

# 2022 ONE REPORT

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**รายงานประจำปี 2565**

บริษัท ทีดับบลิวแชนด์ คอร์ปอเรชั่น จำกัด (มหาชน)  
TWZ CORPORATION PUBLIC COMPANY LIMITED

# CONTENT

## Message from the Board of Directors

### Part 1 Business Operations and Performance

1. Business Structure	1
2. Risk Factors	23
3. Driving business for sustainability	25
4. Management Discussion and Analysis	37
5. General information	46

### Part 2 Corporate Governance

6. Corporate Governance	47
7. Corporate Governance Report (Board of Directors, Sub-committees, Executives, employees and others)	49
8. Internal Control and Connected Transaction	66

### Part 3 Financial Statements 74

### Part 4 Certification of the Accuracy of information

#### Enclosures

#### Enclosures 1

Details of Director, Executive, Controlling Person (Highest Responsibility in Accounting and Finance), Those Assigned to Take Direct Responsibility in Bookkeeping, Company Secretary	197
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#### Enclosures 2

Summary of details about directors of the subsidiary	203
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#### Enclosures 3

The Head of Internal Audit	204
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#### Enclosures 4

Report of Audit Committee	206
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## Message from the Board of Directors

Dear shareholders,

In 2022 and in 2023, the Company still faces many challenges due to the situation of epidemic COVID-19, which still affects both the economy and society. In particular, the impact that changes consumer behavior causes the business context to change accordingly. However, in order to cope with the impact of such situations. During the past year, The Company has continuously formulated and adjusted strategic plans and business plans in line with changing factors. By focusing on creating a balance between operating results along with managing various risks under an appropriate budget. based on sustainability and good governance principles under strict business ethics, taking into account the responsibility to the organization, shareholders, business partners, and society simultaneously to add quality and value to products and services.

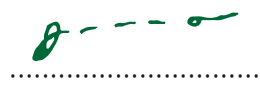
As for telecommunication or telecommunication business, which is its core business, TWZ will develop the retail shop's service model to be modern. Meet the lifestyles of the new generation in the form of offline and online stores. Including the expansion of products to have a variety It's not limited to just mobile devices. Increase the opportunity to expand the customer base and income. Develop online sales channels Supporting the changing needs of consumers Increase branch expansion channels to cover a wider customer base. to support the economy and the purchasing power of consumers, which tend to recover continuously

In addition to growing its primary business, TWZ aims to strengthen non-telecom businesses such as electric vehicle (EV), which tend to grow continuously. from a growing economy Policy to subsidize the use of electric trains And the demand for electric vehicles for commercial use is increasing and Hemp marijuana business after the government unlocked marijuana from the drug status, the company foresees the growth of the company. due to the trend of increasing demand especially in the food industry Alternative Medicine and cosmetics Therefore accelerate the development of upstream production to have potential Able to create added value and expand the business sustainably.

TWZ would like to thank shareholders, customers, and business partners. Including all executives and employees as well as all related parties who have supported and trusted the Company. The company will never stop increasing the efficiency of business operations. under risk management and good corporate governance to ensure that the company will be able to generate strong growth. Taking into account the interests of all stakeholders.



(Mr.Phongcharn Samphaongern)  
Chairman of the Board of Directors (Acting)



(Mr.Puttachat Rungkasiri)  
Executive Chairman

## 1. Business Structure

### 1.1 Policy and Business overview

TWZ Corporation Public Company Limited (“the Company” or “TWZ”), previously named “PC Communication and Transports Company Limited.”, was established by mobile phone distribution experts, Mr. Puttachat Rungkasiri, the first mobile phone distributor to open a retail shop at MBK center, with the initial paid-up capital of Baht 1.00 million on December 22, 1993. The Company’s main business is selling mobile phone and communication equipment. And company executives have experience, ability, experts in the telecommunication business. As a result, the Company has continued to expand its business. As of December 31, 2021, the Company has a paid-up capital of 1,985,969,755.50 THB.

#### Business goals

The Company has set its business goal to enhance its sales and services revenues consistently by emphasizing the profitability and the increase of its distribution channels, especially at the prime locations where consumers in such communities have purchasing power and the places are a convenience for using the services, not only the increase in several various shops but also the increase in a number of dealers as to access more target customers. The Company has improved its services standard to be more satisfied by customers and be competitive with other players. Besides, the Company will build up to be a partner with additional well-known mobile phone manufacturers and distributors and import more mobile phones from China to distribute under its brand names to obtain quality products with various specifications to serve different customers' needs.

The Company has emphasized building up its brand name “TWZ” to strengthen its business operation. Therefore, the Company has a representative office in Shenzhen, the People’s Republic of China, to be its centre to manage cost, control the quality of products, and procure high-quality products at the proper cost. Besides, The Company also expanded its business into real estate development, renewable energy, automotive business, the commercial and industrial business about cannabis and hemp. The Company will develop all businesses to continue to increase profits for the Company in the future.

Significant Developments and milestone of the Company’s business and management during the past period:

Year	Highlights
2005 - 2010	<ul style="list-style-type: none"> <li>In 2005, the Company converted to a public company. Changed the par value from 5 baht to 1 baht, as well as increased the registered capital from 180 million baht to 240 million baht by issuing 60 million new ordinary shares, offering 59 million shares to the public and offering to directors and the Company’s employees amounted to 1 million shares and the Company’s ordinary shares were listed on the Stock Exchange of Thailand on November 18, 2005</li> <li>In 2008, change in par value of ordinary shares from 1.00 baht per share to 0.10 baht per share. The original company had registered capital of 240 million baht divided into 240 million ordinary shares with a par value of 1.00 baht per share changed to a registered capital of 240 million baht divided into ordinary share 2,400 million shares with a par value of 0.10 baht per share to increase liquidity for the Company’s ordinary shares.</li> </ul>

Year	Highlights
	<ul style="list-style-type: none"> <li>• In 2008, make a land lease right contract with the State Railway of Thailand. For the area of approximately 6,126 sq.m. on Ratchadaphisek Road, valued at 88.30 million baht, with a 24-year contract. For the construction of a home office for commercial purposes.</li> <li>• In 2008, distributing mobile phones under the trademark “TWZ”, which is the company’s brand, by manufactured to order and imported from China and have integrated marketing management in both retail and wholesale.</li> <li>• In 2010, issued 599,999,987 warrants to purchase the Company's ordinary shares. They were allocated to the existing shareholders of the Company in proportion to their shareholding in the ratio of 4 ordinary shares to 1 warrant to purchase ordinary shares, at the exercise price of the warrants 0.90 baht per share. The Company's registered capital increased from 240 million baht to 300 million baht, divided into 3,000 million ordinary shares with a par value of 0.10 baht per share. As well as increase the Company's registered capital by 60 million baht by issuing 600 million new ordinary shares with a par value of 0.10 baht per share to support the exercise of warrants.</li> </ul>
2011	<ul style="list-style-type: none"> <li>• Allocation of new ordinary shares to the users of the warrants to purchase five ordinary shares at 0.90 baht per share, causing the issued and paid-up capital to increase to 240,000,000.50 million baht (2,400,000,005 common shares, 0.10 baht per share)</li> <li>• On January 13, 2011, established a subsidiary, TWZ INTERNATIONAL LIMITED, with a registered capital of 1,000,000.00 Hong Kong dollars. The Company holds 100 percent of the shares for procurement and distribution of mobile phones and communication equipment.</li> </ul>
2012	<ul style="list-style-type: none"> <li>• On February 16, 2012, established a representative office in Shenzhen, China, to operate the business of cost management and product quality control.</li> </ul>
2013	<ul style="list-style-type: none"> <li>• Reduce the Company's registered capital from 300,000,000.00 baht to 240,000,000.50 baht by cutting off 599,999,995 unsold ordinary shares with a par value of 0.10 baht per share totaling 59,999,999.50 baht. It is the ordinary shares issued to support the exercise of the warrants to purchase the Company's ordinary shares (TWZ-W1), that were given to the existing shareholders in proportion to their shareholding, which has expired on May 25, 2011.</li> <li>• Issue 1,028,571,431 warrants to purchase ordinary shares of the Company (TWZ-W2). Units to be allocated to the Company's existing shareholders in proportion to their shareholding, 7 shares per 3 units, warrants exercised at 0.40 baht per share, including increasing the Company's registered capital. 102,857,143.10 baht by issuing new ordinary shares 1,028,571,431 shares with a par value of 0.10 baht per share, resulting in the Company's registered capital increased from 240,000,000.50 baht to 342,857,143.60 baht divided into ordinary shares 3,428,571,436 shares with a par value of 0.10 baht per share.</li> <li>• Purchased 49,998 shares of Piyachart Company Limited from the existing shareholders, representing approximately 99.996 percent of the total registered capital of Piyachat Company Limited. 120,000,000.00 baht. On September 20, 2013, TZ Trading Company Limited was established as a subsidiary, registered capital 3,000,000 baht, 300,000 shares, 10 baht per share, to be a distributor, importer and exporter, and providing after-sales service for telephone products. Mobile accessories, computers and electronic products.</li> </ul>

Year	Highlights
2014	<ul style="list-style-type: none"> <li>• The Company's registered capital was reduced from 342,857,143.60 baht, remaining 342,856,121.10 baht, by cutting off 10,225 unissued ordinary shares at a par value of 0.10 baht per share, totaling 1,022.50 baht. And they were issuing warrants to purchase the Company's ordinary shares (TWZ-W3) in the amount of 400,000,001 units to allocate to existing shareholders who subscribe to the Company's newly issued ordinary shares in proportion to their subscription. There was an approval to increase the Company's registered capital in 409,000,000.30 baht by issuing new ordinary shares 4,090,000,003 shares with a par value of 0.10 baht per share increasing the Company's registered capital. 342,856,121.10 baht is 751,856,121.40 baht divided into ordinary shares 7,518,561,214 shares with a par value of 0.10 baht per share.</li> <li>• Increase the registered capital of Piyachat Company Limited (subsidiary). The company has a 100% shareholding ratio from the current registered capital of 50 million baht to a registered capital of 250 million baht and paid-up capital of the subsidiary to the Department of Business Development, The Ministry of Commerce, was completed on October 28, 2014.</li> <li>• Piyachat Company Limited purchased the investment of Le Andaman Development Company Limited at 25 million baht or 100 percent of the registered capital of 25 million baht, divided into 250,000 ordinary shares with a par value of 100 baht per share from Existing shareholders on October 14, 2014.</li> <li>• On May 20, 2014, The Boxes Co., Ltd. was established with a registered capital of 1,000,000 baht to operate the main business of being a distributor of peripheral devices in digital signals by allowing TWZ Corporation Public Company Limited to hold a 100% investment.</li> </ul>
2015	<ul style="list-style-type: none"> <li>• Reduce the Company's registered capital from 751,856,121.40 baht, remaining 735,365,612.50 baht by eliminating 164,905,089 unsold common shares at a par value of 0.10 baht per share, totaling 16,490,508.90 baht. 164,904,946 ordinary shares are issued to support the exercise of warrants to purchase the Company's ordinary shares (TWZ-W2), which expired on September 13, 2014, amounting to 164,904,946 shares and ordinary shares issued to support the exercise of warrants Purchase of 143 unallocated ordinary shares of the Company (TWZ-W3).</li> <li>• Issue 2,980,138,401 warrants for the Company's ordinary shares (TWZ-W4) to be allocated to existing shareholders in proportion to their respective shareholding ratio of 7 shares to 3 warrants. without considering the exercise price of 0.70 baht.</li> <li>• Increase the Company's registered capital by 298,013,840.10 baht by issuing new ordinary shares 2,980,138,401 Shares with a par value of 0.10 baht per share, resulting in an increase in registered capital 735,365,612.50 baht. To be 1,033,379,452.60 Baht divided into ordinary shares 10,333,794,526 shares with a par value of 0.10 baht per share allotting not more than 2,980,138,401 shares with a par value of 0.10 baht per share to support the exercise of the warrants to purchase the Company's ordinary shares (TWZ-W4).</li> </ul>
2016	<ul style="list-style-type: none"> <li>• On August 9, 2016, established Gear Corporation Co., Ltd. as a subsidiary, registered capital of 100,000,000 baht, amount of 1,000,000 shares, par value of 100 baht per share, to operate the main business related to the alternative energy business.</li> <li>• Gear Corporation Company Limited acquired shares in Mastech Tool and Service Company Limited in the proportion of 80 percent of the paid-up shares, amounting to 80,000 shares, with a par value of 100 baht per share, from a group of existing shareholders who are not related. Together with the business group at a total purchase price of 70 million baht. Mastech Tool and</li> </ul>

Year	Highlights
	<p>Service Co., Ltd. is principally engaged in producing and distributing solar power with a maximum capacity of 5.0 megawatts. On September 6, 2016, the Company made advance payments to purchase 40 million baht of ordinary shares with a transfer of 48,490 ordinary shares. On September 21, 2016, the Company completed the second payment to the seller of 14 million baht and purchased 1,000 preferred shares. Claims at the price of 100 baht per share for 100,000 baht, resulting in Gear Corporation Co., Ltd. having the right to receive dividends at the rate of 80%, including the right to vote at the general meeting of shareholders equal to 80.19%. As a result, Gear Corporation Co., Ltd. has control over Mastech Tool and Service Co., Ltd. After the payment under the purchase agreement, the Company will have 48.49 percent stake in ordinary shares. There is an obligation to pay for ordinary shares to the existing shareholders in 16 million baht. 31,510 ordinary shares will be traded after three years from the commercial power distribution (COD) date. According to the power purchase agreement on the acquisition date, value is an appraised value by an independent financial advisor. Power purchase agreement It is an agreement to sell solar power to the Provincial Electricity Authority for 25 years from the date of commercial power distribution.</p> <ul style="list-style-type: none"> <li>On November 9, 2016, Mastech Tool and Service Company Limited increased its registered capital from 10,100,000 baht (100,000 ordinary shares and 1,000 preferred shares, 100 baht per share) to 80,800,000 baht (800,000 ordinary shares and 8,000 preferred shares. shares at a par value of 100 baht per share) by issuing 700,000 new ordinary shares with a par value of 100 baht per share and calling for a share at a par value of 100 baht per share.</li> </ul>
2018	<ul style="list-style-type: none"> <li>On March 2, 2018, the Company sold its investment in The Boxes Company Limited according to the resolution of the Board of Directors Meeting No. 1/2018 held on February 27, 2018, to a third party at the price of 5 baht per share, with a par value of 10 baht and a book value of 4.541 baht per share, it amounted to 100,000 shares, totaling a value of 0.5 million baht.</li> <li>Reduce the company's registered capital from 1,141,588,716.20 baht, remaining 625,908,107.10 baht by cutting off unsold ordinary shares in the amount of 515,680,609.10 Baht divided into ordinary shares. 5,156,806,091 shares with a par value of 0.10 baht per share.</li> <li>Issue warrants to purchase ordinary shares of the Company (TWZ-W5) in the amount not exceeding 4,172,720,714 Units to be allocated to existing shareholders of the company who subscribe for newly issued ordinary shares according to the subscription ratio at the rate of 1 new ordinary share per 1 unit of warrant free of charge. Exercise price 0.10 baht per share. The warrants are valid for one year from the date of issuance.</li> <li>Increase the Company's registered capital in the amount of 1,022,316,574.90 baht by issuing 10,223,165,749 new ordinary shares with a par value of 0.10 baht per share, resulting in the Company's registered capital increasing from 625,908,107.10 baht to 1,648,224,682 Baht divided into ordinary shares 16,482,246,820 shares, par value 0.10 baht per share.</li> </ul>
2019	<ul style="list-style-type: none"> <li>As of March 31, 2019, the Company sold its investment in Gear Corporation Company Limited according to the resolution of the Board of Directors Meeting No. 2/2019 held on March 21, 2019, to a third party. The Company received net proceeds from the sale of 134.00 million baht.</li> <li>On April 5, 2019, Gear2 Corporation Co., Ltd. was established as a subsidiary, registered capital of 3,000,000 baht, amounting to 30,000 shares, par value of 100 baht per share, to</li> </ul>



Year	Highlights
	<p>operate the significant business-related investment in alternative energy businesses.</p> <ul style="list-style-type: none"> <li>According to the minutes of the BOD meeting, the week that the company met with 2/2562, Mars, March 21, 2019, there was a resolution granting the right to buy super in the company. Mitra Corporation Company Limited (“MITRA”) in the amount of 1,368,304 shares. With a par value of 100 baht per share, representing 52.63 percent of the paid-up shares through Gear 2 Corporation limited which is a subsidiary company. To operate a power plant business from industrial waste fuels, located at Saharatana Nakorn Industrial Estate Ayutthaya. It’s a pasta system. Gasification In the burning and production of electricity the total electricity generating capacity is 3 MW and can eliminate up to 60 tons of waste per day and can expand the business to industrial waste disposal locations. The Electricity Authority will be the buyer of special electricity from industrial waste in the form of Feed-in Tariff (FIT) and MITRA also holds 99% of the shares in Tang Corporation Limited (“TC”). In order to operate the waste separation plant and the RDF production plant to convert waste into recycled materials and RDF located in Uthai District Ayutthaya. Able to dispose industrial waste and community waste by sorting and converting by selling materials from the operation with a full operational capacity of 300 tons per day. Which is a related and continuous business in delivering raw materials to power plants for generating electricity by determining the return value from the purchase of shares in the total amount of not more than 291 million baht. and paid for shares in the name of Gear2 Corporation Co., Ltd., amounting to 145,000,000 million baht as of May 31, 2019</li> </ul>
2020	<ul style="list-style-type: none"> <li>Reduce the registered capital of the company from 1,648,224,682.00 baht to 1,644,224,682.00 baht by cutting off the repurchased and unsold common shares of the company in the amount of 4,000,000.00 million baht, with a par value of 0.10 baht, which is a total decrease of 40,000,000 ordinary shares, resulting in the company's registered capital. decreased from 16,482,246,820 shares to 16,442,246,820 shares.</li> <li>Closing of TWZ INTERNATIONAL LIMITED, a subsidiary with registered capital of HKD 1,000,000.00 in which the Company holds 100.00% of shares.</li> <li>As of February 19, 2020, the Company has the established of Electra Motive Co., Ltd. As a subsidiary. The Company has share holder of 100% and registered capital Baht 80.00 million for invest in the automotive sales business.</li> <li>The Company has entered into a subscription the capital increase agreement in order for Rich Asia Industry Company Limited (“RAI”) (Renamed to Advance Mobility Co., Ltd.) to achieve the conditions of the Board of Investment, to increasing the registered capital of Baht 200 million before issuing promotion certificates. The subsidiary has been allocated 6,451,613 ordinary shares with a par value of Baht 31.00 per share, accounted for 31.17% of total issued and paid-up after the capital increase, by paying 25% of the additional share value on June 30, 2020, in the amount of Baht 50 million. The share transfer was completed on July 8, 2020. The remaining amount of Baht 150 million will be paid within 3 years since RAI issued the capital increase shares this time.</li> <li>As at July 4, 2020, the subsidiary has entered into a share purchase agreement of Skywell (Thailand) Company Limited (“SKY-TH”) from Existing shareholder in the proportion of</li> </ul>



Year	Highlights
	<p>3,060,000 shares, at a price of Baht 16.34 per share, totaling Baht 50 million, accounted for 51%. It shall be deemed that the deposit in the joint venture agreement between the Company and the existing shareholders as of January 30, 2020 amounted to 50 million baht as payment for shares under this share purchase agreement.</p>
2021	<ul style="list-style-type: none"> <li>• Reduce the Company's registered capital from 1,644,224,682 baht to 990,668,925 baht by cutting off 6,535,557,570 unsold ordinary shares at a par value of 0.10 baht per share, totaling 653,555,757 baht.</li> <li>• Increase the registered capital of the company in the amount of 660,445,950 baht by issuing 6,604,459,500 new ordinary shares with a par value of 0.10 baht per share, resulting in the company's registered capital increasing from 990,668,925 baht to 1,651,114,875 baht, divided into 16,511,148,750 ordinary shares, valued at 0.10 baht per share.</li> <li>• On March 16, 2021, Zenith Glove Company Limited was established as a subsidiary, registered capital of 1,000,000 baht, 10,000 shares, 100 baht per share, to operate and/or invest in the new business of the Group. About the business of manufacturing, importing and distributing drugs, pharmaceuticals, chemicals, medical devices, and rubber gloves that may enter Operate and/or acquire shares in other companies.</li> <li>• On April 28, 2021, CBD Corporation Co., Ltd. was established as a subsidiary, registered capital of 1,000,000 baht, 10,000 shares, 100 baht per share, to operate and/or invest in the new business of the Group. The business of production, distribution, wholesale, retail, sales representative, import, export, possession, cultivation, analysis, research, extraction and development of all kinds of medicinal plant species, including cannabis, cannabis, and business operations. any other related which the Company may own and/or acquire shares in other companies.</li> <li>• According to the minutes of the meeting, Board of Directors No. 8/21, dated August 18, 2021, resolved to approve CBD Corporation Company Limited ("Subsidiary") ("CBD"). Which is a subsidiary that the Company Acquired ordinary shares in Siam Medical Cannabis Company Limited ("SMC") in the amount of 4,900 shares with a par value of 100 baht per share, representing 49% of the paid-up shares from the group of existing shareholders who are not related to the group of companies. For business in commercial and industrial hemp for domestic sales and export abroad, on October 11, 2021, the Company paid for the purchase of such ordinary shares.</li> <li>• Reduce the company's registered capital in the amount of 161,772,080.90 baht from the original registered capital of the amount 1,651,114,875.00 baht divided into ordinary shares 16,511,148,750 shares with a par value of 0.10 baht per share. To be 1,489,342,794.10 baht, divided into 14,893,427,941 shares with a par value of 0.10 baht per share by cutting off unallocated shares from the issuance of new ordinary shares.</li> <li>• Increase the registered capital of the company total 1,487,895,196.20 baht from the original registered capital 1,489,342,794.10 baht, divided into 14,893,427,941 ordinary shares with a par value of 0.10 baht per share. To be 2,977,237,990.30 baht divided into ordinary shares 29,772,379,903 shares with a par value of 0.10 baht per share.</li> <li>• Issue new ordinary shares 4,964,475,981 shares with a par value of 0.10 baht per share, totaling 496,447,598.10 baht to the existing ordinary shareholders of the Company at the</li> </ul>

Year	Highlights
	<p>offering price of 0.10 baht per share, which is equal to the par value by allocating at the ratio of 3 existing ordinary shares to 1 newly issued share.</p> <ul style="list-style-type: none"> <li>• Issue warrants to purchase ordinary shares of the Company No. 6 (“TWZ-W6”) in the amount of not more than 4,964,475,981 units or equivalent to 25.00 percent of the Company's paid-up capital on the date of the Board of Directors Meeting No. 9/ 2021 on October 8, 2021, to allocate to the existing shareholders of the Company. They subscribe for the newly issued ordinary shares of the Company in proportion to the subscription Free of charge (zero baht) at the ratio of 1 new unit of share per 1 unit of warrant No. 6 (TWZ-W6), with the term of 2 years from the date of issuance of the warrants. The exercise ratio of warrants is 1 unit per 1 ordinary share, and the exercise price is 0.10 baht per share (except in the case of adjustment of the exercise price).</li> <li>• Issuing and offering convertible debentures new releases of the Company and granting the right to convert into ordinary shares of the Company Total amount 330,000 units, offering price 1,000 baht per 1 unit of convertible debentures. Total offering value of 330,000,000 baht to the Company's existing shareholders have the right to be allocated in proportion to their shareholding (Right Offering).</li> <li>• Issue warrants to purchase ordinary shares of the Company No. 7 (“TWZ-W7”) in the amount not exceeding 3,300,000,000 units or equivalent to 22.16% of the Company's paid-up capital on the date of the Board of Directors Meeting No. 9/ 2021 on October 8, 2021. Allocate to the Company's existing shareholders subscribed and allocated convertible debentures offered to shareholders in proportion to the number of shares that each shareholder holds free of charge (zero baht) at the ratio of 1 new unit of share per 1 unit of Warrant No. 7 (TWZ-W7). The exercise ratio of warrants is 1 unit per 1 ordinary share, and the exercise price is 0.10 baht per share (except in the case of adjustment of the exercise price). The warrants are valid for two years from the date of issuance.</li> </ul>
2022	<ul style="list-style-type: none"> <li>• On September 1, 2022, Closing of Zenith Glove Company Limited a subsidiary company because the business was not operated as planned</li> </ul>

## 1.2 Nature of business

In 1994, the Company was granted Telewiz franchise from Advance Info Service Plc. (“AIS”) for selling goods and services under the trademark “Telewiz” such as registering numbers providing various registration services and being a service provider to receive payment for services or other expenses. The company opened the first Telewiz in Central Plaza Ramaindra. After that, the company has expanded its branches according to the growth of the mobile phone industry.

In 2008, the Company is the distributor of mobile phones “TWZ”. The Company has imported such products from China to distribute under its own brand names.

And In 2012, the establishment of a representative office in Shenzhen, People’s Republic of China. The representative office will assist the Company in managing cost and controlling quality of products. The company has a complete marketing management, both retail and wholesale.

At present, the Company has total 19 branches, 14 Telewiz Shops, 4 AIS Shops, 1 TWZ Shops.

	Location	
TELEWIZ / AIS SHOP	1. Room345, 3 <sup>rd</sup> fl., Central Plaza Pinklao	10. Room3033 and 3033A,3 <sup>rd</sup> fl.,Fashion Island
	2. Room 305, 3 <sup>rd</sup> fl.,Central Plaza Rama III	11. Room212/1,2 <sup>nd</sup> fl.,Central Plaza Ramaindra
	3. 2 <sup>nd</sup> fl.,Tesco Lotus Chaengwattana	12. Room334/3, 3 <sup>rd</sup> fl.,AllSrason Complex
	4.2 <sup>nd</sup> fl.,Tesco LotusSukhumwit 50	13. Room529, 5 <sup>th</sup> fl., Central City Bangna
	5. 2 <sup>nd</sup> fl.,Tesco LotusLaksi	14. RoomGCR109, Big C Supercenter Rama II
	6. 1 <sup>st</sup> fl.,Tesco LotusRattanaibet	15. Room 225, 2 <sup>nd</sup> fl.,Central Plaza Rama II
	7. 2 <sup>nd</sup> fl.,Tesco Lotus Rama III	16. Room R252 2nd fl., Market Village Suvamabhumi
	8.2 <sup>nd</sup> fl.,Tesco LotusBangna-Trad	17. Room 2CR220/1, Big C Supercenter Bangpli
	9.1 <sup>st</sup> fl.,Tesco LotusSrinakarin	18. 269 Ratchadapisek Road, Ratchadapisek, Din Daeng
TWZ SHOP	1. No. 270/12 Namuang, Muang, Ratchaburi	

In addition to selling mobile phones and accessories to retail customers, the Company also sells products to phone dealers nationwide.

The company also has a property development business for sale and rent as follows.

- 1) Property development project for sale which is a condominium for residential units of 119 units with a total area of 5,073.88 square meters, located at Na ChomThian Subdistrict, Sattahip District, Chon Buri Province. At the end of 2022, the whole amount has been sold.
- 2) The Company and subsidiaries have obtained leasehold rights from the State Railway of Thailand. On Ratchadaphisek Road Area approximately 12,035.20 square meters and construction of a home office. Office building for commercial Total of 55 booths for both long- and short-term rentals.

In March 2019, the company invested in Mitra Corporation Limited (“MITRA”) in the amount of 1,368,304 shares. With a par value of 100 baht per share, representing 52.63 percent of the paid-up shares through Gear 2 Corporation limited which is a subsidiary company. To operate a power plant business from industrial waste fuels, located at Saharatana Nakorn Industrial Estate Ayutthaya. It’s a pasta system. Gasification In the burning and production of electricity the total electricity generating capacity is 3 MW and can eliminate up to 60 tons of waste per day and can expand the business to industrial waste disposal locations. The Electricity Authority will be the buyer of special electricity from industrial waste in the form of Feed-in Tariff (FIT) and MITRA also holds 99% of the shares in Tang Corporation Limited (“TC”). In order to operate the waste separation plant and the RDF production plant to convert waste into recycled materials and RDF located in Uthai District Ayutthaya. Able to dispose industrial waste and community waste by sorting and converting by selling materials from the operation with a full operational capacity of 300 tons per day. Which is a related and continuous business in delivering raw materials to power plants for generating electricity. As of December 31, 2022, no revenue was recognized.

In July 2020, the Company invested in Skywell (Thailand) Co., Ltd., amounting to 3,060,000 shares at a price of 16.34 baht per share, representing 51% of the paid-up shares to engage in the

automotive trading business and invested in Rich Asia Industry Company Limited (Renamed to Advance Mobility Co., Ltd.), which was allocated 6,451,613 ordinary shares at a par value of 31 baht per share, representing 31.17 percent of the ordinary shares issued and sold after the capital increase. As of December 31, 2020, paid shares at the rate of 25 percent of the capital increase shares to engage in the business of importing parts and assembling electric vehicles under the Board of Investment Resolutions.

On April 28, 2021, CBD Corporation Co., Ltd. was established as a subsidiary, registered capital of 1,000,000 baht, 10,000 shares, 100 baht per share, to operate and/or invest in the group's new business. Relate to the business of production, distribution, wholesale, retail, sales representative, import, export, possession, cultivation, analysis, research, extraction and development of all kinds of medicinal plant species, including cannabis, cannabis, and business operations and any other related. Which the Company may own and/or acquire shares in other companies.

And on August 18, 2021, the Board of Directors No. 8/21/21 resolved to approve CBD Corporation Company Limited to purchase 4,900 ordinary shares in Siam Medical Cannabis Company Limited at par value 100 baht per share, representing 49% of the paid-up shares from the group of existing shareholders. Who are not related to the group of companies for business in commercial and industrial hemp for domestic sales and export abroad.

And on October 11, 2021, the Company has paid for the purchase of such ordinary shares.

### Company's revenue structure

Company's revenue structure between 2020 to 2022 can be summary as follow (Unit : Million baht)

Detail	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
<b>Revenues from sales and services</b>						
- Communication equipment trading	3,368.26	98.29	3,051.03	91.82	3,225.78	97.68
- Real estate Development	4.57	0.13	160.65	4.83	9.98	0.30
- Investment property	10.87	0.32	11.48	0.35	11.68	0.35
- Electric vehicles	13.92	0.41	69.72	2.10	0.02	0.00
- Cannabis related business	1.03	0.03	0.13	0.00	-	-
- Electric Power Generation and Distribution Group	-	-	0.30	0.01	0.08	0.00
<b>Total Revenues from sales and services</b>	<b>3,398.66</b>	<b>99.18</b>	<b>3,293.31</b>	<b>99.11</b>	<b>3,247.54</b>	<b>98.34</b>
Sales promotion income	8.93	0.26	9.61	0.29	28.96	0.88
Others income	19.33	0.56	19.93	0.60	25.88	0.78
<b>Total revenues</b>	<b>3,426.92</b>	<b>100.00</b>	<b>3,322.85</b>	<b>100.00</b>	<b>3,302.38</b>	<b>100.00</b>

## Products and Services

The Company's primary business is a distributor of telecommunication equipment, consisting of Mobile phones, SIM cards and accessories. The fact that the Company has been granted the right to sell products and provide services in various fields under the machine Trademarks and trade names such as Telewiz and AIS Shop from AIS enables the Company to provide various services. As a distributor of AIS partners, the Company is a full-service mobile phone centre. The main products of the Company can be divided into three types as follows:

### A. Mobile handset and Accessory

#### (1) Mobile Handset

The company sells many different brands of mobile phones. The customers can choose to buy according to their needs. And the company is also a distributor of mobile phones under the name "TWZ", which is the company's brand. The company importing products from China cause the company to have a wide variety of products and can meet customers' needs.

#### (2) Accessory

Accessories sold by the company

- Standard accessory such as battery, power bank, headset, charging cable, case, protective film.
- Other accessories such as CCTV, speaker, Air Play, Charging station.

The aforementioned accessories are both purchased from a distributor. (Distributor) in the country and imported directly from manufacturers abroad. The company also pays attention to using the Internet to connect to various devices. Allow the device to receive - send information to control or bring information from that device to use. According to the concept of the Internet of Things to develop various products to be sold.

### B. SIM Card : Subscriber Identification Module

If considering the nature of SIM card payment The company's products can be divided into 2 types as follows:

- (1) Post-Paid is the service user must register the number and pay monthly fees, including telephone charges. The Company will receive compensation for each SIM card registration. For corporate customers, the company will also receive revenue sharing from telephone service charges.
- (2) Pre-Paid which is called 1-2-Call!. The service user will be able to open the number and use the service immediately after purchasing the Starter Kit, which will top-up the amount conveniently. Users will not have to pay monthly fees.

Currently, the company sells all SIM cards in the AIS network only.

### C. Other services

(1) Services received under the franchise rights of Telewiz which the company will be able to provide various services For all mobile phone systems of AIS, only the branches that are telewiz shops, AIS Shop and AIS BUDDY, there are 21 branches, consisting of:

- Refill On Mobile.
- New mobile number registered service.
- Payment service, such as the fee for requesting a number, monthly number, rental fee, monthly service fee, additional service fees, various fees.
- Temporarily suspend service.
- SIM Card change service.
- Invoice delivery address registration change service.
- Owner transfer service.
- International Roaming service (IR)
- Claim/change promotion service.
- Installment payment service.
- Reactivate the service after the suspension service (Re-New)
- Payment service via Pay-Station.
- Maintain the number rights service.
- Mobile Number Portability Service to maintain the right to use the same number but can change the service provider, location or type of service (change camp, don't change number)
- Close the number service.
- Multi-Sim service - Service of one number, multiple SIM cards, with 1 primary SIM card and 4 additional SIM card.
- 1-2-Call Registered service.

(2) Service Dealer Center

After-sales service centre under the trademark TWZ Service Center is currently located at Ratchadaphisek Road, and all retail chain stores can accept the product that needs repairing. And send it to the after-sales service centre for repair where customers do not have to go to the service centre by themselves, thus increasing the convenience for customers to receive service.

## Marketing and Competition

### Competitive strategy

1. Emphasis on providing quality, fast and comprehensive services

Due to the fact that the company has been granted franchise rights to operate under the name TELEWIZ and AIS SHOP, which are considered as a dealership shop affiliated with AIS, that comes

with the right to sell products. Including providing various services of AIS, which is superior to the general dealers that cannot be entitled to provide these services. Each branch of the company is equipped with a Computer Online system to link data with AIS, thus enabling the company to offer various services to customers quickly because the company can immediately enter the customer's information into the AIS mobile phone registration system. At the same time, general dealers must register via the Internet on the website [www.ais.co.th](http://www.ais.co.th), which take longer to process.

Moreover, the Company also provides after-sales services to customers, such as mobile phone repair services. Or equipment both under warranty and at the end of the warranty period. Customers can bring damaged mobile phones to be repaired at all branches of the Company. The Company will deliver the damaged product to the after-sales service centre for repair. It can be seen that the Company's service will be comprehensive. It is a quality service that increases the convenience of customers. as well as able to respond to the needs of customers entirely and efficiently.

## 2. Having a comprehensive and comprehensive distribution channel.

### 2.1 Choosing a suitable location to open a branch

Because part of the company's income comes from retail sales to general retail customers (Retail) by choosing to open a branch only in the community with purchasing power, It is convenient to use the service. Currently, the company has 22 branches.

### 2.2 Having a good relationship with dealers.

The dealer is an important channel to distribute the Company's products and from the fact that the Company was the first mobile phone distributor. The Company has established good relationships with these dealers for a long time. The Company also has a sales department directly responsible for overseeing these dealers. They will contact and visit dealers regularly. To acknowledge various problems to develop and improve the service to be satisfied both in terms of speed in delivering new products to keep up with demand, product quality, including product prices. In addition, the Company has continually organized promotional activities among its dealers. to increase the incentive to buy products from the Company.

## 3. Having good relationships with major mobile operators.

The company has been granted Telewiz shop rights from AIS since 1994, and during the past, The company has received various awards from AIS continuously. As a result, the company has a good relationship and has consistently received support from AIS. Both in terms of organizing promotions together Budget for decorating a Telewiz shop Advertising through various media to create Brand Loyalty under the name TELEWIZ and AIS SHOP.

## 4. Effective inventory management.

The Company attaches great importance to inventory management because mobile phones are products that change technology all the time. Consequently, consumers tend to change their



popularity quickly as well. Therefore, companies may experience problems arising from obsolete or obsolete products. Thus, the Company has developed an inventory management system to be more efficient by using the Inventory Online system that links the inventory of all branches, which makes it possible to control the amount of inventory efficiently. In addition, the Company has an inventory count of every piece in every branch at the end of the day. The Company will divide the counting staff for the warehouse according to the product type. It will do a random counting of products by unit (box) to compare the inventory balance with the inventory report from the Company's inventory system. In addition, the Company's internal audit department will count products in each branch. and at the warehouse regularly according to the internal audit plan from such measures; as a result, the Company has a shallow inventory loss.

5. Product variety and ability to select products to sell.

The Company has procured mobile phones from many significant distributors. At the same time, products from China are imported to sell under the Company's brand "TWZ", allowing the Company to have a variety of products that can meet the needs of all groups of consumers. And the Company's management has been in the mobile phone business for more than 20 years. With sedentary news and information from various leading mobile operators and mobile phone manufacturers. It is causing knowledge and understanding about the needs of consumers, consumer trends and movements of the mobile phone market as a whole. Therefore, it is possible to select products that meet the market's needs very well.

6. Quality and competence of human resource.

In order to be able to provide services according to the standards set by the service centre, the Company places importance on developing personnel to be competent and ready to deliver quality services to customers before and after-sales. In this regard, all employees in the Company's branches must undergo basic training to learn about the ability and quality of service with a standard. All employees will be trained to understand the phone's potential, how to use mobile phones and accessories, including updating information about the mobile phone market from time to time to convey to customers a complete understanding as for the after-sales service staff. In particular, mobile phone repair technicians will receive training from the manufacturer and AIS to provide them with knowledge, expertise and skills.

7. Integrated Marketing Communication.

The company has organized promotional activities, continuous advertising both for dealers and consumers, which is a way to increase sales. And it also creates familiarity with the company's brand.

### Characteristics of customers and target customers.

The Company's customers can be divided into two groups as follows:

#### 1. General retail customers (Retail)

The Company will sell products to general retail customers through various branches of the Company, which is located in shopping canter and supercenters. The Company offers instalment loans for purchasing the Company's products. Both from AEON Thana Sinsap Public Company Limited, Ayutthaya Capital Services Company Limited, Tesco Card Services Company Limited and other financial institutions providing instalment loans to help facilitate more retail customers.

#### 2. Dealer

In addition to selling mobile phones and accessories to general retail customers, the Company also sells products to the Company's mobile phone dealers in all regions of the country. The fact that the Company has a large volume of orders per time allows the Company to receive marketing support from distributors. And have bargaining power in terms of the product model, price and speed of delivery. Therefore, when the dealers order products from the Company, they will be allocated new products, both the products that the Company is the distributor itself and products that the Company purchases from another large distributor. Due to the Company's fast delivery and reasonable price, including the fact that the Company regularly organizes promotional activities for dealers, the Company has continuously gained the trust of dealers.

### Price Policy

For mobile phones imported from China to be sold under that Company's brand, the Company has the policy to determine product prices based on cost price plus an appropriate profit margin. And will be considered to adjust the price according to the valuable features of the mobile phone. And the popularity of customers according to the competitive conditions of the market.

The rapid change in the technology of mobile phones causes the product distributors to have to adjust the product prices all the time. However, suppose the Company is a dealer of those distributors. In that case, the Company can adjust the selling price to compete in the market according to the model, condition and time agreed upon.

### Distribution and distribution channels

The Company has distribution channels for its products which can be divided into 3 main channels as follows:

#### 1. The Company's branch channels

The Company sells products directly to general retail customers through the Company's branches that are currently open for service. A total of 19 branches are located in important business areas that are suitable because general customers have behaviors that focus on the convenience of choosing products or services. The fact that the Company's branches are located in

such locations has the advantage of selling and providing services that general customers can reach easily and quickly. Selling products to available customers will focus on providing services. The Company will offer products of various brands and models to customers to compare both functionality and price to suit and meet the needs of each customer.

## 2. Dealer channels

The Company sells its products to distributors in a wholesale manner. The Company has customers who are distributors of mobile phones in all country regions. In the selection of dealers, The Company will consider the preliminary information of each dealer, such as the nature of business, reseller's financial position and payment, the capable areas in the distribution of dealers' products. To assess the financial status of those who will become the Company's distributors. The Company will give a trade discount if the customer pays in cash. And the Company will give 7-120 days of credit to dealers who have regular purchases and have been doing business with the Company for a long time and have no history of a payment default.

## 3. Online channels

The company sells products through online channels, including RS Mall Company Limited, Shopee (Thailand) Company Limited, Lazada Company Limited, Central Department Store Company Limited, Robinson Public Company Limited, Office Mate Company Limited (Thai) Co., Ltd., Power Buy Co., Ltd., Central JD Commerce Co., Ltd. The company will plan marketing together with such companies by considering the appropriateness of the quantity and the mobile phone model per customer behavior.

The company has always understood and developed continuously. Whether developing a full range of products under the concept of pulling in value Tangible and consistent with the lives of Thai people who play a role in the current mobile phone distribution business can be divided into four groups as follows:

### 1. Affiliated dealers of mobile phone service operators

The three major mobile operators in Thailand are AIS, DTAC and True, which sell mobile phones, SIM cards, top-up services and accessories through stores that are affiliated with their distributors. Both in the form of branches that operate by themselves and franchise model with a management system after-sales service Clear and systematic pricing policies and marketing policies. The dealers in this group will have a good relationship with the service provider and make it possible to receive helpful information in sales and customer service. It also receives regular business and marketing support from service providers. As a result, dealers who belong to the service provider's affiliates get the customers' trust.

## 2. Distributor / Dealer

Operators belonging to the distribution group are appointed directly by foreign mobile phone manufacturers, mainly focusing on the wholesale of mobile phones. The pricing and marketing policies are mutually exclusive between the mobile phone manufacturer and the appointed distributor. The distributor will buy the product directly from the mobile phone manufacturer. to be sold to dealers or general retailers.

## 3. Dealer with its own retail shop / retail chain store

This group of operators will also be appointed as distributors directly from foreign mobile phone manufacturers. But focus on selling by their own retail shops and selling points. At the same time, some products are sold to dealers. This group of operators will understand the usage behavior and customer needs because they have to deal directly with the manufacturer and the consumer. As a result, it can adapt to the rapid changes of the mobile phone distribution business.

## 4. Retail Store

These retail stores employ a small investment, and there is no management system and after-sales services. The owner of the shop deals with the customer himself. Thus, the price is negotiable. The competition among the players in this group is only focusing on the price. Therefore, the credibility of this group is less than others.

TWZ has competitive advantages as the Company plays a major role in 3 groups in mobile phone distribution industry which are:

1. TWZ has the most Telewiz shops in Bangkok. The Company is an affiliated dealer of the major mobile phone operator, AIS, by granted franchising to open 19 branches. The Company has a good relationship and always get strong support from AIS.
2. The Company is the distributor of mobile phones “TWZ” which the Company has imported such products from China to distribute under its brand names. Such products are cheaper and provide various functions, and they can serve all consumers’ requirements. Besides, the group are directly appointed as a dealer by the foreign mobile phone manufacturer. The Company also purchases from other distributors in Thailand. Therefore, the Company has a variety of products and can control costs more efficiently.
3. The Company has its retail shops, TWZ Shops, all located in prime areas. And with a network of dealers covering the whole country, including a quality after-sales service centre that can support both dealers and consumers. As a result, the Company has the potential to compete with other operators as well.

## Product procurement

### Product procurement and Product source

#### 1. Mobile phone

Mobile phone procurement can be separate as 2 methods as follows:

##### (1) Buying directly from mobile phone manufacturers in China

The company focuses on purchasing products from mobile phone manufacturers in China. To be distributed under the name "TWZ", which is the company's brand, instead of the company can buy products directly from the manufacturer—resulting in a lower cost advantage.

##### (2) Buying from a distributor and dealers

The Company purchases mobile phones from major distributors, subsidiaries of AIS because each distributor is entitled to sell specific mobile phone brands and only some models. Therefore, for the Company to have products available for all models and brands, the Company's purchase of products from each distributor depends on the brand and popular mobile phone models, Volume Discount. Including various offers from distributors such as the allocated quantity. In addition, the Company also purchases additional products from other distributors in the country to diversify the distribution of products. and can respond well to the needs of each group of customers.

#### 2. Mobile phone accessories

The company procures accessories from many sources. For the company's brand (House Brand), the company will order accessories directly from the manufacturer. Part of the company will order from dealers in the country.

#### 3. SIM card and top-up service

The Company has a top-up service and sells all AIS SIM cards distributed by Affiliates of AIS.

#### 4. Other services

The company has been granted the right to open branches under Telewiz and AIS SHOP, enabling it to provide various services. For all mobile phone systems of AIS and the company has an after-sales service centre. To provide services to customers who purchase products from the company.

## Assets used in business

### 1. Details of assets used in business operations

As of December 31, 2022, the Company has assets used in its business operations as follows:

Property Type/Characteristics	Ownership	Obligation	Mortgage limit (Million Baht)	Net book value as of December 31, 2022 (Million Baht)
Land	Own	-	-	62.06
Building	Own	-	-	48.43
Building Renovation (Renovate branches and offices)	Own	-	-	1.06
Inventories	Own	-	-	1.97
Office supplies	Own	-	-	0.75
Office decorations	Own	-	-	0.38
Vehicles	Own	-	-	17.64

### 2. Details of the lease agreement

As of December 31, 2022, the Company has assets which are leased spaces used in its business operations from several lessors which can be summarized as follows:

Lessor	Purpose	Location	Lease area (Sq.m.)	Lease period
Ek-Chai Distribution System Co., Ltd.	Telewiz Shop	1 <sup>st</sup> Fl, Tesco Lotus, Srinakarin Branch	48.00	02 Oct 22 – 01 Oct 25
		1 <sup>st</sup> Fl, Tesco Lotus, Rattanathibet branch	13.00	05 Dec 20 - 04 Dec 23
		2 <sup>nd</sup> Fl, Tesco Lotus, Chaengwattana Branch	15.00	23 Jul 21 - 22 Jul 24
		2 <sup>nd</sup> Fl, Tesco Lotus, Sukhumvit 50 Branch	19.00	01 Apr 21 - 31 Mar24
		2 <sup>nd</sup> Fl, Tesco Lotus, Sukhumvit 50 Branch <sup>2<sup>nd</sup></sup>	17.00	01 Aug 21 – 31 Jul 24
		Fl, Tesco Lotus, Rama 3 Branch	34.00	01 Aug 20 - 31 Jul 23
		2 <sup>nd</sup> Fl, Tesco Lotus, Bangna-Trad Branch	27.00	01 Aug 21 - 31 Jul 24
Siam Retail Co., Ltd. Development Co., Ltd.	Telewiz Shop	3 <sup>rd</sup> Floor, Fashion Island Shopping Center, Room 3033	77.17	01 May 21 - 30 Apr 24
		3 <sup>rd</sup> Floor, Fashion Island Shopping Center, Room 3033A	74.00	01 Jun 20 – 31 May 23
CPN Retail Growth Property Fund	Telewiz Shop	2 <sup>nd</sup> Floor, Room 225, Central Plaza Building Ratchada-Rama 2	119.53	22 Dec 22 - 21 Dec 23
All seasons company Property Co., Ltd.	Telewiz Shop	3 <sup>rd</sup> Floor All Seasons Complex Building Room 334/3	10.31	29 Sep 20 - 28 Sep 23
Big C Supercenter Pub Co., Ltd.	Telewiz Shop	Room 2CR220/1 Shopping Center Big C Supercenter Bangplee	115.00	01 Nov 21 – 31 Oct 24
	Telewiz Shop	Room GCR109 Big C Super Shopping Center Center Ratchada-Rama 2Branch	19.31	01 Nov 20 - 31 Oct 23

Lessor	Purpose	Location	Lease area (Sq.m.)	Lease period
Bangna Central Co., Ltd. Property Co., Ltd.	Telewiz Shop	5 <sup>th</sup> Floor, Room 529, Central City Bangna Shopping Center	44.88	01 Jul 22 – 30 Jun 23
Central Pattana Pub Co., Ltd.	Telewiz Shop	2 <sup>nd</sup> Floor, Room 212/1, Central Ramintra Shopping Center Building	43.95	01 Feb 23 – 31 Jan 26
	Telewiz Shop	3 <sup>rd</sup> Floor, Room 345, Central Pinklao Shopping Center	89.48	01 Jun 21 – 31 May 24
Home Product Center Pub Co., Ltd.	Telewiz Shop	2 <sup>nd</sup> Floor, Room R252, Market Village, Suvarnabhumi Branch	129.00	01 Jun 21 – 31 May 24
Kaitak Narita Co., Ltd.	Office and warehouse	47/341 4 <sup>th</sup> Floor, Room 401, Industrial Condominium, Narita Building, Pak Kret District, Nonthaburi Province	308.00	15 Sep 22 -14Sep 23
Piyachat Co., Ltd.	Office and after-sales service department	273 Room B1 THE WIZ RATCHADA Project, Ratchadaphisek Road Ratchadaphisek Subdistrict, Din Daeng District, Bangkok	172.65	01 Mar 23 – 28 Feb 26
Kaitak Narita Co., Ltd. (TZ Trading Co., Ltd.)	Warehouse	47/341 4 <sup>th</sup> Floor, Room 402, Industrial Condominium, Narita Building, Pak Kret District, Nonthaburi Province	208.00	15 Sep 22 – 14 Sep 23
Piyachat Co., Ltd. (TZ Trading Co., Ltd.)	Office	273/1 Room B2, THE WIZ RATCHADA Project, Ratchadaphisek Road Ratchadaphisek Subdistrict, Din Daeng District, Bangkok	172.65	1 Mar 23 – 28 Feb 26

In addition, the Company entered into a land lease agreement with the State Railway of Thailand on Ratchadaphisek Road, an area of approximately 6,126 square meters. And Piyachat Company Limited, the Company bought shares from the existing shareholders on October 1, 2013. As a result, the Company will benefit from land lease rights contracts from the State Railway of Thailand on Ratchadaphisek Road, an additional area of approximately 5,909.20 square meters for the construction of a home office, office building for commercial. The leasehold right consists of 4 lease agreements:

1. Land lease agreement for building construction Starting from March 10, 2008, to December 31, 2012, 2 issues
2. Land lease agreement with building construction to carry out the procurement of benefits Starting from January 1, 2013, to August 14, 2031, 2 issues

All buildings in the leased area, in any case, shall be owned by the State Railway of Thailand when it is built or installed. And the Company and its subsidiaries have to pay annual rental fees under the 4 lease agreements with the State Railway of Thailand.



### 1.3 Structure of shareholding and subsidiaries

As of 31 December 2022 The Company has 5 subsidiaries as follow:

1. TZ TRADING CO., LTD. : The Company invested in a 100% stake. It was registered as a limited company under Thai law on 20 September 2013 to operate as a procurement and distribution of mobile phones and communication devices.
2. PIYACHART CO., LTD. : Is a registered company established as a limited company under Thai law on March 27, 1991, to operate property development business for sale and rent. And the Company, holding 100% of the shares by investing on October 1, 2013.
3. GEAR 2 CORPORATION CO., LTD. (GEAR2) :The Company invests in a 100% stake. It was registered as a limited company under Thai law on April 5, 2019 in order to operate an investment in the production and distribution of electric power.

As of December 31, 2021, The Company has 4 indirect holding companies through GEAR2 as follow:

- 3.1 MITRA CORPORATION CO., LTD. (MITRA) : Indirectly held through Gear2 with a 52.63% shareholding, which established a limited company under Thai law on January 9, 2019, to invest in the production and distribution of electric power.
- 3.2 TANG CORPORATION CO., LTD. : Indirectly held through MITRA with a 99% stake. Registered a limited company under Thai law on 25 August 2017 in order to operate community waste and industrial waste.
- 3.3 K.B.M. CONSTRUCTION CO., LTD. (KBM) : Indirectly held through MITRA with a 99% shareholding, which established a limited company under Thai law on December 24, 2012, to invest in the production and distribution of electric power.
- 3.4 PG&C 5714 CO., LTD : Indirect holding via MITRA with 49% shareholding and indirect holding through KBM Holding 50% shareholding, a total of 99% shareholding, which established a limited company under Thai law on November 6, 2015 to engage in the business of producing and distributing electric power. Currently, there is a power purchase agreement with the Provincial Electricity Authority.
4. ELECTRA MOTIVE CO., LTD. (ELME) : The Company invests in a 100% stake. It was registered as a limited company under Thai law on February 19, 2020 in order to operate an investment in the motor vehicle sales.

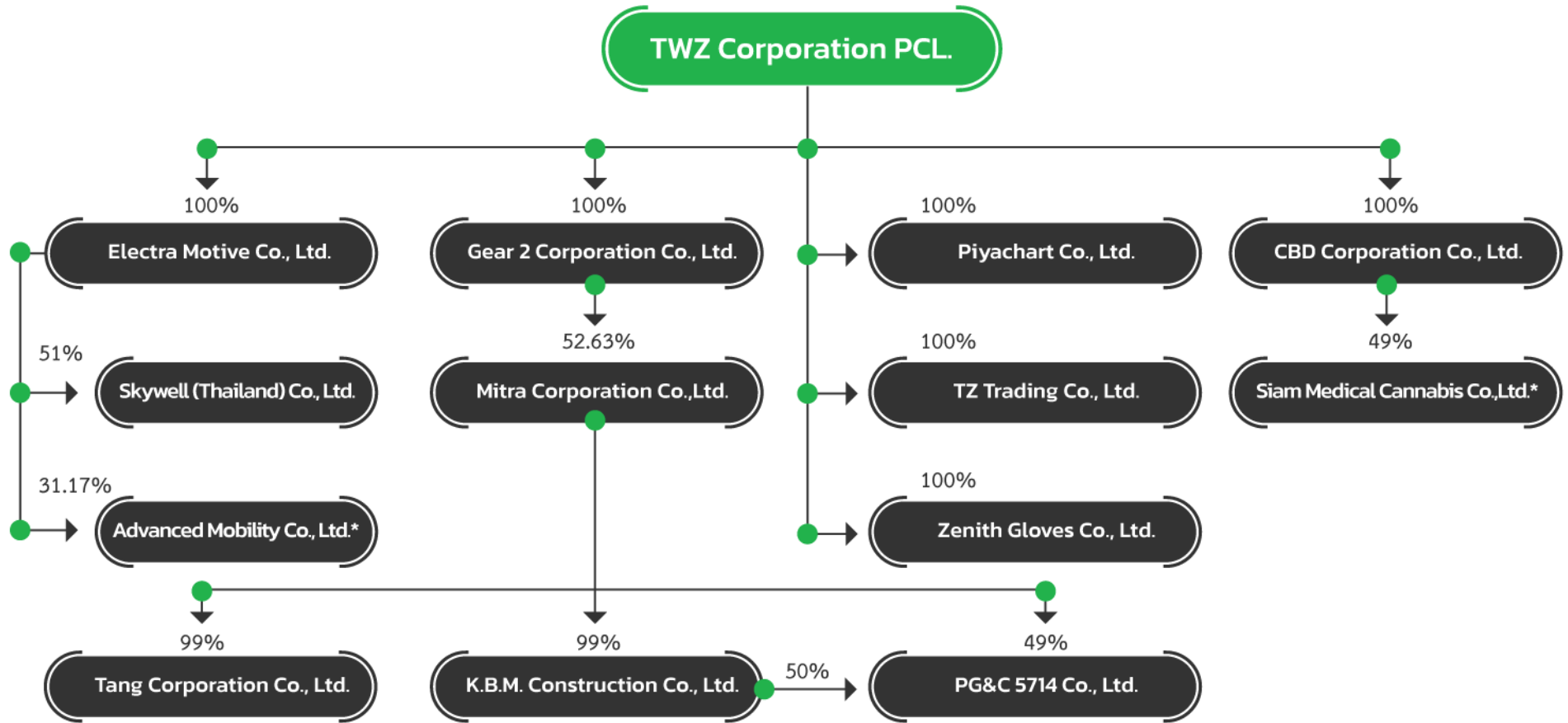
As of December 31, 2021, The Company has 2 indirect holding companies through ELME as follow:

- 4.1 SKYWELL (THAILAND) CO., LTD. (“SKY-TH”) : Indirectly held through ELME with a 1% shareholding, which established a limited company under Thai law at July 4, 2020, to invest in the automotive trading.

- 4.2 ADVANCE MOBILITY CO.,LTD. : Indirectly held through EKME with a 31.17% shareholding, by paying for the shares at the rate of 25% of the capital increase share value, Already on June 30, 2020, amounting to 50 million baht and completed the share transfer on July 8, 2020, to operate the business of importing parts and assembling electric vehicles under Board of Investment's resolution. Which are recognized as investments in associated.
5. CBD CORPORATION CO., LTD. : The Company invests in 100% stakes, was registered as a limited company under Thai law on April 28, 2021, to carry on business for production, distribution, wholesale, retail, sales representative, import, export, possession, planting, analysis, research, extraction and development of cables. All types of medicinal plants, including hemp, cannabis and other related businesses which the Company may own and/or acquire shares in other companies.
- 5.1 SIAM MEDICAL CANNABIS CO., LTD. : It is a registered company incorporated as a limited company under Thai law. It is held indirectly through CBD Corporation Company Limited and recognized as an investment in an associated company in the proportion of holding 49%. The Company purchased 4,900 ordinary shares in Siam Medical Cannabis Company Limited with a par value of 100 baht per share to carry on commercial and industrial hemp business for domestic sales and export abroad. And on October 11, 2021, the Company paid for the purchase of such ordinary shares.

Structure of shareholding and subsidiaries

As of 31 December 2022



Note : \* Advanced Mobility Co., Ltd. and Siam Medical Cannabis Co.,Ltd.consider it as an investments in an associated.

## 1.4 Securities and Shareholder information

As of December 31, 2022, the Company has total paid-up capital of ordinary shares. 1,985,969,755.50 baht with a par value of 0.10 baht per share and a list of the top 10 major shareholders as of the book closing date on March 15, 2023, can be summarized as follows:

Name of Shareholders	On March 15, 2023	
	No. of shares	%
1. Mr. Puttachat Rungkasiri	1,744,960,073	8.79
2. Mr.Vivat Kovitsophon	721,699,166	3.63
3. Thai NVDR Company Limited	537,881,684	2.71
4. Mr. Yuttasak Jhannitikul	246,700,033	1.24
5. Mr. Kriangkrai Siravanichkan	240,000,000	1.21
6. Mr.Sippakorn Khaosaard	213,243,300	1.07
7. Mr.Thanaphon Amornthun	200,000,000	1.01
8. Mr.Thanakorn Amornthun	200,000,000	1.01
9. Miss.Thanawadee Amornthun	200,000,000	1.01
10. Mrs. Petchatrat Thongtang	184,333,333	0.93

## 1.5 Dividend Policy

The Company's dividend payout policy is at a minimum of 40% of net profit after tax and legal reserve. However, the Board of Directors has the power not to follow the policy or change the policy occasionally under the condition that it has to maximize the benefit of the shareholders such as have to reserve for loan repayment or business expansion or in case that there are any changes of the market conditions which may affect the Company's cash flows in the future.

## 2. Risk Factors

### 2.1 Risk associated with the termination of franchise contract with Advance Info Service Plc.

The Company granted Telewiz franchise from Advance Info Service Plc. ("AIS") which could be terminated if any events that violate the terms and conditions of the contract occur or either party may terminate this contract by giving written notice 60 days prior the termination date to the other party. At present, there are 21 Telewiz shops, and AIS Shop under TWZ management. Therefore, the revenues of the Company might decrease if the contract is terminated. But due to the prime locations of the Company's is able to operate these shops in form of TWZ shop if the termination of contract occurs.

The Company's business consistently supports AIS's business as it sells only SIM card and top up mobile of AIS network. The Company has most Telewiz shops in Bangkok. Therefore, the management believes that there is a minimal chance that the contract will be terminated and the Company's business will be consistently supported by AIS.

## 2.2 Risk from depending on major distributors

Each distributor obtains the exclusive right to sell specific products/ models, therefore, to have variety of products, the Company has to purchase from various distributors. However, the decision to purchase from any distributor depends on the popularity of the products/ models of each period, discount and other sales promotions provided by each distributor.

The Company realizes the risk from depending on major distributors; therefore, the Company still maintains its relationship with other suppliers by diversifying its purchase to other distributors. Besides, the Company is the distributor of its own brand names “TWZ”. As a result, the Company has up-to-date products which can serve customers’ needs as well as decrease the dependence from major distributors.

## 2.3 Risk from Foreign Exchange Rate

The Company imported some mobile phones and accessories by paying in foreign currencies, thus, the Company might have the currency exchange risk. Therefore, the Company has followed exchange rate movement closely. The Company also has a policy to purchase forward contract to cover the exposure of foreign purchasing based on the situation as well as the appropriateness in order to mitigate the risk from foreign exchange rate that may occur.

## 2.4 Risk from product obsolescence

Mobile phone is the fast-paced technological change product, thus, the manufacturer has to consistently develop new models to serve customers’ need. Therefore, the Company might encounter problems with the inventory management for the out of dated models which the Company could not sell and eventually has to decrease the price to compete with new models.

As the Company’s management is in the mobile phone distribution industry more than 20 years, they understand thoroughly of the mobile phone industry. They realize the importance of carefully product selection of each brand/model to sell. Moreover, the Company consistently surveys opinions and needs of both distributors and dealers. Meanwhile, the Company obtains information about the new mobile phone model, new technology of mobile phone from well-known mobile phone manufacturers which enable the Company to be able to select products that are needed. Besides, the Company has the efficient inventory management by establishing inventory online system which linked to all the Company’s branches in order to be able to check each branch’s stock. The Company also has distribution channels through its dealers; therefore, the Company can sell the products very fast before they are out-of-dated. Moreover, if its mobile phone manufacturers as well as major distributors who appoint the Company to be their dealers decrease their selling prices in order to be competitive in the market, the Company will be compensated the price change of each model in accordance with the condition that agreed with those manufactures and/or distributors.

## 2.5 Risk from competition

The fast growing of mobile phone and accessory distribution business Especially the growth of smart phones, therefore, mobile phone can be purchased from any sources, not only from operators. Thus, there are new players, who mostly are small retailers, participating in mobile phone business which will increase the competition especially the price competition in the industry.

The Company is the affiliated dealer of AIS who is the largest mobile phone operator, has various products to serve customers and has covered distribution channels as all the Company's retail shops located at the prime area over Bangkok and has dealers over the country. Besides, the Company has quality one-stop service centers, which are able to support all the Company's products and enable the Company to make consistently services revenues. As the Company's management understands thoroughly about the mobile phone industry as well as the customers' needs, they are able to solve all the problems very quickly. Due to the above reasons, the Company believes that it is ready and capable to compete with other players in the industry.

## 2.6 Risk associated with the rental contracts

The Company distributes its products to its retail customers via its 18 retail shops rental area located in department stores and super centers; therefore, the Company has to rent the shop area both short term and long term. The Company may have risk of expiration of rental contracts or change in conditions that cause more expenses. Therefore, there is risk for contract extension in the future. However, as the Company is the good business partner with the area owner as well, the probability of this risk is considered low.

## 3. Driving business for sustainability

### 3.1 Visionary Sustainability Management Policy and Goals

The Board of Directors plays a key role in decision-making in the Company's best interests and stakeholders. And to be the one who sets policies and directions for sustainability by setting The vision, mission and operating policy framework with the Chief Executive Officer and the management team. Drive the organization by cultivating employees' awareness of participation and awareness of the importance of sustainability and operations. Enhance employee understanding to lead sustainability practices for the Company's business operations to impact the economy, society, and environment positively.

The Company frames the operating to achieve the Sustainable Development Goals (SDGs) covering the dimensions of environment, society and good governance. and integrated into the main operations according to the mission of the organization to drive efficiency 9 goals as follows:

1. Good Health and well-being
2. Quality Education
3. Gender Equality
4. Clean Water and Sanitation

5. Affordable and Clean Energy
6. Decent Work and Economic Growth
7. Industry Innovation and Infrastructure
8. Responsible Consumption and Production
9. Peace and Justice Strong Institutions

### 3.2 Managing impact on stakeholders in the business value chain

#### 3.2.1 Business value chain

Supply chain management is like the heart of an organization's business operations. That helps drive its business operations to achieve the goals by building and maintaining good long-term relationships between them and seeking continuous cooperation with stakeholders in the supply chain from upstream, midstream and downstream.

The Company has a policy not to take advantage of trading partners. Straightforward trading balances the Company and all partners. In addition, the Company does business with partners like friends; when a partner has a new product or new technology will also deliver those products to the Company as the first distributor. As a result, the Company has modern products that are up to date with technology to create economic growth and strength, upgrade operations to meet the needs of consumers. The Company is committed to selling quality products and certified to international standards, conducting sales that do not take advantage of consumers. There are after-sales services and a product warranty to make consumers more confident in purchasing products from the Company with quality service to create maximum customer satisfaction.

#### 3.2.2 Business Value Chain Stakeholder Analysis

The Company gives importance to all groups of stakeholders by conducting business based on ethics and morality. As a guideline for fair treatment to all stakeholders, both inside and outside the Company.



Stakeholder	Expectations	Respond	Participation Channel
Shareholder / Investor	<ul style="list-style-type: none"> <li>• Good profit</li> <li>• Good corporate governance</li> <li>• Transparency</li> <li>• Good management</li> <li>• Information corrects, complete and up-to-date</li> <li>• Sustainability</li> <li>• Organizational adaptation to keep up with the changes in technology and other risks.</li> </ul>	<ul style="list-style-type: none"> <li>• Reviewing and formulating strategic plans with clear goals as well as good corporate governance</li> <li>• Expand investment into other businesses to increase revenue and diversify the risk of investing in a single business.</li> <li>• Build business alliances to fulfill the Company's operational potential.</li> </ul>	<ul style="list-style-type: none"> <li>• Annual General Meeting.</li> <li>• Quarterly Operating Results</li> <li>• Annual report</li> <li>• Management interview</li> <li>• Complaint centre</li> <li>• Communication channels that can be contacted at any time, such as email, telephone, website, Facebook.</li> </ul>
Partner	<ul style="list-style-type: none"> <li>• Conduct business with honesty, transparency, and fairness.</li> <li>• Get quality products and services at fair prices.</li> <li>• Not taking advantage of partners and payment on time</li> <li>• Professional</li> </ul>	<ul style="list-style-type: none"> <li>• Do the business with ethics.</li> <li>• Build professionalism in business operations and good partnerships.</li> <li>• Support and promote partners who are socially and environmentally responsible.</li> </ul>	<ul style="list-style-type: none"> <li>• Meeting</li> <li>• Activity with partners</li> <li>• Company media such as newsletters, magazines, and social media</li> <li>• Website</li> </ul>
Customer	<ul style="list-style-type: none"> <li>• Consulting and consistently meet the needs of customers</li> <li>• Professional</li> <li>• Quality products and services</li> <li>• Easy accessibility when customers have problems</li> <li>• Business Transparency and treat customers with equality do not take advantage of customers</li> </ul>	<ul style="list-style-type: none"> <li>• Conduct business by morality and ethics, selling quality products with international standards.</li> <li>• Build confidence in products and services including after-sales service with a product warranty and there are many channels to complaints</li> <li>• Adhere to the principle of fair treatment of customers, equal, not taking advantage of consumers.</li> </ul>	<ul style="list-style-type: none"> <li>• Customer services centre</li> <li>• Company media such as newsletters, magazines and social media</li> <li>• Activities with customers</li> </ul>
Business Alliance	<ul style="list-style-type: none"> <li>• Credibility, reputation, and corporate governance</li> <li>• Transparency</li> <li>• Financial stability</li> <li>• Fair compliance with the terms of the contract</li> </ul>	<ul style="list-style-type: none"> <li>• Establishment of a fair procurement system to prevent conflicts of interest</li> <li>• Evaluation and selection of partners</li> <li>• Negotiating with partners to reach an agreement</li> </ul>	<ul style="list-style-type: none"> <li>• Meeting</li> <li>• Study tour and review the operations of partners and reflect</li> <li>• Supplier Evaluation</li> </ul>

Stakeholder	Expectations	Respond	Participation Channel
Creditors and financial institutions	<ul style="list-style-type: none"> <li>• Reliable credit</li> <li>• Efficiency and ability to generate income and profit</li> <li>• Ability to pay back debt</li> <li>• Investment plans and the company's fundraising to use for project investments</li> <li>• Continued good business relationship</li> <li>• The ability to comply with the terms of the contract;</li> </ul>	<ul style="list-style-type: none"> <li>• Strict adherence to debt repayment plans to build confidence in creditors and financial institutions</li> <li>• Analyzing and forecasting revenues as well as managing financial risks.</li> <li>• Choose a source of funds with low financial costs and suitable for the project. and comply with the loan conditions</li> <li>• Comply with the company's financial and tax policies.</li> </ul>	<ul style="list-style-type: none"> <li>• Arrange a meeting between the management and the creditor company</li> <li>• Quarterly report and Annual report</li> <li>• Project Viewing to track project progress</li> </ul>
Government and government agencies	<ul style="list-style-type: none"> <li>• The Company's business operations must not contravene the relevant laws and regulations.</li> </ul>	<ul style="list-style-type: none"> <li>• Comply with the law and other requirements or applicable international guidelines to be correct.</li> </ul>	<ul style="list-style-type: none"> <li>• Conducting media communication activities through all forms of communication tools</li> </ul>
Social and environment	<ul style="list-style-type: none"> <li>• Operations with environmental and social responsibility</li> <li>• Transparent Disclosure and up-to-date</li> <li>• Valuable use of natural resources</li> <li>• Reducing environmental impact</li> </ul>	<ul style="list-style-type: none"> <li>• Create volunteer employees to join in arranging committees to improve the quality of life in the community and society</li> <li>• Anti-corruption policy</li> <li>• Environmental management and safety in accordance with applicable laws and regulations. and to prevent potential risks to the community</li> <li>• Systematic environmental management</li> <li>• Use of substitute materials</li> </ul>	<ul style="list-style-type: none"> <li>• meeting to build relationships</li> <li>• Quality of Life Improvement Activities</li> <li>• Social and environmental activities</li> </ul>
Employee	<ul style="list-style-type: none"> <li>• Income and Compensation, Benefits and Security.</li> <li>• Job security</li> <li>• Opportunities for advancement in the field</li> <li>• Career stability</li> </ul>	<ul style="list-style-type: none"> <li>• Requires regular review of the rate of return and benefits.</li> <li>• Communicating through electronic media within the organization on a regular basis</li> <li>• Employee potential assessment every 6 months and 1 year</li> </ul>	<ul style="list-style-type: none"> <li>• Annual Performance Assessment</li> <li>• Training to develop the competence of personnel at the executive and employee level</li> <li>• Safety promotion activities and promote health</li> </ul>

Stakeholder	Expectations	Respond	Participation Channel
		<ul style="list-style-type: none"> <li>• Discussion between heads of departments and employees in the organization.</li> <li>• Prepare training plans to develop employees' potential</li> <li>• Receive comments and suggestions from operators.</li> </ul>	<ul style="list-style-type: none"> <li>• Communication of press releases can be useful through various channels.</li> </ul>

### 3.3 Sustainability Management in Environmental Dimensions

#### 3.3.1 Environmental Policies and Practices

The Company is aware of the importance of the environment. It is committed to eliminating or reducing pollution to the ecosystem that may arise from the Company's business operations. Set environmental policy To be a framework and guideline for business operations of environmentally responsible organizations both energy and utilities To create sustainability further as follows:

- 1) Drive work processes or related activities that help to promote the reduction of waste and pollution and the maximum use of natural resources.
- 2) Campaign and encourage employees to have awareness or activities Both in the corporate and private sectors that help reduce the amount of waste and pollution. Whether in the form of reducing the amount of use reuse.
- 3) Prevent pollution from operations or activities that may affect the environment.
- 4) Support Procurement of goods and services environmentally friendly

#### 3.3.2 Environmental performance

The company realizes the importance of the environment. Therefore, we have continuously campaigned and instilled a sense of responsibility for the environment in our employees to encourage the reduction of resource use and the reuse of used resources. Including finding alternative materials or methods to reduce resource use and using materials that help reduce global warming and cultivate common consciousness as follows:

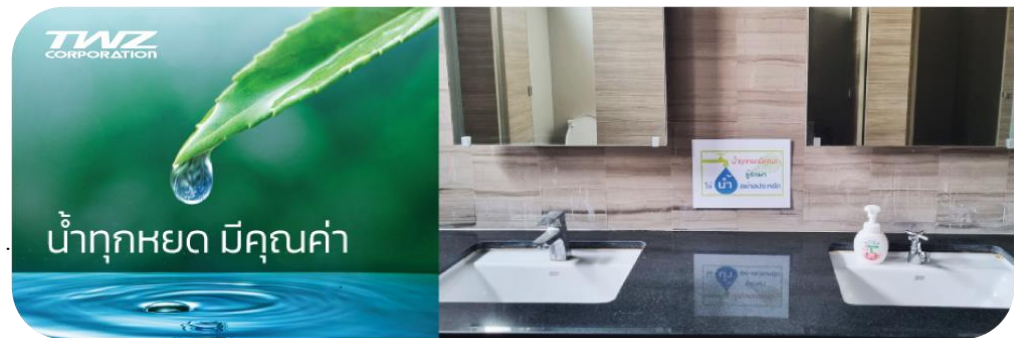
- 1) Energy saving and electrical system management

The company aims to foster a positive attitude in energy efficiency by cultivating employees to realize, understand, and cooperate in complying with the energy conservation policy within the organization to reduce energy consumption and maximize the use of energy, for example: going up and down the stairs instead of using the elevator, turn off the lights during lunch breaks, unplug immediately after work or unplug all electrical appliances after use, and adjust the air conditioner at 25°-26°C to save energy



2) Water system management, campaign water saving

The company has campaigns to reduce unnecessary water use through public relations to stimulate the consciousness of employees and instill good values among employees



3) Waste management

The company campaigns for employees to be aware of garbage disposal. By cultivating employees to understand the management of waste discarded in the company through the guidelines used worldwide to reduce the amount of garbage and waste that will affect the environment, causing pollution and germs in the office. There is publicity for employees to learn how to dispose of waste according to the designated sorting system. Separate into food waste, plastic waste and paper waste by arranging for garbage disposal points at clearly specified locations. Gather used office equipment such as used calendars in the company to the Foundation for the Blind in Thailand under royal patronage for use in the production of braille books.



4) Cost-effective management of office equipment

The company manages various office equipment. It is worthwhile to reuse office equipment still in good condition, such as document folders and envelopes. Reduce paper usage by campaigning for employees to edit on-screen and contact via E-mail. Think before print or copy; print and copy as little as possible. Send and store documents such as required documents and business proposals electronically rather than paper. When printing or copying, do it on both sides. Rotate documents instead of making specific copies for everyone.

5) Management to reduce greenhouse effect

The Company is well aware of global climate change and its impact on people's livelihoods. Therefore, the Company is committed to operating based on creating positive change for both the community and environment to run the business appropriately. At present, the Company is preparing policies and guidelines for the greenhouse gas problem. Because the Company has a group of subsidiaries that operate the business of industrial waste power plants, waste sorting plants, and electric vehicle business under construction, it is expected that the policy will impact operations in such matters within 2022. Then, the Company will disclose environmental information to the Company's stakeholders each year and improve measures to reduce the Company's greenhouse gas emissions further.

6) Awareness Project on the Use of Resources and the Environment with Value.

The Company has a plan to conduct CSR activities regularly by stipulating that diversity and inclusion of activities related to the environment include:

6.1 Campaign for using cloth bags instead of plastic bags

The company is aware of environmental problems and the importance of reducing the amount of plastic bag waste that is one of the causes of global warming that affects the entire ecosystem. Therefore, a project to use cloth bags instead of plastic bags has been implemented. The objective is to allow employees to create an organization that saves the world by campaigning for all employees to work together to use resources worthwhile, whether saving energy—reusing some resources (Reuse) to reduce the use of paper. Including a campaign to reduce the use of plastic within the organization.



## 6.2 TWZ Thinks GREEN Project

To campaign for users of mobile phones of all brands and models to dispose of old batteries at the battery receiver box at all TWZ Shop and Telewiz Shop branches, to be sent to an appropriate disposal site for e-waste recycling, which is safe for the environment.



## 3.4 Sustainability management in social dimensions

The Company has realized and given importance to being a part of Thai society and social responsibility in all activities of the Company towards the community, partners, customers and employees of the Company by adhering to fair treatment and Does not cause any impact or burden on society, including not contrary to morals and related laws.

### 3.4.1 Conducting business with fairness

The Company has the policy to purchase products for sale from business partners that do business legally as products that do not infringe on the intellectual property of others, including products that have passed quality checks from those manufacturers. The Company has the policy to request a visit to the establishment or factory before making a purchase decision. In addition, the Company has also inspected the quality of the product again before selling it to its customers to ensure that such products are of quality, meet acceptable criteria and do not cause harm to customers or users.

As for the Company's offering of products, the Company supports free and fair-trade competition for all parties without monopoly or requiring business partners to sell only the Company's products. Wholesale pricing to dealers is standardized under the same conditions for all partners, such as order volume, payment history, and retail customer pricing is standardized for all the same prices. In addition, the Company does not support the illegal or unethical acquisition of competitors' information.

### **3.4.2 Respect for human rights**

The Company respects the human rights and freedoms of employees at all levels. And does not obstruct the expression of employees' rights and privileges to join any association, group or organization that operates appropriately within the framework of the law. And open for employees to exercise their right to take leave to participate in expressing their rights and freedoms. However, it must be done to benefit society or the nation. In addition, the Company respects employees' privacy rights by not disclosing personal information of employees such as personal history, family history, medical history, salary to outsiders or unrelated persons, unless authorized by the employee or solely by law.

### **3.4.3 Fair treatment of labor**

The Company realizes the value of personnel working together to perform their duties for the Company, therefore attaching importance to enhancing the potential of employees' knowledge and abilities as well as building morale and morale in their work equally.

To make employees happy in working with the Company in addition to the primary benefits. The Company has also provided welfare and occupational health and safety at work for employees as required by law, including taking care of employees in terms of the workplace, working environment, working equipment, and necessary facilities. The Company also provides other appropriate additional benefits for employees, such as a free lunch program to encourage employees to have the opportunity to learn and exchange with each other apart from their regular working hours and to help alleviate the burden. The cost of living for employees as well.

As for the development of employees' knowledge and abilities, the Company has continually provided training to employees within the organization as appropriate and necessary to enhance the employees' capabilities, attitudes and coexistence in society, which would benefit the Company and society.

### **3.4.4 Consumer responsibility**

The Company recognizes the importance of responsibility to consumers as an essential factor in business operations. The Company's products sold to consumers have passed the quality check from the manufacturer, passed the inspection and authorized by the relevant government agencies, and given the quality check again by the Company before they are delivered to the consumers. In addition, the Company has the policy to guarantee the quality of every product according to the type of product under the specified time and conditions to give consumers confidence and safety in using the Company's products.



### 3.4.5 Anti-Corruption

The Company has established a policy against corruption, bribery, and corruption at all levels of employees, which has been communicated to employees on a regular basis and imposed penalties for employees whose violation is strictly prohibited. The Company's executives have attended the training on Anti-Corruption: The Practical Guide (ACPG) to clearly define policies and ensure the Company's anti-corruption practices are of high quality.

The Company operates its business by adhering to the principles of good corporate governance and has established anti-corruption policies that may arise from operations and dealing with stakeholders. The Company and its subsidiaries must strictly adhere to the following practices:

1. Political Neutrality and Political Aid

The Company has a policy of conducting business with political neutrality, supporting compliance with the law and democratic governance with the King as head of the board, executives and employees have political rights and freedoms according to the law. However, they will not take any action that causes the Company loss of impartiality or damage from political involvement, including using any company's resources to do.

2. Charitable donations and grants

#### Performance

1. The company has organized training for employees. To develop the potential of personnel within the organization as follows:

#### Concept

- Training Roadmap is the company's concrete human resource development plan. It will specify training courses for employees from the company's start onwards. The program will determine which training courses employees in each position need to receive and which courses will continue for a period of not more than 5 years, subject to review. And continually improve training plans to keep them up-to-date and in line with changing business conditions.
- Objectives to organize training courses for company personnel to be more precise and more concrete. It will result in an overview of the training courses that personnel need to undergo continuous training in the first year. It is also a preparation for advanced employees in stepping up to the higher position and liability in the future.

#### The procedure for preparing a Training Roadmap consists of 4 steps as follows:

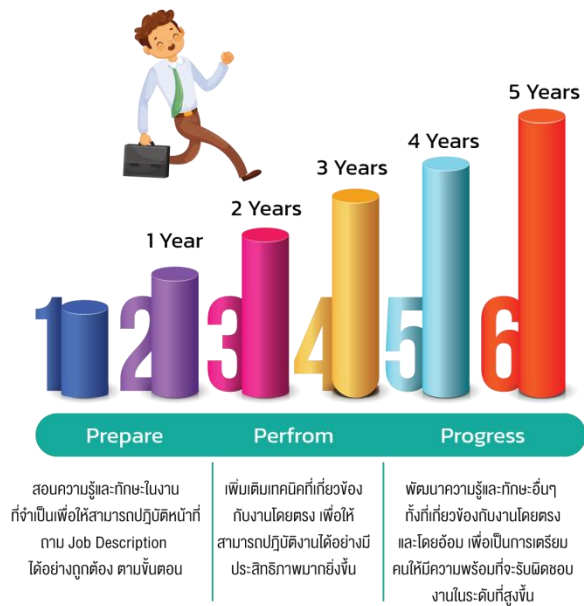
- Analyzing Needs & Requirement from Job Descriptions and Work Process to determine the content that needs training.
- Designing Training Course by separate to Functional and Managerial Course

- Establishing Roadmap Develop the Roadmap to provide continuity courses in each job position and at different times of the year
- Implementing & Follow up Conduct roadmap training and follow-up to develop and modernize the Roadmap.

**Training Roadmap consist of:**

- 1) Functional Skills
- 2) Soft Skills
- 3) Management Skills

**Functional Skills Roadmap Framework**



**Managerial & Soft Skills Roadmap Framework**



The company also takes into account the safety of employees in the workplace. has organized training workshops "Basic fire fighting" to provide knowledge and understanding about fire, prevention, precaution. and extinguish the fire and use fire protection equipment correctly, appropriately and safely, and able to correct immediate situations if an incident occurs unexpectedly

2. Support the implementation of the anti-corruption policy by requiring the Company to provide training for employees to promote honesty and guidelines for good behaviour standards and employee codes of conduct. Including the Company's business ethics through the orientation of new employees. Supervision and monitoring, and evaluation of policy compliance by assigning the internal audit unit to summarize the investigation results on the corruption of each team in the past year. Then, report to the Audit Committee annually and suggest solutions to the problem. In the past year, there have been some defects due to non-operation per the Company's regulations. By the way, they have been corrected and informed employees to acknowledge. As for the directors and executives-no wrongdoings or resignations were found due to corporate governance issues, nor did they find any cases that could cause damage to the Company from performing their duties in the Company.

3. Annual Health Checkup Program. The Company recognizes that its personnel are The Company's Most Valuable Resource Having good health will lead to readiness to work at full capacity. And good health is an indicator of a good quality of life. Therefore, the Company has continuously conducted annual health check-ups for employees every year. And inform employees of their health information. It is also to find the risk of disease or abnormalities from the beginning, which will prevent complications and reduce the severity of the disease to receive treatment since the symptoms are not severe.



4. The company has measures to support and promote health care of employees in a way that protects and creates a safe environment. and is conducive to good health by providing influenza vaccination To encourage employees to have immunity from influenza and pneumonia to make them healthy. and far away from illness.



5. The company realizes that promoting and developing the lives of the community and society in order to meet basic needs. Have strong health It is important to do business through the development of sustainable projects. In 2022 The company has organized the TWZ Smart School project to support the donation of face scanners to Wichutit School. for collecting entry and exit data Including measuring the temperature from scanning the face without removing the mask In addition, the system also tells the value of PM 2.5 dust in the area for use in educational institutions. and preliminary screening of risk groups.



#### 4. Management Discussion and Analysis

##### Operating Results

In 2022, the company and its subsidiaries had total revenue Baht 3,426.92 million, increased from Baht 3,322.85 million in the same period which was Baht 104.07 million or equivalent to increase of 3.13%, as follows

- Revenues from sales and services. The company and its subsidiary's have revenues from sales and services was Baht 3,398.66 million for the year 2022 increased from Baht 3,293.31 million of the same period last year which was Baht 105.35 million or equivalent to the increase of 3.20 %. Because in the year 2021, the company was hit by the Covid-19 epidemic, resulting in lower sales revenues. In 2021, As a result, sales revenue decreased from the past.

- Sales support income was Baht 8.93 million decreased from Baht 9.61 million of the same period last year which was Baht 0.67 million or equivalent to the decrease of 7.03%. Because This income is derived from sales support from the dealer according to the promotions that the dealer determines as well.
- Other income was Baht 19.33 million decreased from Baht 19.93 million of the same period last year which was Baht 0.60 million or equivalent to the decrease of 3.01%. Other income of the company in 2022 mainly consists of Profit from foreign exchange rates Interest earned on fixed deposits and interest received under the financial lease agreement.
- The cost of sales and services was Baht 3,109.67 million increase from Baht 2,972.47 million of the same period last year. Because in 2022, the Company and its subsidiaries' revenues from sales and services increased from the previous year.
- Distribution costs were Baht 62.77 million decreased from Baht 63.20 million of the same period last year. The company has Distribution costs to total revenue was 1.83% and 1.90 % in 2022 and 2021 respectively.
- Administrative expenses were Baht 123.07 million decreased from Baht 142.27 million of the same period last year, which administrative expenses to total revenue of the Company accounted for 3.59% and 4.28% in 2022 and 2021, respectively.
- Finance cost was Baht 90.70 million decreased from Baht 123.94 million of the same period last year. which was Baht 33.24 million or equivalent to the decrease of 26.82%, Which is the result of borrowing in the normal operation of the company.
- Share of profit (loss) from investments in associates amounted to 3.91, decreasing from a loss of Baht24.92 million in the previous year. Arising from the investment in Advance Mobility Company Limited for holding 31.17% of the shares to operate electric vehicle business.
- Income tax expenses in 2022 was Baht 12.46 million increased from Baht 9.94 million of the same period last year which was Baht 2.53 million because the operating result as described above.
- An amount of net loss was approximately Baht 24.28 million which was deducted by a deficit of non- controlling interests at Baht 1.71 million Accordingly total net loss was Baht 25.99 million. because the company and its subsidiaries have the operating results as mentioned above.

### Financial Status

The total assets of the Company in 2022 were Baht 6,097.92 million decreased from Baht 6,497.95 million of the same period last year which was Baht 400.03 million or equivalent to the decrease of 6.16%. The Company's total assets at the end of year 2022 consisted of current assets with the portion of 82.11% and non-current assets with the portion of 17.89%. The Company's major assets were summarized as follows:

- Accounts receivable of the Company were Baht 1,925.81 million increases from Baht 1,733.35 million of the same period last year. Most of the Company's trade accounts receivable are account receivables arising from the sale of mobile phones and accessories. Other receivables for

most operations consist of Advance payments for purchases of goods other receivables Prepaid expenses accrued income Operating Advances and accrued interest.

- Inventories of the Company and its subsidiaries consisting of mobile phones and accessories including waste that is raw materials for electricity generation of subsidiaries. Inventories were Baht 2,358.26 million in the year 2022, which increased from Baht 2,353.17 million in the last year was Baht 5.08 million or increase 0.22 %. The mobile phone inventories and accessories according to the company's product management policy Currently, the cost of mobile phone products per unit is higher than in the past year.
- The total amount of short-term loans from related parties decreased from the previous year amounting to Baht 5.00 million because the debts from related parties had already been repaid.
- Real estate development projects for rent under finance lease amounted to Baht 2.72 million, which decreased from Baht 10.04 million last year to Baht 7.32 million or a decrease of 72.94% because it was reclassified as a commercial real estate investment.
- Other current assets amounted to Baht 0.07 million, decreased of Baht 5.00 million from the previous year by Baht 4.93 million or decreased of 98.69% because the company received a security deposit from the redemption debenture.
- Other non-current financial assets amounted to Baht 5.51 million decreased from Baht 7.16 million from the previous year in the number of Baht 1.66 million or decrease of 23.12% due to the decrease in fixed deposits of financial institutions.
- Assets arising from non-current contracts decreased in whole amount from the previous year in the amount of Baht 5.46 million because the company had already recognized it as the cost of services.
- Right-of-use assets amounted to Baht 40.52 million decreased from Baht 51.33 million from the previous year was Baht 10.81 million. Consideration of lease contracts shall be in accordance with Thai Financial Reporting Standard No. 16.
- Land leasehold rights amounted to Baht 4.33 million decreased of Baht 9.49 million from the previous year in the amount of Baht 5.16 million or decreased of 54.39% mainly arising from being classified as investment properties.

### Liquidity

The company and its subsidiaries have cash and cash equivalent as December 31, 2022 was Baht 356.40 million decreased from the year ended of 2021 amount Baht 554.90 million or equivalent to the decrease of 60.89%. The details of the sources and uses of cash as follows

- Net cash provided from operating activities was Baht 161.47 million. Mainly from interest payments from operations. An increase in trade and other current receivables.

- Net cash used from investing activities was Baht 7.37 million. Mainly from cash received from the repayment of loans to other parties or related parties.
- Net cash provided from financing activities was Baht 400.80 million. Mainly from cash payment for debentures.

Current ratio of the Company in year 2021- 2022 equaled to 2.75 times and 3.21 times, respectively. The Company's current assets in terms of cash and cash equivalents decreased. and current liabilities in the part of debentures

### Source of Capital

The total liabilities of the Company as of December 31, 2022, amounted to Baht 2,010.71 million decreased from the year 2021 was 17.51 %. The decrease in such liabilities This was largely due to the decline in corporate bonds. While the company's shareholders' equity was Baht 4,087.21 million resulting in a debt-to-equity ratio of 0.49 times, down from 0.60 times in 2021.



## CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY

## STATEMENTS OF FINANCIAL POSITION

Details (Unit : million baht)	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
<b>ASSET</b>						
<b>Current assets</b>						
Cash and cash equivalents	356.40	5.84	911.30	14.02	351.17	6.10
Trade and other current receivables	1,925.81	31.58	1,733.35	26.68	1,734.02	30.11
Short - term						
- loans to related parties	-	-	5.00	0.08	5.50	0.10
Current contract assets	5.46	0.09	5.74	0.09	-	-
Inventories	2,358.26	38.67	2,353.17	36.21	1,781.64	30.94
Current tax assets	0.95	0.02	0.87	0.01	-	-
Other current financial assets						
- Account receivables of real estate project under financial lease agreement	6.37	0.10	5.81	0.09	4.80	0.08
- Real estate development project for rental under financial lease agreement	2.72	0.04	10.04	0.15	10.04	0.17
- Other current financial assets	351.18	5.76	351.53	5.41	351.40	6.10
Real estate development projects for sale	-	-	-	-	180.25	3.13
Other current assets	0.07	0.00	5.00	0.08	267.36	4.64
<b>Total current assets</b>	<b>5,007.20</b>	<b>82.11</b>	<b>5,381.81</b>	<b>82.82</b>	<b>4,686.18</b>	<b>81.38</b>
<b>Non-current assets</b>						
Other non - current financial assets						
- Account receivables of real estate project under financial lease agreement	63.58	1.04	65.86	1.01	66.95	1.16
- Other non - current financial assets	5.51	0.09	7.16	0.11	7.15	0.12
Investments in subsidiaries and associates	71.89	1.18	75.80	1.17	50.39	0.88
Non-current contract asset	-	-	5.46	0.08	-	-
Long - term loans to related parties	20.00	0.33	20.00	0.31	-	-
Investments property	122.00	2.00	112.70	1.73	114.90	2.00
Property, plant and equipment	170.67	2.80	171.67	2.64	176.66	3.07
Right of use assets	40.52	0.66	51.33	0.79	8.50	0.15
Goodwill	61.80	1.01	63.29	0.97	66.31	1.15
Other intangible assets other than goodwill						
- Leasehold right - land	4.33	0.07	9.49	0.15	10.65	0.18
- Leasehold right - retail space	-	-	0.56	0.01	1.05	0.02
- Other intangible assets	450.20	7.38	451.85	6.95	453.50	7.88
Deferred tax assets	1.16	0.02	1.12	0.02	1.15	0.02
Other non - current assets	79.07	1.30	79.86	1.23	115.28	2.00
<b>Other non - current assets</b>	<b>1,090.72</b>	<b>17.89</b>	<b>1,116.14</b>	<b>17.18</b>	<b>1,072.49</b>	<b>18.62</b>
<b>Total non - current assets</b>	<b>6,097.92</b>	<b>100.00</b>	<b>6,497.95</b>	<b>100.00</b>	<b>5,758.67</b>	<b>100.00</b>



## STATEMENTS OF FINANCIAL POSITION (continue)

Details (Unit : million baht)	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
<b>Current liabilities</b>						
Bank overdrafts and short-term borrowings from financial institutions	1,160.43	19.03	1,089.34	16.76	1,572.28	27.30
Trade and other current payables	282.06	4.63	325.48	5.01	311.90	5.42
Current contract liabilities	5.20	0.09	5.47	0.08	-	-
Current portion of lease liabilities	20.44	0.34	19.87	0.31	3.30	0.06
Current portion of long - term liabilities						
- Bonds	-	-	419.43	6.45	-	-
- Loans from financial institutions	10.54	0.17	15.22	0.23	-	-
Short term loan from related parties	69.51	1.14	69.51	1.07	69.51	1.21
Short term loan from unrelated parties						
- Promissory note	-	-	-	-	-	-
- Other short term loan	0.41	0.01	0.41	0.01	94.64	1.64
Corporate income tax payables	6.01	0.10	3.74	0.06	2.62	0.05
Other current financial liabilities						
- Financial lease - Movable assets	1.89	0.03	2.73	0.04	3.57	0.06
- Financial lease - Real Estate	4.69	0.08	3.40	0.05	2.28	0.04
Other current liabilities	0.14	0.00	-	-	-	-
<b>Total current liabilities</b>	<b>1,561.33</b>	<b>25.60</b>	<b>1,954.60</b>	<b>30.08</b>	<b>2,060.10</b>	<b>35.77</b>
<b>Non - current liabilities</b>						
Long term loan	8.32	0.14	23.90	0.37	20.00	0.35
Lease liabilities	13.56	0.22	25.09	0.39	4.73	0.08
Non - current contract liabilities	-	-	5.20	0.08	-	-
Bonds	-	-	-	-	410.80	7.13
Perpetual Bonds	202.99	3.33	199.38	3.07	-	-
Deferred tax liabilities	116.12	1.90	117.82	1.81	116.18	2.02
Non - current provisions for employee benefits	16.96	0.28	14.09	0.22	11.34	0.20
Other non-current provisions	1.23	0.02	-	-	-	-
Other non - current financial liabilities						
- Financial lease - Movable assets	0.49	0.01	2.99	0.05	5.87	0.10
- Financial lease - Real Estate	89.15	1.46	93.84	1.44	97.24	1.69
Other non - current liabilities	0.56	0.01	0.56	0.01	0.61	0.01
<b>Total non - current liabilities</b>	<b>449.39</b>	<b>7.37</b>	<b>482.88</b>	<b>7.43</b>	<b>666.77</b>	<b>11.58</b>
<b>Total liabilities</b>	<b>2,010.71</b>	<b>32.97</b>	<b>2,437.49</b>	<b>37.51</b>	<b>2,726.87</b>	<b>47.35</b>

## STATEMENTS OF FINANCIAL POSITION (continue)

Details (Unit : million baht)	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
<b>Shareholders' equity</b>						
<b>Issued and paid-up share capital</b>						
19,859,697,555 ordinary shares of Baht 0.10 each	1,985.97	32.57				
14,893,427,941 ordinary shares of Baht 0.10 each			1,489.34	22.92		
9,906,689,250 ordinary shares of Baht 0.10 each					990.67	17.20
Share premium on ordinary shares	1,215.17	19.93	1,215.17	18.70	1,215.17	21.10
Retained earnings						
Appropriated						
- Legal reserve	56.39	0.92	55.25	0.85	53.62	0.93
Unappropriated	562.52	9.22	537.67	8.27	500.48	8.69
Other equity interest	-	-	494.16	7.60	-	-
Other components of shareholders' equity	-	-	-	-	-	-
Total shareholders' equity of parent company	3,820.05	62.65	3,791.59	58.35	2,759.94	47.93
Non - controlling interests	267.16	4.38	268.87	4.14	271.86	4.72
<b>Total shareholders' equity</b>	<b>4,087.21</b>	<b>67.03</b>	<b>4,060.46</b>	<b>62.49</b>	<b>3,031.80</b>	<b>52.65</b>
<b>Total liabilities and shareholders' equity</b>	<b>6,097.92</b>	<b>100.00</b>	<b>6,497.95</b>	<b>100.00</b>	<b>5,758.67</b>	<b>100.00</b>

## STATEMENTS OF COMPREHENSIVE INCOME

Details (Unit : million baht)	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
Revenues from sales and services	3,398.66	99.18	3,293.31	99.11	3,247.54	98.34
Other income						
- Sales promotion income	8.93	0.26	9.61	0.29	28.96	0.88
- Others income	19.33	0.56	19.93	0.60	25.88	0.78
<b>Total revenues</b>	<b>3,426.92</b>	<b>100.00</b>	<b>3,322.85</b>	<b>100.00</b>	<b>3,302.38</b>	<b>100.00</b>
Cost of sales and services	(3,109.67)	(90.74)	(2,972.47)	(89.46)	(2,953.99)	(89.45)
Selling expenses	(62.77)	(1.83)	(63.20)	(1.90)	(63.25)	(1.92)
Administrative expenses	(123.07)	(3.59)	(142.27)	(4.28)	(142.54)	(4.32)
Finance cost	(90.70)	(2.65)	(123.94)	(3.73)	(147.77)	(4.47)
Share of profit (loss) of investment associates	(3.91)	(0.11)	24.92	0.75	0.39	0.01
<b>Total expenses</b>	<b>(3,390.13)</b>	<b>(98.93)</b>	<b>(3,276.96)</b>	<b>(98.62)</b>	<b>(3,307.16)</b>	<b>(100.14)</b>
<b>Profit (loss) before income tax expenses</b>	<b>36.79</b>	<b>1.07</b>	<b>45.89</b>	<b>1.38</b>	<b>(4.78)</b>	<b>(0.14)</b>
Income (Expense) tax	(12.46)	(0.36)	(9.94)	(0.30)	(3.92)	(0.12)
<b>Net profit (loss) for the year from continuing operations</b>	<b>24.33</b>	<b>0.71</b>	<b>35.95</b>	<b>1.08</b>	<b>(8.70)</b>	<b>(0.26)</b>
<b>Discontinued operation</b>						
Profit (loss) for the period from discontinued operations						
- net from tax	(0.05)	(0.00)	(0.13)	(0.00)	-	-
<b>Net profit (loss) for the year</b>	<b>24.28</b>	<b>0.71</b>	<b>35.83</b>	<b>1.08</b>	<b>(8.70)</b>	<b>(0.26)</b>
<b>Other comprehensive income</b>						
<b>Non - classified item to profit or loss in the after</b>						
Actuarial gains arising from post-employment benefit obligations	-	-	-	-	2.92	0.09
<b>Other comprehensive income (loss) for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.92</b>	<b>0.09</b>
<b>Total comprehensive income (loss) for the year</b>	<b>24.28</b>	<b>0.71</b>	<b>35.83</b>	<b>1.08</b>	<b>(5.78)</b>	<b>(0.18)</b>
<b>Profit (Loss) Sharing</b>						
Attributable to the Company's shareholders						
Profit (loss) for the year from continuing operations	26.04	0.76	38.95	1.17	(7.50)	(0.23)
Profit (loss) for the year from discontinued operations	(0.05)	(0.00)	(0.13)	(0.00)	-	-
Profit (loss) for the year attributable to equity holders of the Company	25.99	0.76	38.82	1.17	(7.50)	(0.23)
Non - controlling interests in subsidiaries						
Profit (loss) for the year from continuing operations	(1.71)	(0.05)	(3.00)	(0.09)	(1.20)	(0.04)
Profit (loss) for the year from discontinued operations	-	-	-	-	-	-
<b>Total</b>	<b>24.28</b>	<b>0.71</b>	<b>35.83</b>	<b>1.08</b>	<b>(8.70)</b>	<b>(0.26)</b>
<b>Total Comprehensive Profit (Loss) Attributable to</b>						
<b>Attributable to the Company's shareholders</b>						
Comprehensive income (loss) for the year from continuing operations	26.04	0.76	38.95	1.17	(4.58)	(0.14)
Comprehensive profit (loss) for the year from discontinued operations	(0.05)	(0.00)	(0.13)	(0.00)	-	-
Comprehensive income (loss) for the year attributable to equity holders of the Company	25.99	0.76	38.82	1.17	(4.58)	(0.14)
Non - controlling interests in subsidiaries						
Comprehensive income (loss) for the year from continuing operations	(1.71)	(0.05)	(3.00)	(0.09)	(1.20)	(0.04)
Comprehensive profit (loss) for the year from discontinued operations	-	-	-	-	-	-
<b>Total</b>	<b>24.28</b>	<b>0.71</b>	<b>35.83</b>	<b>1.08</b>	<b>(5.78)</b>	<b>(0.18)</b>
<b>Basic earnings (loss) per share attributable to the parent company</b>						
		0.0013		0.0029		(0.0008)

## STATEMENTS OF CASH FLOWS

Details (Unit : million baht)	2022	2021	2020
Cash flows from operating activities	(161.47)	(157.69)	(244.08)
Cash flows from investing activities	7.37	123.55	(99.39)
Cash flows from financing activities	(400.80)	594.26	283.02
Cash and cash equivalents at the ending of the year	(554.90)	560.12	(60.45)

## Important Financial Ratios

Details	2022	2021	2020
Net Profit Ratio (Loss) %	0.76	1.17	(0.23)
Return on Assets Ratio : ROA (%)	0.41	0.63	(0.13)
Return on Equity Ratio : ROE (%)	0.64	1.09	(0.25)
Net debt to earnings before interest income tax and amortization Ratio	10.03	7.69	14.65
Interest Coverage Ratio : ICR	1.82	1.60	1.10
Debt Service Coverage Ratio : DSCR	0.11	0.11	0.07
Interest Bearing Debt to Quity : IBD/E Ratio	0.36	0.45	0.71
Net Debt to Equity Ratio	0.25	0.21	0.56
Debt to Equity Ratio : D/E	0.49	0.60	0.90
Current ratio	3.21	2.75	2.27
Quick Ratio	1.75	1.59	1.45
The Ratio of Interest-Bearing Debt due within One year to Total Interest-Bearing Debt	0.85	0.88	0.80
Ratio of Loans from Financial Institutions to Total Liabilities	0.59	0.64	0.58
Account Receivable Turnover Ratio	1.86	1.91	1.98
Average Collection Period (Day)	194	189	183
Inventory Turnover Ratio	1.36	1.49	1.83
Average Inventory Period (Day)	264	241	197
Account Payable Turnover Ratio	3.43	3.06	2.75
Average Payment Period (Day)	105	117	131
Cash Cycle (Day)	353	312	248

## 5. General Information

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Name	TWZ Corporation Public Company Limited
Head Office	269 Ratchadapisek Road, Ratchadapisek Sub-District, Din Daeng District, Bangkok 10400
Nature of Business	Core business is a distributor of telecommunication devices which are mobile phones, SIM cards, pre-paid cards, and accessories.
Registration No.	0107548000285
Telephone No.	0-2275-9789
Facsimile No.	0-2275-9798
Home Page	<a href="http://www.twz.co.th">www.twz.co.th</a>
E-mail	Contact independent director: <a href="mailto:independentdirector@twz.co.th">independentdirector@twz.co.th</a> Contact IR : <a href="mailto:IR@twz.co.th">IR@twz.co.th</a> Contact Secretary Company : <a href="mailto:secretary@twz.co.th">secretary@twz.co.th</a>
Paid-up Stock	1,985,969,755.50baht, divided into ordinary shares 19,859,697,555 shares Par value of 0.10 baht per share (as of December 31, 2022)

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Share Registrar	Thailand Securities Depository Company Limited, 93 Ratchadaphisek Road, Din Daeng, Bangkok 10400, Thailand Telephone (66) 2009 9999
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Auditor	Mr. Worapol Wiriyakulapong Certified Public Accountant Registration No. 11181 Karin Audit Company Limited 72 CAT Telecom Tower, Floor 24, Charoen Krung Road, Bangrak, Bangkok 10500 Telephone (66) 2105-4661 Facsimile (66) 2026-3760
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Legal Dispute	None
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## 6. Corporate Governance Policy

The Company realizes the importance to operate and manage the business in relation to the good corporate governance in a firm and concrete manner. The Company has set the good corporate governance policy in order to increase the transparency of its operation and comply with the principles of good corporate governance for listed companies.

In 2022, the Company implemented the good governance practices following the regulations and the best practice of corporate governance for listed companies. There are five categories as follows:

### 1. Rights of Shareholders

The Company realizes the importance of the basic shareholder rights by operating as follows:

1. The Company will send an invitation letter with adequate supports for the shareholders in advance. The invitation letter has details and meeting agendas as well as documents related to rules and regulations and opinions from the Board of Directors. The proxy form and the map of the meeting place are also included and the letter notifies shareholders to prepare documents to be shown at the meeting and used when exercising their rights and voting including the Company's Articles of Associations regarding the shareholders meeting. The shareholders can look for information about the meeting rules and agendas on the Company's website before they get the invitation letter. Moreover, the Company will open for advance registration at least two hours before the meeting.
2. Before every meeting, the Chairman of the meeting will explain the voting method and the vote-counting method. The Chairman also informs the meeting the voting result for every agenda.
3. The Chairman of the meeting has to arrange sufficient time for the meeting and manage it properly and transparently. During the meeting, the Chairman will give chances for shareholders to express their opinions and ask questions before voting and concluding the meeting resolution for each agenda.
4. The Company will disclose information to shareholders regularly through the Stock Exchange of Thailand and the Company's website.
5. The Company will provide minor shareholders with access to information directly via electronic mail of the Company's investor relation department.
6. The Company will operate with efficiency in building sustainable growth for the organization and generating appropriate returns for the shareholders.

### 2. Equitable Treatment of Shareholders

The Company emphasizes on providing fair and equitable treatments for all shareholders as follows:

1. The Company will arrange the shareholders' meeting following the sequence of agendas notified in the invitation letter and having no policy to add more agendas without informing shareholders in advance providing shareholders with enough time to study details and related information in each agenda before making a decision.

2. The Board of Directors encourages the shareholders, who could not attend the meeting, to appoint their power of attorney to attend and vote for them. The Board of Directors will provide an option to shareholders by nominating independent directors for their choice as their proxy and using the proxy form on which the shareholders are able to specify their votes. The Board of Directors encourages the using of voting cards for important agenda items such as related party transactions, acquisition or disposal of significant assets, etc. for the transparency and be able to examine in case there is any argument later.
3. The minute of meeting is to be made precisely before submission to the Stock Exchange of Thailand within 14 days after the meeting which it will also be disclosed via the Company's website.
4. The Company shall outline the measures regarding information security and prevention of insider trading in the Company's corporate governance policy to create fairness for shareholders. Director, executive, employee and staff are prohibited to trade, transfer, accept the Company's share by using the Company's confidential information and/or inside information and/or to enter into any contractual agreement by using the confidential information and/or inside information which may cause any direct or indirect damages to the Company by prohibiting director, executive, employee and staff to trade the Company's shares for a period of 1 month prior to the release of financial statements to the public. This prohibition includes their couples as well as their minor children.

### 3. Role of stakeholders

The Company realizes the importance of role of stakeholders including shareholders, staff, trading partners, competitors, customers, the community, the society and the environment. Treatments for each stakeholder have been notified clearly in the corporate governance policy which staff at all levels will use it as a guideline of their duties and responsibilities.

- Shareholders : The Company is determined to take responsibility and to satisfy the shareholders by making a sustainable growth and an appropriate return constantly along with transparency in management and reliable accounting system.
- Customers : The Company will ensure customer satisfaction and confidence about quality products and services at reasonable prices. It will build long-term good relationship with customers.
- Trading partners : The Company is concerned about fairness, honesty and mutual benefit with its trading partners. Thus, the trading partners shall strictly comply with related rules and regulations as well as have business ethics.
- Competitors : The Company will follow rules of fair competition.
- Staff : The Company considers staff as one of key factors for success. Staff will feel that they have good working environment and friendly corporate culture and this will promote a strong teamwork and staff confidence.

Community and Society : The Company realizes the responsibility to the community and society by considering the growth of the Company together with the development of the community.

#### 4. Disclosure and Transparency

The Board of Directors shall ensure that all relevant information, both financial and non-financial, is disclosed correctly, accurately, on a timely basis and transparently by disclosing through the SET's channel and the Company's website (www.twz.co.th). Such information will be consistently updated so that the investor and related party have sufficient and equal information for the decision.

The material information both financial and non-financial that have to be disclosed are as follows:

1. Annual statements and annual report
2. Corporate governance policy and the implementation of the policy
3. A statement of the Board of Directors' responsibilities concerning the Company's financial reports presented alongside the auditor report of the Company's annual report
4. Disclosure of the roles and responsibilities of the Board of Directors and other committees, including the number of the meetings and attendances of each director
5. Disclosure of the remuneration of the Board of Directors and the management

Besides, the Company has set up the Investor Relation unit to communicate and promote useful information to the shareholders, investors, analysts and general public through various channels including analyst meeting, conference call, answer question through phone and the Company's website, etc.

#### 5. Responsibilities of the Board of Directors

The Board of Directors is the key of the Company's good corporate governance practices. The Board of Directors should comprise of those who possess knowledge and experience in the fields related to the Company's business and willing to contribute time for the Company.

### 7. Corporate Governance Report

#### (Board of Directors, Sub-committees, executives, employees and others)

##### Board of Directors' structure

1. The Company's Board of Directors comprise of 7 directors, of which Executive Director 3 persons Non-executive Director 4 persons including 3 independent directors according to the Company's Articles of Association which indicated that the Company shall maintain at least 5 directors at all time and the good corporate governance of which at least 1/3 of the entire Board of Directors have to be the independent directors.
2. The Company has clearly set term of service of directors to be in line with the principles of good corporate governance for listed companies and regulations of theSET. At every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to 1/3 shall retire.



3. The Company clearly determines the qualifications of the Audit Committee; such qualifications are more restricted than minimum qualifications specified by the SEC and the SET.
4. The Company discloses details of each director in annual statement and be able to see the details from the SET's website ([www.set.or.th](http://www.set.or.th))
5. The Chairman of the Board of Directors and the Managing Director are not the same person and their roles and responsibilities are different. The Board of Directors has clearly determined roles and responsibilities for both the Chairman of the Board and the Managing Director.

### The Sub-Committee

To have a careful and efficient consideration on important plans and operation, the Company's Board of Directors appoints sub-committees as follows:

- The Audit Committee is appointed from at least three board directors and at least one among them must be an independent director and have knowledge and expertise on accounting and finance. The Audit Committee must have independence as required by the announcement of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee has a duty to monitor and supervise the Company's operation, financial statements and internal controls. It may also consider the nomination of auditor, consider conflict of interests and manage risks for the Company.
- The Executive Committee is appointed from 3 board directors and has duty and responsibility to screen business plans and financial budgets which, then, will be proposed to the Board of Directors. The Executive Committee will outline the investment policy to suit the Company's major policy. The Committee may work on other tasks as assigned by the Board of Directors.

The Company has not set the Remuneration Committee; however, the Company has set the preliminary consideration procedure for the appropriate remuneration by comparing its remuneration amount with the comparable firms in the same industry together with the Company's performance.

### Roles and Responsibilities of the Board of Directors

The Board of Directors shall be responsible for their role in managing for the best interest of the Company. Role, duties and responsibility of the Board of Directors shall comply with legislations, Company's Articles of Association, resolutions of the shareholders' meeting and corporate governance principles. The Board of Directors shall perform with honesty, integrity, responsibility and accountability, along with transparent disclosure of information. It will supervise the management performance to meet the goal, maximize profits for shareholders and also concern about interests of all stakeholders. To enhance the Company's strength and efficiency, the Board of Directors has active roles and duties as follows:

1. To contribute time and emphasize the importance of vision, direction and strategy for the Company by jointly expressing opinions and gathering important information. The Board of Directors will also consider risk factors to make sure that the management is able to implement the Company's business vision, direction and strategy for the highest benefit.

2. To examine and grant approval on the Company's important strategy and policy as well as financial projections and business plans. The Board of Directors will regularly follow up the management to work and implement all action plans initiated to meet the Company's business direction and strategy.
3. To establish the reliable accounting system, financial statements and auditing and pursuing the procedure and assessments of internal controls efficiently and effectively.
4. To examine business risks which may happen in the future and carefully adopt risk management policy. The Board of Directors will supervise the management to arrange the efficient risk-management system and explore new business opportunities arisen from the risks.
5. To examine and solve problems arisen from conflict of interests and connected transactions. The Board of Directors should consider major transactions which will benefit the Company, shareholders and stakeholders the most.
6. To arrange the remuneration system for the Company's executives to create incentives to perform in both short and long term.
7. To evaluate the performance of the Managing Director regularly and proposing remunerations for the Managing Director which is in line with the Company's performance.
8. To provide a channel to communicate with each group of shareholders and to evaluate the information disclosure to ensure that it is accurate, precise, transparent and highly reliable.
9. To have leadership and be a role model by complying with the Company's corporate governance practices.

### Board Meetings

1. The Board of Directors shall set its meeting schedule in advance and notify each director of the schedule so that each member of the board can manage time to attend the meetings. In case of emergency, the Company may call for an additional meeting.
2. In 2022, there were 7 meetings of the Board of Directors which was appropriate to the obligations and responsibilities of the Board and nature of the Company.
3. The Chairman of the Board and the Managing Director should set the Board meeting agenda together and ensure that all important issues are already included. Each member of the Board should be free to propose an issue for a meeting agenda.
4. Meeting documents should be sent to each director in advance of the meeting date. The document should be concise, with all relevant information. Any confidential issues should be brought to discuss during the meeting.
5. The Chairman of the Board should appropriately allocate the meeting time for complete management's presentation and comprehensive directors' discussion. The Chairman should encourage careful consideration in the meeting.
6. The Board should have access to additional information, under a prearranged condition, via the managing director, the company secretary or the executive designated as a contact person.

7. Non-executive directors should be able to meet, as necessary, among themselves without management team in order for them to debate their concerns. The meeting outcome should be notified to the Managing Director.

#### Board Self –Assessment

1. The Board of Directors conducts the Board self-assessment annually to discuss and consider the performance and problem for further improvement. The topics of the self-assessment are clearly defined in order to be benchmark for performance comparing.
2. The Board of Directors assesses the performance of the Board as a whole and on individual basis, such assessment shall be performed cautiously and carefully.

#### Remuneration

1. Board of Directors' remuneration is comparable to the industry level in which the Company operates; reflect experience, obligations, scope of work, accountability and responsibilities and contributions of each director.
2. Remuneration of the Executive Committee, the Chairman of the Executive Committee, Managing Director and top executives are in accordance with the principle and policy as specified by the Board of Directors. For the best interest of the Company, executives' salaries, bonuses, and other long-term compensation should correspond to the Company's performance and that of each executive.

#### Board of Directors and Executives Training

1. The Board of Directors encourages and facilitates training for all internal parties related to corporate governance such as directors, members of the Audit Committee, executives, the secretary of the Board, internal audit department, SET's coordinator, etc. Training will enable them to continuously improve their performances.
2. New directors shall be provided with all documents and useful information to perform their duties. Introduction to the nature of the business and the operations of the company is necessary.
3. The Board of Directors shall establish a development program for the Executives. The Managing Director and the Executives shall report to the Board in relation to the operation result during each quarter for operation achievement according to the target and objective of the Company.

#### Human Resources Development Policy

The Company supports and provides opportunities to all levels of employees to obtain additional knowledge and capability in order to be suitable with their positions and assigned duties as well as for the Company's and their own developments in the future by consistently arrange training which can be divided into 2 types as follows:

1. Internal Training which is trained by the supervisor or invite speaker in related business to share his knowledge, experience and give advises so that the staff can be able to apply the knowledge with his duty and responsibility. The inside training normally is arranged once in 1-3 months.

2. External Training which is held by the product owners such as AIS in order to educate the Company's staff to understand their products and services. The Company also provides other trainings to increase its staff efficiency when appropriate.

### Social Responsibility Policy

The company was aware of the importance of being part of Thailand and social responsibility in every of activities to the community, suppliers, partners, customers and employees. By adhering treated with fairness and not cause impact or burden on society includes not contrary to morals and laws.

### The operations with fairness.

The company has a policy of purchasing products to sell from suppliers who operate their businesses legally. A product that does not infringe intellectual property rights of others. These include the product quality inspection from the manufacturers. The Company's policy is asked to visit an establishment or producing factory before making a purchase. Moreover the Company had to check the quality of the product again before being sold to customers to ensure that such products qualified established quality and not be dangerous to customers or users.

For the sale of the company, the company supports the competition is liberalization and fairness to all parties. No monopoly, or assign a partner to sell only products of the company. Wholesale pricing to dealers as to the criteria standards under the same conditions for each partner such as the volume of orders, payment history, etc. And retail pricing to the retail customer, it is compliant prices all the same. Moreover the Company does not support to acquire of competitor information illegally or against the good morals as well.

### Anti-corruption.

The Company defines the policy against corruption, bribery, graft and corruption with all levels of employees, which clarified understanding in this matter with the staff regularly. And impose sanctions for employees who violate are strictly prohibited. The management of the company has attended the training. Anti-Corruption: The Practical Guide (ACPG) to clearly define policies and to counteract corporate fraud.

### Respect for Human Rights.

The Company to respect human rights and freedom of employees at all levels. Do not block the expression of rights and freedom of employees to join any organization, group or association as action properly under the law. And provide opportunities for employees to exercise their right to vacations for participates the rights and freedom of expression. This must be done for the benefit of society or publicly. The companies are committed to respecting the privacy rights of employees by will not disclose the personal information of employees, such as family history, personal medical history, salary etc. to a third party or unrelated individuals, except with the permission of the employee or pursuant to law.

### To treats labor fairly.

The company recognizes the value of collaboration in duty personnel for the company. It is important to strengthen potential, knowledge and competencies of employees. Also build moral and encouragement to perform equally.

The company also has welfare, health care and safety in the working to employees under the laws. Including care employees in the workplace, working environment, equipment, facilities needed to perform for aim to employees, a pleasure to work with the company. In addition to basic welfare, the company also provides additional benefits to employees, such as the Free Lunch Program to encourage employees to have the opportunity to learn together interchangeable, apart from the normal practice. It also helps ease the burden of the cost of the livelihood of the employees another way.

For the development of knowledge and skills of employees. The company has provided training to employees within the organization to continually as appropriate and necessary to strengthen their capacity to live together in society and attitudes of employees, which will be helpful to development yourself, company and society.

### Responsible to consumers.

The Company recognizes the importance of accountability to consumers is a key factor in business. Its products are sold to consumers through the quality inspection of the manufacturer, verified and authorized by the relevant governmental agencies and pass the quality check again before delivery to the consumer. Moreover the Company has a policy to guarantee the quality of all items by product type, under the terms and conditions set forth to give consumers confidence and security in the use of products.

## Organization Structure



## Management structure and Reports of key performance corporate governance

The Company's director's structure comprises of 3 groups of directors, which are Board of Director, Executive Committee and Audit Committee. The details are as follows:

### (1) Board of Directors

As of December 31, 2022 the Company's Board of Directors consists of 7 persons as shown in the list as follows:

No.	Name	surname	Position
1.	Mr. Phongcharn	Samphaongern*	Independent Director, Acting Chairman and Chairman of Audit Committee
2.	Mr. Puttachat	Rungkasiri**	Director and Managing Director
3.	Asst. Prof. Dr. Tippakorn	Rungkasiri	Director and Authorized Director
4.	Miss Kaikae	Cherdvisavapan	Director and Authorized Director
5.	Mr. Bandal	Udol	Independent Director and Member of Audit Committee
6.	Mr. Montree	Kailerdsin	Independent Director and Member of Audit Committee
7.	Mr. Pat	Lapanun	Director

Note : \* Mr. Phongcharn Samphaongern Acting Chairman on September 19, 2022.

\*\* Mr. Puttacha tRungkasiri resigned as Chairman on September 18, 2022 and appoint Managing Director on September 19, 2022.

### Authorized Directors

The authorized directors are Mr. Puttachat Rungkasiri jointly with Miss Kaikae Cherdvisavapan or Asst. Prof. Dr. Tippakorn Rungkasiri, totally two authorized persons, to sign on behalf of the Company with the Company's seal affixed.

### Company Secretary

The Board has appointed Miss Nalinee Pratubsorn, Vice President – Human Resource Department to the position Company Secretary on November 13, 2014 has a duty of care to the company compliance with laws and regulations related to the company and to adhere to the principles of good corporate governance as follows.

1. To adhere to good corporate governance.
2. To plan meetings and propose relevant agenda
3. To manage the Board of Directors' meeting And meeting notes in accordance with the rules and best practices.
4. To administer the Shareholders' meeting in line within the legal framework
5. To give advises on legal matters, Public Companies Act and all other rules and regulations of listed companies,  
the Company's affidavits aiming at full compliance with relevant laws
6. Become a contact point providing information to Directors and third parties
7. All matters concerning the Company's registrar and related document in safe keeping

### Scope of Authority and Duty of the Board of Directors

1. To honestly manage the Company in accordance with the laws, objectives and articles of associations as well as resolutions of Shareholders' Meeting and to take precautions in order to protect the Company's benefits.
2. To authorize an appointment a set of directors as Executive Committee to execute one or several tasks in order to implement the work assigned by the Board of Directors as well as to authorize an appointment the Chairman of Executive Committee together with other committee such as Audit Committee, Nomination and Remuneration Committee as deemed appropriate.
3. To determine business goal, guideline, policy, plan and budget of the Company and monitor and ensure that the administration of the Executive Committee or the assigned person shall be according to the policy that set by the Board of Directors.
4. To consider, review and approve the policy, direction, strategy, business plan, annual budget, expenditure budget and project investment that proposed by the Executive Committee
5. To consistently follow up the performance according to the policy and budget that have been set
6. To consider and approve other related material matters or any appropriate actions that benefit to the Company.

Except for the following tasks which can be implemented only obtain the approvals from Shareholders' Meeting. Any directors or related persons who might be involved with either conflict of interest transaction or beneficial conflict transaction with the Company or its subsidiaries shall not be granted the right to vote in that matter.

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

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

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



## ( 2 ) Executive Committee

The Company's Executive Committee comprised of 3 persons as follows:

Name	Name	Position
1. Mr. Puttachat	Rungkasiri	Chairman of Executive Committee
2. Asst. Prof. Dr. Tippakorn	Rungkasiri	Executive Committee
3. Miss Kaikae	Cherdvisavapan	Executive Committee

### Scope of Authority and Duty of the Executive Committee

The Executive Committee is assigned by the Board of Directors to be authorized to perform the following tasks for the Company.

1. To honestly manage the Company in accordance with the laws, objectives, articles of associations, resolutions of Shareholders' Meeting and resolutions of the Board of Directors' Meeting and to take precaution to protect the Company's benefits.
2. To determine organization structure, authority table and to ensure the coverage of details in terms of selection, training, recruitment, reshuffle and dismissal of the Company's personnel.
3. To plan and determine the business plan, business strategies and annual budget and propose to the Board of Directors for approval. Also, to consider and approve the allocation of annual budget, to amend, adjust, or increase annual expense budget in case of urgent needs and present to the Board of Directors accordingly.
4. To audit and monitor the Company's business operation, policy, and administrative guidance in a manner that is compatible to business situation.
5. To audit and to monitor in order to ensure that the company is operated in accordance with the approved business plans.
6. To authorize and approve the following financial implementations:
  - (1) The Executive Committee is entitled to approve unlimited financial amount in case that such implementation is stated in the business plan or annual budget.
  - (2) If not stated in documents mentioned in (1), the Executive Committee is entitled to approve an amount not exceeding Baht 40 million. Such approval shall include the approval on the expense occurred from general operations, investment on capital assets or fixed assets, borrowing, obtaining credit line including provision of guarantee, etc. and inform the Board of Directors for the acknowledgement accordingly.
7. To implement other tasks as periodically instructed by the Board of Directors.

Such assignment will not entitle the Chairman of the Executive Committee or the Executive Committee to approve on any matters that might be conflicts of interest to themselves or other party or matters that may cause any beneficial conflict whatsoever with the Company.

### ( 3 ) The Audit Committee

The Company's Audit Committee comprised of 3 persons as follows:

Name	Name	Position
1. Mr. Phongcharn	Samphaongern	Chairman of Audit Committee
2. Mr. Bandal	Udol	Member of Audit Committee
3. Mr. Montree	Kailerdsin	Member of Audit Committee (Has knowledge and experience in financial statements review)

#### Scope of Authority and Duty of the Audit Committee

1. To ensure that the Company has accurately and adequately disclosed its financial statements to public by cooperating with auditor and in charge executives to prepare financial reports quarterly and annually by reviewing the financial statements, related financial reports, accounting policy, accounting standard, the existence of the Company, the major change in accounting policy as well as the management's opinion on the accounting policy determination prior to present to the Board of Directors and eventually disclose to shareholders and general investors. The Audit Committee may suggest the auditor to examine or investigate any matters considered to be necessary and important during the auditing period.
2. To ensure that there are suitable and effective internal control and auditing system in the company by co – auditing with external auditor and internal auditor (if any). To determine and review the Company's audit plan and to evaluate the audit result with the auditor and internal auditor (if any) regarding any problems or limitations arise during the financial statements auditing. To determine and control on the electronic data processing as well as the security of the information in order to protect the fraud or misuse the computer by the Company's employees or external persons.
3. To ensure that the company is operated in accordance with Laws governing Securities and Exchange, the regulations of the Stock exchange of Thailand and the laws pertaining to the business of the Company.
4. To select and make suggestions regarding the appointment of the Company's auditor together with the audit fee by taking into consideration the credibility, personnel sufficiency, work load of auditing firm as well as experience of the personnel to be appointed as the Company's auditor.
5. To consider and approve any connected transaction and/or any acquisition or disposal of the Company's assets as well as consider the disclosure of the information should there be any connected transactions or any conflict of interest transactions to be accurate and complete. In addition, to approve such transactions in order to propose to Board of Directors' meeting and/or shareholders' meeting as stipulated under the laws or related regulations of the Stock Exchange of Thailand.
6. To conduct other tasks as instructed by the Board of Directors and/or agreed by the Audit Committee, i.e. to make revisions on financial policies and risk management, make revisions on

compliance with business ethics, make co – revisions with the Company’s directors on important issues which need to be disclosed to public as stated by laws, for instance, report and analysis of the management team.

7. To prepare the Audit Committee report by disclosing on the Company’s annual report. The report shall be signed by the Chairman of Audit Committee and should contain following information:

- Comments on the preparation process and disclosure of information in the Company’s financial statements regarding the accuracy and reliability.
- Comments on the sufficiency of the Company’s internal control system.
- Reasons to believe that the Company’s auditor is appropriate to be re–appointed for another term.
- Comments on the compliance with Laws governing Securities and Exchange, the regulations of the Stock Exchange of Thailand and the laws related to the Company’s business.
- Report on other matters that shareholders and investors should be concerned within a scope of duties and responsibilities appointed by the Board of Directors.

8. To evaluate the Audit Committee’s performance.

9. To perform any matters, which stipulated under the laws governing Securities and Exchange and/or regulations of the Stock Exchange of Thailand.

#### (4) Executives

As of December 31, 2022 the Company’s executives comprised of 6 persons as follows:

Name		Position
1.Mr. Puttachat	Rungkasiri	Managing Director Acting Vice President - Marketing Department
2. Miss Nalinee	Pratubsorn	Vice President – Human Resource Department
3 Mr. Thanawat	Kraisriwatthana	Vice President - Sales Department
4. Mrs.Chen	Yan	Vice President –Business Development (Telecom Business)
5. Miss Ponpun	Rungroj	Assistant Vice President – Accounting and Finance Department Acting Vice President – Accounting and Finance Department
6. Mr. Pak	Meepan	AssistantVice President –Business Development Department (Non telecom Business) ActingVice President –Business Development Department (Non telecom Business)

Mr. Thanawat Kraisriwatthana, Mrs. Chen Yan and Mr. Pak Meepan Appointed on October 1, 2022

#### Scope of Authority and Duty of the Managing Director

1. To manage and supervise general administration of the Company.
2. To perform as assigned by the Board of Directors in accordance with the Company’s regulations and articles of associations.
3. To have the power to employ, transfer, remove, expel, determine wage rates, give gratuities and rewards, raise salaries, considerations, and bonuses for all employees except the executives.

4. To authorize an approval on the overall purchase and the expenditure which not exceeding Baht 30 million on general matters as stated in the Company 's Authority Table.
5. To authorize the issuance of instructions, regulations, announcements, memorandums so that the Company is operated in compliance with the policy and for the Company's interest as well as for the discipline of the organization.
6. To have the power to represent the Company to deal with external individual for any related business that is useful to the Company.
7. To have the power to appoint advisor in various fields that are necessary for the Company's business.
8. To implement other tasks as periodically instructed by the Board of Directors or the Executive Committee.

Managing Director is not entitled to approve any matters that might be a conflict of interest transaction or conflicts to related party or may cause any beneficial conflicts whatsoever with the Company or subsidiaries.

### Selection of the directors

The directors shall be elected by shareholders' meeting as at the shareholders' meeting will select the directors under the procedures stated in the Company's articles of associations that can be summarized as follows:

1. The Board of Directors consists of at least 5 persons wherein the directors not less than half of the number of total directors must be domiciled in the Kingdom and they shall have qualifications as provided by law.
2. The Shareholders' meeting shall elect directors in accordance with the criteria and procedures as follows:
  - a. Each shareholder shall have one vote per one share.
  - b. Shareholders shall vote to elect each individual director.
  - c. The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directors positions are filled. Where the votes case for candidates in descending order are tied, which would otherwise cause the number of directors to be exceed, the chairman of the meeting shall make the final decision.
3. At every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors that must retire from office within the first and second year after the listed of the Company shall be selected by casting lots. In subsequent years, the director who has held office longest shall retire. The directors who retire from the position may be re-elected.
4. Any directors who want to resign from the office have to submit the resignation letter to the Company and shall be effective on the date the resignation letter reached the Company.
5. The shareholders' meeting may pass a resolution removing any director from office prior to retirement as a result of the expiration of the director's term of office, by a vote of not less than three

quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

### Selection of independence directors

The Company's Board of Directors shall consider the preliminary qualifications of the persons to be elected as the independence directors by considering according to the qualifications as stated in the Public Limited Companies Acts, the laws governing Securities and Exchange as well as all related announcements, objectives and/or related regulations. The Board of Directors shall consider selecting the independence directors who are capable, experienced and appropriate in all aspects and then propose to the shareholders' meeting for appointment as the Company's Board of directors accordingly.

The definition of the independence of the Company's director is complied with the regulations of the Notification of the Capital Market Supervisory which are as follows:

1. Holding shares not more than 1% of the total shares with voting rights of the Company, its subsidiaries, which shall be inclusive of the shares held by related persons.
2. Not being or having previously been a director who takes part in management, an employee, a staff member or advisor who receives a regular salary, or a controlling person of the Company, its subsidiaries unless the termination of being in such position had occurred at least 2 years before an appointment as the Company's independent director.
3. Not being a person related by blood or registration under laws in the form of fatherhood, motherhood, spouse, sibling and child as well as child's spouse, of its executives, its major shareholders, its controlling persons or such other persons who will be nominated to be executives or controlling persons of the Company or its subsidiaries.
4. Having no current or previous business relationship with the Company, its subsidiaries, its major shareholders or its controlling persons which may interfere his /her independent discretion, and not being or having previously been a major shareholder or controlling person of the company which has a business relationship with the Company, its subsidiaries, its major shareholders or its controlling persons, unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.
5. Not being or having previously been an auditor of the Company, its subsidiaries, its major shareholders or its controlling persons and not being a major shareholder or partner of the audit office of the auditor of the Company, its subsidiaries, its major shareholders or its controlling persons unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.
6. Not being or having previously been any professional service provider including legal advisor or financial advisor who receives more than 2 million baht annually from the Company, its subsidiaries, its major shareholders or its controlling persons and not being a major shareholder, controlling person or

partner of such professional service provider unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.

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

8. Not operating any business which has the same nature and significant in competition with the Company, its subsidiaries or not being a major shareholder in partnership or a director who takes part in the management, an employee, a staff member or advisor who receives a regular salary or holding shares more than 1% of total shares with voting rights of other company who operates same business and significantly competes with the Company and its subsidiaries.

9. Having no characteristics that may affect the giving of independent opinions on the operation of the Company and its subsidiaries.

### Selection of Audit Committee

The Board of Directors shall appoint at least 3 audit committees from independence directors who have qualifications according to the law governing Securities and Exchange including all related announcement, regulations of the Stock Exchange of Thailand regarding the qualifications and scope of duties of the Audit Committee. Besides, at least one of the Audit Committee has to have financial and accounting knowledge. The office term of each committee is 2 years.

### Remuneration of Directors and Executives

#### (1) Monetary Remuneration

##### Board of Directors' Remuneration

The Company's Board of Directors comprised of 10 persons in 2022, the remunerations of each director were as follows:

Name	Position	Remuneration*	No. of Attendances		
		(Baht)	Regular	Additional	AGM
1. Mr. Puttachat Rungkasiri**	Director	643,000.00	4/4	3/3	2/2
2. Asst. Prof. Dr. Tippakorn Rungkasiri	Director	420,000.00	4/4	3/3	2/2
3. Miss Kaikae Cherdvisavapan	Director	420,000.00	4/4	3/3	2/2
4. Mr. Pat Lapanun	Director	420,000.00	4/4	3/3	2/2
5. Mr. Phongcharn Samphaongern***	Independent Director, Acting Chairman and Chairman of Audit Committee	587,000.00	4/4	3/3	2/2
6. Mr. Bandal Udol	Independent Director Member of Audit Committee	420,000.00	4/4	3/3	2/2
7. Mr. Montree Kailerdsin	Independent Director Member of Audit Committee	420,000.00	4/4	3/3	2/2
8. Mr. Teerayot Suthisamdaeng****	Director	80,000.00	3/4	2/3	2/2
9. Mr. Kittipong Kittipassorn*****	Director	20,000.00	1/4	0/3	0/2
10. Mr. Nuttachai Charoenkajonkul*****	Director	40,000.00	1/4	1/3	0/2
<b>TOTAL</b>		<b>3,470,000.00</b>			

## Remark:

- \* Board of Directors' remuneration consists of meeting allowances and gratuities.
- \*\* Mr. Puttachat Rungkasiri resigned from the Chairman on September 18, 2022 and becoming Managing Director on September 19, 2022.
- \*\*\* Mr.Phongcharn Samphaongern as Acting Chairman on 19 September 2022.
- \*\*\*\* Mr.Teerayot Suthisamdaeng as director on February 1, 2022 and resigned on September 18, 2022.
- \*\*\*\*\* Mr. Kittipong Kittipassorn resigned from the director on January 31, 2022.
- \*\*\*\*\* Mr. Nuttachai Charoenkajonkul resigned from the director on March 9, 2022.

According to the resolution of the 2022 Annual General Meeting of Shareholders held on April 28, 2022, it was resolved to approve the remuneration of directors in the amount not exceeding 6 million baht per year.

### Executives' Remuneration

Executives' remunerations in 2022 and 2021 were as follows:

Remuneration	2022		2021	
	No.	Total (Baht)	No.	Total (Baht)
Short term employee benefits	11	11,168,930	8	13,450,295
Post-employment benefits	11	591,904	8	606,971
<b>Total</b>		<b>11,760,834</b>		<b>14,057,266</b>

### (2) Other Remunerations

- None -

### Personnel

#### Number of Staff

As at December 31, 2022, the total staffs of the Company classified by each department are as follows:

Department	No. of Staffs
Administration	9
Internal Control Department	2
Human Resource Department	7
Marketing and Business Development Department	10
Accounting and Finance Department	22
Sales and After Sales Services Department	256
<b>Total</b>	<b>306</b>

## Staff Remuneration

### (1) Monetary Remuneration

Staff remunerations (exclude executives' remuneration) in 2022 and 2021 were as follows:

Type of Remuneration	2022 (Baht)	2021 (Baht)
Short term employee benefits	102,872,197	104,658,138
Post-employment benefits	2,277,787	2,137,659
<b>Total</b>	<b>105,149,984</b>	<b>106,795,797</b>

### (2) Other Remuneration

- None -

### Audit Fee

Karin Audit Company Limited was the office of the auditor of the Company for year 2022, the remunerations are as follows:

#### 1. Audit fee

The Company paid the audit fees to the office of the auditor for the year 2022 are as follows:

Company	Audit fees
TWZ Corporation Public Company Limited	1,634,000.00
TZ Trading Co.,Ltd	240,000.00
PiyachartCo.,Ltd	915,000.00
Gear 2 Corporation Co., Ltd.	325,000.00
Mitra Corporation Co.,Ltd.	120,000.00
PG&C 5714 Co., Ltd.	270,000.00
K.B.M. Construction Co., Ltd.	95,000.00
Tang Corporation Co., Ltd.	95,000.00
Skywell (Thailand) Co., Ltd.	210,000.00
Consolidated financial statements of Electra Motive Co., Ltd.	90,000.00
Electra Motive Co., Ltd.	200,000.00
Zenith Gloves Co., Ltd.	25,000.00
CBD Corporation Co.,Ltd.	120,000.00
Siam Medical Cannabis Co.,Ltd.	100,000.00
Questionnaire fee Investment in associated company	140,000.00
<b>Total Audit fees</b>	<b>4,579,000.00</b>



## 2. Non-Audit Fee

The Company has not received any other services from the office of the auditor or person or entity that related the auditor and the office of the auditor during the latest accounting period.

Person or entity that related to the auditor and the office of the auditor includes:

- 1) Spouse and children under support of the auditor
- 2) Juristic person that has control over the office of auditor, juristic person that is under control of the office of auditor and juristic person that is under the same control of the office of auditor both direct and indirect control
- 3) Juristic person that is significantly controlled by the office of auditor
- 4) Partner or equivalent of the office of auditor
- 5) Spouse and children under support of person in (4)
- 6) Juristic person that the auditor, person in (1), (4) or(5) has significant control power over both direct and indirect control

## 8. Internal Control and Connected Transactions

### Internal Control

At the Board of Director's Meeting No. 1/2023 on February 24, 2023 the Board of Directors together with the Audit Committee had considered and assessed the sufficiency of the Company's internal control for 7 main areas as follows:

1. Financial reports
2. Internal control and risk management
3. Compliance with applicable laws, regulations and laws
4. Connected transaction
5. Auditor
6. Internal Audit
7. Performance of the Audit Committee

From the above assessment, the Board of Directors viewed that the Company has sufficient and proper internal control system of 7 main areas including the adequate internal control system on transaction done with the major shareholders, directors, executives or related persons. Besides, the Board of Directors encourages and supports the management to keep improving the quality on internal control system in order to obtain the Good Corporate Governance.

### Connected Transactions

#### Connected Transaction Approval Procedure

The Company has set a procedure to enter into any connected transactions with any related persons that the executives and the related persons shall not participate for the approval for any mentioned transactions. The Company shall arrange the Audit committee to provide the comment on the necessity, reasonableness, and price appropriateness of the transaction by stating the conditions to be in accordance

with the normal business operation at the market price and be comparable to others. In case that the Audit Committee has no expertise to review such connected transaction, the Company will hire an independent expert or auditor to express the opinion for the transaction occurred in order to use for further consideration at the Board of Directors' meeting or shareholder's meeting. In addition, the Company will disclose the connected transaction in the notes of the financial statements audited by the Company's auditor.

Additionally, the Board of Directors has to ensure that the Company abides by the laws governing Securities and Exchange and rules, announcement, declaration and regulations of the Stock Exchange of Thailand concerning the information disclosure of the connected transaction as well as the acquisition and disposal of the assets according to the accounting standard set by the Federation of Accounting Profession.

#### **Policy for Future Connected Transaction**

In the future, the Company might borrow short-term loan from its related persons in case of any urgent or necessity matters. If there are other connected transactions in the future, the Company will follow the procedure that has been set in the Connected Transaction Approval Procedure.

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of TWZ Corporation Public Company Limited

### Opinion

I have audited the financial statements of TWZ Corporation Public Company Limited and subsidiaries, which comprise of the consolidated and separate statements of financial position as at December 31, 2022, the consolidated and separate statements of comprehensive income, the consolidated and separate statements of changes in shareholders' equity and the consolidated and separate statements of Cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TWZ Corporation Public Company Limited and subsidiaries as at December 31, 2022, the operating results and cash flows for the year then ended, in accordance with financial reporting standards.

### Basis for Opinion

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

### Key Audit Matters

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

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### Intangible Assets other than goodwill

#### Risk

As discussed Note 17.3 to the financial statements, as of December 31, 2022, the Group has obtained a power purchase and raw material purchase agreements resulting from business combination, a plasma energy, in the amount of Baht 447 million which consisting of

1. Raw material purchase agreements from 3 suppliers with agreement value of Baht 255 million.
2. Agreement with the Electricity Authority with agreement value of Baht 192 million.

The Group has recorded such assets as intangible assets other than goodwill, which is material to the consolidated financial statements and required to tested the impairment of such assets annually, under Thai Financial Reporting Standards.

The impairment assessment of such intangible assets is a significant accounting estimate that requires the management to exercise significant judgment over the projection of the expected future cash flows that generating from the asset group and the determination of the appropriate discount rate as well as long-term growth rate. This poses a risk to the value of intangible assets other than goodwill.

In addition, the Group's management also assessed that there is no impairment of the above intangible assets. There is no cause for the decline in value, although the progress of the implementation of the business plan has been delayed due to the impact of the COVID-19 epidemic and the war between Russia and Ukraine. Because the machinery must be imported from Russia

#### Risk Responses of Auditor

My audit procedures responded to the risk referred to above are as follows:

- Inquire the management and examined the expected future cash flow projections discounted to the present value, found that there were no factors that significantly reduced the value received from the investment in the project. If the company can still proceed according to the plan to produce electricity with plasma energy. (Hence, it can be said that the resulting goodwill There is no indication of impairment).
- Verify the assumptions to consider the reasonableness of the projected cash flow expected to be received in the future.
- Verify the valuation based on the raw material purchase agreement with the seller by examining the contractual binding period. The content of the contract states that the seller will supply raw materials in the amount agreed in the contract to a subsidiary to be used in the production of electricity. “Throughout the electricity contract”
- Verify with the contract extension letter for the scheduled commercial sale of electricity (SCOD) (remark 12.1).

\*\*\*/3

### Intangible Assets in the consolidated financial statement (Cont.)

- Inquire the management about the progress of importing machinery from abroad. with a delay from the original schedule whether the machine can be brought into Thailand within the schedule of the SCOD contract or not
- Compare the items requested to import machinery that has been promoted for investment (BOI) with the machinery that will be imported from abroad as it is already on the same list.

### Goodwill

#### Risk

As discussed in Note 16 to the financial statements, as of December 31, 2022, the Group has goodwill amounting to Baht 61.80 million, which is a significant amount to the consolidated financial statements. Under Thai Financial Reporting Standards, the Group is required to test the impairment of goodwill annually.

The assessment of goodwill impairment is a significant accounting estimate that requires management to exercise a high degree of judgment in determining the cash-generating units and the projection of future cash flows expected to be generated by the entity. and determining the appropriate discount rate and long-term growth rate. This poses a risk regarding the value of goodwill.

#### Risk Responses of Auditor

My audit procedures responded to the risk referred to above are as follows:

- Consider the cash-generating unit which is the smallest unit at the business acquisition date
- Compare the expected recoverable value using the estimated future cash flows discounted rate to present value compared to fair value by choosing a higher value
- Assess the knowledge of independent experts and the credibility of the assessor's work and to review the reasonableness of the assumptions which used to assess the fair value of assets and sources of fair value
- Review events after the end of the reporting period, to assess whether the fair value is still appropriate
- Test the calculation to record the impairment of goodwill.

#### Other Matter

The financial statements of TWZ Corporation Public Company Limited as at December 31, 2021 were audited by another auditor in firm as mine, who issued her audit report date February 25, 2022 expressed an unqualified opinion.

\*\*\* /4

### Other Information

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

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

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

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

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

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

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

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

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### Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

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

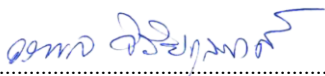
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- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. I am responsible for the direction, 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 if I identify during my audit.

I certify to those charged with governance that I have complied with the code of conduct related to independence and communicate with those responsible for overseeing all relationships as well as other matters. I believe that there are reasons that outsiders may consider affecting my independence and the measures I take to prevent me from being lack of independent. From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances. I consider that the matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to have a greater negative impact than the public interest of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Worapol Wiriyakulapong



(Mr. Worapol Wiriyakulapong)

Certified Public Accountant

Registration No. 11181

Karin Audit Company Limited

Bangkok, Thailand.

February 24, 2023



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

(Unit : Baht)

	Notes	Consolidated		Separate	
		2022	2021	2022	2021
<b>ASSET</b>					
<b>Current assets</b>					
Cash and cash equivalents	6	356,395,962	911,295,689	350,727,018	904,898,416
Trade and other current receivables	7	1,925,809,866	1,733,349,000	2,004,340,970	1,797,121,032
Short - term					
- loans to related parties	5.1	-	5,000,000	239,500,501	239,500,501
Current contract assets	8	5,460,977	5,744,255	-	-
Inventories	9	2,358,255,618	2,353,170,645	1,984,490,029	1,969,662,479
Current tax assets		945,256	865,922	-	-
Other current financial assets					
- Account receivables of real estate project under financial lease agreement	10.1	6,374,134	5,813,519	4,951,605	4,041,329
- Real estate development project for rental under financial lease agreement	10.2	2,717,352	10,041,694	-	-
- Other current financial assets	10.3	351,179,632	351,528,402	351,069,102	351,030,127
Other current assets	11	65,658	5,000,000	-	5,000,000
<b>Total current assets</b>		<b>5,007,204,455</b>	<b>5,381,809,126</b>	<b>4,935,079,225</b>	<b>5,271,253,884</b>

The accompanying notes are an integral part of the financial statements.

1

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

(Unit : Baht)

	Notes	Consolidated		Separate	
		2022	2021	2022	2021
<b>Non-current assets</b>					
Other non - current financial assets					
- Account receivables of real estate project					
under financial lease agreement	10.1	63,575,826	65,860,491	41,013,641	41,863,248
- Other non - current financial assets		5,507,242	7,163,786	-	-
Investments in subsidiaries and associates	12.1, 12.2.1	71,887,970	75,799,122	406,999,700	407,999,400
Non-current contract asset	8	-	5,460,977	-	-
Long - term loans to related parties	5.1	20,000,000	20,000,000	20,000,000	20,000,000
Investments property	13	122,000,000	112,700,000	15,100,000	15,500,000
Property, plant and equipment	14	170,667,217	171,665,164	59,517,936	68,988,457
Right of use assets	15	40,520,504	51,331,167	40,913,069	52,300,392
Goodwill	16	61,802,833	63,285,951	-	-
Other intangible assets other than goodwill					
- Leasehold right - land	17.1	4,326,852	9,486,461	-	-
- Leasehold right - retail space	17.2	-	561,886	-	561,886
- Other intangible assets	17.3	450,201,562	451,847,495	3,201,557	4,847,490
Deferred tax assets	18	1,155,203	1,117,571	-	-
Other non - current assets	19	79,072,636	79,858,929	6,981,953	7,735,911
<b>Total non - current assets</b>		<b>1,090,717,845</b>	<b>1,116,139,000</b>	<b>593,727,856</b>	<b>619,796,784</b>
<b>Total assets</b>		<b>6,097,922,300</b>	<b>6,497,948,126</b>	<b>5,528,807,081</b>	<b>5,891,050,668</b>

The accompanying notes are an integral part of the financial statements.

2

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

(Unit : Baht)

	Notes	Consolidated		Separate	
		2022	2021	2022	2021
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Current liabilities</b>					
Bank overdrafts and short-term borrowings					
from financial institutions	20	1,160,434,095	1,089,341,193	1,160,434,095	1,086,480,984
Trade and other current payables	21	282,059,122	325,478,264	140,802,263	157,666,251
Current contract liabilities	8	5,204,800	5,474,789	-	-
Current portion of lease liabilities	22	20,441,907	19,867,135	20,077,202	20,540,311
Current portion of long - term liabilities					
- Bonds	23	-	419,425,117	-	419,425,117
- Loans from financial institutions	25	10,537,042	15,221,523	10,537,042	15,221,523
Short term loan from related parties	5.1	69,509,346	69,509,346	34,786,798	35,723,213
Short term loan from unrelated parties					
- Promissory note	26.1	-	-	-	-
- Other short term loan	26.2	412,157	412,157	-	-
Corporate income tax payables		6,013,975	3,741,646	5,737,817	3,250,955
Other current financial liabilities					
- Financial lease - Movable assets	27.1	1,889,265	2,731,212	1,889,265	2,731,212
- Financial lease - Real Estate	27.2	4,690,450	3,398,987	2,277,513	1,650,426
Other current liabilities		135,000	-	-	-
<b>Total current liabilities</b>		<b>1,561,327,159</b>	<b>1,954,601,369</b>	<b>1,376,541,995</b>	<b>1,742,689,992</b>
<b>Non - current liabilities</b>					
Long term loan	25	8,324,000	23,900,568	8,324,000	23,900,568
Lease liabilities	22	13,561,156	25,094,117	13,561,156	24,729,412
Non - current contract liabilities	8	-	5,204,800	-	-
Perpetual Bonds	24	202,994,336	199,384,424	202,994,336	199,384,424
Deferred tax liabilities	18	116,116,610	117,819,608	6,551,443	9,413,326
Non - current provisions for employee benefits	28	16,959,391	14,089,700	15,880,315	13,297,129
Other non-current provisions		1,226,428	-	1,226,428	-
Other non - current financial liabilities					
- Financial lease - Movable assets	27.1	488,894	2,985,610	488,894	2,985,610
- Financial lease - Real Estate	27.2	89,151,091	93,841,541	43,288,544	45,566,056
Other non - current liabilities		563,401	563,401	246,600	246,600
<b>Total non - current liabilities</b>		<b>449,385,307</b>	<b>482,883,769</b>	<b>292,561,716</b>	<b>319,523,125</b>
<b>Total liabilities</b>		<b>2,010,712,466</b>	<b>2,437,485,138</b>	<b>1,669,103,711</b>	<b>2,062,213,117</b>

The accompanying notes are an integral part of the financial statements.

3

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

(Unit : Baht)

	Notes	Consolidated		Separate	
		2022	2021	2022	2021
<b>Shareholders' equity</b>					
<b>Share capital</b>					
<b>Authorized share capital</b>	29.1				
29,772,379,903 ordinary shares of Baht 0.10 each		<b>2,977,237,990</b>	<b>2,977,237,990</b>	<b>2,977,237,990</b>	<b>2,977,237,990</b>
<b>Issued and paid-up share capital</b>					
19,859,697,555 ordinary shares of Baht 0.10 each		1,985,969,755		1,985,969,755	
14,893,427,941 ordinary shares of Baht 0.10 each			1,489,342,794		1,489,342,794
Share premium on ordinary shares		1,215,168,242	1,215,168,242	1,215,168,242	1,215,168,242
<b>Retained earnings</b>					
<b>Appropriated</b>					
-Legal reserve	31	56,386,245	55,252,273	56,386,245	54,966,387
Unappropriated		562,523,610	537,671,937	602,179,128	575,201,830
Other equity interest	29.1	-	494,158,298	-	494,158,298
Other components of shareholders' equity		-	-	-	-
Total shareholders' equity of parent company		3,820,047,852	3,791,593,544	3,859,703,370	3,828,837,551
Non - controlling interests	12.3	267,161,982	268,869,444	-	-
<b>Total shareholders' equity</b>		<b>4,087,209,834</b>	<b>4,060,462,988</b>	<b>3,859,703,370</b>	<b>3,828,837,551</b>
<b>Total liabilities and shareholders' equity</b>		<b>6,097,922,300</b>	<b>6,497,948,126</b>	<b>5,528,807,081</b>	<b>5,891,050,668</b>

The accompanying notes are an integral part of the financial statements.

4

**TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**

(Unit : Baht)

	Notes	Consolidated		Separate	
		2022	2021	2022	2021
Revenues from sales and services	38	3,398,657,527	3,293,308,508	3,315,591,225	3,113,674,807
Other income	32				
- Sales promotion income		8,930,646	9,605,628	2,677,968	2,476,990
- Others income		19,332,367	19,932,658	26,323,050	33,349,881
<b>Total revenues</b>		<b>3,426,920,540</b>	<b>3,322,846,794</b>	<b>3,344,592,243</b>	<b>3,149,501,678</b>
Cost of sales and services		(3,109,674,354)	(2,972,465,264)	(3,047,263,592)	(2,813,723,200)
Selling expenses		(62,772,596)	(63,204,879)	(58,913,536)	(62,475,502)
Administrative expenses		(123,070,168)	(142,269,270)	(112,362,640)	(116,076,935)
Finance cost	35	(90,698,553)	(123,940,744)	(87,966,272)	(121,038,550)
Share of profit (loss) of investment associates	12.2.1	(3,911,152)	24,921,945	-	-
<b>Total expenses</b>		<b>(3,390,126,823)</b>	<b>(3,276,958,212)</b>	<b>(3,306,506,040)</b>	<b>(3,113,314,187)</b>
<b>Profit (loss) before income tax expenses</b>		<b>36,793,717</b>	<b>45,888,582</b>	<b>38,086,203</b>	<b>36,187,491</b>
Income (Expense) tax	36	(12,464,854)	(9,935,050)	(9,689,047)	(9,306,909)
<b>Net profit (loss) for the year from continuing operations</b>		<b>24,328,863</b>	<b>35,953,532</b>	<b>28,397,156</b>	<b>26,880,582</b>
<b>Discontinued operation</b>					
Profit (loss) for the period from discontinued operations					
- net from tax	12.1	(50,380)	(126,675)	-	-
<b>Net profit (loss) for the year</b>		<b>24,278,483</b>	<b>35,826,857</b>	<b>28,397,156</b>	<b>26,880,582</b>
<b>Other comprehensive income</b>					
<b>Non - classified item to profit or loss in the after</b>					
Actuarial gains arising from post-employment benefit obligations	28	-	-	-	-
<b>Other comprehensive income (loss) for the year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income (loss) for the year</b>		<b>24,278,483</b>	<b>35,826,857</b>	<b>28,397,156</b>	<b>26,880,582</b>

The accompanying notes are an integral part of the financial statements.

5

**TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**

(Unit : Baht)

	<i>Notes</i>	<b>Consolidated</b>		<b>Separate</b>	
		<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
<b>Profit (Loss) Sharing</b>					
Attributable to the Company's shareholders					
Profit (loss) for the year from continuing operations		26,036,025	38,951,214	28,397,156	26,880,582
Profit (loss) for the year from discontinued operations		(50,380)	(126,675)	-	-
Profit (loss) for the year attributable to equity holders of the Company		<u>25,985,645</u>	<u>38,824,539</u>	<u>28,397,156</u>	<u>26,880,582</u>
Non - controlling interests in subsidiaries					
Profit (loss) for the year from continuing operations		(1,707,162)	(2,997,682)	-	-
Profit (loss) for the year from discontinued operations		-	-	-	-
<b>Total</b>		<u><b>24,278,483</b></u>	<u><b>35,826,857</b></u>	<u><b>28,397,156</b></u>	<u><b>26,880,582</b></u>
<b>Total Comprehensive Profit (Loss) Attributable to</b>					
Attributable to the Company's shareholders					
Comprehensive income (loss) for the year from continuing operations		26,036,025	38,951,214	28,397,156	26,880,582
Comprehensive profit (loss) for the year from discontinued operations		(50,380)	(126,675)	-	-
Comprehensive income (loss) for the year attributable to equity holders of the Company		<u>25,985,645</u>	<u>38,824,539</u>	<u>28,397,156</u>	<u>26,880,582</u>
Non - controlling interests in subsidiaries					
Comprehensive income (loss) for the year from continuing operations		(1,707,162)	(2,997,682)	-	-
Comprehensive profit (loss) for the year from discontinued operations		-	-	-	-
<b>Total</b>		<u><b>24,278,483</b></u>	<u><b>35,826,857</b></u>	<u><b>28,397,156</b></u>	<u><b>26,880,582</b></u>
<b>Earnings (loss) per share</b>					
<b>Basic earnings (loss) per share</b>					
Basic earnings (loss) per share attributable					
- to the parent company	37	0.0013	0.0029	0.0014	0.0020
<b>Basic earnings (loss) per share for continuing operations</b>					
Basic profit (loss) from continuing operations					
attributable to the parent company	37	0.0013	0.0029	0.0014	0.0020

The accompanying notes are an integral part of the financial statements.

6

**TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**

(Unit : Baht)

		Consolidated									
		Share capital	Retained earnings			Gains (losses) on	Other components	Total shareholders'	Non		
		issued	Premium on	Advance income	Appropriated		remeasurements of	of shareholders'	equity of	Controlling	
Notes		and paid - up	ordinary shares	for shares	Legal reserve	Unappropriated	defined benefits	equity	the Company	Interests	Total
	<b>Beginning balance as at January 1, 2021</b>	990,668,925	1,215,168,242	-	53,622,358	500,477,313	-	-	2,759,936,838	271,866,526	3,031,803,364
	Ordinary shares issued	498,673,869	-	494,158,298	-	-	-	-	992,832,167	-	992,832,167
	Increase from purchase of subsidiary	-	-	-	-	-	-	-	-	600	600
	Comprehensive income (loss) for the year	-	-	-	-	38,824,539	-	-	38,824,539	(2,997,682)	35,826,857
	Other - Legal reserve	-	-	-	1,629,915	(1,629,915)	-	-	-	-	-
	<b>Ending balance as at December 31, 2021</b>	<b>1,489,342,794</b>	<b>1,215,168,242</b>	<b>494,158,298</b>	<b>55,252,273</b>	<b>537,671,937</b>	<b>-</b>	<b>-</b>	<b>3,791,593,544</b>	<b>268,869,444</b>	<b>4,060,462,988</b>
	Ordinary shares issued	496,626,961	-	(494,158,298)	-	-	-	-	2,468,663	-	2,468,663
	Changes in the ownership interest of a subsidiary that has a controlling interest										
	by changing control	-	-	-	-	-	-	-	-	(300)	(300)
	Comprehensive income (loss) for the year	-	-	-	-	25,985,645	-	-	25,985,645	(1,707,162)	24,278,483
	Other - Legal reserve	-	-	-	1,133,972	(1,133,972)	-	-	-	-	-
	<b>Ending balance as at December 31, 2022</b>	<b>1,985,969,755</b>	<b>1,215,168,242</b>	<b>-</b>	<b>56,386,245</b>	<b>562,523,610</b>	<b>-</b>	<b>-</b>	<b>3,820,047,852</b>	<b>267,161,982</b>	<b>4,087,209,834</b>

The accompanying notes are an integral part of the financial statements.

7

**TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**

(Unit : Baht)

	<i>Notes</i>	Separate						Total
		Share capital	Retained earnings			Other components		
		issued and paid-up	Premium on ordinary shares	Advance income for shares	Appropriated Legal reserve	Unappropriated	of shareholders' equity	
<b>Beginning balance as at January 1, 2021</b>		990,668,925	1,215,168,242	-	53,622,358	549,665,277	-	2,809,124,802
Ordinary shares issued	29.1	498,673,869	-	494,158,298	-	-	-	992,832,167
Comprehensive income (loss) for the year		-	-	-	-	26,880,582	-	26,880,582
Other - Legal reserve	31	-	-	-	1,344,029	(1,344,029)	-	-
<b>Ending balance as at December 31, 2021</b>		<b>1,489,342,794</b>	<b>1,215,168,242</b>	<b>494,158,298</b>	<b>54,966,387</b>	<b>575,201,830</b>	-	<b>3,828,837,551</b>
Ordinary shares issued	29.1	496,626,961	-	(494,158,298)	-	-	-	2,468,663
Comprehensive income (loss) for the year		-	-	-	-	28,397,156	-	28,397,156
Other - Legal reserve	31	-	-	-	1,419,858	(1,419,858)	-	-
<b>Ending balance as at December 31, 2022</b>		<b>1,985,969,755</b>	<b>1,215,168,242</b>	<b>-</b>	<b>56,386,245</b>	<b>602,179,128</b>	<b>-</b>	<b>3,859,703,370</b>

The accompanying notes are an integral part of the financial statements.

8



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Consolidated		Separate	
	2022	2021	2022	2021
<b>Cash flows from operating activities</b>				
Net Profit (loss) for the year	36,743,337	45,761,907	38,086,203	36,187,491
Adjustment of profit (loss) on cash received (paid)				
Adjustment on financial cost				
- Real estate development project for rental under financial lease agreement	6,958,584	7,154,491	3,378,837	3,473,962
- Others	83,739,969	116,786,253	84,587,435	117,564,588
Adjustment on Trade and other current receivables (increase) decrease	(192,932,901)	7,318,027	(195,156,557)	10,151,434
Adjustment on Inventories (increase) decrease	(20,182,242)	(266,255,281)	(21,582,330)	(255,639,619)
Adjustment on Other assets (increase) decrease	12,219,045	(12,425,325)	4,623,086	1,341,193
Adjustment on Trade and other payables increase (decrease)	(39,393,956)	(979,084)	(12,463,743)	(9,324,025)
Adjustment on Other liabilities (increase) decrease	(503,449)	10,634,589	4,836,340	-
Depreciation depletion and amortization charge				
- Depreciation of property, plant and equipment	14,537,323	12,466,244	10,314,927	11,328,769
- Depreciation of right of use assets	19,986,803	12,779,204	21,100,385	13,268,417
- Amortization of leasehold land	654,422	1,163,221	-	-
- Amortization of leasehold areas	561,886	485,926	561,886	485,926
- Amortization of other intangible assets	1,645,933	1,659,037	1,645,933	1,656,187
Adjustment loss impairment of asset (reversal)				
- Provision cost of goods return (reversal)	(114,772)	(876,653)	(114,772)	(876,653)
- Loss from diminution values of inventories (reversal)	7,853,369	(9,592,974)	7,942,623	(9,523,304)
- Loss from obsolete inventories	(1,056,094)	125,545	(1,073,071)	125,835
- Loss from assets classified as held for sale	-	20,800,346	-	32,900,346
-Loss (profit) from disposal of land, buildings and equipment	(290,503)	(1,401,861)	(56,854)	(1,074,760)
-Loss (gains) on sale of intangible assets	-	14	-	14
-Loss from Allowance impairment Goodwill	1,483,118	3,026,575	-	-
Other adjustments on non - cash				
Adjustment on Provisions liabilities (reversal)				
- Employee benefit expenses	2,869,691	2,744,630	2,583,186	2,502,053
Adjustment on loss (gain) fair value	2,529,529	2,200,000	400,000	400,000
Adjustment on share of profit (loss) in associated	3,911,152	(24,921,945)	-	-
Adjustment on Bad debts and allowance for doubtful accounts (reversal)				
- Impairment loss	375,200	426,773	359,509	590,192
Adjustment for loss (gain) from the closing of a subsidiary	-	-	179,185	-

The accompanying notes are an integral part of the financial statements.

9

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Consolidated		Separate	
	2022	2021	2022	2021
<b>Cash flows from operating activities (Cont.)</b>				
Adjustment on Cash generated from investments or loans				
- Interest income	(2,196,221)	(1,772,188)	(15,765,753)	(14,818,647)
- Interest income from financial lease agreement	(5,478,494)	(5,651,798)	(3,792,195)	(3,910,523)
<b>Net cash provided by (used in) operating activities</b>	<b>(66,079,271)</b>	<b>(78,344,327)</b>	<b>(69,405,740)</b>	<b>(63,191,124)</b>
Interest expenses	(85,735,592)	(78,902,521)	(86,962,342)	(79,599,541)
Interest income	2,196,221	5,973,342	3,246,902	6,138,096
Income Tax expense refund (paid)	(11,850,587)	(6,411,989)	(10,062,303)	(5,651,488)
<b>Net cash flows provided from (used in) operating activities</b>	<b>(161,469,229)</b>	<b>(157,685,495)</b>	<b>(163,183,483)</b>	<b>(142,304,057)</b>
<b>Cash flows from investing activities</b>				
Cash paid for the acquisition of subsidiaries and associated companies				
- net of cash received	-	(490,000)	-	-
Cash received from closing a subsidiary	-	-	820,515	-
Cash paid for the establishment of a subsidiary	-	-	-	(1,999,400)
Cash received from the sale of assets held for sale	-	148,000,000	-	148,000,000
Cash received from the sale of land building and equipment	1,336,451	1,401,865	682,245	1,074,763
Cash paid for purchasing of land property, plant and equipment	(6,170,558)	(7,465,916)	(1,469,797)	(306,859)
Cash paid for purchasing other intangible assets	-	(2,515)	-	(2,515)
Other cash received from investing activities - financial assets	7,202,545	1,606,142	3,731,528	860,356
Loans to other persons or related parties	-	(20,000,000)	-	(40,000,000)
Cash received from loans to unrelated parties or related parties	5,000,000	500,000	-	500,000
<b>Net cash flows provided from (used in) investing activities</b>	<b>7,368,438</b>	<b>123,549,576</b>	<b>3,764,491</b>	<b>108,126,345</b>

The accompanying notes are an integral part of the financial statements.

10

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

(Unit : Baht)

	Consolidated		Separate	
	2022	2021	2022	2021
<b>Cash flows from financing activities</b>				
Cash received from issue of ordinary share	2,468,663	498,673,869	2,468,663	498,673,869
Advance received for ordinary shares	-	494,158,298	-	494,158,298
Cash received from Convertible bonds	-	208,876,000	-	208,876,000
Cash received from bonds	(419,425,117)	-	(419,425,117)	-
Cash received from loans	71,092,902	30,000,000	73,953,111	30,000,000
Cash paid for loans	(20,261,049)	(579,422,389)	(20,261,049)	(572,809,823)
Cash paid for loans to related parties	-	-	(936,415)	(6,684,362)
Cash form lessee for decreasing lease liabilities	(25,715,009)	(19,637,571)	(25,147,424)	(19,022,099)
Interest expenses	(8,959,326)	(38,388,210)	(5,404,175)	(34,695,874)
<b>Net cash flows provided from (used in) financing activities</b>	<b>(400,798,936)</b>	<b>594,259,997</b>	<b>(394,752,406)</b>	<b>598,496,009</b>
Net Increase (decrease) in cash and cash equivalents	(554,899,727)	560,124,078	(554,171,398)	564,318,297
Cash and cash equivalents at the beginning of the year (Note 6)	911,295,689	351,171,611	904,898,416	340,580,119
<b>Cash and cash equivalents at the ending of the year (Note 6)</b>	<b>356,395,962</b>	<b>911,295,689</b>	<b>350,727,018</b>	<b>904,898,416</b>

## Supplemental disclosures of cash flows information :

- For the purpose of preparing the statement of cash flows, cash and cash equivalents items include cash on hand and cash at banks and short - term investment in promissory notes which are due within 3 months.
- During the year 2022, the Group received a rental relief amount of Baht 0.54 million, which has reduced the depreciation charge in the period, amounting to Baht 0.51 million, and reduced the deferred interest amounting to Baht 0.03 million.
- During the year 2022, the Group and the Company have rental and service agreements and building lease agreement. There was an increase in rights of use assets in the consolidated and company financial statements for Baht 10.33 million and there was an increase in the financial statements for Baht 9.10 million.
- During the year 2022, the Group and the Company recorded right-of-use assets higher than lease liabilities. because there was an insurance payment of Baht 1.23 million.
- During the year 2021, the Group and the Company have lease and service agreements. and building lease agreement There was an increase in rights-of-use assets the consolidated financial statements of Baht 55.61 million, in the Company's financial statements of Baht 53.82 million, respectively, and there was an increase in finance lease liabilities in the consolidated financial statements of Baht 52.42 million, in the Company's separate financial statements of Baht 50.50 million respectively.
- During the year 2021, the Group recorded right-of-use assets higher than lease liabilities. Because there was an insurance payment in the consolidated financial statements of Baht 5.50 million.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 1. General information

The Company was registered as a juristic entity in accordance with the civil and commercial code on December 22, 1993, with registration no. (1) 2785/2536. Under the name of P.C. Communication and Transport Co., Ltd. Later, on July 8, 2004, the Company changed its name to TWZ Corporation Co., Ltd. and became a public company limited on April 12, 2005, with the registered no. 0107548000285 (formerly no. 0107574800285). Its head quarter is located at 269 Ratchadapisek, Din Daeng, Bangkok.

The Group conducts business as a distribution agent of mobile phones, spare parts, and related accessories, as a service center of telecommunication equipment and as counter service for payment of service fee of GSM Cellular 900 and GSM 1800 system mobile phones. Project development real estate and investing in companies, whose objectives are to generate and sell electricity.

For reporting purposes, the Company and its subsidiaries are referred as "The Group".

## 2. Basis of financial statement preparation and principles of consolidation

### 2.1. Basis for financial statement

The financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission.

The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

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

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**2.2. New financial reporting standards****A. Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after January 1, 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

**B. Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2023**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group is currently in process of evaluating the plan to be executed and considering the impact of these standards on the financial statements in the year when they are adopted.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 2.3. Principle of consolidation

The consolidated financial statements include the financial statements of TWZ Corporation Public Company Limited and its subsidiaries which are under its control with more than 50 percent voting rights as follows:

Company's name	Type of business	Percentage of investment (%)		Country of incorporatio n
		As at December 31, 2022	As at December 31, 2021	
<u>Direct shareholding</u>				
TZ Trading Co., Ltd.	Supplier and distributor of mobile phone and all kinds of communication device	100	100	Thailand
Piyachart Co., Ltd.	Project development real estate for sale and rent	100	100	Thailand
Gear 2 Corporation Co., Ltd.	Investing in the generating and selling electricity	100	100	Thailand
Electra Motive Co., Ltd.	Sales of new vehicles, passenger cars, pickup trucks, vans and similar small cars	100	100	Thailand
Zenith Gloves Co., Ltd.	Business of manufacturing, importing and distributing drugs, pharmaceuticals, chemicals, medical instruments, rubber	-	100	Thailand

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Company's name	Type of business	Percentage of investment (%)		Country of incorporatio n
		As at December 31, 2022	As at December 31, 2021	
	gloves			
CBD Corporation Co.,Ltd.	Business of import, export, procurement, purchase, distribution, planting, analysis, extraction, and development of all kinds of medicinal plants.	100	100	Thailand
<u>Subsidiaries by shareholding through</u>				
<u>Gear 2 Corporation Co., Ltd.</u>				
Mitra Corporation Co., Ltd.	Investing in the generating and selling electricity	52.63	52.63	Thailand
<u>Subsidiaries by shareholding through</u>				
<u>Mitra Corporation Co., Ltd.</u>				
PG&C 5714 Co., Ltd.	Generating and selling electricity	49	49	Thailand
Tang Corporation Co., Ltd.	Municipal solid waste (MSW) and industrial waste sorting plant	99	99	Thailand
K.B.M.Construction Co., Ltd.	Investing in the generating and selling electricity	99	99	Thailand
<u>Subsidiaries by shareholding through</u>				
<u>K.B.M.Construction Co., Ltd.</u>				

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Company's name	Type of business	Percentage of investment (%)		Country of incorporation
		As at December 31, 2022	As at December 31, 2021	
PG&C 5714 Co., Ltd.	Generating and selling electricity	50	50	Thailand
<u>Subsidiaries and associates by shareholding through Electra Motive Co., Ltd</u>				
Skywell (Thailand) Co., Ltd.	distributor electric vehicles	51	51	Thailand
Advanced Mobility Co., Ltd.	Production and distribution of steel pipe, steel product and service of steel production and production of battery electric vehicles	31.17	31.17	Thailand
<u>Associates by shareholding through CBD Corporation Co.,Ltd.</u>				
Siam Medical Cannabis Co.,Ltd.	Import-export business procurement, purchase, distribution, planting, analysis, research, extraction and development of all kinds of medicinal plant species	49	49	Thailand



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Significant transactions with subsidiaries have been eliminated in the consolidated financial statements.

The consolidated financial statements have been prepared with the same accounting policies for the separate financial statements for the same accounting transactions or accounting events.

### 3. Significant accounting policies

#### 3.1. Cash and cash equivalents

Cash and cash equivalents are carried on the statement of financial position at cost. Cash and cash equivalents comprise of cash on hand, deposits held at call at banks and other short-term highly liquid investments with maturities of three months or less from the date of acquisition and are not used as collateral.

#### 3.2. Financial instruments

Financial assets and financial liabilities are recognized in the Company's statement of financial position. When the Company is a party to the contractual terms of a financial instrument

Financial assets and financial liabilities are recognized initially at fair value. Transaction costs are directly related to the purchase. Issuance of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of financial assets or financial liabilities, as appropriate. when the transaction was initially recognized Transaction costs are directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss. Immediately recognized in profit or loss.

#### Financial Assets

All recognized financial assets are subsequently measured at amortized cost or fair value. Based on the classification of financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost.

- Financial assets are held according to a business model with the objective of holding financial assets to receive contractual cash flows. and contractual terms of financial assets.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

- This generates a cash flow which is the payment of only principal and interest on the principal balance on a predetermined date.

All other financial assets are normally subsequently measured at fair value through profit or loss.

Except as mentioned before the Company may treat as follows with financial assets that, once initially elected to recognize, cannot be reversed.

- The Company may choose to present subsequent changes in the fair value of equity securities in other comprehensive income. If condition (2) below is met and
- The Company may choose to assign debt securities that qualify for amortized cost or fair value through other comprehensive income. Measured at fair value through profit or loss. If such practice significantly eliminates or reduces accounting mismatches, see (3) below.

**(1) Amortized cost price and effective interest method**

The effective interest method calculates the amortized cost of debt securities and allocates interest income over the relevant period.

Interest income is recognized in profit or loss and included in items. "Financial Income"

**(2) Equity securities are selected to be shown at fair value through other comprehensive income.**

As at the date of initial recognition the Company may choose to have equity investments presented at fair value through other comprehensive income. (Each instrument) However, once selected, it cannot be canceled. Choosing to be shown at fair value through other comprehensive income is not viable. If the equity instruments are held for trading or if they are contingent consideration recognized by the acquirer in a business combination.

Investments in equity securities carried at fair value through other comprehensive income are initially measured at fair value plus transaction costs.

The transaction is subsequently measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and provision for retained investment valuation. Accumulated gains or losses are not reclassified to profit or loss when the equity investment is written off. Such items will be transferred to retained earnings instead.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The Company elected to require that all investments in equity securities that are not held for trading be stated at fair value through other comprehensive income on the date of the initial application of TFRS 9.

**(3) Financial assets carried at fair value through profit or loss**

Financial assets that do not qualify for measurement at amortized cost or fair value through other comprehensive income (see (1) to (2) above) are measured at fair value through profit or loss.

Financial assets carried at fair value through profit or loss are measured at fair value at the end of each reporting period with any gain or loss on fair value recognized in profit or loss. As long as the financial asset is not part of the selected hedging relationship. Net gain or loss is recognized in profit or loss.

**Impairment of financial assets**

The Company recognizes an allowance for losses for expected credit losses with trade accounts receivable and contract assets. The amounts of expected credit losses are re-measured at each reporting date to reflect the change in credit risk from the initial recognition of the financial instrument, relevant.

The Company shall always recognize allowances for expected credit losses over the life of trade accounts receivable and contract assets. The expected credit losses on these financial assets estimated using provisioning tables based on historical credit loss data of the Group and the Company, adjusted for borrower-specific factors. The general economic situation and an assessment of current and future directions as of the reporting date, including the appropriate time value of money.

Expected credit losses over the lifetime represent the expected credit losses arising from a probable default event over the expected life of the financial instrument. On the other hand, the expected credit losses in the next 12 months represent the proportion of expected credit losses over the expected life of the financial instrument default event. The likelihood that it will occur within 12 months after the reporting date.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

- Elimination Policy

The Company derecognises a financial asset when there is information indicating that the debtor has serious financial problems, and it is unlikely that recovery will be made. Financial assets that are derecognised may be subject to enforcement procedures under the Group's and the Company's collection process. Using legal advice where appropriate Refunds are recognized in profit or loss.

- Measurement and Recognition of Expected Credit Losses

The measurement of expected credit losses calculates the probability of default. Percentage of damage that may occur when the debtor breaches the contract and the amount of debt when the debtor breaches the contract. The assessment calculates the probability of default and the percentage of damage that may occur when the debtor defaults based on historical data adjusted for future expectations. The amount of debt when the debtor defaults on financial assets is shown by the gross book value of the asset as of the reporting date.

If the Company measures an allowance for loss on financial instruments at an amount equal to the expected credit loss allowance over the previous reporting period, but at the current reporting date, considered that it is not necessary to comply. The Group and the Company are required to measure the allowance for losses at an amount equal to expected credit losses in the next 12 months at the current reporting date. Unless those assets use simple methods.

### Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at fair value through profit or loss.

Financial liabilities carried at fair value through profit or loss at the date of initial recognition. If the following conditions are met

- Such determination eliminates or significantly reduces inconsistencies in measurement or recognition that would occur.
- Financial liabilities are part of a group of financial assets or financial liabilities, or both, which is managed and evaluated based on fair value criteria in line with risk management strategies or the company's written investment strategy and information about those groups is presented internally.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Financial liabilities are subsequently measured at amortized cost.

The effective interest method calculates the amortized cost of a financial liability and allocates interest expenses over the relevant period. Effective interest rate is the rate used to discount estimated future cash payments. (Including all fees and costs of receiving and paying which is part of the real interest rate transaction costs and other surpluses or discounts) over the expected life of the financial liability or (as appropriate) a shorter duration to obtain the amortized cost of financial liabilities.

### Financial Derivatives

The Group and the Company enter various derivative financial instruments to manage exposure to interest rates and foreign exchange rates. Including foreign currency forward contracts.

Derivatives are initially recognized at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value at the end of each reporting period. The gain or loss is recognized immediately in profit or loss. Unless such derivatives are selected as effective hedging instruments in the event that the timing of the recognition of profit or loss depends on the nature of the hedging relationship.

Derivatives with a positive fair value are recognized as financial assets. Conversely, derivatives with negative fair value are recognized as financial liabilities. Derivatives are not offset in the financial statements. Derivatives are presented as non-current assets or non-current liabilities. If the remaining maturity of a derivative is greater than 12 months and is not expected to be recognized or paid within 12 months, other derivatives are reported as current assets or current liabilities.

### 3.3. Assets and liabilities arising from contracts.

Contract assets are costs incurred in obtaining contracts with customers.

Contract assets are measured at cost less accumulated amortization and impairment losses. Amortization is recorded as an expense in profit or loss. Calculated on a straight-line basis, which corresponds to the revenue recognition of the contract, starting to amortize the contract asset when the asset becomes available for use. The expected benefit period for the current and comparative years is shown below.

Technical support contract for cars	2 Years
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## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Amortization method Expected benefit period and residual value. It will be reviewed at the end of every fiscal year and adjusted as appropriate.

The contract liability is an obligation to transfer goods or services to a customer. Contract liabilities are recognized when the Group has received payment or has an unconditional right to receive irrecoverable consideration from a customer before the Group recognizes the relevant revenue.

### 3.4. Inventories

Inventories of financial statement are valued at lower of moving average cost or net realizable value.

The net realizable value is from estimate of selling price in the ordinary course of business, minus the costs of completion and selling expenses.

The cost of purchase comprises both the purchase price and direct cost which related to that purchasing expenses, such as transportation charge less all attributable discounts and rebates from purchase goods (if any).

The Group and the Company shall set aside allowance for obsolete inventories by calculating at the higher of mark-to-market price or inventory aging value. Allowance for obsolete inventories shall be established according to following criteria:

Aging of inventory	Rate of Allowance for obsolete inventory
181 - 270 Days	25 %
271 - 365 Days	50 %
over 365 Days	100 %

#### Real estate development projects for sale

Real estate development projects for sale consisting of land and cost of project development are shown in the statement of financial position with the cost price net of the reduction in the value of the project work The calculation details are as follows:

The land, cost of land is recorded separately according to the sales area of each project.

Project development costs consist of construction costs, public utilities and interest capitalized to the cost of projects (if any). Construction and public utility costs are recorded based on the actual costs incurred.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The land awaiting development

The land awaiting development is land that will be developed in the future, which is shown at cost, consisting of land cost and related expenses.

**3.5. Investments in subsidiaries and associates**

Investments in subsidiaries undertaking derecknowledgments are accounted for in the separate financial statements by using the cost method of accounting less an allowance for impairment in value. Under the cost method, income from investments in subsidiaries will be recorded when dividends are declared.

Investments in associates are presented by the equity method. That is, the initial cost is adjusted with a share of profit or loss and dividend income.

Purchase and sales of investment are recognized on the trade date, which is the date that the Company commits to purchase or sell the investment, cost of investment includes transaction costs.

The Group and the Company a test for impairment in carried out when there is a indicating factor that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to the statements of comprehensive income.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statements of comprehensive income. When disposing of part of the Company of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by the weight average carrying amount of the total holding of the investment.

**3.6. Investment property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Investment property of the parent company is land held for a currently undetermined future use, and undetermined that it will use the land as owner-occupied property or for short-term sales.

Investment property is measured initially at its cost including related transaction costs. After initial recognition, investment property is carried at cost deduct with accumulated impairment losses (if any).

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably.

All other repairs and maintenance costs are expensed when incurred.

### 3.7. Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated on the straight line method to write off the cost of each asset, to their residual values over their estimated useful lives as follows :

	<u>Years</u>
Building (Except office building depreciation that will be calculated base on	
the right of railway lease agreement)	20
Building Improvement	5
Machineries and equipment	5
Office Equipment	5
Office Furniture	5
Motor Vehicle	5
Equipment of electric from solar power	10 - 20

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

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

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other (losses)/gains – net' in profit or loss.

The Group and the Company recognizes borrowing costs which are interest or other financial expenses that are directly related to the acquisition of assets resulting from the construction or production of assets with specified qualifications. In order to make the assets available for use as objectives, recorded as cost of assets.

### 3.8. Borrowing costs

Borrowing costs of loans obtained for construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Capitalization rates are calculated based on the weighted average of the interest expenses incurring during the year on loans for development of projects. (If any)

### 3.9. Goodwill

Goodwill represents the excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets, liabilities, and contingent liability of the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognized as gain in profit or loss.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

In the impairment test of goodwill, goodwill is allocated to the units that generate to cash flows, that unit may be the same unit or multiple units combined, which is expected to get benefit from the business combination. Goodwill arises from the identified operating section.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**3.10. Right-of-use assets and lease liabilities****The Group and companies that are lessees**

The Group and companies Assess whether the contract is a lease or consists of a lease at the inception of the lease. The Group and companies it recognize right-of-use assets and lease liabilities with respect to all lease arrangements that are leases. Except for short-term leases (Lease tenure of 12 months or less) and lease of low-value assets. These leases The Group and the Company recognize lease payments as operating expenses on a straight-line basis over the lease term. except for a better systematic criterion representing a time pattern representing the economic benefits from the use of the leased asset.

Lease liabilities are measured initially at the present value of lease payments that have not paid on date, by discounted at the lease interest rate. But if the rate cannot be determined the group and companies use the incremental borrowing interest rate.

Lease payments included in the measurement of lease liabilities consist of:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable.
- Variable rent payments based on an index or rate the initial measurement uses an index or rate at the commencement date of the lease.
- The amount that the tenant is expected to pay under the residual value guarantee.
- The exercise price of the option to purchase If there is reasonable certainty that the tenant will exercise that option.
- The Payment of fines for the termination of the lease If the lease terms show that the lessee exercises the option to terminate the lease.

The Lease liabilities are presented as separate lines in the consolidated and separate statements of financial position.

Subsequent measurement of lease liabilities by increasing the book value to reflect the interest on the lease liabilities. (Using the effective interest method) and reduce the carrying amount to reflect the lease payments paid.

The Group and companies Remeasure the lease liabilities. (By adjusting the related right-of-use asset) when the following events occur:

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

- There is a change in the lease term or an important event or changes in circumstances resulting in a change in the assessment of the option to purchase the underlying asset. In such cases, the lease liability is remeasured by discounting the adjusted lease payments using an adjusted discount rate.
- There is a change in payment under the lease agreement. due to changes in index or rate or a change in the amount expected to be paid under the residual value guarantee. In such cases, the lease liability is remeasured by discounting the adjusted lease payments using the original discount rate. (Unless the change in lease payments results from a change in floating interest rates. In such cases, the adjusted discount rate is applied.)
- There is a change in the lease or and the change in the lease is not recorded as a separate lease. In this case, the lease liability is remeasured based on the lease term of the modified lease, discounting the lease payments adjusted by the revised discount rate at the effective date of the change.

Right-of-use assets consist of: Initial measurement with related lease liabilities any lease payments made on the commencement date or before the commencement date less any lease incentives received and any initial direct costs. Right-of-use assets at cost less accumulated depreciation and accumulated impairment losses.

When the group and companies estimate the costs that will be incurred in dismantling and removing the underlying asset. Restoring the location of the underlying asset or restoring the underlying asset to its condition as specified in the terms and conditions of the lease agreement. Such provisions are recognized and measured in accordance with TAS 37 Provisions. contingent liabilities and contingent assets to explain the costs associated with the right-of-use asset. Cost is recognized as part of the related right-of-use asset. Unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the right-of-use asset. If the lease transfers ownership of the underlying asset or the cost of the right-of-use asset, it reflects that the Group and Companies will exercise the right to purchase the related right-of-use asset is depreciated over the useful life of the right-of-use asset. Depreciation begins on the commencement date of the lease.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Depreciation of rights assets usage is calculated from the cost of assets by the straight-line method over the lease term as follows:

	Year
Rental Area	3
Vehicle	3

Right-of-use assets are presented separately in the consolidated and separate statements of financial position.

The group and companies comply with Accounting Standard No. 36 on Impairment of Assets. To assess whether the right-of-use asset is impaired and record it for any identified impairment losses as described in the policy.

#### The Group is lessors

The Group entered into lease agreements as lessors about the lease of space.

The lease agreement in which the group of companies is the lessor classified as a finance or operating lease. When the terms of a lease transfer almost all the risks and rewards of ownership to the lessee. The contract is classified as a finance lease. All other leases are classified as operating leases.

When the group is a sub-lessor, the transaction recorded the main lease agreement and the sublease agreement as two separate agreements. A sublessor classifies a sublease as either a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the relevant lease term. Initial direct costs incurred in negotiating and entering operating leases are included in the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

The amount to be received from the lessee under finance leases is recognized as receivable by an amount equal to the net investment in the lease. Income from finance leases is allocated throughout the accounting period to reflect the fixed periodic rate of return on the Group's net investment in leases related to the lease.

When a contract contains a rental component and a non-rental component The Group has adopted the Thai Financial Reporting Standard No. 15 on Revenue from Contracts with Customers. to allocate considerations under the contract to each component

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**3.11. Other intangible assets other than goodwill**Computer software

Acquired computer software licences are capitalised as intangible assets on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful life 5 years.

Electricity supply contract

The Group acquired ownership of the power purchase agreement from purchasing of investment in a subsidiary. Power purchase agreements are amortized on a straight-line method over the term of the power purchase agreement, the amortization will begin when the group has begun to distribute electricity to the commercial system.

Leasehold rights

Leasehold rights is recorded at cost and deducted by accumulated amortization and leasehold rights shall be amortized in accordance with the lease period of each contract.

**3.12. Impairment of assets**

Assets that have an indefinite useful life, such as goodwill, are not subject to amortisation and are tested annually for impairment. Other assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

**3.13. Employee benefit**Short term employee benefits

Salaries, wages, bonuses and contributions to the social security fund and provident fund are recognized as expenses when incurred post-employment benefits.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Defined contribution plans.

The Group and the Company and its employee have jointly established a provident fund. The fund is monthly contributed by employee and by the Company. The fund's assets are separate from trust fund and the Company and recognised as expenses when incurred.

Defined benefit plans.

The Group and the Company has obligations in respect of the severance payments which paid to employees when their retirement have incurred under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The Group and the Company calculated the obligation under the defined benefit plan by a professionally qualified independent actuary, using the projected unit credit method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rates.

The actuarial gains and losses arising from defined benefit plans in other comprehensive income and all. Expenses related to defined benefit plans in profit or loss.

**3.14. Provision**

Provision is recognized when the Group and the Company have a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimation of the amount can be made. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

**3.15. Share Capital**

Ordinary shares is classified as equity

**3.16. Legal reserve**Parent company

Section 116 of the public companies Act B.E. 2535 requires that the Company shall allocate not less than 5 percent 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 percent of the registered authorized capital. The legal reserve is not available for dividend distribution.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Subsidiary company in Thailand

The subsidiary companies shall allocate not less 5 percent of its annual net profit each time a dividend is declared, to a reserve account (“legal reserve”) until the reserve reaches 10 percent of authorized share capital. The legal reserve is not available for dividend distribution.

**3.17. Dividends**

Dividend distribution to the Company’s shareholders is recognised as a liability in the Group’s financial statements in the period in which the dividends are approved by the Company’s shareholders.

**3.18. Revenue and expenses recognition**Revenue from sales

Sales of goods are recognised at the point in time when control of the asset is transferred to the customer. Sales income are presented as an invoice value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Revenue arrangements with multiple deliverables are allocated between the element in proportion to the delivered products and the obligations to be performed in providing services that are included in the contract using the basis of standalone selling prices of different products or services as obligated in the contract.

Revenue recognized but not yet due for payment under the contract is shown as “Contract assets” in the statement of financial position which classified as other receivables when the entity has an unconditional right to get paid.

The amount that an entity receives or is entitled to receive from a customer but still has a performance obligation to the customer is shown as “Contract liabilities” in the statement of financial position, this will be recognized as income when the obligations specified in the contract have been fulfilled.

Revenue from service

Service income is recognized when the Company and its subsidiaries have provided the service. By considering the ratio of work completed. Which is calculated in accordance with the total cost of service incurred to the total estimated cost that will be used in providing the service under the contract.

Revenues from interest are recognized by timing which concern the effective interest rate.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Interest Income under Financial Lease Agreement is recognized on effective interest rate method in accordance with the lease period of contract.

In determining the cost of real estate development project for sale sold, the anticipated total development costs (considering actual costs incurred to date) are attributed to real estate development project for sale sold based on the salable area and then recognised as costs in the income statement concurrently with revenue from sales.

Development costs are stated at cost, consisting of cost of land, design fees, utilities, construction, and related interest (if any.)

Cost of sales and expenses are recognized by accrual basis of accounting.

### 3.19. Foreign currency translation

#### Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements and separate financial statements are presented in Thai Baht, which is the Group and the Company's functional and presentation currency.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When the Group and the Company a gain or loss on a non-monetary item in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

#### The Group

- Assets and liabilities in both monetary and non-monetary items are all converted at the prevailing closing exchange rates at the end of the relevant accounting periods.
- Share capital is converted at the prevailing exchange rate on the date such capital fund is received.



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

- Revenues and expenses are converted at the average exchange rate of each month.
- All resulting exchange differences are recognised in statements of comprehensive income.

### 3.20. Income tax

#### Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

#### Current tax

The Group and the Company record current tax at the amount expected to be paid to the government's taxation authority, by calculating tax profits in accordance with the criterion prescribed in the tax laws of each country.

#### Deferred tax

The Group and the Company record deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period or highly probable to be effective at the end of the reporting period.

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 jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

The Group and the Company recognise deferred tax liabilities for all taxable temporary differences while they recognize deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probably that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At the end of reporting period, the Group and the Company will review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group and the Company record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

**3.21. Earnings (loss) per share**Primary earnings (loss) per share

Primary earnings (loss) per share is calculated by dividing net profit (loss) with weighted average the number of issued and paid-up shares.

Diluted earning (loss) per share

The diluted earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has dilutive potential ordinary shares are warrants for existing shareholder. The convertible share is assumed to have been converted into ordinary shares. For the warrant, a calculation is made to determine the number of shares that could have been acquired at fair value based on the monetary value of the subscription rights attached to outstanding share options. (Determine from average price of ordinary shares of the Company shares in these periods.) The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the warrant. The difference is added to the denominator as an issue of ordinary shares for no consideration. No adjustment is made to earnings.

**3.22. Executive benefit expenses**

Executive benefit expenses represent the benefits paid to the Company's executive such as salaries and related benefit including the benefit paid by other means. The Company's executive is the persons who are defined under the law on Securities and resources to those segments.

**3.23. Operating segments**

Operating Segments is requires the presentation and disclosure of segment information based on the internal reports regularly reviewed by the Company's chief operating decision maker in order to assess each segment's performance and to allocate resources to those segments.

**3.24. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group and the Company apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group and the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group and the Company determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

### 3.25. Related companies

Related companies comprise enterprises and individuals that control or are controlled by the Company, whether directly or indirectly, or which are under common control with the Group and the Company.

They also included associated companies and individuals which directly or indirectly own a voting interest in the Company and subsidiary that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and directing the Group and the Company's operations.

### 3.26. Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the "Group".)

#### Business combinations

The group applies the acquisition method for all business combinations accounting record, when control is transferred to the group.

Control means the power to control. The group must take the voting rights into the consideration. The acquisition date is the date that the controlling authority is transferred to the buyer. Determining

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

the acquisition date and specifying the transfer of control from the acquiree to the buyer, requires discretion to get involved.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

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 Group measures any non-controlling interest (NCI) at its proportionate interest in the identifiable net assets of the acquiree.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

#### Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

#### Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

#### Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Non controlling interests

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.

**4. Use of estimates and judgements**

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the effect on the amount recognised in the financial statements is included in the following notes:

**4.1. Leases**

In determining the lease term, the management is required to exercise judgment in assessing whether the Group and the Company is reasonably certain to exercise the option to extend or terminate the lease, considering all relevant factors and circumstances that create an economic incentive for The Group and the Company to exercise either the extension or termination option. After the commencement date, The Group and the Company reassesses 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 extend or to terminate.

To consider the type of lease agreement as either an operating lease or financial lease, The management of The Group's and the company will be considered by reviewing the condition term and detail on agreement that who transfer the risk and advantage of leased asset agreement.

**4.2. Impairment loss**

In estimating the expected credit loss allowance of trade receivables and contract assets. Management is required to exercise judgment in estimating the expected credit losses to each debtor by taking into the past collection experience, the age of outstanding debt and expected economic

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

conditions of customers with similar credit risk, etc. However, historical credit loss data and the Group's economic projections may not imply actual future breach of the customer contract.

**4.3. Allowance for impairment of real estate development project for sale**

The Group and the Company estimates allowance for impairment of real estate development project for sale to reflect the impairment of real estate development project for sale based on net realisable value.

**4.4. Allowance for obsolete, slow-moving, and defective inventories**

The Group and the Company maintains an allowance for obsolete, slow-moving, and defective inventories to reflect impairment of inventories. The allowance is based on consideration of inventory turnover and deterioration of each category.

**4.5. Impairment of assets**

The Group and the Company treats assets as impaired when the management judges that there has been a significant decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" requires.

**4.6. Building improvement and equipments and Depreciation**

In determining depreciation of building improvement and equipments, management is required to make estimates of the useful lives and residual values of the Company's building improvement and equipments and to review estimate useful lives and residual values when there are any changes.

**4.7. Deferred tax assets**

The Group and the Company recognized a deferred tax assets when it is probably the future taxable profit will be available against which these differences 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 profits.

**4.8. Retirement employee benefits**

The Group and the Company has commitments on retirement benefits to employees under the Labour Law. The amount of provision presented in the statement of financial position represents the present value of employee benefit obligations which is determined on an actuarial basis using various assumptions. The assumptions used in determining the net period cost for employee benefits includes the discount rate, the rate of salary inflation, employee turnover and others. Any changes in these assumptions will impact the net periodic cost recorded for employee benefits. On an annual

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

basis the Company determines those assumptions i.e. the appropriate discount rate, which should represent the interest rate that should be used to determine the present value of future cash flows currently expected to be required to settle the employee benefits. In determining the appropriate discount rate, the Group and the Company considers the current yields on long-term government bonds.

### 5. Related party transactions

The followings are relationships with enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

Company's name and related	Relationship
<u>TWZ Corporation Public Company</u>	
<u>Limited Group</u>	
TZ Trading Co., Ltd.	Subsidiary company by direct holding
Piyachart Co., Ltd.	Subsidiary company by direct holding
Gear 2 Corporation Co., Ltd.	Subsidiary company by direct holding
Electra Motive Co., Ltd.	Subsidiary company by direct holding
CBD Corporation Co.,Ltd.	Subsidiary company by direct holding
Zenith Gloves Co., Ltd.	Subsidiary company by direct holding (Registered dissolution on September 1, 2022.)
<u>Gear 2 Corporation Co., Ltd. Group</u>	
Mitra Corporation Co., Ltd.	Subsidiary company, by indirect hold in Gear 2 Corporation Co., Ltd.
PG&C 5714 Co., Ltd.	Subsidiary company, by indirect hold in Mitra Corporation Co., Ltd.
Tang Corporation Co., Ltd.	Subsidiary company, by indirect hold in Mitra Corporation Co., Ltd.
K.B.M.Construction Co., Ltd.	Subsidiary company, by indirect hold in Mitra Corporation Co., Ltd.
<u>Electra Motive Co., Ltd. Group</u>	
Skywell (Thailand) Co., Ltd.	Subsidiary company, by indirect hold in Electra Motive Co., Ltd.
Advanced Mobility Co., Ltd.	Associated company, by indirect hold in Electra Motive Co., Ltd.
<u>CBD Corporation Co., Ltd. Group</u>	
Siam Medical Cannabis Co., Ltd.	Associated company, by indirect hold in CBD Corporation Co., Ltd.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Company's name and related	Relationship
<u>Related persons</u>	
Mr. Suthee Luangrattanacharoen	Director and shareholder of subsidiaries
<u>Related companies</u>	
Sutee Holding Co., Ltd.	Director and Shareholder in Mitra Corporation Co., Ltd. Group
Rich Asia Corporation Public Co.,	Director and Shareholder in Electra Motive Co., Ltd. Group
AA Bio Co., Ltd.	Director and Shareholder in Siam Medical Cannabis Co., Ltd.

The pricing policies for particular types of transactions were as follows:

Transactions	Pricing policy
Revenue from sales	Cost plus pricing
Purchases	Cost plus pricing
Interest income and expense	According to the contract agreed
Right of use assets	According to the contract agreed
Management income	5% of revenues from sales and services

The Group had significant business transactions with related parties, which have been concluded on commercial terms and bases agreed upon between the Company and those companies. The summary of those transactions are as follows:



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 5.1. Asset and liabilities

## Trade and other current receivables

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<u>Other current receivables</u>				
Transactions with subsidiaries	-	-	97,636,470	87,282,490
Transactions with associated companies	1,587,814	2,452,352	109,125	-
Transactions with related companies	1,155,205	155,205	1,155,205	155,206
Transactions with related persons	2,963,638	3,014,559	-	-
Total	5,706,657	5,622,116	98,900,800	87,437,696
<u>Less</u> allowance for expected credit losses	-	-	-	-
<b>Net</b>	<b>5,706,657</b>	<b>5,622,116</b>	<b>98,900,800</b>	<b>87,437,696</b>

(Unit : Baht)

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## Short-term loans to related parties

Details of short - term loans to related parties are as follows:

Companies	Interest rate	Maturity period	Guarantee
Piyachart Co., Ltd.	5.50%	Repayment when called	None
Gear 2 Corporation Co., Ltd.	5.50%	Repayment when called	None
Electra Motive Co., Ltd.	7.15%	Repayment when called	None
Advanced Mobility Co., Ltd.	6.00%	Received payment on June 1,	None

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Transactions with subsidiaries	-	-	239,500,501	239,500,501
Transactions with associated company	-	5,000,000	-	-
<b>Total</b>	<b>-</b>	<b>5,000,000</b>	<b>239,500,501</b>	<b>239,500,501</b>

During the year, short-term loans to related parties movements are as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Beginning balance	5,000,000	5,000,000	239,500,501	219,500,501
Add Loan (received)	(5,000,000)	-	-	20,000,000
<b>Ending balance</b>	<b>-</b>	<b>5,000,000</b>	<b>239,500,501</b>	<b>239,500,501</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## Long - term loans to related parties

Details of long-term loans to related party are as follows:

Company	Interest rate	Maturity period			
AA Bio Co., Ltd.	5.00%	October 31, 2026 or within 30 days from the date of receipt of the request letter.			
		(Unit : Baht)			
		Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Transactions with related party		20,000,000	20,000,000	20,000,000	20,000,000
<b>Total</b>		<b>20,000,000</b>	<b>20,000,000</b>	<b>20,000,000</b>	<b>20,000,000</b>

During the year, long-term loans to related party movements are as follows:

		(Unit : Baht)			
		Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Beginning balance		20,000,000	-	20,000,000	-
Add Loan		-	20,000,000	-	20,000,000
<b>Ending balance</b>		<b>20,000,000</b>	<b>20,000,000</b>	<b>20,000,000</b>	<b>20,000,000</b>

On August 23, 2021, the Company entered into a short-term loan agreement with AA Bio Co., Ltd. in the amount of Baht 20 million, with the objective of providing money for the construction and supply of equipment for the business of hemp planting and substance production. hemp extraction processing all types of herbal products the loan period is 5 years and 2 months with an interest rate of 5% per annum. According to the contract, the principal and interest must be paid back within 30 days from the date of receipt of the demand letter. The loan is secured by 10,000 paid-up ordinary shares of the said company with a par value of 100 Baht per share.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## Other non-current assets

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Transactions with subsidiaries	-	-	-	36
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36</b>

## Right-of-use assets and lease liabilities

Transaction of Right-of-Use Asset for the year ended December 31, 2022, are as follows:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Transactions with subsidiaries	-	-	339,452	2,929,923
Transactions with related companies	447,004	1,117,511	-	-
<b>Total</b>	<b>447,004</b>	<b>1,117,511</b>	<b>339,452</b>	<b>2,929,923</b>

Transaction of lease liabilities for the year ended December 31, 2022 are as follows:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Transactions with subsidiaries	-	-	1,117,511	2,306,569
Transactions with related companies	447,004	1,146,600	-	-
<b>Total</b>	<b>447,004</b>	<b>1,146,600</b>	<b>1,117,511</b>	<b>2,306,569</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## Trade and other current payables

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<b>Trade payable</b>				
Transactions with subsidiaries	-	-	14,337,263	310,000
Transactions with associated companies	-	5,565,600	-	-
<b>Total trade payable</b>	<b>-</b>	<b>5,565,600</b>	<b>14,337,263</b>	<b>310,000</b>
<b>Other current payables</b>				
Transactions with subsidiaries	-	-	35,625,898	36,745,801
Transactions with associated companies	313,051	-	-	-
Transactions with related companies	141,214,625	140,171,985	-	-
Transactions with related persons	3,426,966	2,984,398	-	-
<b>Total other current payables</b>	<b>144,954,642</b>	<b>143,156,383</b>	<b>35,625,898</b>	<b>36,745,801</b>
<b>Trade and other current payables</b>	<b>144,954,642</b>	<b>148,721,983</b>	<b>49,963,161</b>	<b>37,055,801</b>

## Short - term loans to related parties

Details of short - term loans to related parties are as follows:

Company	Interest rate	Maturity period	Guarantee
Sutee Holding Co., Ltd.	1.50%	Repayment when called	None
Skywell (Thailand) Co., Ltd.	5.50%	Due on 26 and 27 March 2023, respectively.	None

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Transactions with subsidiaries	-	-	34,786,798	35,723,213
Transactions with related companies	69,509,346	69,509,346	-	-
<b>Total</b>	<b>69,509,346</b>	<b>69,509,346</b>	<b>34,786,798</b>	<b>35,723,213</b>

During the year, short-term loans from related parties movements are as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Beginning balance	69,509,346	69,509,346	35,723,213	42,407,575
<u>Less</u> Repayment loans	-	-	(936,415)	(6,684,362)
<b>Ending balance</b>	<b>69,509,346</b>	<b>69,509,346</b>	<b>34,786,798</b>	<b>35,723,213</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 5.2. Revenue and expenses transactions as follows :

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	For the year ended December 31,			
	2022	2021	2022	2021
<u>Transactions with subsidiaries</u>				
Revenues	-	-	17,606,889	18,457,373
Cost, Selling and Administrative expenses	-	-	19,766,787	6,881,136
Finance cost	-	-	2,007,374	2,360,996
<u>Transactions with associated companies</u>				
Revenues	199,726	300,000	-	-
Cost, Selling and Administrative expenses	672,897	674,121	-	-
Purchase Inventories	3,317,757	72,827,574	-	-
Purchase Assets	2,896,262	-	-	-
<u>Transactionss with related companies</u>				
Revenues	1,000,000	173,032	1,000,000	173,032
Cost, Selling and Administrative expenses	162,704	465,641	-	-
Finance cost	1,054,528	1,101,089	-	-
<u>Transactions with related persons</u>				
Cost, Selling and Administrative expenses	-	870,000	-	-

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 5.3. Management remunerations

(Unit : Baht)

	Consolidated and Separate financial statement			
	For the year ended December 31,			
	2022	2021	2022	2021
Short term employee benefits	11,168,930	13,450,295	11,168,930	13,450,295
Post-employment benefits	591,904	606,971	591,904	606,971
<b>Total</b>	<b>11,760,834</b>	<b>14,057,266</b>	<b>11,760,834</b>	<b>14,057,266</b>

## 6. Cash and cash equivalents

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2022	2021	2022	2021
Cash	911,726	745,572	796,372	629,016
Bank - current accounts	275,918,972	809,078,009	273,146,103	806,157,868
Bank - saving accounts	79,565,264	101,472,108	76,784,543	98,111,532
Cheque on hand	-	-	-	-
<b>Total</b>	<b>356,395,962</b>	<b>911,295,689</b>	<b>350,727,018</b>	<b>904,898,416</b>

Cash at bank earn interest at the rate determined by the bank.



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 7. Trade and other current receivables

Trade and Other current receivables of the Group and the Company are as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Trade accounts receivable - other companies	1,510,972,016	1,304,552,126	1,505,953,739	1,299,326,114
<u>Less</u> allowance for expected credit losses	(3,823,685)	(3,448,485)	(3,797,345)	(3,437,836)
Trade accounts receivable - Net	1,507,148,331	1,301,103,641	1,502,156,394	1,295,888,278
Other current receivables - related companies related (Note 5.1)	5,706,657	5,622,116	98,900,800	87,437,696
Other current receivables - other companies	412,954,878	426,623,243	403,283,776	413,795,058
<b>Trade accounts receivable and other current receivables - Net</b>	<b>1,925,809,866</b>	<b>1,733,349,000</b>	<b>2,004,340,970</b>	<b>1,797,121,032</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Outstanding trade accounts receivables of the Group and the Company can be identified the age as follows:

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2022	2021	2022	2021
Recourse trade account receivables	3,603,186	2,999,555	3,603,186	2,999,555
Trade account receivables :				
In due	1,299,806,571	1,035,693,649	1,313,684,269	1,035,053,388
Over due				
1 - 30 Days	192,877,035	208,853,494	188,107,383	205,155,333
31 - 60 Days	2,799,788	56,258,044	392,832	55,847,294
61 - 90 Days	3,294,184	74,289	-	2,289
More than 91 Days	8,591,252	673,095	166,069	268,255
<b>Total Trade account receivables</b>	<b>1,510,972,016</b>	<b>1,304,552,126</b>	<b>1,505,953,739</b>	<b>1,299,326,114</b>

Allowance for credit losses of account receivables that have changed during the year are as follows:

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2022	2021	2022	2021
Beginning balance	(3,448,485)	(3,021,712)	(3,437,836)	(2,847,644)
Increase	(375,200)	(2,945,347)	(359,509)	(2,945,347)
Decrease	-	2,518,574	-	2,355,155
<b>Ending balance</b>	<b>(3,823,685)</b>	<b>(3,448,485)</b>	<b>(3,797,345)</b>	<b>(3,437,836)</b>

During the year 2021, the Group and the Company experienced a decrease in the allowance for expected credit losses on trade receivables, due to the Group and the Company were received from account receivable amount of Baht 2.52 million and Baht 2.36 million, respectively.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 8. Contract assets / contract liabilities

Contract Assets/Contract liabilities as at December 31, 2022 and December 31, 2021 consist of the following details:

	(Unit : Baht)	
	Consolidated financial statements	
	As at December 31, 2022	As at December 31, 2021
Contract assets		
Prepaid service cost	5,460,977	11,205,232
Total contract assets	5,460,977	11,205,232
Current contract assets	(5,460,977)	(5,744,255)
Non-current contract asset	-	5,460,977
Contract liabilities		
Advance income	5,204,800	10,679,589
Total Contract liabilities	5,204,800	10,679,589
Current contract liabilities	(5,204,800)	(5,474,789)
Non-current contract liabilities	-	5,204,800

During the year 2022, the Group recognized technical service contracts as cost of services amounting to Baht 5.74 million.

During the year 2022, the Group recognized contract liabilities as revenue amounting to Baht 5.47 million.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 9. Inventories

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Inventories	2,092,883,477	2,081,116,001	2,010,008,273	1,988,425,943
Properties	283,239,871	283,239,871	-	-
Commercial building	9,351,736	9,351,736	-	-
<u>Add</u> Allowance for the cost of goods returned	991,425	876,653	991,425	876,653
Total	2,386,466,509	2,374,584,261	2,010,999,698	1,989,302,596
<u>Less</u> Allowance for diminishing in value of inventories	(26,501,162)	(18,647,793)	(26,425,654)	(18,483,031)
Allowance for obsolete goods	(100,992)	(1,157,086)	(84,015)	(1,157,086)
Commercial Building	(1,608,737)	(1,608,737)	-	-
Allowance				
<b>Net</b>	<b>2,358,255,618</b>	<b>2,353,170,645</b>	<b>1,984,490,029</b>	<b>1,969,662,479</b>

Allowance for declining in value of inventories have changed during the year as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Beginning	(21,413,616)	(30,881,045)	(19,640,117)	(29,037,586)
Increase	(9,206,642)	(5,785,317)	(8,684,188)	(5,707,269)
Decrease	2,409,367	15,252,746	1,814,636	15,104,738
<b>Ending balance</b>	<b>(28,210,891)</b>	<b>(21,413,616)</b>	<b>(26,509,669)</b>	<b>(19,640,117)</b>

During the year 2022, the Group and the Company recognized a reversal of allowance for inventories in the consolidated and separate statement of comprehensive income. The Company's comprehensive income statement reflected amounts of Baht 2.41 million and Baht 1.81 million, respectively. Because the

**TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**NOTE TO FINANCIAL STATEMENT**

**DECEMBER 31, 2022**

Group and the Company had already sold a partial of such goods (in 2021, the amount of Baht 15.25 million and Baht 15.10 million, respectively).

During the year 2022, the Group has changed the purpose of use for certain inventories and transferred them to land, buildings, and equipment, amounting to Baht 8.41 million (Note 14).

The Company has pledged the land of its subsidiary as collateral for bonds (Note 23) as of December 31, 2021.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 10. Financial asset

## 10.1. Account receivables of real estate project under financial lease agreements.

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Account receivables of real estate Project under financial lease agreement	117,333,233	124,535,778	85,064,371	88,795,899
<u>Less</u> Deferred interest income from financial lease agreement	(29,715,761)	(35,194,256)	(21,431,613)	(25,223,810)
Total	87,617,472	89,341,522	63,632,758	63,572,089
<u>Less</u> Current portion of account receivables of real estate project under financial lease agreement	(6,374,134)	(5,813,519)	(4,951,605)	(4,041,329)
Total	81,243,338	83,528,003	58,681,153	59,530,760
<u>Less</u> Allowance for losses	(17,667,512)	(17,667,512)	(17,667,512)	(17,667,512)
<b>Net</b>	<b>63,575,826</b>	<b>65,860,491</b>	<b>41,013,641</b>	<b>41,863,248</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The aggregate minimum lease receives under long-term financial lease agreements are as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Less than 1 year	6,374,134	5,813,519	4,951,605	4,041,329
More than 1 year but less than 5 years	30,166,952	24,521,215	20,770,041	16,613,454
More than 5 year	51,076,386	59,006,788	37,911,112	42,917,306
<b>Total</b>	<b>87,617,472</b>	<b>89,341,522</b>	<b>63,632,758</b>	<b>63,572,089</b>

Changes in the allowance for losses of the finance lease receivables during the year as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Beginning	(17,667,512)	(17,667,512)	(17,667,512)	(17,667,512)
Increase	-	-	-	-
Decrease	-	-	-	-
<b>Ending balance</b>	<b>(17,667,512)</b>	<b>(17,667,512)</b>	<b>(17,667,512)</b>	<b>(17,667,512)</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 10.2. Real estate development project for rental under financial lease agreement

(Unit : Baht)

	Consolidated financial statement				As at December 31, 2022
	As at January 1, 2022	Increase	Decrease	Transfer in / Transfer out	
Building	14,036,183	-	-	(9,238,296)	4,797,887
Rental under financial lease agreement	896,304	-	-	1,913,954	2,810,258
Total	14,932,487	-	-	(7,324,342)	7,608,145
<u>Less</u> Allowance for impairment in real estate development project for rental under financial lease agreement	(4,890,793)	-	-	-	(4,890,793)
<b>Net</b>	<b>10,041,694</b>	<b>-</b>	<b>-</b>	<b>(7,324,342)</b>	<b>2,717,352</b>

The Company / Subsidiary

As at December 31, 2022, the Group and the Company transferred assets in the real estate development project for rent under the financial lease agreement to investment property amount to Baht 7.32 million.



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 10.3. Other current financial assets

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Bank deposits under the guarantee obligation	341,177,206	341,296,538	341,066,676	340,908,384
Bank - fixed deposit	10,002,426	10,231,864	10,002,426	10,121,743
<b>Total</b>	<b>351,179,632</b>	<b>351,528,402</b>	<b>351,069,102</b>	<b>351,030,127</b>

As at December 31, 2022 and 2021, the Group and the Company pledged a fixed deposit as collateral for the credit facility from commercial banks and finance institutions. (Note.39.1)

Fix deposit have period 3 - 12 months, by interest rate 0.15 - 1.25% per annum.

## 11. Other current assets

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Deposit for short-term lease	65,658	-	-	-
Collateral for bonds	-	5,000,000	-	5,000,000
<b>Total</b>	<b>65,658</b>	<b>5,000,000</b>	<b>-</b>	<b>5,000,000</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 12. Investments in subsidiaries, joint ventures and associates

## 12.1. Investments in subsidiaries

	Separate financial statements							
	Thousand Baht							
	Percentage of Investment (%)		Issue and paid-up capital		Cost		Dividend received	
	Dec 31, 2022	Dec 31, 2021	Dec 31, 2022	Dec 31, 2021	Dec 31, 2022	Dec 31, 2021	Dec 31, 2022	Dec 31, 2021
TZ Trading Co., Ltd.	100	100	3,000	3,000	3,000	3,000	-	-
Piyachart Co., Ltd.	100	100	250,000	250,000	320,000	320,000	-	-
Gear 2 Corporation Co., Ltd.	100	100	3,000	3,000	3,000	3,000	-	-
Electra Motive Co., Ltd.	100	100	80,000	80,000	80,000	80,000	-	-
Zenith Gloves Co., Ltd.	-	100	-	1,000	-	1,000	-	-
CBD Corporation Co., Ltd.	100	100	1,000	1,000	1,000	1,000	-	-
<b>Total</b>					<b>407,000</b>	<b>408,000</b>	<b>-</b>	<b>-</b>

Mitra Corporation Co., Ltd

As at December 31, 2022, the Group has an outstanding balance of shares value of Baht 137 million which the payment will be paid when PG&C 5714 Co., Ltd. able to generate the power to a commercial system (COD).

The fair value of intangible assets obtained from the acquisition of the business is the Power Purchase Agreement (PPA) with the Provincial Electricity Authority (PEA) worth

192 million Baht with a contracted capacity of 2.5 megawatts for a period of 20 years by PG&C 5714 Co., Ltd. Expected to start selling commercial electricity (COD) from January 1, 2020, to December 31, 2039, which is the contract termination date. Including an agreement to sell waste fuel (RDF) to PG&C 5714 Co., Ltd. by Tang Corporation Co., Ltd., which has income from waste separation and RDF production worth 255 million Baht, with a term of Approximately 20 years, ending on December 31, 2039, which is the expiration date of the PPA contract of PG&C 5714 Co., Ltd.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

On October 27, 2022, the Group submitted a letter requesting an extension of the power purchase agreement signing period and extension of the scheduled commercial power distribution date (SCOD) along with explaining the necessity to the Energy Regulatory Commission (ERC). The ERC meeting No. 49/2022 (No. 816) resolved to extend the SCOD date 12 months after the original SCOD due date from October 31, 2022, to October 31, 2023, due to the situation of the Russo-Ukrainian War Making machine manufacturers in Russia unable to export machines to be assembled in Germany. affecting the implementation of the projects according to the plans of the group of companies It is a force majeure event. This problem is a result of external factors that are beyond the control of the group of companies. The aforementioned cause and necessity following the Power Purchase Agreement, Clause 7.1 (3) Force Majeure Caused by War, and Clause 7.2, Paragraph 3 in the contract specifying that the period that must be performed under the contract shall be extended for an equal period. The occurrence of force majeure and the period used to remedy the force majeure unless the party entitled to the extension period does not wish to extend the period anymore. The group of companies will be able to supply electricity to the system commercially in time for an extended period for sure.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Discontinued operationZenith Gloves Company Limited

The subsidiary registered its dissolution on September 1, 2022 (date of dissolution registration). This segment is classified as a discontinued operation. The Company presented the results of the discontinued operations separately from the normal results, and presented as profit (loss) from discontinued operations - net of tax in the consolidated statement of income and other comprehensive profit (loss) from discontinued operations in the consolidated statement of comprehensive income. The Group has reclassified the transactions for this segment that occurred in the year 2021 for comparison with the current year's financial statements.

	(Unit : Baht)	
	Consolidated financial statements	
<i>For the year ended 31 December</i>	2022	2021
<b>Performance of discontinued operations</b>		
Income	-	-
Expenses	(50,380)	(126,675)
<b>Results from discontinued operating activities</b>	<b>(50,380)</b>	<b>(126,675)</b>
(Expenses) income, income tax	-	-
<b>Results from discontinued operating activities - net of income tax</b>	<b>(50,380)</b>	<b>(126,675)</b>
<b>Earnings per share (Baht)</b>		
Basic earnings (loss) per share from discontinued operations	(0.000003)	(0.000009)

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 12.2 Investments in associated

12.2.1 The movement of Investments in associated for the year ended December 31, 2022 as follow:

(Unit : Baht)

	Consolidated financial statements	
	For the year ended December 31,	
	2022	2021
Investments at the beginning of the year	75,799,122	50,387,177
Purchase investment	-	490,000
Share of profit (loss) from investment in associated	(3,911,152)	24,921,945
<b>Investments at the ending of the year</b>	<b>71,887,970</b>	<b>75,799,122</b>

12.2.2 Details of Investments in associated consist of:

(Unit : Baht)

Company's name	Paid-up share Capital	Holding Portion (%)	Consolidated financial statements	
			Equity Method	
			As at December 31, 2022	As at December 31, 2021
Advanced Mobility Co., Ltd.	491,701,237	31.17	71,450,298	75,323,822
Siam Medical Cannabis Co., Ltd.	1,000,000	49	437,672	475,300

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 12.2.3 Summarized financial information of associated companies

(Unit : Baht)

Company's name	Consolidated financial statements			
	Total assets		Total liabilities	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2022	2021	2022	2021
Advanced Mobility Co., Ltd.	10,731,861	39,885,398	20,436,755	37,881,543
Siam Medical Cannabis Co., Ltd.	1,030,959	1,000,000	137,750	30,000

(Unit : Baht)

Company's name	Consolidated financial statements			
	Total revenues		Profit (loss)	
	2022	2021	2022	2021
	Advanced Mobility Co., Ltd.	12,654,112	241,932,223	(11,708,749)
Siam Medical Cannabis Co., Ltd.	30,959	-	(76,791)	(30,000)

As at December 31, 2022, the associated company has current liabilities higher than current assets by Baht 11.57 million and total liabilities higher than total assets by Baht 9.70 million. did not express a conditional opinion on the said matter.

As at December 31, 2021, the associated company has profit (loss) from debt offset according to the business rehabilitation plan with related companies, resulting in the associated company having a profit (loss) recognized in the financial statements for Baht 81.23 million, resulting in the Group recognized share of profit (loss) by equity method from investment in the such associated company for Baht 24.94 million.

TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Siam Medical Cannabis Co., Ltd.

During the year 2022, the Group has calculated the fair value of the net identifiable assets acquired and allocated the cost of business combination at the acquisition date. finished the independent expert appraiser concluded that there was no material change after calculating the fair value.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 12.3. Non controlling interests

Information about subsidiary companies in which the Group does not hold all of the shares which have significant non-controlling interests to the Group as at December 31, 2022 and 2021 are as follows:

(Unit : Million Baht)

Companies	Proportion held by non-controlling interests		Accumulated non-controlling interests in subsidiaries		Profit (loss) allocated to non-controlling interests in subsidiaries during the year		Dividends paid to non-controlling interests during the year	
	2022	2021	2022	2021	2022	2021	2022	2021
	(Percentage)	(Percentage)						
Mitra Corporation Co., Ltd.	47	47	245.43	246.23	(0.80)	(0.82)	-	-
Skywell (Thailand) Co., Ltd.	49	49	21.73	22.64	(0.91)	(2.17)	-	-



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Summarized financial information before eliminating inter-company transactions of each subsidiary in which the Group does not hold all shares with significant non-controlling interests for the years ended December 31, 2022 and 2021 are as follows:

**Statement of financial position as at December 31, 2022 and 2021, Statement of comprehensive income for the year ended December 31, 2022 and 2021**

	Skywell (Thailand) Co., Ltd.		Mitra Corporation Co., Ltd.	
	2022	2021	2022	2021
(Unit : Baht)				
<b>Statements of financial position -</b>				
<b>indirect menthmethod as at</b>				
<b>December 31,</b>				
Current assets	46,690,099	62,609,001	83,370,260	83,735,135
Non - current assets	14,661,911	13,441,091	167,568,284	167,736,186
Current liabilities	(17,007,494)	(24,182,046)	(97,301,843)	(96,151,746)
Non - current liabilities	-	(5,675,486)	-	-
Net assets	44,344,516	46,192,560	153,636,701	155,319,575
<b>Statements of comprehensive</b>				
<b>income</b>				
<b>- indirect menthmethod for the year</b>				
<b>ended December 31,</b>				
Total revenues	16,289,710	72,302,340	662	300,590
Net Profit (loss) for the year	(1,848,045)	(4,436,158)	(1,682,874)	(1,729,724)
Total comprehensive income	(1,848,045)	(4,436,158)	(1,682,874)	(1,729,724)

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 13. Investment property

	Consolidated financial statements	Unit : Baht) Separate financial statements
Investment properties as of January 1, 2022	112,700,000	15,500,000
Transfer from		
- Real estate development projects for rent under finance lease agreements (Note 10.2)	7,324,342	-
- Land leasehold rights (Note 17.1)	4,505,187	-
<b>Total</b>	<b>124,529,529</b>	<b>15,500,000</b>
Profit (loss) from the transfer of rights	170,471	-
Gain (loss) from fair value adjustment	(2,700,000)	(400,000)
<b>Investment properties as of December 31, 2022</b>	<b>122,000,000</b>	<b>15,100,000</b>

As at December 31, 2022, the subsidiary has rented some commercial buildings of 2 out of 4 units to customers and entered into a short-term lease for 3 years, which was previously recognized under a real estate development project. for rent under a finance lease which is intended for sale and is measured at cost or net realizable value, whichever is lower. Therefore, in the preparation of financial statements for commercial buildings, the Company has rented out real estate development projects for rent under financial lease agreements to sell them as investment properties to utilize rental income according to the contract. To comply with Accounting Standard No. 40 on Investment Property.

As at December 31, 2022, the Group recorded gain (loss) from the adjustment of the transfer of investment properties in the consolidated financial statements amounting to Baht 0.17 million.

As at December 31, 2022, the Group and the Company recorded gain (loss) from fair value adjustments for investment properties in the consolidated and the Company's financial statements in the amount of 2.70 million Baht and 0.40 million Baht, respectively, based on the data of the appraisal date. On January 17, 2023

The investment properties of the Group and the Company have appraised prices by an independent appraiser dated January 17, 2023, for Baht 122 million and Baht 15.10 million, respectively. by using the market price comparison method. This is the fair value at level 2 of the fair value hierarchy.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 14. Property, plant and equipment

(Unit : Baht)

	Consolidated financial statements								Total
	Land	Building	Building improvement	Machineries and equipment	Office Equipment	Office Furniture	Motor Vehicles	Work in Construction	
<b>Cost:</b>									
January 1, 2022	62,062,853	77,192,792	14,182,234	2,153,649	2,774,745	4,699,518	41,727,801	38,381,784	243,175,376
Addition	-	-	895,200	421,086	624,044	277,944	3,952,284	-	6,170,558
Transfer received ( Note 8 )	-	-	-	934,579	-	-	7,480,187	-	8,414,766
Disposal/Write-off	-	-	(2,324,989)	-	(1,560)	-	(1,468,295)	-	(3,794,844)
December 31, 2022	<u>62,062,853</u>	<u>77,192,792</u>	<u>12,752,445</u>	<u>3,509,314</u>	<u>3,397,229</u>	<u>4,977,462</u>	<u>51,691,977</u>	<u>38,381,784</u>	<u>253,965,856</u>
<b>Accumulated Depreciation:</b>									
January 1, 2022	-	23,068,599	13,821,057	997,986	2,496,090	4,321,832	26,804,648	-	71,510,212
Depreciation for the year	-	5,698,146	196,991	544,259	154,039	274,706	7,669,182	-	14,537,323
Depreciation on disposals/write-off	-	-	(2,324,987)	-	(1,440)	-	(422,469)	-	(2,748,896)
December 31, 2022	<u>-</u>	<u>28,766,745</u>	<u>11,693,061</u>	<u>1,542,245</u>	<u>2,648,689</u>	<u>4,596,538</u>	<u>34,051,361</u>	<u>-</u>	<u>83,298,639</u>
<b>Net Book Value:</b>									
January 1, 2022	<u>62,062,853</u>	<u>54,124,193</u>	<u>361,177</u>	<u>1,155,663</u>	<u>278,655</u>	<u>377,686</u>	<u>14,923,153</u>	<u>38,381,784</u>	<u>171,665,164</u>
December 31, 2022	<u>62,062,853</u>	<u>48,426,047</u>	<u>1,059,384</u>	<u>1,967,069</u>	<u>748,540</u>	<u>380,924</u>	<u>17,640,616</u>	<u>38,381,784</u>	<u>170,667,217</u>
Depreciation is recognized in statements of comprehensive income for the year ended December 31,									
2022									<u>14,537,323</u>
2021									<u>12,466,244</u>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements								
	Land	Building	Building improvement	Machineries and equipment	Office Equipment	Office Furniture	Motor Vehicles	Work in Construction	Total
<b>Cost:</b>									
January 1, 2021	62,062,853	77,192,792	14,069,234	1,552,451	2,634,427	4,677,618	43,225,889	38,381,784	243,797,048
Addition	-	-	113,000	601,198	140,318	21,900	6,589,500	-	7,465,916
Disposal/Write-off	-	-	-	-	-	-	(8,087,588)	-	(8,087,588)
December 31, 2021	<u>62,062,853</u>	<u>77,192,792</u>	<u>14,182,234</u>	<u>2,153,649</u>	<u>2,774,745</u>	<u>4,699,518</u>	<u>41,727,801</u>	<u>38,381,784</u>	<u>243,175,376</u>
<b>Accumulated Depreciation:</b>									
January 1, 2021	-	17,370,453	13,018,640	698,866	2,274,654	3,860,453	29,908,486	-	67,131,552
Depreciation for the year	-	5,698,146	802,417	299,120	221,436	461,379	4,983,746	-	12,466,244
Depreciation on disposals/write-off	-	-	-	-	-	-	(8,087,584)	-	(8,087,584)
December 31, 2021	<u>-</u>	<u>23,068,599</u>	<u>13,821,057</u>	<u>997,986</u>	<u>2,496,090</u>	<u>4,321,832</u>	<u>26,804,648</u>	<u>-</u>	<u>71,510,212</u>
<b>Net Book Value:</b>									
January 1, 2021	<u>62,062,853</u>	<u>59,822,339</u>	<u>1,050,594</u>	<u>853,585</u>	<u>359,773</u>	<u>817,165</u>	<u>13,317,403</u>	<u>38,381,784</u>	<u>176,665,496</u>
December 31, 2021	<u>62,062,853</u>	<u>54,124,193</u>	<u>361,177</u>	<u>1,155,663</u>	<u>278,655</u>	<u>377,686</u>	<u>14,923,153</u>	<u>38,381,784</u>	<u>171,665,164</u>
<b>Depreciation is recognized in statements of comprehensive income for the year ended December 31,</b>									
<b>2021</b>									<u>12,466,244</u>
<b>2020</b>									<u>13,605,837</u>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Separate financial statement							Total
	Land	Building	Building improvement	Machineries and equipment	Office Equipment	Office Furniture	Motor Vehicles	
<b>Cost:</b>								
January 1, 2022	4,380,108	78,499,892	14,182,235	526,489	2,371,679	3,692,449	33,826,775	137,479,627
Addition	-	-	552,800	58,610	624,044	234,343	-	1,469,797
Disposal/Write-off	-	-	(2,324,989)	-	-	-	(999,000)	(3,323,989)
December 31, 2022	<u>4,380,108</u>	<u>78,499,892</u>	<u>12,410,046</u>	<u>585,099</u>	<u>2,995,723</u>	<u>3,926,792</u>	<u>32,827,775</u>	<u>135,625,435</u>
<b>Accumulated Depreciation:</b>								
January 1, 2022	-	23,011,727	13,821,056	403,832	2,134,967	3,500,530	25,619,058	68,491,170
Depreciation for the year	-	5,698,145	188,777	41,198	130,731	179,798	4,076,278	10,314,927
Depreciation on disposals/ write-off	-	-	(2,324,987)	-	-	-	(373,611)	(2,698,598)
December 31, 2022	<u>-</u>	<u>28,709,872</u>	<u>11,684,846</u>	<u>445,030</u>	<u>2,265,698</u>	<u>3,680,328</u>	<u>29,321,725</u>	<u>76,107,499</u>
<b>Net Book Value:</b>								
January 1, 2022	<u>4,380,108</u>	<u>55,488,165</u>	<u>361,179</u>	<u>122,657</u>	<u>236,712</u>	<u>191,919</u>	<u>8,207,717</u>	<u>68,988,457</u>
December 31, 2022	<u>4,380,108</u>	<u>49,790,020</u>	<u>725,200</u>	<u>140,069</u>	<u>730,025</u>	<u>246,464</u>	<u>3,506,050</u>	<u>59,517,936</u>
<b>Depreciation is recognized in statements of comprehensive income for the year ended</b>								
<b>2022</b>								<u>10,314,927</u>
<b>2021</b>								<u>11,328,769</u>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Separate financial statement							Total
	Land	Building	Building improvement	Machineries and equipment	Office Equipment	Office Furniture	Motor Vehicles	
<b>Cost:</b>								
January 1, 2021	4,380,108	78,499,892	14,069,235	492,461	2,233,748	3,670,549	39,793,802	143,139,795
Addition	-	-	113,000	34,028	137,931	21,900	-	306,859
Disposal/Write-off	-	-	-	-	-	-	(5,967,027)	(5,967,027)
December 31, 2021	<u>4,380,108</u>	<u>78,499,892</u>	<u>14,182,235</u>	<u>526,489</u>	<u>2,371,679</u>	<u>3,692,449</u>	<u>33,826,775</u>	<u>137,479,627</u>
<b>Accumulated Depreciation:</b>								
January 1, 2021	-	17,313,582	13,018,639	353,416	1,942,706	3,133,068	27,368,014	63,129,425
Depreciation for the year	-	5,698,145	802,417	50,416	192,261	367,462	4,218,068	11,328,769
Depreciation on disposals/ write-off	-	-	-	-	-	-	(5,967,024)	(5,967,024)
December 31, 2021	<u>-</u>	<u>23,011,727</u>	<u>13,821,056</u>	<u>403,832</u>	<u>2,134,967</u>	<u>3,500,530</u>	<u>25,619,058</u>	<u>68,491,170</u>
<b>Net Book Value:</b>								
January 1, 2021	<u>4,380,108</u>	<u>61,186,310</u>	<u>1,050,596</u>	<u>139,045</u>	<u>291,042</u>	<u>537,481</u>	<u>12,425,788</u>	<u>80,010,370</u>
December 31, 2021	<u>4,380,108</u>	<u>55,488,165</u>	<u>361,179</u>	<u>122,657</u>	<u>236,712</u>	<u>191,919</u>	<u>8,207,717</u>	<u>68,988,457</u>
<b>Depreciation is recognized in statements of comprehensive income for the year ended</b>								
<b>2021</b>								<u>11,328,769</u>
<b>2020</b>								<u>13,127,343</u>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

As at December 31, 2022, the Group sold 2 cars to an unrelated company for 0.70 million Baht (including VAT), a net book value of 0.42 million Baht, with a gain from the sale of assets of 0.23 million Baht, which was recorded in the statement of comprehensive income.

As at December 31, 2022, the Group sold a car to an unrelated person for 0.73 million Baht (including VAT), a net book value of 0.65 million Baht, with a gain from the sale of assets of 0.05 million Baht, which was recorded in the statement of comprehensive income

As of December 31, 2021, the Company and the Group Sell the vehicle to an unrelated person. The book value was 4 Baht and 3 Baht, respectively, with profit (loss) from the sale of assets in the consolidated and separate financial statements amounting to 1.40 and 1.07 million Baht in the statement of comprehensive income (loss).

As at December 31, 2022, and 2021, the assets under finance leases in which the Company is the lessee included in the above items consist of vehicles. There is a net book price of 2.81 million Baht (cost price of 12 million Baht and accumulated depreciation of 9.19 million Baht) (2021: a net book price of 8.21 million Baht (cost price of 33.82 million Baht and depreciation Accumulated 25.62 million Baht))

## 15. Rights of use assets

The movement transactions of rights of use assets for the year ended as follow:

	(Unit : Baht)		
	Consolidated financial statements		
	Area lease agreement	Motor Vehicles	Total
<b>Cost:</b>			
January 1, 2022	63,767,723	2,833,493	66,601,216
Addition	10,331,708	-	10,331,708
Revised agreement/write off	(939,901)	-	(939,901)
December 31, 2022	73,159,530	2,833,493	75,993,023
<b>Accumulated Depreciation:</b>			
January 1, 2022	(13,616,523)	(1,653,526)	(15,270,049)
Depreciation for the year	(19,559,490)	(935,116)	(20,494,606)
Change of conditions/disposal	292,136	-	292,136
December 31, 2022	(32,883,877)	(2,588,642)	(35,472,519)
<b>Net Book Value:</b>			
December 31, 2022	40,275,653	244,851	40,520,504

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

	Consolidated financial statements		
	Area lease agreement	Motor Vehicles	Total
<b>Cost:</b>			
January 1, 2021	8,159,160	2,833,493	10,992,653
Addition	55,608,563	-	55,608,563
Revised agreement/write off	-	-	-
December 31, 2021	63,767,723	2,833,493	66,601,216
<b>Accumulated Depreciation:</b>			
January 1, 2021	(1,772,435)	(718,411)	(2,490,846)
Depreciation for the year	(11,844,088)	(935,115)	(12,779,203)
December 31, 2021	(13,616,523)	(1,653,526)	(15,270,049)
<b>Net Book Value:</b>			
December 31, 2021	50,151,200	1,179,967	51,331,167

(Unit : Baht)

	Separate financial statement		
	Area lease agreement	Motor Vehicles	Total
<b>Cost:</b>			
January 1, 2022	68,023,394	1,041,407	69,064,801
Addition	10,331,708	-	10,331,708
Revised agreement/write off	(618,646)	-	(618,646)
December 31, 2022	77,736,456	1,041,407	78,777,863
<b>Accumulated Depreciation:</b>			
January 1, 2022	(16,088,901)	(675,508)	(16,764,409)
Depreciation for the year	(20,762,632)	(337,753)	(21,100,385)
December 31, 2022	(36,851,533)	(1,013,261)	(37,864,794)
<b>Net Book Value:</b>			
December 31, 2022	40,884,923	28,146	40,913,069



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Separate financial statement		
	Area lease agreement	Motor Vehicles	Total
<b>Cost:</b>			
January 1, 2021	14,202,848	1,041,407	15,244,255
Addition	53,820,546	-	53,820,546
Revised agreement/write off	-	-	-
December 31, 2021	68,023,394	1,041,407	69,064,801
<b>Accumulated Depreciation:</b>			
January 1, 2021	(3,158,238)	(337,754)	(3,495,992)
Depreciation for the year	(12,930,663)	(337,754)	(13,268,417)
December 31, 2021	(16,088,901)	(675,508)	(16,764,409)
<b>Net Book Value:</b>			
December 31, 2021	51,934,493	365,899	52,300,392

During the year 2022, the Company has entered 2 contracts of space rental and service contracts, each contract having a period of 3 years (2022 - 2025), an average monthly payment of Baht 0.26 million. Rights of use and liabilities under lease agreements for a period of 3 years according to the term of the lease agreement and the intention of the management.

During the year 2022, the subsidiary received a waiver of monthly rent from the impact of Covid-19, from the original rental rate of Baht 60,000 per month, the remaining Baht 15,000 per month, and the Company has applied accounting guidelines on temporary relief measures for alternatives. Additional accounting to accommodate the impact of the epidemic of Coronavirus Disease 2019 (COVID-19). January 1, 2022 to December 31, 2022 for Baht 0.54 million. The Company has reversed depreciation on right-of-use assets for Baht 0.51 million and interest on lease liabilities for Baht 0.03 million that are still recognized each month in proportion to the rent paid, reduce.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 16. Goodwill

	(Unit : Baht)	
	Consolidated financial statements	
	As at December 31, 2022	As at December 31, 2021
Goodwill	66,312,526	66,312,526
<u>Less</u> allowance for impairment	<u>(4,509,693)</u>	<u>(3,026,575)</u>
<b>Net</b>	<b><u>61,802,833</u></b>	<b><u>63,285,951</u></b>

	(Unit : Baht)		
	Consolidated financial statements		
	Initial value	allowance for impairment	Net
<b>The Group</b>			
Real estate group	18,577,984	(4,509,693)	14,068,291
Power generation group	24,127,184	-	24,127,184
Car group	23,607,358	-	23,607,358
<b>Total</b>	<b><u>66,312,526</u></b>	<b><u>(4,509,693)</u></b>	<b><u>61,802,833</u></b>

As at December 31, 2022, the Company has reviewed goodwill. and recorded impairment Goodwill amounting to Baht 1.48 million in the consolidated financial statements. Because the fair value of assets on the purchase date decreases with the remaining lease term. A decrease in fair value will affect the recoverable amount of the investment in that subsidiary. affecting such goodwill to decrease.

As at December 31, 2021, the Company has reviewed goodwill. and recorded impairment Goodwill amounting to Baht 3.03 million in the consolidated financial statements. Because the fair value of assets on the purchase date decreases with the remaining lease term. A decrease in fair value will affect the recoverable amount of the investment in that subsidiary. affecting such goodwill to decrease.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 17. Other intangible assets other than goodwill

## 17.1. Leasehold right - Land

(Unit : Baht)

	Consolidated financial statement				
	As at January 1, 2022	Increase	Decrease	Transfer in/ Transfer out	As at December 31, 2022
Lasehold Land	29,927,625	-	(10,039,097)	(9,944,264)	9,944,264
<u>Less</u> Accumulated amortization	(20,441,164)	(654,422)	10,039,097	5,439,077	(5,617,412)
<b>Net</b>	<b>9,486,461</b>	<b>(654,422)</b>	<b>-</b>	<b>(4,505,187)</b>	<b>4,326,852</b>

During the year 2022, the Group transferred leasehold land to investment property amount to Baht 8.52 million. Because the Group commercial buildings in 2 units out of a total of 4 units, respectively, which has a 3 years lease agreement to be rented to customers (Note 13).

**Parent company**

According to the resolution of Board of Director meeting No.2/2008, dated February 27, 2008, has approved the investment plan in real estate project by acquiring a leasehold rights from a non-related company in order to entering a contract with State Railway Thailand to lease 6,126 square meters land. Later in the Board of Director meeting No. 3/2008, dated March 24, 2008, has provided the ratification to approve the lease.

The Company entered into an aforesaid direct leasehold contract with State Railway of Thailand and the rights of leasehold has been completely transferred to the Company since March 11, 2008. The value of transferred rights is not higher than the official appraisal value which is evaluated by market comparison approach and income approach according to leasehold appraisal report in 2005 by an independent appraiser, providing by the rights transferred company.

Leasehold rights consists of 2 leasehold agreements as follows;

Agreements No.1 Land leasehold agreement for construction, commenced from March 10, 2008 until October 31, 2010 for the period of 2 years 7 months and 21 days. Next time State Railway of Thailand has approved the extension of construction period as follows:

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

On November 9, 2009, State Railway of Thailand has approved the extension of construction period for another 1 year and 6 months, starting from November 1, 2010 to April 30, 2012.

On July 24, 2012, State Railway of Thailand has approved the extension of construction period for 8 months, starting from May 1, 2012 to December 31, 2012.

The Company recognized rental from Land leasehold agreement for construction is expenses with the lease period of contract.

Agreements No.2 Land and property leasehold agreement, commenced from November 1, 2010 to August 14, 2031 for the period of 20 years 9 months and 14 days. Next time State Railway of Thailand has approved the extension of construction period as follows:

On November 9, 2009, State Railway of Thailand has approved the extension of construction period for another 1 year and 6 months, this leasehold agreement shall also be postponed to start from May 1, 2012 to August 14, 2031 for the period of 19 years 3 months and 14 days.

On July 24, 2012, State Railway of Thailand has approved the extension of construction period for 8 months, this leasehold agreement shall also be postponed to start from January 1, 2013 to August 14, 2031 for the period of 18 years 7 months and 14 days.

The Company recognized rental from Land and property leasehold agreement in account Real estate development project for rental under financial lease agreement.

**Subsidiary company**

Leasehold rights consists of 2 leasehold agreements as follows;

Agreements No.1 Land leasehold agreement for construction, commenced from March 10, 2008 until October 31, 2010 for the period of 2 years 7 months and 21 days. Next time State Railway of Thailand has approved the extension of construction period as follows:

On November 9, 2009, State Railway of Thailand has approved the extension of construction period for another 2 year starting from November 1, 2010 to October 31, 2012. The Company recognized rental from Land leasehold agreement for construction is expenses with the lease period of contract.

Agreements No.2 Land and property leasehold agreement, commenced from November 1, 2010 to August 14, 2031 for the period of 20 years 9 months and 14 days. Next time State Railway of Thailand has approved the extension of construction period as follows:

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

On November 9, 2009, the State Railway of Thailand has approved the extension of construction period for another 2 year this leasehold agreement shall be postponed to start from November 1, 2012 to August 14, 2031 for the period of 18 years 9 months and 14 days.

The Company recognised rental from Land and property leasehold agreement in account Real estate development project for rental under financial lease agreement.

## 17.2. Leasehold right - Retail Space

(Unit : Baht)

	Consolidated / Separate financial statement				As at December 31, 2022
	As at January 1, 2022	Increase	Decrease	Transfer in/ Transfer out	
Leasehold Areas	9,895,771	-	-	-	9,895,771
<u>Less</u>					
Accumulated					
amortization	(9,333,885)	(561,886)	-	-	(9,895,771)
<b>Net</b>	<b>561,886</b>	<b>(561,886)</b>	<b>-</b>	<b>-</b>	<b>-</b>

As of December 31, 2022, and 2021, a part of the leasehold rights cost Baht 9.89 million, book value Baht 0 million, and book value Baht 0.56 million, respectively. The Company has used them as collateral for credit received from commercial banks. and financial institutions (Note 39.1)

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 17.3. Other intangible assets

The book value of other intangible assets as at December 31, 2022 and 2021 are as follows:

(Unit : Baht)

	Consolidated financial statements				
	Program	Accounting system installation fee	Electrical and RDF agreement	Trademark rights	Total
<b>Cost</b>					
January 1, 2022	5,028,027	360,000	447,000,000	7,992,778	460,380,805
Addition	-	-	-	-	-
December 31, 2022	5,028,027	360,000	447,000,000	7,992,778	460,380,805
<b>Accumulated Amortization</b>					
January 1, 2022	(5,024,634)	(359,999)	-	(3,148,677)	(8,533,310)
Amortization for the year	(1,733)	-	-	(1,644,200)	(1,645,933)
December 31, 2022	(5,026,367)	(359,999)	-	(4,792,877)	(10,179,243)
<b>Net book value</b>					
December 31, 2021	3,393	1	447,000,000	4,844,101	451,847,495
December 31, 2022	1,660	1	447,000,000	3,199,901	450,201,562

(Unit : Baht)

	Consolidated financial statements				
	Program	Accounting system installation fee	Electrical and RDF agreement	Trademark rights	Total
<b>Cost</b>					
January 1, 2021	5,523,112	360,000	447,000,000	7,992,778	460,875,890
Addition	2,515	-	-	-	2,515
Decreased from sales	(497,600)	-	-	-	(497,600)
December 31, 2021	5,028,027	360,000	447,000,000	7,992,778	460,380,805

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**Accumulated Amortization**

January 1, 2021	(5,507,383)	(359,999)	-	(1,504,477)	(7,371,859)
Amortization for the year	(14,837)	-	-	(1,644,200)	(1,659,037)
Decreased from sales	497,586	-	-	-	497,586
December 31, 2021	<u>(5,024,634)</u>	<u>(359,999)</u>	<u>-</u>	<u>(3,148,677)</u>	<u>(8,533,310)</u>

**Net book value**

December 31, 2020	<u>15,729</u>	<u>1</u>	<u>447,000,000</u>	<u>6,488,301</u>	<u>453,504,031</u>
December 31, 2021	<u>3,393</u>	<u>1</u>	<u>447,000,000</u>	<u>4,844,101</u>	<u>451,847,495</u>

As at December 31, 2022, and December 31, 2021, the Group has contracts to purchase electricity and fuel waste worth Baht 447 million. The above contracts have appraised prices by independent appraisers dated February 15, 2020 in the amount of Baht 192 million and Baht 255 million, respectively. using the discounted cash flow method. This is the fair value at level 3 of the fair value hierarchy.

(Unit : Baht)

## Separate financial statements

	Accounting system			
	Program	installation fee	Trademark rights	Total
<b>Cost</b>				
January 1, 2022	4,941,271	360,000	7,992,778	13,294,049
Addition	-	-	-	-
December 31, 2022	<u>4,941,271</u>	<u>360,000</u>	<u>7,992,778</u>	<u>13,294,049</u>
<b>Accumulated Amortization</b>				
January 1, 2022	(4,937,883)	(359,999)	(3,148,677)	(8,446,559)
Amortization for the year	(1,733)	-	(1,644,200)	(1,645,933)
December 31, 2022	<u>(4,939,616)</u>	<u>(359,999)</u>	<u>(4,792,877)</u>	<u>(10,092,492)</u>
<b>Net book value</b>				
December 31, 2021	<u>3,388</u>	<u>1</u>	<u>4,844,101</u>	<u>4,847,490</u>
December 31, 2022	<u>1,655</u>	<u>1</u>	<u>3,199,901</u>	<u>3,201,557</u>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Separate financial statements			
	Accounting system			Total
	Program	installation fee	Trademark rights	
<b>Cost</b>				
January 1, 2021	5,436,356	360,000	7,992,778	13,789,134
Addition	2,515	-	-	2,515
Decreased from sales	(497,600)	-	-	(497,600)
December 31, 2021	<u>4,941,271</u>	<u>360,000</u>	<u>7,992,778</u>	<u>13,294,049</u>
<b>Accumulated Amortization</b>				
January 1, 2021	(5,423,482)	(359,999)	(1,504,477)	(7,287,958)
Amortization for the year	(11,987)	-	(1,644,200)	(1,656,187)
Decreased from sales	497,586	-	-	497,586
December 31, 2021	<u>(4,937,883)</u>	<u>(359,999)</u>	<u>(3,148,677)</u>	<u>(8,446,559)</u>
<b>Net book value</b>				
December 31, 2020	<u>12,874</u>	<u>1</u>	<u>6,488,301</u>	<u>6,501,176</u>
December 31, 2021	<u>3,388</u>	<u>1</u>	<u>4,844,101</u>	<u>4,847,490</u>



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 18. Deferred tax assets (deferred tax liabilities)

(Unit : Baht)

	Consolidated financial statements					
	As at December 31, 2022			As at December 31, 2021		
	Deferred tax assets	Deferred tax liabilities	Net	Deferred tax assets	Deferred tax liabilities	Net
Deferred tax assets	1,155,203	-	1,155,203	1,117,571	-	1,117,571
Deferred tax liabilities	36,355,226	(152,471,836)	(116,116,610)	38,305,882	(156,125,490)	(117,819,608)
<b>Net</b>	<b>37,510,429</b>	<b>(152,471,836)</b>	<b>(114,961,407)</b>	<b>39,423,453</b>	<b>(156,125,490)</b>	<b>(116,702,037)</b>

(Unit : Baht)

	Separate financial statements					
	As at December 31, 2022			As at December 31, 2021		
	Deferred tax assets	Deferred tax liabilities	Net	Deferred tax assets	Deferred tax liabilities	Net
Deferred tax liabilities	28,893,601	(35,445,044)	(6,551,443)	29,557,189	(38,970,515)	(9,413,326)

Movement in total deferred tax assets and liabilities during the years ended December 31, 2022 and 2021 are as follows:

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements				
	As at December 31, 2021	Changing increase/(decrease)			As at December 31, 2022
		Profit (loss)	Other comprehensive income	Change of investments in subsidiaries	
<b>Deferred tax assets</b>					
Allowance for diminution in value of inventories	3,960,977	1,357,104	-	-	5,318,081
Allowance for diminution in value of land and improvement	321,748	-	-	-	321,748
Liabilities by contract of financial leased	392,809	(93,641)	-	-	299,168
Employee benefit obligations	2,731,340	660,538	-	-	3,391,878
Cost of real estate project for rental under financial lease agreement	27,032,672	(10,083,376)	-	-	16,949,296
Loss brought forward	-	6,647,801	-	-	6,647,801
Allowance for expected credit losses	3,786,215	(188,680)	-	-	3,597,535
Allowance for impairment in real estate development project for rental under financial lease agreement	978,159	-	-	-	978,159

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements			
	As at December 31, 2021	Changing increase/(decrease)		As at December 31, 2022
		Profit (loss)	Other comprehensive income	
Provision liabilities of lawsuit	202,220	(202,220)	-	-
Estimated cost of repair	17,313	(10,550)	-	6,763
<b>Total</b>	<b>39,423,453</b>	<b>(1,913,024)</b>	<b>-</b>	<b>37,510,429</b>
<b>Deferred tax liabilities</b>				
Revenue from real estate project for rental under financial lease agreement	63,271,983	(5,403,751)	-	57,868,232
Fee of EIR Convertible bond	1,898,315	(721,983)	-	1,176,332
Additional assets from the acquisition of subsidiaries	108,883,934	(15,682,234)	-	93,201,700
Finance lease liabilities	-	225,572	-	225,572
Decrease asset from disposal in subsidiaries	(17,928,742)	17,928,742	-	-
<b>Total</b>	<b>156,125,490</b>	<b>(3,653,654)</b>	<b>-</b>	<b>152,471,836</b>
<b>Net</b>	<b>(116,702,037)</b>	<b>1,740,630</b>	<b>-</b>	<b>(114,961,407)</b>

(Unit : Baht)

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

	Consolidated financial statements			
	As at December 31, 2020	Changing increase/(decrease)		As at December 31, 2021
		Profit (loss)	Other comprehensive income	
<b>Deferred tax assets</b>				
Allowance for diminution in value of inventories	5,854,463	(1,893,486)	-	3,960,977
Allowance for diminution in value of land and improvement	321,748	-	-	321,748
Liabilities by contract of financial leased	298,286	94,523	-	392,809
Employee benefit obligations	2,182,414	548,926	-	2,731,340
Cost of real estate project for rental under financial lease agreement	30,597,747	(3,565,075)	-	27,032,672
Allowance for expected credit losses	4,289,930	(503,715)	-	3,786,215
Allowance for impairment in real estate development project for rental under financial lease agreement	978,159	-	-	978,159
Estimated provision liabilities of lawsuit	50,334	151,886	-	202,220
Estimated cost of repair	12,308	5,005	-	17,313
<b>Total</b>	<b>44,585,389</b>	<b>(5,161,936)</b>	<b>-</b>	<b>39,423,453</b>
<b>Deferred tax liabilities</b>				

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements				
	As at December 31, 2020	Changing increase/(decrease)			As at December 31, 2021
		Profit (loss)	Other comprehensive income	Change of investments in subsidiaries	
Revenue from real estate project for rental under financial lease agreement	68,500,064	(5,228,081)	-	-	63,271,983
Fee of EIR Convertible bond	-	1,898,315	-	-	1,898,315
Additional assets from the acquisition of subsidiaries	109,045,310	(161,376)	-	-	108,883,934
Decrease asset from disposal in subsidiaries	(17,928,742)	-	-	-	(17,928,742)
<b>Total</b>	<b>159,616,632</b>	<b>(3,491,142)</b>	<b>-</b>	<b>-</b>	<b>156,125,490</b>
<b>Net</b>	<b>(115,031,243)</b>	<b>(1,670,794)</b>	<b>-</b>	<b>-</b>	<b>(116,702,037)</b>

(Unit : Baht)

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

	Separate financial statements			
	As at December 31, 2021	Changing increase/(decrease)		As at December 31, 2022
		Profit (loss)	Other comprehensive income	
<b>Deferred tax assets</b>				
Allowance for diminution in value of inventories	3,928,024	1,373,910	-	5,301,934
Liabilities by contract of financial leased	392,809	(392,809)	-	-
Employee benefit obligations	2,659,426	516,637	-	3,176,063
Cost of real estate project for rental under financial lease agreement	18,562,485	(2,042,425)	-	16,520,060
Financial lease payable	213,046	83,468	-	296,514
Allowance for expected credit losses	3,784,086	(191,819)	-	3,592,267
Estimated provision liabilities of lawsuit	17,313	(10,550)	-	6,763
<b>Total</b>	<b>29,557,189</b>	<b>(663,588)</b>	<b>-</b>	<b>28,893,601</b>
<b>Deferred tax liabilities</b>				
Revenue from real estate project for rental under financial lease agreement	37,072,200	(3,029,060)	-	34,043,140
Fee of EIR Convertible bond	1,898,315	(721,983)	-	1,176,332
Finance lease liabilities	-	225,572	-	225,572

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Separate financial statements				
	As at December 31, 2021	Changing increase/(decrease)			As at December 31, 2022
		Profit (loss)	Other comprehensive income	Change of investments in subsidiaries	
<b>Total</b>	<b>38,970,515</b>	<b>(3,525,471)</b>	-	-	<b>35,445,044</b>
<b>Net</b>	<b>(9,413,326)</b>	<b>2,861,883</b>	-	-	<b>(6,551,443)</b>

(Unit : Baht)

	Separate financial statements				
	As at December 31, 2020	Changing increase/(decrease)			As at December 31, 2021
		Profit (loss)	Other comprehensive income	Change of investments in subsidiaries	
<b>Deferred tax assets</b>					
Allowance for diminution in value of inventories	5,807,518	(1,879,494)	-	-	3,928,024
Liabilities by contract of financial leased	298,285	94,524	-	-	392,809
Employee benefit obligations	2,159,015	500,411	-	-	2,659,426
Cost of real estate project for rental under financial lease agreement	20,585,885	(2,023,400)	-	-	18,562,485

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Separate financial statements			
	As at December 31, 2020	Changing increase/(decrease)		As at December 31, 2021
		Profit (loss)	Other comprehensive income	
Financial lease payable	43,929	169,117	-	213,046
Allowance for expected credit losses	4,255,117	(471,031)	-	3,784,086
Estimated cost for repairs	12,309	5,004	-	17,313
<b>Total</b>	<b>33,162,058</b>	<b>(3,604,869)</b>	<b>-</b>	<b>29,557,189</b>
<b>Deferred tax liabilities</b>				
Revenue from real estate project for rental under financial lease agreement	39,977,595	(2,905,395)	-	37,072,200
Fee of EIR Convertible bond	-	1,898,315	-	1,898,315
<b>Total</b>	<b>39,977,595</b>	<b>(1,007,080)</b>	<b>-</b>	<b>38,970,515</b>
<b>Net</b>	<b>(6,815,537)</b>	<b>(2,597,789)</b>	<b>-</b>	<b>(9,413,326)</b>



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 19. Other non-current assets

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Leasehold deposits and services	8,787,067	9,773,359	6,871,304	7,625,262
Other non-current assets	70,285,569	70,085,570	110,649	110,649
<b>Net other non-current assets</b>	<b>79,072,636</b>	<b>79,858,929</b>	<b>6,981,953</b>	<b>7,735,911</b>

## 20. Bank overdraft and short-term borrowings from financial institutions

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Bank overdrafts	32,821,425	11,465,579	32,821,425	8,605,370
Loans from trust receipt	627,612,670	577,875,614	627,612,670	577,875,614
Short-term loans from promissory note	500,000,000	500,000,000	500,000,000	500,000,000
<b>Total</b>	<b>1,160,434,095</b>	<b>1,089,341,193</b>	<b>1,160,434,095</b>	<b>1,086,480,984</b>

## 21. Trade and other current payables

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<b>Trade payable</b>				
Related companies	-	5,565,600	14,337,263	310,000
Other companies	80,611,037	88,263,554	74,891,413	78,814,637
<b>Total Trade payable</b>	<b>80,611,037</b>	<b>93,829,154</b>	<b>89,228,676</b>	<b>79,124,637</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<b>Other current payables</b>				
Related companies	144,954,642	143,156,383	35,625,898	36,745,801
Other companies	56,493,443	88,492,727	15,947,689	41,795,813
Total other current payables	201,448,085	231,649,110	51,573,587	78,541,614
<b>Total trade and other current payables</b>	<b>282,059,122</b>	<b>325,478,264</b>	<b>140,802,263</b>	<b>157,666,251</b>

## 22. Lease liabilities

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Beginning balance	47,421,485	8,629,001	47,731,235	11,417,951
Increase	9,841,158	52,421,458	9,841,158	50,501,458
Revised agreement	(1,113,688)	-	(573,689)	-
<u>Less</u> Payment the principle	(18,977,360)	(12,197,623)	(20,158,338)	(12,700,521)
<u>Less</u> Interest payment	(1,691,906)	(1,431,351)	(1,734,927)	(1,487,653)
Total	35,479,689	47,421,485	35,105,439	47,731,235
<u>Less</u> Deferred interest expenses	(1,476,626)	(2,460,233)	(1,467,081)	(2,461,512)
Ending balance	34,003,063	44,961,252	33,638,358	45,269,723
<u>Less</u> Current portion	(20,441,907)	(19,867,135)	(20,077,202)	(20,540,311)
<b>Net</b>	<b>13,561,156</b>	<b>25,094,117</b>	<b>13,561,156</b>	<b>24,729,412</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The aggregate minimum lease payments under financial lease agreements as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Less than 1 year	20,441,907	19,867,135	20,077,202	20,540,311
More than 1 year but less than 5 years	13,561,156	25,094,117	13,561,156	24,729,412
<b>Net</b>	<b>34,003,063</b>	<b>44,961,252</b>	<b>33,638,358</b>	<b>45,269,723</b>

The following are the amounts for the year ended December 31, 2022 and 2021 recognised in profit or loss.

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Depreciation of right-of-use assets	19,986,803	12,779,204	20,100,385	13,268,417
Interest expense on lease liabilities	1,691,906	1,431,351	1,734,927	1,487,653
Expenses related to operating leases and service contract	11,561,074	16,657,115	10,981,378	15,469,833
<b>Net</b>	<b>33,239,783</b>	<b>30,867,670</b>	<b>32,816,690</b>	<b>30,225,903</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**23. Bonds**

Changes in the Bonds account for the year ended 31 December 2022 are as follows:

	(Unit : Baht)
	Consolidated financial statements/ Separate financial statements of the company
	<u>Bonds No. 1/2020</u>
<b>Balance as at January 1, 2021 (Balance per ticket)</b>	-
Bonds during the year	420,000,000
<u>Less</u> Deferred expenses for issuing Bonds	<u>(574,883)</u>
<b>Balance as at December 31, 2021</b>	419,425,117
Repay Bonds	<u>(419,425,117)</u>
<b>Balance as at December 31, 2022</b>	<u>-</u>

Under the terms of the issuance of Bonds, The Company must maintain the ratio of "Net Debt" to "Shareholders' Equity" in a ratio not exceeding 3:1 at the end of the quarterly fiscal year or the end of the fiscal year.

**24. Perpetual bonds**

On November 19, 2021, the Extraordinary General Meeting of Shareholders No. 2/2021 of the Company, approved the issuance and offering of convertible bonds to the existing shareholders of the Company who has the right to be allocated in proportion to the shareholding (Right offering) in the amount of not more than 330,000 units or equivalent to the value of convertible bonds offered for sale not exceeding 330 million Baht, to provide additional funds for the business that is currently operating as well as future business that the company expects to bring in revenue increased returns and resulted in an improvement in the Company's operations. The main terms and conditions of the convertible bonds are as follows:

Instrument type : Name-holder's convertible bonds have the conversion rights into newly issued ordinary shares of the Company, not subordinated, without insurance, and have a representative of the bondholders and the issuer of convertible bonds has the right to redeem it before the maturity date.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Value of convertible bonds offered for sale	: On the date of issuance of convertible bonds totaling 208,876 units with a par value of 1,000Baht per unit, totaling a total convertible debenture of not more than 208,876,000 Baht.
Bond value	: 1,000 Baht per 1 unit of convertible bonds
Proportion of allocated to existing shareholders	: 45,132 existing shares: 1 unit of convertible bonds (in the event that there is a fraction from the calculation, it will be eliminated in all cases). However, any person of the Company's shareholders holding less than 45,132 shares will not have the right to subscribe to the convertible bonds under their rights (but can subscribe for more than their rights).
Stocks allocated to accommodate the conversion of convertible bonds	: 1,650,000,000 shares represent no more than 9.97% of the Company's paid-up capital after exercising the conversion right under the convertible bonds based on the assumption that the whole amount of the conversion right is exercised, or represents 5.54% of shares sold as of the Board of Directors' Meeting No. 9/2021 at October 8, 2021, together with the number of shares reserved for the issuance of new ordinary shares issued to the existing shareholders for 4,964,475,981 shares, the number of shares reserved for the warrant No. 6 (TWZ-W6) at 4,964,475,981 shares, the number of shares reserved for convertible bonds issued to existing shareholders at 1,650,000,000 shares and the number of shares reserved for the warrant No. 7 (TWZ-W7) at 3,300,000,000 shares, issued and allocated in the Extraordinary General Meeting of Shareholders No. 2/2021. In this regard, the number of shares reserved for convertible bonds and the number of shares reserved for the Company's issuance of new ordinary shares, convertible bonds or warrants in the future are not more than 50% of all the Company issued shares.
Age of convertible bonds	: 2 years and 6 months from the date of issuance of convertible bonds
Issuance date of convertible bonds	: December 21, 2021
Maturity date of convertible bonds	: 21 June 2024 or the next business day, if such date is not a business day
Interest rate	: 6.25% per year
Interest payment	: 4 times a year with interest payments made every 3 months of every year

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

	from the date of issue of the convertible bonds
Restrictions of convertible bonds transfer	: None
Convertible price	: 0.20 Baht per share or other price from the conversion price adjustment according to the conditions that will be set out in the terms of rights.
Convertible ratio	: 1 unit of convertible bonds: 5,000 shares (or other rates resulting from adjustment of conversion price according to the conditions set forth in the terms and conditions).
Convertible date	: Can begin to convert for 2 years from the date of issue of convertible bonds and on the date of expiration of the convertible bonds.
Exercise period and exercise schedule	: Can be convertible for 2 years from the date of issue of the convertible bonds or the date of expiration of the convertible bonds.
Expiration date	: 2 years and 6 months from the date of issuance of convertible bonds
Redemption at expiration date for convertible bonds	: In the event that a convertible bondholder wants to exercise the conversion rights the convertible bonds into the Company's newly issued ordinary shares. The holders of convertible bonds have the right to exercise their conversion rights them into shares until the 15th business day before the maturity date ("Last Exercise Date") without the conversion. However, at the last exercise of the convertible bonds each convertible bond holder has two options, which are: <ul style="list-style-type: none"> <li>A) Request for redemption in cash in full. Each bondholder will receive cash in the amount of 1,000 Baht per 1 unit of convertible bonds, which is equal to the value of the convertible bond with the final interest payment.</li> <li>B) Request for redemption by converting the convertible bonds. (The value of the convertible bonds equal to 1,000 Baht per unit) by redeeming the remaining convertible bonds in full amount to the Company's newly issued ordinary shares at a convertible price of 0.20 Baht per share (or other prices arising from the convertible price adjustment in accordance with the conditions stipulated in the terms of rights and duties of the convertible bond issuer and convertible bond holder)</li> </ul>

However, each bondholder will have to choose options a) or b) only one

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

cannot split the convertible bonds they hold to choose options a) and b).

Redemption value of convertible bonds : Convertible bonds have a total redemption value equal to the par value of the convertible bonds, regardless of whether the convertible bonds are redeemed one time or several times.

The right of call/put option : The Company has the right to redeem the convertible bonds before the maturity date (Call Option).

Registrar : CIMB Thai Bank Pub Co., Ltd.

Representative of the holder of convertible bonds : Asia Plus Securities Co., Ltd.

Registration of convertible bonds : Thai Bond Market Association (ThaiBMA) (Optional)

Secondary market of convertible ordinary shares : The Stock Exchange of Thailand

Convertible bonds are stated at amortized cost until conversion into ordinary shares or until the maturity of the repayment of the bonds. The cost of issuing bonds is recorded as a deduction from the convertible bonds and amortized according to the maturity of the convertible bonds.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The changes in the convertible bonds account and the right of chossing convertible option for the year ended December 31, 2022 are as follows:

	(Unit : Baht)	
	Consolidated / Separate financial statements	
	Convertible bonds	Convertible Rights
<b>Balance as at January 31, 2022</b>	208,876,000	-
Released during the year	-	-
<u>Less</u> Consulting fee amortized	(5,881,664)	-
Value for using the right to convert	-	-
<b>Balance as at December 31, 2022</b>	<b>202,994,336</b>	<b>-</b>

The Company paid an advance fee for the issuance of convertible bonds amounting to Baht 9.60 million and amortized over the term of the convertible bonds upon issuance.

As of December 31, 2022, the Company has outstanding bonds of Baht 208.87 million that have not been exercised.

## 25. Current portion of long - term liabilities

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Loans from financial institutions	18,861,042	39,122,091	18,861,042	39,122,091
<u>Less</u> Current portion of long-term loans	(10,537,042)	(15,221,523)	(10,537,042)	(15,221,523)
<b>Net</b>	<b>8,324,000</b>	<b>23,900,568</b>	<b>8,324,000</b>	<b>23,900,568</b>



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

During the year, movements of loans from financial institutions are as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Beginning balance	39,122,091	20,000,000	39,122,091	20,000,000
<u>Add</u> Received loans	-	30,000,000	-	30,000,000
<u>Less</u> Repayment loans	(20,261,049)	(10,877,909)	(20,261,049)	(10,877,909)
<b>Ending balance</b>	<b>18,861,042</b>	<b>39,122,091</b>	<b>18,861,042</b>	<b>39,122,091</b>

As at December 31, 2022, the Company has outstanding loans balance, with details as follows

- On December 28, 2020, the parent company has a long-term loan from a financial institution in the amount of Baht 20 million by entering into a loan agreement, for the period 36 months. The first installment of repayment on 25<sup>th</sup> of month from the drawdown date at interest rate of MLR per annum.
- On March 26, 2021, the parent company has a long-term loan from a financial institution in the amount of Baht 30 million by entering into a loan agreement, for the period 24 months. The first installment of repayment with in April 2021 at interest rate of MLR per annum.

Loans from both financial institutions are no Collateral.

## 26. Short term loan from unrelated party

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Promissory note	-	-	-	-
Other short - term loan	412,157	412,157	-	-

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Total	<u>412,157</u>	<u>412,157</u>	<u>-</u>	<u>-</u>
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**26.1. Promissory note**

During the year 2021, the Company issued promissory notes to unrelated persons in order to source of working capital in the company.

The purpose of issuing the

ticket : To be a source of corporate working capital.

Validity of promissory notes : Within 90 days from the date of issue

Interest rate : 5.5% per annum

Movements in promissory note as follows:

	Consolidated financial		Separate financial statements	
	statements			
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2022	2021	2022	2021
<b>Beginning balance</b>	-	-	-	-
Increase during the period	-	60,000,000	-	60,000,000
Amortization of deferred interest	-	-	-	-
<u>Less</u> deferred interest	-	-	-	-
<u>Less</u> repayment loan	-	(60,000,000)	-	(60,000,000)
<b>Ending balance</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

(Unit : Baht)

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 26.2. Other short - term loans

Other short-term loans's movement are as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
<b>Beginning balance</b>	412,157	94,640,770	-	94,228,613
Increase	-	-	-	-
Amortization of deferred interest	-	5,771,387	-	5,771,387
<u>Less</u> Deferred interest	-	-	-	-
<u>Less</u> Repayment loan	-	(100,000,000)	-	(100,000,000)
<b>Ending balance</b>	<b>412,157</b>	<b>412,157</b>	<b>-</b>	<b>-</b>

As at December 31, 2022, the Group has short-term loans from unrelated parties under loans agreement and repayment when called with interest rate at 12.00% per annum.

## 27. Financial liabilities

## 27.1. Financial lease - Movable assets

(Unit : Baht)

	Consolidated / Separate financial statements	
	As at December 31, 2022	As at December 31, 2021
Financial lease liabilities	2,467,125	6,051,320
<u>Less</u> Deferred interest	(88,966)	(334,498)
Total	2,378,159	5,716,822
<u>Less</u> Current portion	(1,889,265)	(2,731,212)
<b>Net</b>	<b>488,894</b>	<b>2,985,610</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The Company entering into financial lease agreement liabilities for leasing vehicles to operating. The lease payment is determined as on lease agreements with monthly payment throughout the term of lease about 4 to 6 years.

The aggregate minimum lease payments under financial lease agreements as follows:

	(Unit : Baht)	
	Consolidated / Separate financial statements	
	As at December 31, 2022	As at December 31, 2021
Less than 1 year	488,894	2,731,212
More than 1 year but less than 5 years	-	2,985,610
<b>Net</b>	<b>488,894</b>	<b>5,716,822</b>

## 27.2. Financial lease - Real Estate

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Rental for real estate recognized under				
financial lease agreement	131,455,464	141,905,459	63,830,017	68,904,156
<u>Less</u> Deferred interest expenses	(37,613,923)	(44,664,931)	(18,263,960)	(21,687,674)
Ending balance	93,841,541	97,240,528	45,566,057	47,216,482
<u>Less</u> Current portion of rental for real estate recognized under				
financial lease agreement	(4,690,450)	(3,398,987)	(2,277,513)	(1,650,426)
<b>Net</b>	<b>89,151,091</b>	<b>93,841,541</b>	<b>43,288,544</b>	<b>45,566,056</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The aggregate minimum lease payments under financial lease agreements as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Less than 1 year	4,690,450	3,398,987	2,277,513	1,650,426
More than 1 year but less than 5 years	36,028,983	28,618,967	17,494,371	13,896,334
More than 5 years	53,122,108	65,222,574	25,794,173	31,669,722
<b>Net</b>	<b>93,841,541</b>	<b>97,240,528</b>	<b>45,566,057</b>	<b>47,216,482</b>

## 28. Employee benefit obligations

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Beginning balance	14,089,700	11,345,070	13,297,129	10,795,076
<u>Add</u> Service cost	2,680,171	2,592,758	2,410,338	2,361,773
Interest cost	189,520	151,872	172,848	140,280
<u>Add</u> Re-measurement - actuarial loss (gain) from changes in financial assumptions	-	-	-	-
<b>Ending balance</b>	<b>16,959,391</b>	<b>14,089,700</b>	<b>15,880,315</b>	<b>13,297,129</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## The principal actuarial assumptions used are as follows:

(Unit : percent)

	Consolidated financial statement		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Discount rate	1.30 - 2.31	1.30 - 2.31	1.30	1.30
Future salary increases rate	3-5	3-5	3	3
Turnover rate	0 - 40	0 - 40	0 - 40	0 - 40
Retirement age	60	60	60	60

## The result of sensitivity analysis

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2022 are as follows:

(Unit : Baht)

	Consolidated financial statement		Separate financial statements	
	Increase	Decrease	Increase	Decrease
	1%	1%	1%	1%
Discount rate	(1,685,628)	1,973,724	(1,526,002)	1,782,116
Future salary increases rate	2,326,294	(1,997,696)	2,114,148	(1,820,624)
Turnover rate	(1,803,429)	762,175	(1,627,402)	662,068
Retirement age	79,546	(79,072)	71,159	(70,748)

The sensitivity analysis presented above may not be representative of the actual change in employee benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

As at December 31, 2022, the maturity analysis of undiscounted cash flows of benefit payments are as follows:

	(Unit : Baht)	
	Consolidated financial statement	Separate financial statements
Within 1 year	-	-
Over 1 year but less than 5 year	5,884,417	5,884,417
Over 5 year	204,496,744	155,600,267

## 29. Share capital and warrants

## 29.1. Ordinary shares

	Consolidated / Separate financial statements			
	As at December 31, 2022		As at December 31, 2021	
	Number of shares (shares)	Amount (Baht)	Number of shares (shares)	Amount (Baht)
<b>Registered shares capital</b>				
Beginning ordinary shares	29,772,379,903	2,977,237,990	16,442,246,820	1,644,224,682
<u>Add</u> Increased ordinary shares	-	-	21,483,411,462	2,148,341,146
<u>Less</u> Decreased ordinary shares	-	-	(8,153,278,379)	(815,327,838)
<b>Ending ordinary shares</b>	<b><u>29,772,379,903</u></b>	<b><u>2,977,237,990</u></b>	<b><u>29,772,379,903</u></b>	<b><u>2,977,237,990</u></b>
<b>Issued and paid-up share capital</b>				
Beginning ordinary shares	14,893,427,941	1,489,342,794	9,906,689,250	990,668,925
<u>Add</u> Increased ordinary shares	4,966,269,614	496,626,961	4,986,738,691	498,673,869
<b>Ending ordinary shares</b>	<b><u>19,859,697,555</u></b>	<b><u>1,985,969,755</u></b>	<b><u>14,893,427,941</u></b>	<b><u>1,489,342,794</u></b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Changes for the year 2022

During the year 2021, the Company received an advance payment from the capital increase for Baht 494.16 million . 1,489,342,794.10 Baht to 1,985,790,392.20 Baht with the Department of Business Development on January 6, 2022.

On January 6, 2022, the company received an advance payment from the capital increase of Baht 2.29 million and registered with the Department of Business Development. then on the same day

On July 18, 2022, 1.79 million rights of TWZ-W6 were exercised. The company received money in the amount of Baht 0.18 million and registered the capital increase with the Department of Business Development on July 26. 2022

Changes for the year 2021

On December 3, 2021, the company made changes to the Department of Business Development. To increase the registered capital of 14,878,951,962 shares at a par value of 0.10 Baht per share.

On December 2, 2021, the company made changes to the Department of Business Development. Decreasing the registered capital of 1,617,720,809 shares at a par value of 0.10 Baht per share.

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 dated February 25, 2021, specify.

- The company reduced its registered capital to 6,535,557,570 shares with a par value of 0.10 Baht per share and amendment of the letter Memorandum No. 4 with the Department of Business Development on March 10, 2021
- The company increased its registered capital to 6,604,459,500 shares with a par value of 0.10 Baht per share and amendment of the letter Memorandum No. 4 with the Department of Business Development on March 11, 2021
- Approved the allocation of newly issued ordinary shares in the amount not exceeding 6,604,459,500 at the par value of 0.10 Baht per share to the existing shareholder's number of shares that can be sold 4,986,738,691 shares at a par value of 0.10 Baht per share. The company made changes to the Department of Business Development on April 22, 2021.



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**29.2. Warrants**

On February 7, 2022, the Company issued warrants to purchase ordinary shares as follows:

The Company has warrants to purchase ordinary shares. to be offered to the existing shareholders of the Company with details as follows:

Warrant Name	:	TWZ-W6
Secondary Market	:	SET
Trading start date	:	February 7, 2022
Number of warrants listed as listed securities	:	4,964,475,981
Number of exercised warrants	:	1,793,633
Number of remaining warrants	:	4,962,682,348
Exercise ratio (Warrant : new ordinary shares)	:	1 : 1
Exercise price (Baht per share)	:	0.10
Warrant Term	:	2 years from the date of issuance
and offering (January 19, 2022)		
Warrant price (Baht per unit)	:	0.00
The first exercise date	:	July 18, 2022
The last exercise date	:	January 18, 2024

As at December 31, 2022, the Company has unexercised warrants to purchase ordinary shares of 4,964,475,981 units.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

The Company has warrants to purchase ordinary shares. to be offered to the existing shareholders of the Company with details as follows:

Warrant Name	:	TWZ-W7
Secondary Market	:	SET
Trading start date	:	February 7, 2022
Number of warrants listed as listed securities	:	2,088,760,000
Number of exercised warrants	:	-
Number of remaining warrants	:	2,088,760,000
Exercise ratio (Warrant : new ordinary shares)	:	1 : 1
Exercise price (Baht per share)	:	0.10
Warrant Term	:	2 years from the date of issuance and offering (January 19, 2022)
Warrant price (Baht per unit)	:	0.00
The first exercise date	:	July 18, 2022
The last exercise date	:	January 18, 2024

As at December 31, 2022, the Company has unexercised warrants to purchase ordinary shares of 2,088,760,000 units.

### 30.Dividend

According to the resolutions of the 2021 Annual General Meeting of Shareholders held on April 30, 2021, there was a resolution to approve the omission of dividend payment for the year 2020.

### 31.Legal reserve

According to the Public Company Limited Act. The Company must allocate a portion of its annual net profit as a legal reserve of not less than 5 percent of the annual net profit after deducting the deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. Consequently, legal reserve can not be used to pay dividends.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 32. Other income

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	For the year ended December 31,			
	2022	2021	2022	2021
Sales promotion income	8,930,646	9,605,628	2,677,968	2,476,990
Interest income from financial lease	5,478,495	5,651,798	3,792,195	3,910,523
Interest income	2,196,221	1,772,188	15,765,753	14,818,647
Gain from transfer assets	404,120	-	-	-
Other income	11,253,531	12,508,672	6,765,102	14,620,711
<b>Total</b>	<b>28,263,013</b>	<b>29,538,286</b>	<b>29,001,018</b>	<b>35,826,871</b>

## 33. Expenses by nature

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	For the year ended December 31,			
	2022	2021	2022	2021
Change in inventories	(25,375,756)	(258,852,358)	(25,525,221)	(255,646,514)
Loss from diminution in value of inventory (reversal)	6,797,275	(9,467,429)	6,869,552	(9,397,469)
Purchases of goods	3,099,987,376	3,334,089,536	3,061,969,874	2,890,366,837
Employee expense	116,721,298	120,701,191	91,263,547	96,329,117
Depreciation - Property, plant and equipment	14,537,323	12,466,244	10,314,927	11,328,769
Depreciation - Right of use assets	19,986,803	12,779,204	21,100,385	13,268,417
Amortization Leasehold Land	1,216,308	1,649,147	561,886	485,926
Amortization other intangible assets	1,645,933	1,659,037	1,645,933	1,656,187
Rental and service	18,225,046	22,075,006	16,681,298	22,474,633
Consultant fee	3,772,772	4,282,897	1,485,874	1,010,000

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 34. Provident fund

The Group and the Company established a contributory registered provident fund covering all permanent employees in accordance with the Provident Fund Act A.D. 1987.

Under the provident fund plan, employees and Company's contributions are equivalent pay to certain percentages of employees' basic salaries. The employees are entitled to the Company's contributions in accordance with the rules and regulations of the fund and on the length of service with the Company. The Company appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Provident Fund Act. A.D. 1987.

The Group and the Company have contributed to provident fund for the years ended December 31, 2022 and 2021 were as follows:

	(Unit : Baht)			
	Consolidated financial		Separate financial statements	
	For the year ended December 31,			
	2022	2021	2022	2021
Contributed to provident fund	581,016	661,946	478,822	567,692

## 35. Finance cost

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	For the year ended December 31,			
	2022	2021	2022	2021
Bank charge	6,958,584	7,154,492	3,378,837	3,473,962
Fee form other loan	3,393,153	6,350,185	3,393,152	6,350,185
Interest expense	80,346,816	110,436,067	81,194,283	111,214,403
<b>Total</b>	<b>90,698,553</b>	<b>123,940,744</b>	<b>87,966,272</b>	<b>121,038,550</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 36. Income tax expense

Corporate income tax was calculated on profit before income tax for the year, using the estimated effective tax rate for the year as follows :

(Unit : Baht)

	Consolidated financial		Separate financial statements	
	statements			
	For the year ended December 31,			
	2022	2021	2022	2021
<b>Current income tax:</b>				
Corporate income tax	14,205,484	8,234,257	12,550,930	6,709,121
<b>Deferred income tax:</b>				
Deferred income tax on the occurrence of temporary differences and reversal of temporary differences	(1,740,630)	1,700,793	(2,861,883)	2,597,788
The income tax expense shown in the statement of comprehensive income continues	-	-	-	-
The income tax expense shown in the statement of comprehensive income is canceled.	-	-	-	-
<b>Income tax expense is shown in the statement of comprehensive income</b>	<b>12,464,854</b>	<b>9,935,050</b>	<b>9,689,047</b>	<b>9,306,909</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the year ended December 31, as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended December 31,			
	2022	2021	2022	2021
Accounting profit (loss) before corporate income tax	45,253,412	12,659,673	38,086,203	36,187,491
<u>Add</u> Accounting loss of some subsidiaries	16,962,431	38,405,622	-	-
Expenses or income that are not tax deductible	8,811,579	(9,894,011)	24,668,446	(2,641,886)
Accounting profit (loss) before corporate income tax - net	71,027,422	41,171,284	62,754,649	33,545,605
Corporate income tax rate	20%	20%	20%	20%
<b>Corporate income tax</b>	<b>14,205,484</b>	<b>8,234,257</b>	<b>12,550,930</b>	<b>6,709,121</b>

As at December 31, 2022, and 2021, the Group has accumulated tax losses. which has not yet been recognized as deferred tax assets in the amount of Baht 76.43 million and Baht 100.99 million, respectively, and the Group has not recognized such loss as deferred tax assets. Because the management of the group of companies assessed that The future performance of the Group is subject to risks affecting the economy. Therefore, it may not be able to estimate the exact operating results. Consequently, the Group recognizes deferred tax assets arising from tax losses that can be utilized. when there is an actual tax liability

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 37. Earning (loss) per share

(Unit : Baht : Shares)

	Consolidated financial statements		Separate financial statements	
	For the year ended December 31,			
	2022	2021	2022	2021
<b>Basic earnings (loss) per share</b>				
Net profit (loss) from continuing operations	26,036,025	38,951,214	28,397,156	26,880,582
Net profit from discontinued operations	(50,380)	(126,675)	-	-
Net profit attributable to owners of the parent company	<u>25,985,645</u>	<u>38,824,539</u>	<u>28,397,156</u>	<u>26,880,582</u>
Number of ordinary shares at the beginning of the year	14,893,427,941	9,906,689,250	14,893,427,941	9,906,689,250
Ordinary shares issued during the year under the weighted average method.	<u>4,897,250,797</u>	<u>3,470,223,637</u>	<u>4,897,250,797</u>	<u>3,470,223,637</u>
Issued ordinary shares under the weighted average method	<u>19,790,678,738</u>	<u>13,376,912,887</u>	<u>19,790,678,738</u>	<u>13,376,912,887</u>
<b>Basic earnings (loss) per share attributable to the parent company</b>	<b>0.0013</b>	<b>0.0029</b>	<b>0.0014</b>	<b>0.0020</b>
<b>Basic earnings (loss) per share for continuing operations</b>	<b>0.0013</b>	<b>0.0029</b>	<b>0.0014</b>	<b>0.0020</b>

Diluted earnings (loss) per share are calculated by dividing profit (loss) for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year, adjusted by the number of diluted equivalent ordinary shares assuming conversion of dilutive potential ordinary shares are all ordinary shares. The Company has the equivalent of dilutive ordinary shares which are warrants to buy common stock. The Company calculates the number of diluted equivalent shares based on their fair value which is based on the monetary value of the share option price that comes with the warrants. (Determined from the weighted average price of the Company's ordinary shares during the year) This calculation is made to determine the number of ordinary shares to be added to the ordinary shares held by third parties to calculate the diluted earnings (loss) per share. without any net profit adjustment

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

For the year ended December 31, 2022, there was no calculation of diluted earnings (loss) per share. Because the market price of ordinary shares is lower than the exercise price of warrants and the conversion date of bonds has not yet been reached. The conversion date is December 21, 2023.

**38. Segment financial information**

Segment information is presented in respect of the Company's business segment. The primary format, business segments is based on the Company's management and internal reporting structure.

Segment assets and revenues include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Business segments

The Group offers 7 main business segments namely the communication equipment trading segment, real estate development segment, investment property segment, electric vehicle segment, cannabis segment, generating and selling electricity plasma and other and discontinued operations.



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

	Consolidated financial statements							
	For the year ended December 31, 2022							
	Communication equipment trading	Real estate development	Investment property	Electric vehicles	Cannabis	Generating and selling electricity plasma and Other	Discontinued operations	Total
<b>Recognize Revenues</b>								
Point in Time	3,254,173,020	-	-	4,672,897	1,028,500	-	-	3,259,874,417
Over Time	114,090,076	4,567,395	10,874,750	9,250,789	-	-	-	138,783,110
Total Revenues	3,368,263,196	4,567,395	10,874,750	13,923,686	1,028,500	-	-	3,398,657,527
Domestic Revenues	3,368,263,196	4,567,395	10,874,750	13,923,686	1,028,500	-	-	3,398,657,527
Other income	13,010,093	7,333,728	-	243,812	629	35	-	20,588,297
Interest income	1,930,227	5,502,364	-	199,881	41,575	669	-	7,674,716
Finance costs	(86,002,164)	(3,592,402)	-	(11,888)	-	(1,092,099)	-	(90,698,553)
Depreciation and amortization	(32,417,182)	(726,601)	-	(4,055,573)	(19,109)	(167,902)	-	(37,386,367)
Profit (loss) from segment	45,880,425	4,663,284	6,695,463	(9,035,486)	(1,171,435)	(10,238,534)	(50,380)	36,743,337
Income (Expense) tax	(11,251,521)	(1,896,283)	769,440	(1,081)	-	(85,409)	-	(12,464,854)
Book value of total assets used in segment	4,739,775,200	354,826,866	122,000,000	157,695,455	1,642,296	721,982,483	-	6,097,922,300

Information about main client

For the year ended December 31, 2022, the Group has revenue from 5 customers who are communication equipment trading segment, representing 69.94% of the Group's total revenue.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

(Unit : Baht)

## Consolidated financial statements

For the year ended December 31, 2021

	Communication equipment trading	Real estate development	Investment property	Electric vehicles	Cannabis	Generating and selling electricity plasma and Other	Discontinued operations	Total
<b>Recognize Revenues</b>								
Point in Time	2,951,659,654	-	-	-	131,402	300,000	-	2,952,091,056
Over Time	99,367,761	160,646,976	11,484,530	69,718,185	-	-	-	341,217,452
Total Revenues	3,051,027,415	160,646,976	11,484,530	69,718,185	131,402	300,000	-	3,293,308,508
Domestic Revenues	3,051,027,415	160,646,976	11,484,530	69,718,185	131,402	300,000	-	3,293,308,508
Other income	20,575,409	1,417,726	-	121,164	-	1	-	22,114,300
Interest income	1,444,947	5,676,852	-	301,246	323	618	-	7,423,986
Finance costs	(113,924,382)	(8,924,263)	-	-	-	(1,092,099)	-	(123,940,744)
Depreciation and amortization	(25,921,768)	(1,245,508)	-	(1,218,004)	-	(168,352)	-	(28,553,632)
Profit (loss) from segment	67,102,069	(24,728,347)	8,003,208	(1,966,347)	(541,004)	(1,980,997)	(126,675)	45,761,907
Income (Expense) tax	(14,812,520)	5,201,284	(244,329)	5,818	-	(85,303)	-	(9,935,050)
Book value of total assets used in segment	5,122,622,432	404,763,089	108,263,000	137,709,442	1,071,884	722,518,279	1,000,000	6,497,948,126

Information about main client

For the year ended December 31, 2021, the Group has revenue from 4 customers who are communication equipment trading segment, representing 62% of the Group's total revenue.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

## 39. Obligations commitment and contingent liabilities

Obligations commitment and contingent liabilities are as follows:

## 39.1. Credit facility and Contingent Liabilities

	Consolidated financial statements		Separate financial statements	
	As at	As at	As at	As at
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Credit facility for letter of guarantee				
Credit facility (million Baht)	71.85	71.85	60.00	60.00
Used credit facility (million Baht)	52.80	55.43	40.95	43.58
<b>Balance of credit facility (million Baht)</b>	<b>19.05</b>	<b>16.42</b>	<b>19.05</b>	<b>16.42</b>
Credit facility for overdraft				
Credit facility (million Baht)	50.00	60.00	50.00	50.00
Used credit facility (million Baht)	32.82	11.38	32.82	8.53
<b>Balance of credit facility (million Baht)</b>	<b>17.18</b>	<b>48.62</b>	<b>17.18</b>	<b>41.47</b>
Credit facility for letter of credit trust receipt and promissory note				
Credit facility (million Baht)	1,665	1,815.00	1,665	1,815.00
Used credit facility (million Baht)	1,132	1,103.31	1,132	1,103.31
<b>Balance of credit facility (million Baht)</b>	<b>533</b>	<b>711.69</b>	<b>533</b>	<b>711.69</b>
Credit facility for factoring				
Credit facility (million Baht)	-	300.00	-	300.00
Used credit facility (million Baht)	-	-	-	-
<b>Balance of credit facility (million Baht)</b>	<b>-</b>	<b>300.00</b>	<b>-</b>	<b>300.00</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Credit facility for foreign exchange forward contract				
Credit facility (million Baht)	265.00	265.00	265.00	265.00
Used credit facility (million Baht)	-	-	-	-
<b>Balance of credit facility (million Baht)</b>	<b>265.00</b>	<b>265.00</b>	<b>265.00</b>	<b>265.00</b>
Credit facility (million USD)	21.67	21.67	21.67	21.67
Used credit facility (million USD)	-	-	-	-
<b>Balance of credit facility (million USD)</b>	<b>21.67</b>	<b>21.67</b>	<b>21.67</b>	<b>21.67</b>
Credit facility for Loan				
Credit facility (million Baht)	50.00	50.00	50.00	50.00
Used credit facility (million Baht)	8.87	39.12	8.87	39.12
<b>Balance of credit facility (million Baht)</b>	<b>41.13</b>	<b>10.88</b>	<b>41.13</b>	<b>10.88</b>
Credit card loan limit				
Credit facility (million Baht)	1.40	1.40	1.40	1.40
Used credit facility (million Baht)	0.04	0.07	0.04	0.07
<b>Balance of credit facility (million Baht)</b>	<b>1.36</b>	<b>1.33</b>	<b>1.36</b>	<b>1.33</b>

As at December 31, 2022 and 2021, the Group has pledged securities to secure credit facilities of the Group and the Company (Note 10.3)

A partial of leasehold rights are used as collateral for credit facilities (Note 17.2).

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**39.2.Obligations as long-term lease agreement**Parent company

As at December 31, 2022 the Company entered into 14 service agreements, with terms ranging from 1 year to 3 years and short-term lease contracts of 6 contracts with a period of 1 year.

As at December 31, 2021 the Company entered into 17 service agreements, with terms ranging from 1 year to 25 years and short-term lease contracts of 6 contracts with a period of 1 year.

Subsidiary company

As at December 31, 2022 the Subsidiary entered into 4 service agreements, with terms ranging from 1 year to 5 years and short-term lease contracts of 2 contracts with a period of 1 year.

As at December 31, 2021 the Subsidiary entered into 4 service agreements, with terms ranging from 1 year to 5 years and short-term lease contracts of 2 contracts with a period of 1 year.

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
Less than 1 year	10,796,692	11,045,654	9,220,511	9,796,989
More than 1 year but less than 5 years	3,802,793	4,176,964	2,427,793	2,285,142
<b>Total</b>	<b>14,599,485</b>	<b>15,222,618</b>	<b>11,648,304</b>	<b>12,082,131</b>

**39.3.Obligations about capital expenditure**

As at December 31, 2022, the subsidiary had capital expenditures related to power plant construction contracts amounting to Baht 11.96 million (2021: Baht 11.96 million), waste separation plant construction contracts amounting to Baht 40.20 million (2021: Baht 40.20 million), machinery purchase agreements. and installation in the power plant for Euro 12.98 million (2021: Euro 12.98 million) and a contract to install machinery in the waste separation plant for Baht 120 million (2021: Baht 120 million).

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**40. Financial instrument****40.1. Financial risk management policies**

The Group and the Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group and the Company does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Group. The Group and the Company have a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the risk management process of the Group and the Company to ensure that an appropriate balance between risk and control is achieved.

**40.2. Capital management**

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of directors has supervised the return on investment, which the Group and the Company consider from the ratio of return from operating activities to total owner's equity which does not include non-controlling interests. It also supervised the level of dividend payments to ordinary shareholders.

**40.3. Credit risk**

Credit risk means the risk that the party of the one part will be unable to execute according to commitments, which is specified with financial instruments, and it makes the party of other part damage in term of finance.

The Group and the Company has the credit risk related to account receivable which the company has several and various customers. However, The Company has a comprehensive credit policy which required guarantee for large loans, thus the Group and the Company expects no significant damage from collecting debt of such account receivable. The Group and the Company also estimate the allowance for doubtful accounts based on the management appraisal regarding the account receivables debt service ability in the past which the management believes it is sufficient.

TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

40.4. Interest rate risk

Interest rate risk means the risk that the value of financial instruments will change because the changes of interest rate. The Company is exposed to interest rate risk relating primarily to its deposits, short-term loans and loans from financial institutions. So, the Company is exposed to the risk of the fluctuation in the future market rate.

Significant financial assets and liabilities as at December 31, 2022 and 2021 classified by type of interest rates are summarised in the table below:

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Consolidated financial statements

(Unit : Million Baht)

	The interest rate changes according to the market.		Fixed interest rate		Non-interest rate		Total		Interest rate per year 2022	Interest rate per year 2021
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021		
	<b>Financial Assets</b>									
Cash and cash equivalents	81.44	101.48	-	-	274.95	810.82	356.40	912.30	0.05-0.25	0.05-0.25
Trade and other current receivables	-	-	-	-	1,925.81	1,733.35	1,925.81	1,733.35	-	-
Short-term loans	-	-	-	5.00	-	-	-	5.00	-	6.00
Long-term loans	-	-	20.00	20.00	-	-	20.00	20.00	5.00	5.00
Other current financial assets	6.48	6.31	351.07	351.03	2.72	10.04	360.27	367.38	0.15-7.71	0.15-7.71
Other non-current financial assets	63.63	65.92	5.45	7.11	-	-	69.08	73.02	0.04-7.71	0.05-7.71
<b>Financial liabilities</b>										
Bank overdrafts and short-term loans form financial institutions	32.82	11.47	1,127.61	1,077.88	-	-	1,160.43	1,089.35	2.10-7.90	1.81-7.50
Trade accounts and other current payables	-	-	-	-	282.06	325.48	282.06	325.48	-	-
Short-term loans - related parties	-	-	69.51	69.51	-	-	69.51	69.51	1.50	1.50
Short-term loans - unrelated parties	-	-	0.41	0.41	-	-	0.41	0.41	12.00	12.00
Current portion of long-term liabilities	-	-	10.54	434.65	-	-	10.54	434.64	5.97-6.25	5.75-7.00
Long-term Loans	-	-	8.32	23.90	-	-	8.32	23.90	5.97-6.25	2.00-5.75
Bonds	-	-	-	419.43	-	-	-	419.43	7.00	7.00
Perpetual Bonds	-	-	202.99	199.38	-	-	202.99	199.38	6.25	6.25
Current portion of lease liabilities	-	-	20.44	19.87	-	-	20.44	19.87	4.25-6.00	4.25-6.00
Lease liabilities	-	-	13.56	25.09	-	-	13.56	25.09	4.25-6.00	4.25-6.00



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

Consolidated financial statements

(Unit : Million Baht)

	The interest rate changes according to the market.		Fixed interest rate		Non-interest rate		Total		Interest rate per year 2022	Interest rate per year 2021
	As at	As at	As at	As at	As at	As at	As at	As at		
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021		
<b>Financial liabilities (continued)</b>										
Movable properties under financial lease	-	-	1.89	2.73	-	-	1.89	2.73	0.45-0.46	0.45-0.46
Real estate under financial lease	-	-	4.69	3.40	-	-	4.69	3.40	7.25	7.25
Movable properties under financial lease	-	-	0.49	2.99	-	-	0.49	2.99	0.45-0.46	0.45-0.46
Real estate under financial lease	-	-	89.51	93.84	-	-	89.51	93.84	7.25	7.25

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**40.5. Foreign exchange risk**

The Group and the Company has exposure to foreign exchange rate risk because the Group and the Company has assets and liabilities dominated in foreign currencies.

As at December 31, 2022 and 2021 the Group and the Company has financial assets and financial liabilities denominated in foreign currencies are as follow:

	Consolidated financial statements		Separate financial statements	
	As at December 31, 2022	As at December 31, 2021	As at December 31, 2022	As at December 31, 2021
<b>Financial liabilities</b>				
Accounts payable (USD)	-	199,000	-	199,000
Accounts payable (CNY)	37,450	-	37,450	-
Trust receipts (USD)	-	860,100	-	860,100
<b>Obligation</b>				
Letter of credit (USD)	141,000	761,000	141,000	761,000

**40.6. Fair value**

The fair values of the following financial assets and financial liabilities approximate their carrying values.

- Financial assets and financial liabilities with short-term maturity are cash and cash equivalents, Trade and other current receivables, Bank deposits with restrictions on use, Overdrafts from financial institutions, Trade accounts and other current payables short-term loan the fair value is estimated based on the book value shown in the statement of financial position.
- Lease liabilities, long-term bonds and long-term loans that pay interest at rates close to market interest rates. The fair value is estimated based on the book value shown in the statement of financial position.

The book value of financial assets and financial liabilities above are measured by the amortized cost method.

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 2022

**41. Subsequent Event**

The Executive Board Meeting No. 1/2023 held on January 26, 2023, resolved to approve the use of a loan under a long-term credit agreement (SME-Long Term) for Baht 26 million for 3 years without collateral. To be used as working capital in the company.

**42. Reclassification**

Certain accounts in the financial statements for the year ended December 31, 2021, have been reclassified to conform to the current year's classification. This does not affect net profit or shareholders' equity.

(Unit : Million Baht)

Accounts	Consolidated financial statements	Separate financial statements of the company		
			Original Presentation	New Presentation
Promotional income	119.53	119.53	Sales revenue	Cost of sales
Promotional income	3.51	3.51	Sales support income	Cost of sales
Land awaiting development	23.63	-	Other non-current assets	Inventories
Real estate development projects for sale	267.36	-	Other current assets	Inventories

**43. Approval of the financial statements**

These financial statements have been approved by the Company's Board of Director on February 24, 2023.

# Directors and Management Team



## Mr. Phongcharn Samphaongern

**Position** Acting Chairman Independent Director and Chairman of Audit Committee

**Shareholding** None

**Education** Master of Public Administration Program - National Institute of Development Administration

**Program** None

### Working Experience

19 Sep 2022 – Present Acting Chairman of TWZ Corporation Plc.  
 14 May 2021 – Present Independent Director and Chairman of Audit Committee of TWZ Corporation Plc.  
 2021 – 13 May 2021 Independent Director and Member of Audit Committee of TWZ Corporation Plc.  
 2019 - 2019 Acting Managing Director of Small and Medium Enterprise Development Bank Of Thailand  
 2017 - 2019 Deputy Managing Director of Small and Medium Enterprise Development Bank Of Thailand  
 2013 - 2017 Assistant Managing Director (Credit Analysis) of Small and Medium Enterprise Development Bank Of Thailand  
 2011 - 2013 Assistant Managing Director (Supervise credit) of Small and Medium Enterprise Development Bank Of Thailand  
 2010 - 2010 Senior Vice President of Small And Medium Enterprise Development Bank Of Thailand

**Illegal Record in the past 10 years** None



## Mr. Puttachat Rungkasiri

**Position** Director Executive Chairman and Managing Director

**Shareholding** 8.79%

**Education** Bachelor of Accounting and Commerce, Chulalongkorn University

**Program** Director Accreditation Program (DAP) Class 41/2005  
 Thai Institute of Directors Association (IOD)

### Working Experience

19 SEP 2022 - Present Director of CBD Corporation Co., Ltd.  
 19 SEP 2022 - Present Director of TZ Trading Co., Ltd.  
 19 SEP 2022 - Present Director of Electra Motive Co., Ltd.  
 19 SEP 2022 - Present Director of GEAR 2 Corporation Co., Ltd.  
 19 SEP 2022 - Present Director of Skywell (Thailand) Co., Ltd.  
 19 SEP 2022 - Present Executive Chairman and Managing Director of TWZ Corporation Plc.  
 2013 - 18 SEP 2022 Chairman of TWZ Corporation Plc.  
 2013 - Present Director of Piyachat Co., Ltd.  
 2016 - 2019 Director of Gear Corporation Co., Ltd.  
 2016 - 2018 Director of Mastech Tool and Service Co., Ltd.

**Illegal Record in the past 10 years** None



## Assistant Professor Dr. Tippakorn Rungkasiri

<b>Position</b>	Director
<b>Shareholding</b>	None
<b>Education</b>	Doctor of Education in Educational Technology, Kasetsart University Master of Arts in International Management, SOAS, University of London Master of Business Administration, Chulalongkorn University
<b>Program</b>	Director Certification Program (DCP) Class 63/2005 Director Accreditation Program (DAP) Class 39/2005 and Anti-Corruption: The Practical Guide Program (ACPG) Class 21/2015 Thai Institute of Directors Association (IOD)
<b>Working Experience</b>	
2014 - 2015	Executive Board, MSc and Ph.D.in Technopreneurship and Innovation Management Program (Interdisciplinary), Graduate School, Chulalongkorn University
2013 - Present	Director of Piyachat Co., Ltd.
2005 - Present	Director of TWZ Corporation Plc.
2003 - 2015	Assistant Professor of Marketing, Faculty of Commerce and Accountancy, Chulalongkorn University

**Illegal Record in the past 10 years** None



## Miss Kaikae Cherdvisavapan

<b>Position</b>	Director
<b>Shareholding</b>	None
<b>Education</b>	M.B.A., University of Dallas, USA
<b>Program</b>	Director Accreditation Program (DAP) Class 43/2005 Thai Institute of Directors Association (IOD)
<b>Working Experience</b>	
2013-Present	Director of Piyachat Co., Ltd.
2013-Present	Director of Nature Heritages Co., Ltd.
2005-Present	Director of TWZ Corporation Plc.
1994-Present	Director of Southern Palm Oil Industry (1993) Co., Ltd.

**Illegal Record in the past 10 years** None



## Mr. Pat Lapanun

<b>Position</b>	Director
<b>Shareholding</b>	None
<b>Education</b>	M.B.A. (Finance), National Institute of Development Administration (NIDA) Bachelor of Engineering (Computer) King Mongkut's Institute of Technology Army Officer Ladkrabang
<b>Program</b>	None

### Working Experience

2021 - Present	Director of TWZ Corporation Plc.
2005 - Present	Executive Director of Nakhon Ratchasima Co., Ltd. Honda Automobile
1995 - Present	Manager of Ratchasima Yang Reclaim Co., Ltd.
1995 - Present	Manager of Muang Ngam Rubber Co., Ltd.
1995 - Present	Business consultant for Muang Ngam Group Tire casting business and old car tire processing business

**Illegal Record in the past 10 years**    None



## Mr. Bundal Udol

<b>Position</b>	Independent Director and Member of Audit Committee
<b>Shareholding</b>	None
<b>Education</b>	Bachelor of Engineering (Mechanical Engineering), Kasetsart University
<b>Program</b>	Director Accreditation Program (DAP) Class 41/2005 Thai Institute of Directors Association (IOD)

### Working Experience

2019 - Present	Independent Director and Member of Audit Committee of TWZ Corporation Plc.
2013 - Present	Independent Director of TWZ Corporation Plc.
2005 - 2008	Director and Member of Executive Committee, TWZ Corporation Plc.
1991 - Present	Captain, Thai Airways International Plc.

**Illegal Record in the past 10 years**    None





## Mr. Montree Kailerdsin

<b>Position</b>	Independent Director and Member of Audit Committee
<b>Shareholding</b>	None
<b>Education</b>	Master of Public Administration Program - National Institute of Development Administration
<b>Program</b>	None
<b>Working Experience</b>	
2021 – Present	Independent Director and Member of Audit Committee of TWZ Corporation Plc.
2013 – 2017	Chairman of the Internal Audit Committee Union Thai Honda Cooperative
2013 – 2017	Certified Public Accountant (CPA)
2012 – 2020	Tax Auditor (TA)
2007 – 2013	Member of the Internal Audit Committee Union Thai Honda Cooperative
<b>Illegal Record in the past 10 years</b>	<b>None</b>



## Miss Naline Pratubsorn

<b>Position</b>	Vice President – Human Resource Department and Company Secretary
<b>Shareholding</b>	None
<b>Education</b>	Master of Science (Industrial Psychology) Kasetsart University
<b>Program</b>	Director Accreditation Program (DAP) Class 97/2012 Company Secretary Program (CSP) Thai Institute of Directors Association (IOD)
<b>Working Experience</b>	
10 Feb 2022 - 9 Feb 2022	Director of Zenith Co.Ltd.
25 Feb 2022 - Present	Director of CBD Corporation Co.,Ltd.
2022 - Present	Director of Siam medical cannabis Co.,Ltd.
2021 - Present	Director of Electra Motive Co., Ltd.
2020 - Present	Director of Piyachat Co., Ltd.
2020 - Present	Director of Gear 2 Co., Ltd.
2020 - Present	Director of Mitra Corporation Co., Ltd.
2020 - Present	Director of PG & C 5714 Co.,Ltd.
2020 - Present	Director of Tang Corporation Co.Ltd.
2020 - Present	Director of K.B.M. Construction Co.Ltd.
2018 - Present	Director of TZ Trading Co., Ltd.
2014 - Present	Company Secretary of TWZ Corporation Plc
2012 - Present	Vice President – Human Resource Department of TWZ Corporation Plc.
<b>Illegal Record in the past 10 years</b>	<b>None</b>



## Ms.Chen Yan

<b>Position</b>	Vice President - Business Development Department (Telecom)
<b>Shareholding</b>	None
<b>Education</b>	Bachelor of International Business English, China ZhengZhou University
<b>Program</b>	None

### Working Experience

1 Oct 2022 - Present	Vice President - Business Development Department (Telecom) of TWZ Corporation Plc.
May 2022 - Oct 2022	General Manager of TWZ Corporation Plc.
2014 - 2022	Senior Product Manager M4 of TWZ Corporation Plc.
Oct 2010 - 2013	International Sales and Marketing Manager of TWZ Corporation Plc.
2009 - 2010	Purchase manager of HK vivatel Co.Ltd.
2008 - 2009	GM Assistant of HK Blueberry Technology Co., Ltd.

**Illegal Record in the past 10 years**    None



## Mr. Thanawat Kraisriwatthana

<b>Position</b>	Vice President - Sales Department
<b>Shareholding</b>	None
<b>Education</b>	Bachelor of Business Administration , University of the Thai Chamber Commerce
<b>Program</b>	None

### Working Experience

1 Oct 2022 - Present	Vice President - Sales Department of TWZ Corporation Plc.
2014 - 2022	Retail Manager of TWZ Corporation Plc.
2007 - 2013	Area Manager of TWZ Corporation Plc.

**Illegal Record in the past 10 years**    None





## Miss Ponpun Rungroj

**Position** Assistant Vice President – Accounting and Finance Department  
and Acting Vice President – Accounting and Finance Department

**Shareholding** None

**Education** Bachelor of Business Administration  
Accounting Rajamangala University Of  
Technology Phranakhon

**Program** None

### Working Experience

27 Sep 2021 - Present	Assistant Vice President –Finance Department Acting Vice President – Finance Department of TWZ Corporation Plc.
2021 - Present	Assistant Vice President – Accounting Department Acting Vice President – Accounting Department of TWZ Corporation Plc.
2018 - 2021	Manager – Accounting Department of TWZ Corporation Plc.
2016 - 2018	Office Manager – Accounting Department of TWZ Corporation Plc.
2007 - 2016	Chief – Accounting Department of TWZ Corporation Plc.

**Illegal Record in the past 10 years** None



## Mr. Pak Meepan

**Position** Assistant Vice President –Business  
Development Department (Non telecom)  
and Acting Vice President –Business  
Development Department (Non telecom)

**Shareholding** None

**Education** Faculty of Science and Technology,  
SuanSunandha Rajabhat University

**Program** None

### Working Experience

1 Oct 2022 - Present	Assistant Vice President –Business Development Department (Non telecom) of TWZ Corporation Plc.
1 Oct 2022 - Present	Acting Vice President –Business Development Department (Non telecom) of TWZ Corporation Plc.
2019 - 2022	Product Manager of TWZ Corporation Plc.
2011 - 2018	Product Developer TWZ Corporation Plc.
2007 - 2010	Project manager HK vivatel Co., Ltd.

**Illegal Record in the past 10 years** None

## Attachment 2

## Summary of details about directors of the subsidiary As of 31 December 2022

Name	Piyachat Co., Ltd.	TZ Trading Co., Ltd.	Gear 2 Corporation Co.Ltd.	Mitra Corporation Co., Ltd.	Tang Corporation Co.Ltd.	K.B.M. Construction Co.Ltd.	PG & C 5714 Co.,Ltd.	Electra Motive Co., Ltd.	SKYWELL (Thailand) Co., Ltd.	CBD Corporation Co.,Ltd.
1. Mr.Puttachat Rungkasiri	/	/	/					/	/	/
2. Dr.Tippakorn Rungkasiri	/									
3. Miss Kaikae Cherdvisavapan	/									
4. Miss Nalinee Patubsorn	/	/	/	/	/	/	/	/		/
5. Mr.Suthee Luangrattanacharoen				/	/	/	/			
6. Miss Ponpun Rungroj				/	/	/	/			

## Attachment 3

## The Head of Internal Audit

Name-surname/Position	Age (years)	Education	Shareholding (15/03/2023)	Family relationship between executives	Work experience in the past 5 years			
					Period	Position	Company	Business
Mr. Wichayut Wittayasiripaiboon Head of Internal Audit	43	Bachelor of Business Administration (accounting) Ramkhamhaeng University	-	-	2017-Present	Internal Audit Department Manager	TWZ Corporation Plc.	Sell mobile phones and accessories
					2013-2017	Head of Internal Audit Department	TWZ Corporation Plc.	

## Report of Audit Committee

The Audit Committee of TWZ Corporation Public Company Limited as appointed by the Board of Directors is entirely made of three independent members who meet the qualification as prescribed by the Stock Exchange of Thailand namely:

- |                               |                             |
|-------------------------------|-----------------------------|
| 1. Mr. PhongcharnSamphaongern | Chairman of Audit Committee |
| 2. Mr. BandalUdol             | Member of Audit Committee   |
| 3. Mr. MontreeKailerdsin      | Member of Audit Committee   |

In 2022, the Audit Committee held meetings with the management, auditors and the Internal Audit Department under the relevant agenda to supervise the operations according to the duties and responsibilities assigned by the Board of Directors 4 times in total. And represented the minutes of the meeting to the Board of Directors for acknowledgement every time, considering various matters according to the scope of duties and responsibilities, which can summarize the essentials of the performance of duties as follows:

### 1. Financial report

The Audit Committee has reviewed the quarterly financial statements for 2022 and discussed them with the auditor. Then, considered the recommendations on the internal control system, including listening to the clarification from the Chief Financial Officer, which the Audit Committee believes that the Company's financial reports have been appropriately prepared Comply with generally accepted accounting standards and with adequate disclosure of information.

### 2. Internal Control and Risk Management

By focusing on the quality of internal-control accuracy and reliability of financial reports and compliance with regulatory policies and related laws for the company's internal audit, it is independent, sufficient, and effective. The Audit Committee has reviewed the effectiveness of the internal control system at the Entity Level by using the internal-control system sufficiency assessment form of the Securities and Exchange Commission and the COSO internal control framework, which is established by the management. And the Audit Committee has reviewed the results of the audit of critical work systems quarterly and issues with suggestions from the auditors.

### 3. Compliance with applicable laws, regulations, and laws.

The Audit Committee has reviewed the compliance with the law on securities and stock exchange Regulations of the Stock Exchange of Thailand and laws related to the Company's business, including complying with the Company's requirements and obligations to the outsiders. And the Audit Committee found no significant issues in non-compliance with laws, regulations, and obligations that the Company with outsiders.

### 4. Connected Transactions

The Audit Committee reviewed and gave opinions on connected transactions or items that may have conflicts of interest to ensure that the transaction is fair, and it is the most beneficial to the Company and complied with the corporate governance policy by holding transparency and adequate disclosure of information per the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. In 2022, no significant conflicts of interest were found, and the Audit Committee believes that Substantial items have been disclosed. and listed in the financial statements, and the notes to the financial statements are correct and complete.

## 5. Auditor

The Audit Committee considered and selected the Company's auditors, considering that the auditors from Karin Audit Company Limited were independent and specialized in auditing. Which has knowledge skills team competence, and experience in the audit that is beneficial to the business received with the appropriateness of the audit fees and performed well in the past year. Therefore, a proposal to the Board of Directors for consideration and approval from the shareholders' meeting to appoint the auditor of Karin Audit Company Limited is the auditor of the Company and its subsidiaries for the year 2022.

## 6. Internal audit

The Audit Committee has reviewed and approved the annual internal audit plan, which emphasizes proactive prevention audits based on risk and in line with the company's direction and strategy. In addition, the Audit Committee has reviewed independency, strategy direction, the sufficiency of various resources and monitors the performance of the internal audit unit quarterly.

## 7. Performance of the Audit Committee

The Audit Committee has presented a report on the performance of the Audit Committee to the Board of Directors at every meeting. By offering an opinion and providing useful suggestions, the management has taken action to consider the improvements according to the recommendations as appropriate.

In summary, in 2022, the Audit Committee believes that The Audit Committee has performed its duties following the scope of responsibilities assigned to it in its entirety. Using knowledge, competence, prudence and independence, the Audit Committee considered that the Company prepares its financial statements accurately and in all material respects per Thai Financial Reporting Standards. There is sufficient and reliable information disclosure, and making the connected transactions are reasonable and for the best benefit of the Company. And the Company has adequate and effective internal control and risk management systems. In addition, the Company has complied with relevant laws and regulations, including the principles of good corporate governance, without any significant flaws over the years.

On behalf of the Audit Committee



(Mr. Phongcharn Samphaongern)

Chairman of Audit Committee

February 24, 2023



บริษัท ทีดับบลิวแซด คอร์ปอเรชั่น จำกัด (มหาชน)  
TWZ CORPORATION PUBLIC COMPANY LIMITED

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