued ordinary share with the exception for the case of the adjustment of rights in accordance with the adjustment conditions.
Exercise price	Baht 0.50 per share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions.
Term of warrants	3 years from the issuance date of Warrants
Exercise period	The last business day of June and December throughout the term of the warrants, if such date is a holiday, it has to postpone to the previous business day. The first exercise date is on July 19, 2022, and the last exercise date is the last business day of the 3-year maturity date from the issuance date (June 30, 2025).

- (4) The allotment of the increased capital shares not exceeding 899,646,198 shares at par value of 0.85 Baht per share reserving for the exercise of the warrants to purchase the ordinary shares of the Company No.5 (“GELW5” Warrants).

The Company has completed the action mentioned in (1) - (4) and registered the capital increase with the Ministry of Commerce on June 10, 2022.

29.2 Legal Reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

30. OTHER INCOMES

Other incomes for the years ended December 31, 2023 and 2022, consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Revenue from sales of steel and concrete	-	-	276	881
Management fee income	-	-	6,750	6,750
Rental income	-	-	5,000	5,000
Revenue from sales - supply used	18,011	19,296	7,985	9,264
Gain on disposal of fixed assets	-	4,205	-	4,205
Interest income	1,271	187	1,492	2,148
Gain from reversal of liabilities	2,735	7,162	2,735	7,162
Other services	-	4,696	-	4,696
Others income	12,168	6,322	16,333	7,032
Total	<u>34,185</u>	<u>41,868</u>	<u>40,571</u>	<u>47,138</u>

31. EXPENSES BY NATURE

Expenses by nature for the years ended December 31, 2023 and 2022, consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Changes in finished goods and work in progress	28,308	(39,305)	82,813	(64,371)
Purchase of finished goods	122,127	34,415	77,256	28,191
Raw materials and supplies used	2,418,744	1,367,617	1,622,280	1,093,386
Employee benefit expenses	364,942	273,639	246,349	247,011
Service fees	409,179	414,095	377,083	413,541
Installation costs	402,120	129,434	118,411	120,669
Labor costs	216,040	168,374	139,099	164,044
Depreciation and amortization expenses	320,677	180,444	130,815	130,869
Transportation expenses	219,731	132,000	93,924	128,484
Expected credit loss	66,311	5,860	68,422	6,670
Reversal of allowance for devaluation on Inventories (reversal)	12,956	(7,122)	12,752	(5,395)
Losses from impairment of investment	-	35,512	81,736	98,337
Loss from provision for guarantee	165,568	-	165,568	-
Management fee	45,000	-	-	-

32. TAX EXPENSE

32.1 Major component of tax expense for the year ended December 31, 2023 and 2022 included:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Tax expense shown in profit or loss:				
Current tax expense:				
Tax expense for the year	29,059	-	-	-
Deferred tax expense :				
Changes in temporary differences relating to the original recognition and reversal	49	19,045	-	17,267
Total	29,108	19,045	-	17,267
Income tax relating to components of other comprehensive income:				
Gain on re-measurement of defined benefit plans	2,083	-	-	-
Reversal of temporary difference of re-measurement of investment	-	44,112	-	44,112
Total	2,083	44,112	-	44,112

32.2 A numerical reconciliation between tax expense and the product of accounting profit multiplied by the applicable tax rate for the years ended December 31, 2023 and 2022 which were summarized as follows

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Accounting profit (loss) for the year				
- Continuing operations	(384,221)	(131,684)	(479,242)	(163,799)
- Discontinued operations	-	-	44,809	95,204
Total	(384,221)	(131,684)	(434,433)	(68,595)
The applicable tax rate (%)	20	20	20	20
Tax income at the applicable tax rate	(76,844)	(26,337)	(86,887)	(13,719)
Reconciliation items:				
Tax effect of expenses that are not deductible in determining tax profit:				
- Expenses not allowed as expenses in determining taxable profit	70,037	24,422	69,990	24,552
Tax effect of income or profit that are not required in determining taxable profit:				
- Exemption of non-taxable dividend income	-	(1,354)	-	(1,330)
Tax effect of additional expense deductions allowed				
Unrecognized tax losses on deferred tax assets	35,567	22,314	16,897	7,764
The amount of previously unrecognized tax losses for a prior period that is used to reduce current tax expense	1,851	-	-	-
Others	497	-	-	-
Total reconciliation items	105,952	45,382	86,887	30,986
Tax expense (income) shown in profit or loss	29,108	19,045	-	17,267
Tax expense (income) shown in profit or loss				
- Continuing operations	29,108	19,045	-	10,132
- Discontinued operations	-	-	-	7,135
Total tax expense	29,108	19,045	-	17,267

As at December 31, 2023 and 2022, the Company and its subsidiaries had an accumulated loss (in tax) that was still unused of approximately Baht 925.89 million and Baht 760.41 million, respectively (for the Company : Baht 374.48 million and Baht 292.03 million), respectively. The Company and its subsidiaries above did not record deferred tax assets from such loss because there was an uncertainty whether the Company and its subsidiaries would have enough profit to utilize the benefits from deferred tax assets or not.

32.3 A numerical reconciliation between tax average effective tax rate and the application tax rate for the years ended December 31, 2023 and 2022 were summarized as follows:

	Consolidated financial statements			
	2023		2022	
	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)
Accounting loss before tax expense for the year	(384,221)		(131,684)	
Tax income at the applicable tax rate	(76,844)	(20.00)	(26,337)	(20.00)
Reconciliation items	105,952	27.58	45,382	34.46
Tax expense at the average effective tax rate	29,108	7.58	19,045	14.46

	Separate financial statements			
	2023		2022	
	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)
Accounting loss before tax expense for the year	(434,433)		(68,595)	
Tax income at the applicable tax rate	(86,887)	(20.00)	(13,719)	(20.00)
Reconciliation items	86,887	20.00	30,986	45.17
Tax expense at the average effective tax rate	-	-	17,267	25.17

33. OPERATING SEGMENT

Operating segment information is reported in a manner consistent with the internal reports of the Group that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as Board of directors.

For management purposes, the Group is organised into business units based on its projects and have three reportable segments as follows:

- Manufacturing and distribution of concrete products
- Construction services
- Manufacturing and distribution of PC wire and PC strand

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Revenue and profit (loss) by segment operations

Details of revenue and profit (loss) by segment operations for the years ended December 31, 2023 and 2022 were as follows:

	Million Baht									
	Consolidated financial statements									
	Manufacturing and distribution of concrete products		Construction services		Manufacturing and distribution of PC wire and PC strand		Eliminated items		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Revenues from external customers	3,903	2,269	133	406	70	96	-	-	4,106	2,771
Revenues from inter-segments	43	3	-	-	145	255	(188)	(258)	-	-
Total revenue	<u>3,946</u>	<u>2,272</u>	<u>133</u>	<u>406</u>	<u>215</u>	<u>351</u>	<u>(188)</u>	<u>(258)</u>	<u>4,106</u>	<u>2,771</u>
Segment results	<u>413</u>	<u>205</u>	<u>(75)</u>	<u>(19)</u>	<u>12</u>	<u>32</u>	<u>30</u>	<u>3</u>	380	221
Dividend income									-	7
Gain from sale of warrants									1	6
Other income									34	42
Distribution costs and administrative expenses									(555)	(271)
Other gains (losses)									<u>4</u>	<u>(6)</u>
Loss from operating activities									(136)	(1)
Finance costs									(186)	(75)
Share of loss of associate and joint venture									<u>(62)</u>	<u>(56)</u>
Loss before income tax expense									(384)	(132)
Tax expense									<u>(29)</u>	<u>(19)</u>
Loss for the year									<u>(413)</u>	<u>(151)</u>
Timing of revenue recognition										
At a point in time	3,177	1,380	-	-	215	351	(188)	(258)	3,204	1,473
At a point over time	769	892	133	406	-	-	-	-	<u>902</u>	<u>1,298</u>
									<u>4,106</u>	<u>2,771</u>

Asset and liability information of the operating segment

The segment assets of the Company and its subsidiaries operating segments As at December 31, 2023 and 2022 were as follows:

	Million Baht							
	Consolidated financial statements							
	Manufacturing and distribution of concrete products and construction services		Manufacturing and distribution of PC wire and PC strand		Eliminated items		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
Total assets	11,837	7,273	610	597	(1,908)	(805)	10,539	7,065
Total liabilities	6,265	2,837	551	504	(476)	(183)	6,340	3,158

Geographic information

The Company and its subsidiaries operate in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the year ended December 31, 2023 and 2022, the Company and its subsidiaries have revenue 1 major customer and 1 major customer in amount of Baht 1,516.17 million and Baht 312.81 million, respectively.

34. DISCONTINUED OPERATION

The Company had restructured the business of the Group by Partial Business Transfer: PBT and/or buying and selling some of the Company's businesses including the Company's precast factory business to Inno Precast Company Limited (“Inno Precast”), a subsidiary, at a total value of approximately Baht 880 million on December 15, 2023 as stated in Note 15. The Company classified the operating results that were directly related to such operating segment as discontinued segment in the separate financial statements.

Details of discontinued operations for the years ended 31 December 2023 and 2022 are presented below.

	Thousand Baht	
	2023	2022
Statement of comprehensive income		
Profit or loss:		
Revenues		
Revenues from sales and services	566,148	672,017
Other income	5,588	3,549
Total revenues	<u>571,736</u>	<u>675,566</u>
Expenses		
Cost of sale and services	499,251	547,352
Distribution cost	4,643	9,519
Administrative expenses	21,968	23,378
Total expenses	<u>525,862</u>	<u>580,249</u>
Profit from operating activities	45,874	95,317
Finance costs	1,065	113
Profit before income tax from discontinued operations	44,809	95,204
Tax expense	-	7,135
Net profit for the year from discontinued operations	<u><u>44,809</u></u>	<u><u>88,069</u></u>
Basic earnings per share:		
Basic earnings per share from discontinued operations (Baht/share)	0.00561	0.01393

The Company was unable to present net cash flows from discontinued operations for the years ended December 31, 2023 and 2022 because certain operating assets and liabilities used in preparing the statement of cash flows were operating assets and liabilities combined with other operations and unable to separate information on operating assets and liabilities directly related to discontinued operations, and there was no basis to be used to appropriately allocate such operating assets and liabilities.

35. PROMOTIONAL PRIVILEGES

Subsidiaries obtained promotional privileges from the Board of investment under the promotional certificate issued on November 17, 2016 for manufacturing of metal product. Under these privileges, the Company has received an exemption from certain taxes and corporate income tax as specified in such promotional certificate for a period of 7 years, commencing from the first date the subsidiary generates income from operations. As a promoted business, the subsidiary is required to comply with the terms and conditions as specified in such promotional certificate. The subsidiary has not started production from investment promotion benefits and privileges

36. PROVIDENT FUND

The Company and its subsidiaries established a contributory registered provident fund covering all permanent employees in accordance with the Provident Fund Act B.E.2530.

Under the provident fund plan, employees' and Company's and its subsidiaries' contributions are equivalent to certain percentages of employees' basic salaries. The employees are entitled to the Company's and its subsidiaries' contributions in accordance with the rules and regulations of the fund and on the length of service with the Company and its subsidiaries. The Company and its subsidiaries appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Provident Fund Act.

The Company's and its subsidiaries' contributions for the years ended December 31, 2023 and 2022 were amounted to Baht 3.21 million and Baht 3.03 million (for the Company : Baht 2.82 million and Baht 2.70 million), respectively.

37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2023 and 2022 are as follows:

	Thousand Baht				Balance as at December 31, 2023
	Consolidated financial statements				
	Balance as at January 1, 2023	Increase from business acquisition (Note 15)	Cash flows Increase (decrease)*	Non-cash transaction Increase	
Short-term borrowings from financial institutions	908,461	-	(162,437)	(379)	745,645
Short-term loans from other person	19,620	-	55,358	-	74,978
Short-term loan from related person	-	400,015	(394,366)	-	5,649
Long-term borrowings from financial institutions	826,563	1,800,000	(97,612)	423	2,529,374
Liabilities under a finance lease agreement	80,920	1,049,821	(78,509)	71,856	1,124,088
Total	1,835,564	3,249,836	(677,566)	71,900	4,479,734

	Thousand Baht			
	Consolidated financial statements			
	Balance as at January 1, 2022	Cash flows Increase (decrease)*	Non-cash transaction Increase	Balance as at December 31, 2022
Short-term borrowings from financial institutions	631,420	277,041	-	908,461
Short-term loans from other person	10,122	9,498	-	19,620
Long-term borrowings from financial institutions	902,346	(76,268)	485	826,563
Liabilities under a finance lease agreement	87,555	(26,157)	19,522	80,920
Total	1,631,443	184,114	20,007	1,835,564

	Thousand Baht			
	Separate financial statements			
	Balance as at	Cash flows	Non-cash transaction	Balance as at
	January 1, 2022	Increase (decrease)*	Increase	December 31, 2023
Short-term borrowings from financial institutions	696,225	(129,955)	(379)	565,891
Short-term loans from other person	19,620	55,358	-	74,978
Short-term loan from related person	-	5,649	-	5,649
Long-term borrowings from financial institutions	159,014	(51,110)	164	108,068
Liabilities under a finance lease agreement	79,344	(39,837)	66,097	105,604
Total	<u>954,203</u>	<u>(159,895)</u>	<u>65,882</u>	<u>860,190</u>

	Thousand Baht			
	Separate financial statements			
	Balance as at	Cash flows	Non-cash transaction	Balance as at
	January 1, 2022	Increase (decrease)*	Increase	December 31, 2022
Short-term borrowings from financial institutions	427,738	268,487	-	696,225
Short-term loans from other person	10,122	9,498	-	19,620
Short-term loan and interest payable from subsidiary	116,123	(116,123)	-	-
Long-term borrowings from financial institutions	214,180	(55,363)	197	159,014
Liabilities under a finance lease agreement	84,787	(24,965)	19,522	79,344
Total	<u>852,950</u>	<u>81,534</u>	<u>19,719</u>	<u>954,203</u>

* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

38. FINANCIAL INSTRUMENTS

38.1 Risk management

The Company and its subsidiaries manage their financial risk exposure on financial assets and financial liabilities in the normal business by its internal management and control system, and the Company and its subsidiaries do not hold or issue derivative financial instruments for speculative or trading purposes.

38.2 Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables, receivables under installment sale agreements and short-term loans to related party. The management of the Company and its subsidiaries manage this risk by establishing appropriate credit control policies and procedures. Therefore, it does not expect to incur material losses from debt collection more than the amount already provided in the expected credit loss. In addition, credit of the Company and its subsidiaries is not concentrated because the Company and its subsidiaries have a diverse and large customer base. The maximum amount that the Company and its subsidiaries may incur on credit is the carrying amount of the receivable. Other receivables and notes receivable presented in the statement of financial position

38.3 Interest rate risk

The Company and its subsidiaries are exposed to interest rate risk relates primarily to its cash at banks, receivables under installment sale agreements, short-term loan to related party, restricted deposits at financial institution, short-term loans from financial institution, short-term loan from related parties, long-term loans from banks and lease liabilities. However, most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market. However, the management believed that the future fluctuation on market interest rate would not provided significant effect to their operations and cash flows, therefore; no financial derivative was adopted to manage such risks.

As at December 31, 2023 and 2022, the significant financial assets and financial liabilities classified by types of interest rates were as follows:

	Thousand Baht				
	Consolidated financial statements				
	2023				
	Fixed interest rate	Floating interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	82	51,117	8,424	59,623	0.15 - 1.10
Trade and other current receivables	-	-	693,574	693,574	-
Retention receivables	-	-	189,861	189,861	-
Other current financial asset	-	-	7,305	7,305	-
Investment in equity	-	-	277,998	277,998	-
Restricted deposits at financial institutions	-	41,596	-	41,596	0.55
<u>Financial liabilities</u>					
Short-term loans from financial institutions	20,913	724,732	-	745,645	7.10 - 9.50
Trade and other current payables	-	-	1,042,520	1,042,520	-
Short-term loans from other person	74,978	-	-	74,978	7.00 - 8.00
Short-term loan from related person	5,649	-	-	5,649	7.00
Long-term loans from financial institutions	-	2,529,734	-	2,529,734	MLR, MLR-1, MLR-2, MLR - 3.875
Lease liabilities	1,124,088	-	-	1,124,088	4.25 - 6.50

Thousand Baht					
Consolidated financial statements					
2022					
	Fixed interest rate	Floating interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	106	83,170	392	83,668	0.15 - 0.55
Trade and other current receivables	-	-	724,782	724,782	-
Retention receivables	-	-	144,850	144,850	-
Restricted deposits at financial institutions	51,820	-	-	51,820	0.35 - 0.55
Investment in equity	-	-	570,627	570,627	-
<u>Financial liabilities</u>					
Short-term loans from financial institutions	-	908,461	-	908,461	4.65 - 6.35
Trade and other current payables	-	-	768,813	768,813	-
Short-term loans from other person	19,620	-	-	19,620	7.00
Long-term loans from financial institutions	-	826,563	-	826,563	MLR, MLR-1, MLR-2
Lease liabilities	80,920	-	-	80,920	4.25 - 6.50

Thousand Baht					
Separate financial statements					
2023					
	Fixed interest rate	Floating interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	82	31,573	169	31,824	0.15 - 1.10
Trade and other current receivables	-	-	435,258	435,258	-
Business transfer receivable	125,273	-	-	125,273	7.10
Retention receivables	-	-	173,274	173,274	-
Short-term loan and interest receivable to subsidiary	-	42,234	-	42,234	MLR
Other current financial asset	-	-	7,305	7,305	-
Investment in equity	-	-	277,998	277,998	-
Restricted deposits at financial institutions	-	41,596	-	41,596	0.55
<u>Financial liabilities</u>					
Short-term loans from financial institutions	5,583	560,308	-	565,891	7.10 - 9.50
Trade and other current payables	-	-	663,682	663,682	-
Short-term loans from other person	74,978	-	-	74,978	7.00 - 8.00
Short-term loan from related person	5,649	-	-	5,649	7.00
Long-term loans from financial institution	-	108,068	-	108,068	MLR, MLR-1
Lease liabilities	105,604	-	-	105,604	4.25 - 6.10

	Thousand Baht				
	Separate financial statements				
	2022				
	Fixed interest rate	Floating interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	106	83,138	296	83,540	015 - 0.55
Trade and other current receivables	-	-	734,841	734,841	-
Retention receivables	-	-	144,802	144,802	-
Restricted deposits at financial institutions	51,820	-	-	51,820	0.35 - 0.55
Investment in equity	-	-	570,627	570,627	-
<u>Financial liabilities</u>					
Short-term loans from financial institutions	-	696,225	-	696,225	4.65 - 6.35
Trade and other current payables	-	-	786,405	786,405	-
Short-term loans from other person	19,620	-	-	19,620	7.00
Long-term loans from financial institution	-	159,014	-	159,014	MLR, MLR-1
Lease liabilities	79,344	-	-	79,344	4.25 - 6.50

38.5 Foreign currency risk

The Company and its subsidiary companies incurred risk foreign currencies exchange due to the Company and its subsidiaries had transaction of purchases or sales which were denominated in foreign currencies. the Company and its subsidiaries did not enter into and forward exchange contract to hedge the risk on exchange rates.

As at December 31, 2023 and 2022, outstanding balances of the Company's and subsidiaries' financial assets and liabilities denominated in foreign currencies are summarised below.

	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2023	2022	2023	2022	2023	2022
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per foreign currency unit)	
US Dollar	-	-	383	242	34.2233	34.5624
Euro	-	-	39	76	38.0334	36.8274
Yen	-	120	-	-	0.24230	0.26091

	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2023	2022	2023	2022	2023	2022
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per foreign currency unit)	
US Dollar	-	-	5	242	34.2233	34.5624
Euro	-	-	19	63	38.0334	36.8274

For the years ended December 31, 2023 and 2022, the aggregate net foreign exchange gains (losses) recognized in profit or loss are as follow:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Unrealized gain (loss) on exchange rates	373	137	358	256
Gain (loss) on exchange rates				
- Income	-	849	473	-
- administrative expense	(396)	(5)	-	(55)
Total net gain (loss) on exchange rate recognized in profit before income tax	<u>(23)</u>	<u>981</u>	<u>831</u>	<u>201</u>

38.6 Liquidity risk

The Company and its subsidiaries manage its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's and its subsidiaries' operations as well as securing short-term credit facilities from financial institutions for reserve as necessary and to reduce the impact of fluctuations in cash flow.

38.7 Fair value of financial instruments

The carrying amount of financial assets and financial liabilities as presented in the statement of financial position are mostly bear floating interest rates or fixed interest rates which are close to market rate. The management believes that the fair value of those financial assets and financial liabilities does not materially differ from their carrying amount.

39. CAPITAL MANAGEMENT

The primary objective of capital management of the Company and its subsidiaries is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern. According to the statement of financial position as at December 31, 2023, the Group's debt-to-equity ratio was 0.81 : 1 (as at December 31, 2022 was 0.81 : 1) and the Company's was 0.54 : 1 (as at December 31, 2022 was 0.52 : 1).

40. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is calculated by dividing the profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year

Diluted earnings (loss) per share is computed by dividing profit (loss) for the period by the aggregate amount of the weighted average number of ordinary shares issued during the period and the weighted average number of ordinary shares which the Company may have to issue for conversion of warrants to ordinary shares.

However, the Company did not include the warrant GEL-W5 in calculating the diluted earnings per shares from warrant because the average share price during this period was lower than the exercise price.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Loss for the year of parent company (Thousand Baht)	(459,680)	(140,795)	(479,242)	(173,931)
Weighted average number of ordinary shares (Thousand shares)	7,987,263	6,319,781	7,987,263	6,319,781
Loss per share (Baht per share)	(0.05755)	(0.02228)	(0.06000)	(0.02752)
Profit attributable to shareholders of the Company from discontinued operations	-	-	44,807	88,069
Weighted average number of ordinary shares outstanding (Thousand shares)	7,987,263	6,319,781	7,987,263	6,319,781
Basic earnings per share from discontinued operations (Baht)	-	-	0.00561	0.01393

41. COMMITMENTS AND CONTINGENT LIABILITIES

41.1 Commitments

As at December 31, 2023 and 2022, the Group had opened credit facilities as follows:

	Thousand Baht					
	Consolidated financial statements					
	2023			2022		
	Total	Utilized	Remained	Total	Utilized	Remained
Letters of guarantee	1,086,807	(507,589)	579,218	1,117,589	(647,129)	470,460
Bank overdraft and others	1,362,000	(846,203)	515,797	1,632,388	(1,029,316)	603,072
Long-term loan	2,984,000	(2,984,000)	-	1,217,000	(1,184,000)	33,000

	Thousand Baht					
	Separate financial statements					
	2023			2022		
	Total	Utilized	Remained	Total	Utilized	Remained
Letters of guarantee	803,222	(468,029)	335,193	1,057,433	(590,851)	466,582
Bank overdraft and others	1,127,000	(680,350)	446,650	1,442,388	(848,238)	594,150
Long-term loan	362,900	(362,900)	-	380,000	(362,900)	17,100

41.2 Service agreement and operating lease commitments

As at December 31, 2023 and 2022, the Group had future minimum lease and service payments required under these service agreements and operating lease agreements were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Payable:				
In up to 1 year	89,432	647	590	618
In over 1 and up to 5 years	439	1,054	439	1,029

41.3 Commitments relating to contracts for sale of goods and services

As at December 31, 2023 and 2022, the Group had contracts for sale of goods and services with customers for which the products or services have not yet been delivered in the amount of Baht 4,822 million and Baht 3,609 million (for the Company amounting to Baht 2,535 million and Baht 3,284 million), respectively.

41.4 Commitments relating to purchase of equipments and subcontracted work commitments

As at at December 31, 2023 and 2022, the Company and its subsidiary have outstanding commitments of Baht 525.15 million and Baht 685.29 million in respect of purchase equipment materials and subcontracted work (for the Company: Baht 520.85 million and Baht 684.90 million), respectively.

41.5 Contingent liabilities relating to guarantees

(1) As at December 31, 2023 and 2022, there were bank guarantees of approximately Baht 486.70 million and Baht 543.70 million (for the Company: Baht 462.47 million and Baht 519.74 million), respectively. issued by banks on behalf of the Company and the subsidiary in respect of certain performance bonds as required in the normal course of business. Details of bank guarantees were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Guarantee of advance payment bond and retention	306,242	347,733	301,217	341,857
Guarantee of job auction	370	1,206	-	100
Other guarantees	180,090	194,759	161,256	177,784
Total	486,702	543,698	462,473	519,741

- (2) As at December 31, 2023 and 2022, the Company had a commitment by issuing a letter of guarantee with a bank together with a related company amounting to Baht 171.12 million (USD 5 million) and Baht 172.81 million (USD 5.00 million), respectively to guarantee credit facilities of the joint venture. The credit line is guaranteed by common shares in the joint venture.
- (3) As at December 31, 2023 and 2022, the Company has commitments to provide a guarantee and advance received in the amount of Baht 33.37 million and Baht 4.75 million, respectively.

41.6 Contingent liabilities related to litigation

On February 28, 2022, a company filed a lawsuit against a subsidiary with the Civil Court for failure to comply with the sale and purchase agreement claim damages including interest in the total amount of Baht 3.60 million. Subsequently, on May 12, 2023, witnesses have been examined and currently the case is pending mediation on June 23, 2023. However, the management of the Group has estimated the damage according to the fully amount expected to be paid in the financial statements.

42. ASSETS PLEDGED AS SECURITY

The carrying amounts of assets pledged as security for credit facilities were as follow:

	Note	Thousand Baht			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Current assets					
Current non-cash financial assets pledged as collateral	14.2	7,305	-	7,305	-
Non-current assets					
Restricted deposits with financial institutions	13	41,596	51,820	41,596	51,820
Investment in equity	14	224,159	460,117	224,159	460,117
Investment in subsidiary	15	-	-	989,224	-
Investment in associate and joint venture	16	153,294	217,634	154,258	231,106
Investment property	17	987,930	987,930	1,280,650	1,280,650
Property, plant and equipment	18	2,855,203	1,953,508	801,337	812,200
Total assets pledged as security		<u>4,269,487</u>	<u>3,671,009</u>	<u>3,498,529</u>	<u>2,835,893</u>

43. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's board of directors on February 29, 2024.



**"WE ARE SPECIALISTS,
MANUFACTURER
AND SERVICE PROVIDER
OF CONCRETE PRODUCTS"**

บริษัท เจนเนอรัล เอนจิเนียริ่ง จำกัด (มหาชน)

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