



ความสุขทุกสิ่ง
เป็นจริงที่
ซิงเกอร์



บริษัท ซิงเกอร์ประเทศไทย จำกัด (มหาชน)
Singer Thailand Public Company Limited



The ceremony to invite and install the Royal Emblem of Phra Krut (Pha) took place

at the head office at the CAT building in Bangrak and the Singer building Jas Khubon Branch.



On Monday, 24 May 2004, Singer Thailand Public Company Limited received the royal favor of the emblem installation (Phra Krut Pha) and on Friday, 30 July 2004, the emblem installation (Phra Krut Pha) was placed on the pedestal at the head office of Singer Thailand Public Company Limited. The management and all employees had pledged *“We, SINGER, shall participate in adhering the royal gratitude by working with honesty and integrity in fulfilling their responsibilities, contributing to society, helping those in need, and developing the organisation to move forward, resulting in the economic development of the nation.”*

In order to bring blessings to the executives committee and employees, the Company organised a ceremony to consecrate the royal emblem of Phra Krut (Pha) again at the head office of the Company, located at the Telecommunications (NT) building in Bangrak and at Singer building Jas Khubon Branch. Mr. Adisak Sukhumvitaya, Chairman of the Board of Directors of the Company, presided over the ceremony, and the management teams of companies under the Jaymart Group, as well as the executives committee and employees of Singer Thailand Public Company Limited and its subsidiaries, participated in this auspicious occasion.

Financial Highlights



Singer Thailand Public Company Limited & Its Subsidiaries
Highlights of the Consolidated Financial Statements (Million Baht)

	2022	2021	2020
Total sales & Interest from installment sales	5,026.70	4,265.38	3,427.16
Total Revenues	5,205.48	4,397.05	3,658.43
Gross Margin	3,580.03	2,843.96	2,115.05
Cost of Sales	1,533.13	1,493.27	1,383.22
Selling and Administrative Expenses	1,666.64	1,429.54	1,472.23
Net Profit (Loss)	941.42	700.59	443.30
Profit attributable to owners of parent	935.28	700.59	443.30
Total Assets	25,894.12	24,200.99	9,247.40
Total Liabilities	7,586.45	9,362.39	6,437.28
Total Shareholder's Equity	18,307.67	14,838.60	2,810.12

Financial Ratio

Net Profit (Loss) Ratio (%)	18.09%	15.93%	12.12%
Return on Equity (%)	5.68%	7.94%	17.20%
Return on Assets (%)	3.76%	4.19%	5.85%
Dividend Pay Out Ratio (%)	49.12%	50.00%	24.60%
Liabilities Per Equities Ratio	41.44	63.09	229.07
Earnings Per Share (Baht)	1.14	1.4	1.09
Dividend Per Share (Baht)	0.56	0.70	0.25
Book value Per Share (Baht)	21.65	18.55	6.80
Total Staff (Persons)	6,717	9,500	9,495.00

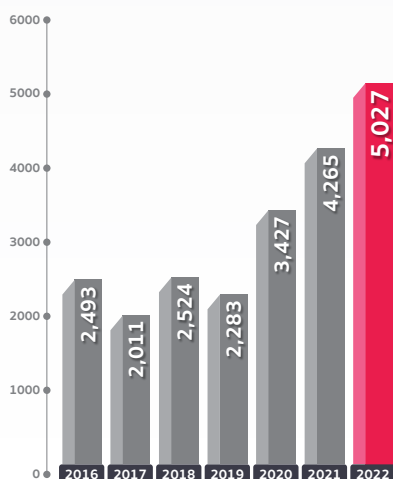
Portfolio Mix (%)

	2022	2021	2020
SINGER HP & Captive	32	43	47
C4C	65	55	52
Other	3	2	1



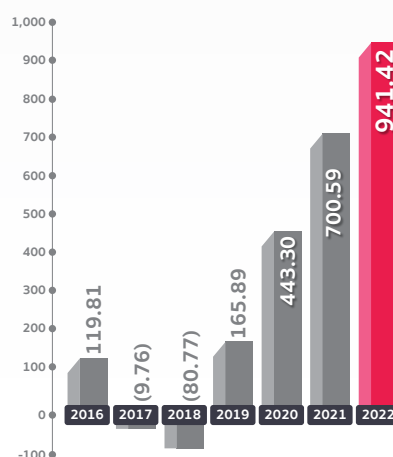
Sales & Interest from installment sales by Year 2016 - 2022

Unit : Million Baht

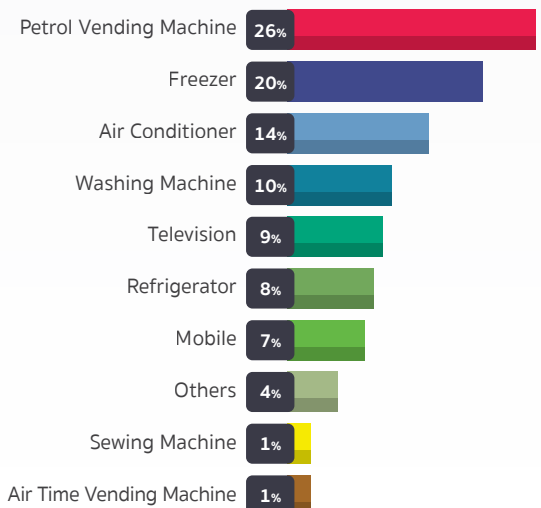


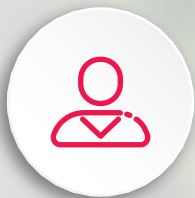
Net Profit / (Loss) by Year 2016 -2022

Unit : Million Baht



Sales by Product Line January - December 2022





Vision

To be the market leader of hire purchase products and consumer finance in the country.



Mission

To improve the quality of life of people by offering high quality products and service at affordable prices.

Values

In order to realize our goal of making Singer Thailand not only a highly profitable company but also one of the best managed Companies in Thailand, there are common values we must share and cherish:



People

We believe in our employees, who are key success factor in our business. Thus, all employees of Singer Thailand must be both happy to work for and feel proud of the Company with good opportunities for career advancement.



Customers

It is our goal and also not unusual for Singer Thailand to have life time customers purchase products from the Company over the years. The Company has built this loyal customer base by providing good quality products, ensuring timely collections and close follow-up of accounts. It is important that this continues in the future and that we maintain constant focus on our customers.



Shareholders

We provide a reasonable return to our shareholders while safeguarding their investment.



Partners

We develop our suppliers to be partners in progress and share our growth with them.



Competitors

We conduct our business by conforming to the ethics of our Country and share the social responsibility of the less fortunate.



Community

We conduct our business by conforming to the ethics of our Country and share the social responsibility of the less fortunate.



Communications

We believe that good and sustained internal communication is critical to all our business activities. However, this communication must be in 'two-way' in order to be effective - from Management to employees but also from employees to the Management.



Leadership

We believe in effective leadership. Being a good manager is not enough, all Executives, Managers and Supervisors should also aim at being great leaders. All great leaders have the following qualities: They listen, they communicate well, and they give credit to others for their successes and take full responsibility for poor results. Great leaders also inspire others and they always learn from their successes as well as their failures.

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Report to the Shareholders



Mr. Adisak Sukumvitaya
Chairman of the Board

Dear: Shareholders

The year 2022 will be another year for the Company to achieve the operating performance, reflecting the Company's strength from a continual business plan. In addition, having a clear and strong capital base resulting from a new capital increase of over ten billion Baht gives the Company enough funds to expand its customer portfolio, including reducing financial costs that positively affect operating results and the Company's profitability. Even in the face of challenging economic conditions resulting from COVID-19, the Company has been able to continuously market by expanding the car registration loan business. Including hiring purchase loans for electrical appliances that have continued to expand.

Overall performance in 2022, the Company had a net profit of 935 million Baht by an increment of 33.4%. Total revenue increased by Baht 808 million or 18.4% mainly due to increase in interest income from hire-purchase and loans contract of Baht 817 million or 54.5% and other income of Baht 46 million. As for the loan portfolio with car registration as collateral, "Car for Cash" has maintained outstanding growth. The sales team was able to expand the portfolio better than expected, focusing on operator customers. The overall bad debt quality (NPL) was at 4.6%

During December 2022, the company invested in common share of Buriram Sugar Public Company Limited in the amounting to Baht 215 million in order to be strategic partner together. This is created an ecosystem in the Group Company. The company has also provided loans to farmers and sell electrical appliances products and provided other services to these farmers and employees of Buriram's sugar mill.

As the end of 2022, SINGER has a total loan portfolio of 14,394 million Baht divided into loan portfolios with car registration as collateral, "Car for Cash" of 9,038 million Baht, and hire purchase loans (Hire purchase) of 5,356 million Baht.

2023 is a very challenging year for the Company's operations. The Board of Directors and Executives recognize that the economic, political, and global economic factors conditions due to the pandemic situation of the Covid-19 virus will affect the Company's performance in the near future. Maintaining the ability to sell, credit portfolio expansion, cost control, and the management of the Company's receivables to a consistently good level is an essential strategy that the Company upholds and accelerates to manage under the current economic conditions. In 2022, the Company has a goal to expand its loan portfolio and set a profit target to grow continuously to execute the "All-Time High" again after receiving capital from investors and having

Mr. Kittipong Kanokvilairat
Chief Executive Officer



partners to strengthen and synergy with JMART Group, BTS Group, and partners, who come to fill the ecosystem, which will support SINGER this year to have products and expand the base to new customers, as well as to have more sales channels through online platforms.

The Company would like to make a commitment to shareholders and related parties that, under the management of the board and executives, they will lead the business of the group of companies to grow steadily in the future to achieve the business goals set. In addition, the employees of the Company expressed their intentions to devote their strength and energy to work together and push to achieve such goals in the end, along with the awareness of social responsibility by supporting and helping the community to be able to stand on a good and sustainable basis with more details that are provided under the topic. "Moving Business for Sustainability" in this report.

On this occasion, Singer Thailand Public Company Limited would like to thank our shareholders, customers and business partners, management, and all employees who participated in supporting the Company's business continues to grow. Furthermore, the Company would like to confirm to everyone that the Company will professionally conduct business and continually develop the organization's ability and social responsibility policy to be a good role model so that people in society have a better quality of life forever.

(Mr. Adisak Sukumvitaya)
Chairman of the Board

(Mr. Kittipong Kanokvilairat)
Chief Executive Officer

Annual Report 2022

(56-1 ONE REPORT)

ความสุขทุกสิ่ง
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PART

1

Business Operation and Operating Results

1. Organizational structure and operation of the group of companies
2. Risk Management
3. Business driving for sustainability
4. Management Discussion and Analysis: MD&A
5. General Information and Other Important Information

1. Organizational structure and operation of the group of companies



1.1 Policies and Overview of the Company's Operations

Singer Thailand Public Company Limited (the ‘Company’) is the distributor of various products under the “Singer” brand, such as: sewing machines and various types of household electrical appliances. Additionally, the Company also distributes appliances and equipments for commercial use, such as: refrigerators, coolers, agricultural tools and equipment, mobile phone airtime vending machines, petrol vending machines, and slush ice machines; as well as acts a distributor of various brands of mobile hone products and accessories. All these product offerings are aimed at meeting, in a comprehensive manner, the various and different needs of its customers that consist of household consumers and small business operators, and that are sold through Company-owned Branch retail sales Outlets as well as through numerous sales agents/representatives of the Company. More than 80% of the total sales are made on a hire-purchase installment basis; whereby the Company offers consumer/end-user financing through SG Capital Co., Ltd., a Subsidiary Company in which the Company has a 74.92% equity shareholding.

1.1.1

Vision	To be the market leader of hire purchase products and consumer finance in the country.
Mission	To improve the quality of life of people by offering high quality products and service at affordable prices.
Values	In order to realize our goal of making Singer Thailand not only a highly profitable company but also one of the best managed Companies in Thailand, there are common values we must share and cherish:
<i>People</i>	We believe in our employees, who are key success factor in our business. Thus, all employees of Singer Thailand must be both happy to work for and feel proud of the Company with good opportunities for career advancement.
<i>Customers</i>	It is our goal and also not unusual for Singer Thailand to have life time customers purchase products from the Company over the years. The Company has built this loyal customer base by providing good quality products, ensuring timely collections and close follow-up of accounts. It is important that this continues in the future and that we maintain constant focus on our customers.
<i>Shareholders</i>	We provide a reasonable return to our shareholders while safeguarding their investment.
<i>Partners</i>	We develop our suppliers to be partners in progress and share our growth with them.
<i>Competitors</i>	เราขอรับ และให้เกียรติ สำหรับความมุ่งมั่นในการสร้างมูลค่าตลาดร่วมกัน
<i>Community</i>	We conduct our business by conforming to the ethics of our Country and share the social responsibility of the less fortunate.
<i>Communications</i>	We believe that good and sustained internal communication is critical to all our business activities. However, this communication must be in ‘two-way’ in order to be effective - from Management to employees but also from employees to the Management.
<i>Leadership</i>	We believe in effective leadership. Being a good manager is not enough, all Executives, Managers and Supervisors should also aim at being great leaders. All great leaders have the following qualities: They listen, they communicate well, and they give credit to others for their successes and take full responsibility for poor results. Great leaders also inspire others and they always learn from their successes as well as their failures.

Business Operating Strategies

The Company has adjusted its strategy and business model from previously being fully focused on the core household consumers and customers segment to being more focused on small business customers, through emphasizing sales of commercial products and appliances that are used for generating revenues for small business operators and entrepreneurs. This is in order to reduce the risks on being solely dependent on the household customers group.

The Company has also turned to targeting and capturing more small retail shop operators (or ‘show huay’) as its customers; whereby these small retailers, totaling several hundreds of thousands throughout Thailand, are located in all the small towns and rural villages throughout the country with as much as a total of 10 - 20 shops in every small town or village. These small retailers are the new target customers for the Company with the aim of facilitating and helping them to raise the overall level of their business activities as well as to achieve their potential competitive capabilities.

1.1.2 Significant changes and developments to the Company

In 1892, Singer Sewing Company of the USA appointed Kim Hua Heng Co., Ltd as the local dealer/distributor for its sewing machines in Thailand. Thereafter, in 1905, the Singer Sewing Company itself establish a branch operation in Thailand, under the name of Singer Sewing Machine Co. Ltd., with the aim of distributing its sewing machines together with accessory products associated with sewing machines that were imported from overseas. The Company also started to introduce the concept of hire-purchase installment sales of its products for the first time in 1925; whereby this service concept became the recognized business model for Singer - both in Thailand and overseas in many Asian countries. From that time onward and for more than 50 years thereafter, the Company sold and distributed only its sewing machines. Then in 1957, the Company began to sell other home electrical appliances, starting with refrigerators. Then, on 24 November, 1969, “Singer Thailand Co., Ltd.” was established and registered under the laws of Thailand to take over the operations of the existing Singer Sewing Machine Co., Ltd. that ceased to operate its business activities, with an initial total registered capital of Baht 60.0 million that was then increased to a total registered capital of Baht 270.0 million; whereby the Singer Thailand Co., Ltd. was then approved to be listed on the Stock Exchange of Thailand (SET) on 4 January, 1994 as a public listed company and changed its name to be “Singer Thailand Public Company Limited”. Currently, the Company has a registered capital of Baht 702 million that is fully paid up with a capital increase of Baht 412,525,208 (as at December 31, 2020)

As such, from the original beginning of its business activities in Thailand and up to the present, the Company has conducted and operated its businesses in an honest manner and with integrity, together with being responsible towards society as a whole, and actively participated in the development of the Thailand’s economy; whereby, 24 May, 2004 was an auspicious day for the Company in that His Majesty the King graciously granted the “Royal Warrant” and associated Royal Garuda Emblem to Singer Thailand Public Company Limited. This is considered to be a great honor and a most auspicious moment in the history of the Company and for all its Staff.

Important milestones for the Company during the past few years are as follows:

Year	Important milestones
2009	<ul style="list-style-type: none"> In 2009, the Company focused on implementing a ‘pre-approval’ credit system through the approval process of its Credit Center Officers, which resulted in a decrease in total sales of approximately more than 20% compared to the previous year. But the Company is committed to continue using this system, in order to achieve an overall improved quality for its hire purchase installment accounts.
2011	<ul style="list-style-type: none"> In 2011, the Company started to significantly expand its business activities into the commercial customers segment, especially those small retail business operators located in key provinces. It resulted in a clearly apparent increase in total sales from this newly targeted customers segment - especially for sales of refrigerators and beverage cooler products, freezers, and online mobile phone airtime vending machines. In 2011, the Company received the “SET Awards 2011” for listed companies” in the “Best Investor Relations Award” category.
2012	<ul style="list-style-type: none"> In 2012, the Company achieved a total sales revenue mix of 60% for household consumers/ customers and 40% for commercial/small business customers, especially with sales of refrigerators/beverage coolers being the leading products followed by washing machines and air conditioners. The Company is still committed to further developing and growing the commercial/small business operators customer segment.

Year	Important milestones
2012	<ul style="list-style-type: none"> • In 2012, on 27 June 2102, the Company established the Singer Leasing (Thailand) Co., Ltd., with a registered and fully paid up capital of Baht 850 million, that received and took over and then operated the consumer finance business and hire-purchase services; whereby all the existing portfolio of hire-purchase customer accounts were transferred from Singer Thailand Pcl. • In 2012, on 7 September, 2012, the Company changed and registered the name of the Singer Industry Co., Ltd. to be Singer Service Plus Co., Ltd., with a registered capital of Baht 5.0 million, so as to operate the core business of providing quality after sales services together with on-site repairs and maintenance services of all brands of electrical appliances and various other products at the consumers' homes. • In 2012, the Company received from the SET the "SET Awards 2012" for listed companies in the "Best Investor Relations Award" category - again for the second consecutive year,
2013	<ul style="list-style-type: none"> • In 2013, at the annual SET Awards event, the Company received from the SET the "Outstanding Investor Relations Award" - yet again for the third consecutive year. • In 2013, on 19 December 2013, Singer Leasing (Thailand) Co., Ltd. increased its registered and paid up capital to Baht 1,450 million, with the Singer Thailand Pcl. having a 99.99% equity shareholding.
2015	<ul style="list-style-type: none"> • In 2015, the majority Shareholder of the Company was Singer (Thailand) BV., a legal entity registered in the Netherlands with an equity Shareholding of 40.0% during the year up to 4 June 2015. Then on 5 June, 2015, Singer (Thailand) BV sold all its shares, with Jaymart Pcl., a legal entity registered in Thailand purchasing 24.99% of the Company's shares; whereby this then resulted in Jaymart Pcl. now becoming the majority Shareholder of the Company. • On 18 December, 2015, Singer (Broker) Co., Ltd. implemented a capital increase; whereby its current total registered and paid up capital is now Baht 4.0 million (with a total of 40,000 ordinary common shares at a par value of Baht 100.00 per share); whereby Singer Thailand Pcl. has a 99.99% equity shareholding. • In 2015, The Company received the "Outstanding Investor Relations Awards" from SET at the annual SET Awards event for the fourth time.
2016	<ul style="list-style-type: none"> • On 25 July, 2016 the Company changed and registered the names of 3 Subsidiary Companies as follows; <ul style="list-style-type: none"> • Singer Leasing (Thailand) Co., Ltd. to be SG Capital Co., Ltd. • Singer Service Plus Co., Ltd. to be SG Service Plus Co., Ltd. • Singer (Broker) Co., Ltd. to be SG Broker Co., Ltd. • In 2016, The Company received the "Outstanding Investor Relations Awards" from SET at the annual SET Awards event for the fifth time.
2017	<ul style="list-style-type: none"> • In 2017, SG Capital Co., Ltd., the subsidiary of Singer, started the new business, Rod Tum Ngern (making money vehicles) in the first quarter by providing credit and financing service to customers, both legal business entities and individual consumers through making use for their vehicle ownership licenses in being pledged as a collateral for personal loans with the Company; whereby vehicles licenses that are accepted as a collateral can be for passenger cars, commercial cars as well as large 6 or 10 wheels trucks.
2019	<ul style="list-style-type: none"> • In 2019, the Board of Directors of the Singer Thailand Pcl. approved a resolution on 27 February 2019, to implement a capital increase of not more than Baht 432 million, through the issue of 432,000,000 new ordinary shares with a par value of Baht 1.00 per share that will be used in a Right Offering to existing Shareholders at the rate of 5 existing shares to 4 new shares at the price of Baht 4.89 per new shares . As such a total of 216,000,000 ordinary shares with a par value of Baht 1.00 per share will be allocated for this Rights Offering, together with another 108,000,000 new ordinary shares

Year	Important milestones
2019	<p>for supporting the redemption of the previous issue of Singer WARRANT -1 warrants as well as another lot of not more than 108,000,000 new ordinary shares for supporting the redemption of the previously issue of Singer “SINGER - W2 warrants. These Singer Warrants will be redeemed for new ordinary share at the rate of 2 warrants for 1 new ordinary shares.</p> <ul style="list-style-type: none"> On 22 April, 2019, the Company received a total of Baht 643 million from the issue of new ordinary shares and allocation of 131,505,235 new shares issued for the capital increase with a par value of Baht 1.00 per share; whereby the Company then registered the change in its registered capital from Baht 270,000,000 to Baht 702,000,000 with a paid up capital of Baht 401,505,235. The Company also registered a change in its shareholding structure; whereby Jay Mart Pcl., its majority Shareholder with a 24.99% shareholding now holds a total of 30.26% equity in the Company as a result of this capital increase. In 2019, The Company received the “2019 Outstanding Investor Relations Awards” from SET at the annual SET Awards event for the sixth time.
2020	<ul style="list-style-type: none"> the Company has changed paid up capital to Baht 412,525,208 (as at December 31, 2020) from the exercise warrant of Shareholders. <ul style="list-style-type: none"> The Company also registered a change in its shareholding structure; whereby Jay Mart Pcl., its majority Shareholder with a 30.26% shareholding now holds a total of 29.45% equity in the Company. In 2020, The Company received the “2020 Outstanding Investor Relations Awards” from SET at the annual SET Awards event for the seventh time.
2021	<ul style="list-style-type: none"> the Company has changed paid up capital to Baht 455,164,940 (as at January 6, 2021) from the exercise warrant of Shareholders. <ul style="list-style-type: none"> The Company also registered a change in its shareholding structure; whereby Jay Mart Pcl., its majority Shareholder with a 29.45% shareholding now holds a total of 32.625% equity in the Company. The resolutions which have been passed at the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic meeting, held on 26 October 2021 are as follows: <ul style="list-style-type: none"> Approve the reduction of the Company's registered capital in the amount of 168,990,263.00 Baht from the existing registered capital of 702,000,00.00 Baht to 533,009,737.00 Baht by canceling 168,990,263 unissued shares which have not been reserved for the exercise of the warrants to subscribe for the newly issued ordinary shares of the Company No. 2 (SINGER-W2). Approve the increase in the Company's registered capital in the amount of 305,007,841.00 Baht from the existing registered capital of 533,009,737.00 Baht to 838,017,578.00 Baht by issuing 305,007,841 newly issued ordinary shares at the par value of 1.00 Baht per share. Approve the issuance and offering of warrants to subscribe for the newly issued ordinary shares in the Company No. 3 (SINGER-W3) in the amount of 11,557,681 units to be allocated to the Private Placement investor who subscribed for and is allocated ordinary newly issued ordinary shares in Private Placement. Approve the allocation of the Company's newly issued ordinary shares. <ul style="list-style-type: none"> Approve the allocation of 96,341,464 newly issued ordinary shares at the par value of 1.00 Baht per share to the existing shareholders in proportion to their respective shareholdings (Rights Offering), at the offering price of 36.3005 Baht per share, totaling 3,497,243,313.93 Baht. Approve the allocation of no more than 197,108,696 newly issued ordinary shares at the par value of 1.00 Baht per share to the Private Placement investor at a fixed offering price of 36.3005 Baht per share, totaling to an amount of 7,155,144,219.15 Baht, which will be offered to U City Public Company Limited.

Year	Important milestones
2021	<ul style="list-style-type: none"> o Approve the allocation of 11,557,681 newly issued ordinary shares at the par value of 1.00 Baht per share for the exercise of warrants to subscribe for newly issued ordinary shares of the Company No. 3 (SINGER-W3) to the Private Placement Investor who subscribed for and is allocated newly issued ordinary shares in Private Placement at a fixed offering price in the amount of 11,557,681 units, which will be offered to U City Public Company Limited. • Approve the increase in the number of directors from 8 to 9 persons. • Approve the issuance and offering of additional debentures in the maximum amount not exceeding 2,000 million Baht. • the Company has changed paid up capital to Baht 800,094,788 (as at December 17, 2021) from to the existing shareholders in proportion to their respective shareholdings (Rights Offering) and the Private Placement investor, U City Public Company Limited. • The Company also registered a change in its shareholding structure; <ul style="list-style-type: none"> o Jay Mart Pcl., its majority Shareholder with holds a total of 26.46% equity in the Company. o U City Pcl., its majority Shareholder with holds a total of 24.9% equity in the Company o Free Float 48.64% • SG Capital Co., Ltd., subsidiary of the Company was approved to be listed on the Stock Exchange of Thailand (SET) on 18 October 2021 as a public listed company and changed its name to be “SG Capital Public Company Limited, SGC”. SGC has increased register capital Baht 820 million then the new registered capital of the company has changed to Baht 3,270 million with paid up capital of Baht 2,450,000,000. • SG Broker Co.Ltd. has increased register capital Baht 10 million then the new registered capital of SGB has changed to Baht 14 million.
2022	<ul style="list-style-type: none"> • the Company has changed paid up capital to Baht 822,341,987 (as at January 5, 2023) from the exercise warrant of Shareholders. • The Company entered into Tradename and Trademark License Agreement with Singer Company Limited S.a.r.l. This agreement includes the payment for Trademark and Tradename fees at rate specified in the agreements for 10 years. • SGC’s IPO First Day Trade in SET on December 13, 2023.

1.2 Business Operations

Singer Thailand Public Company Limited is a distributor of commercial products, various electrical appliances household under the trademark "Singer" (every happiness is real at Singer) such as sewing machines, air conditioners, washing machines, refrigerators, televisions, etc., for commercial products such as coin-operated fuel dispensers, different types of freezers, such as fresh food freezers bakery freezer, beverage cooler, ice cream machine, snowflake drinks machine, water pump, etc. In addition, the Company is also a sales representative for various brands and models of mobile phones in order to meet the needs of customers comprehensively and diversely, both home and commercial customers. The distribution channel is available in both cash and hires purchase, where customers can choose to pay in instalments to ease the burden, especially during the current economic crisis.

In 2021, the products will be sold through almost 200 branches among nationwide. In addition, the telephone sales team has distributed through various electronic networks as well as wholesale channels. In addition, the Company has more than 3,000 franchise stores among nationwide.

Singer products can be divided into 2 product groups as follows:-

Household electrical products are:

- Sewing machine products such as sewing machines, needles, multi-purpose lubricants, scissors, etc.
- Household electrical appliances such as refrigerators, washing machines, gas stoves, air conditioners. oil-free fryer, chopper, coffee maker, fan, etc.
- Audio-visual products such as LED TV, Smart TV and audio equipment, etc.

Commercial products are:

- Products for stores such as fresh food coolers, freezers, beverage coolers, beer coolers, wine coolers, bakery coolers, slush machine and ice cream maker, etc.
- Vending machines products such as Petro vending machine, Airtime vending machine, drinking water vending machines
- Agricultural equipment products such as water pumps.

Structure and Change of Shareholders

On June 5, 2015, the Company changed the shareholder structure. The former major shareholder, SINGER (Thailand) B.V., holding 40%, sold all of its shares, and Jay Mart Public Company Limited became a new major shareholder with the shareholding of 24.99% and changed to 26% shareholding after the Company announced the increment of its capital in the year 2019.

- On December 17, 2021, the Company changed its registered capital again due to the increment of the capital by offering the total amount of newly issued shares Baht 305,007,841.00, divided into:
 - Offered to existing shareholders in proportion to their shareholding of 96,341,464 shares.
 - Private offering of 197,108,696 shares to U City Public Company Limited
 - Conducted allocation of 11,557,681 newly issued ordinary shares reserved for the exercise of the Warrants to purchase the Company's newly issued ordinary shares No. 3 (SINGER-W3) issued and allocated to investors who subscribed and received an allocation of newly issued ordinary shares issued and offered to a private placement to U City Public Company Limited.

Therefore, at present, there has been a new change in the proportion of the major shareholder structure to be

- Jay Mart Public Company Limited, holding shares of 25.40%
- U City Public Company Limited holding shares of 23.94%

In 2016, the Company introduced mobile phones for distribution through the Company's distribution channels both in

the form of sales through the Singer's storefront and selling through a network of Singer stores across the country in the form of Direct Sales, which the Company has modified its sales and distribution methods and new collection methods to be in line with and support mobile phone sales that are different from selling electrical appliances that are the Company's main business.

In addition, the Company received the benefits from the debt management business of JMT Network Services Public Company Limited in managing hire purchase receivables and from the collection of the Company's outstanding debts.

This change in structure is another important turning point for Singer in Thailand. It is a synergy with new shareholders by using the strengths of both parties to expand the business base to support future growth. Therefore, the distribution of the Company's products since the second half of the year 2015 has changed from the original distribution of products under the "Singer" trademark in cash and instalment systems. The product groups are divided into three main groups: sewing machines, household electrical products and commercial products. In addition, there are products under other trademarks such as mobile phones, iPhones, Samsung, OPPO, Huawei, Vivo, and other accessories.

The Company conducted hired purchases through SG Capital Public Company Limited, which Singer Thailand Plc., hold 99.99% of the Company's direct sales through a network of outlets/branches, company salespeople, and distributors spread across the country. Most of the products that Singer sells are using the OEM (Original Equipment Manufacturer) method by ordering the most product from domestic manufacturers.

Revenue Structure

The Revenue Structure is from financial statements (including interest income) of the Company by geographic segment, and product lines can be divided as follows:

(Unit: Thousand Baht)						
Domestic Sales Value by Product	2022	%	2021	%	2020	%
Washing Machine	380,542	10	376,159	9	398,603	12
Refrigerator	301,449	8	268,533	6	259,908	8
Freezer	710,530	20	700,592	16	547,808	16
Television	370,643	9	319,405	7	391,841	11
Sewing Machine	33,708	1	24,703	1	49,410	1
Air Conditioner	596,087	14	758,593	18	636,077	18
ATVM	46,854	1	68,820	2	96,120	3
Petrol Vending Machine	985,279	26	694,714	16	526,893	15
Mobile Phone	458,562	7	124,252	3	40,997	1
Total Sales Value in the Country	3,883,654	96	3,335,770	78	2,947,657	85
Other Products in the Country	1,143,045	4	929,604	22	512,314	15
Overseas Sales Value	-	-	-	-	-	-
Total Sales and Interest Income	5,026,700	100	4,265,374	100	3,459,971	100

Note: The Company operates the business of selling products in a single business segment and operates in a single geographic area, i.e. Thailand. Therefore, no segment information is presented.

Subsidiary Revenue Structure

(Unit: Thousand Baht)

Business Type	Operate By	% Share-holding of the Com-pany	Year 2022	%	Year 2021	%	Year 2020	%
<u>Sales Income</u>								
Singer Thailand PCL.	STL	100.00	2,710,861	52.1	2,766,398	62.9	2,454,796	68.4
<u>Interest Received from Installment Sales</u>								
- SG Capital PCL	SGC	74.92	2,315,838	44.5	1,498,976	31.4	1,005,176	28.0
- Singer Thailand PCL.	STL	100.00	-	-	-	-	-	-
<u>Service Business Income</u>								
- Singer Thailand PCL.	STL	100.00	30,720	0.6	44,482	1.0	50,920	1.4
- SG Service Plus Co., Ltd.	SGS	99.96	5,040	0.1	(4,142)	-0.1	697	0.0
- SG Capital PCL	SGC	74.92	(77)	0.0				
<u>Life Insurance broker income</u>								
- SG Broker Co., Ltd.	SGB	99.99	50,775	1.0	30,965	0.7	19,493	0.5
<u>Other Income</u>								
- Singer Thailand PCL.	STL	100.00	60,344	1.2	34,246	0.8	13,316	0.4
- SG Capital PCL	SGC	74.92	20,415	0.4	25,625	0.6	46,585	1.3
- SG Service Plus Co., Ltd.	SGS	99.96	2,094	0.0	299	0.0	180	0.0
- SG Broker Co., Ltd.	SGB	99.99	9,437	0.2	201	0.0	92	0.0
total			5,205,482	100	4,397,050	100	3,591,235	100.0

Market and Competition

(a) Policy and Marketing Nature

Competitive Strategy

The "Singer" trademark has been known and famous in the market for more than 130 years. It is reliable in terms of the quality of durable products and quality after-sales service. Therefore, it is a reliable brand. The Company uses a direct sale strategy under the leasing system along with the cash sale, which customers can choose to pay according to their convenience. However, the sale of hire purchase is carried out to maintain and control the quality of debtors to have good quality debtors at an acceptable risk level. Thus, direct sales will allow employees to reach customers closely and provide useful recommendations of products to enhance and meet customers' needs. In addition, commercial products require guidance on proper placement, installation, usage, and maintenance throughout the lifetime. Creating close contact with customers is therefore crucial in the product distribution process. Furthermore, selling products in the hire purchase system can alleviate the burden of customers in making payments for goods, especially during the economic crisis, while being able to take advantage of the Company's commercial products to increase household income. In addition, the Company has increased the convenience of customers to access the Company's products through online channels (E-Marketplace), and the Company can also reach a wide range of customers. In addition, wholesale through distributors' channels shall help increase connection with more customers.

In addition, the Company has a process for managing the warehouse and transportation of goods with quality in order to reach customers with quality products and deliver within a reasonable time. For products that need to be monitored to measure quality in accordance with the standards of regulatory government agencies, the Company will follow up the after-sales service systematically.

With the business operation experience, quality of human resources specializing in business and products, technology systems that support efficient work, and good relationships between partners, these are factors that encourage the Company to be strong in the business and develop further operations to be more competitive.

The Company sold the products with equal or better quality compared to other manufacturers' products. As a result, the cash selling price of the product is similar to that of other brands. The Company's customers are domestic customers in every province. Therefore, the access to customer groups will be based on the characteristics of each sales channel. The Company has divided the sales system into four systems as follows:

1. The "SingerDirect21" system is an updated sales system developed in 2021 as a selling tool for the Singer salesperson network.
2. Sales system through telephone staff, is a direct contact with customers via telephone to sell and provide service through telephone.
3. Wholesale system is selling through dealers and group sales, focusing on selling sewing machines with peripheral equipment, freezer products, beverage coolers, wine coolers, and small home appliances.
4. Online system is a sales system through an application E-Marketplaces such as Lazada, Shopee, SG Home and LineOA-SingerConnect in order to increase the channel for customers to buy more products. The Company can also communicate new products to customers for them to choose from a wide variety and easy access and provide services to cover customers of all occupations and ages.
5. Singer Plus, 15 new branches of the company around Bangkok and in the North of Thailand has opened in 2022 where customers can walk in and test the real products before they made the decision to buy

In the year 2021, the Company has developed information technology systems to support the direct selling process to be more convenient, faster and more efficient, as well as the development of application systems and various E-Marketplace channels. In addition, during the third quarter of the year 2021, the Company has conducted a serious study on opportunities to provide services to customers through online channels and started to provide services to customers via online channels at the beginning of the 4th quarter of the year 2021. At present, the Company can sell products through online channels to customers who are especially interested in small appliances and mobile phone products.

In addition, the Company has reorganized its organizational structure in response to its business strategy of expanding marketing channels to a wider group of customers. A unit is clearly responsible for every part (Value Chain), starting from the unit analyzing products that meet customers' needs, especially in the current economic situation, developing and supplying products to meet requirements, efficient inventory storage and distribution management, the after-sales service process which are necessary for the Company's products, and the convenience of two-way communication between the Company and the customer. In addition, the development of a software system that supports and supports the customer service process to facilitate the quick sale of products and provide prompt service to customers.

The expansion of the current customers is based on most commercial customers. The current product presentation channels are presented through salespeople to provide clear services that meet each customer's specific needs. The Company has prepared by increasing the number of sales staffs across the country, which has started operations in the 4th quarter of the year 2021. Thus, the increment of franchises (Dealer) to reach more customers. In addition, the Company has conducted additional training plans for sales staffs in various products for enhancing salespeople's depth knowledge of products in order to be able to directly meet the needs of customers.

The expansion of the new group of customers is based on online channels. At present, the Company has started to operate and continue to have a continuous development plan in the year 2022 to increase the convenience of customers in accessing the Company's products, information about new products has been presented through online channels and ease of ordering as well as the speed in receiving the products. The Company has a unit responsible for overseeing and developing online business throughout the process until the products reach the customers.

The expansion of a new group of customers is based through wholesale channels among nationwide. This is a channel to expand a new customer base by the Company realizing the opportunity and potential to provide services and reach new customers. It also supports and promotes overall marketing opportunities. However, such channels shall increase the variety of products so that customers can make more choices. It can also promote value-added and stimulate the overall economy of the country in another way.

In addition, the Company has also brought new products in order to expand the market for covering the target group of commercial entrepreneurs, such as grocery stores, retail stores, restaurants, coffee shops, dormitories and more apartments such as an ice cream maker machine, fresh food freezer, Petro vending machine and Slush machine to help enhance competitiveness and increase income for small entrepreneurs including the introduction of small electrical appliances such as oil-free fryers, air purifier to sell to increase the product line as more alternatives to consumers.

Distribution Channel Strategy

The Company sells products through the Company's branches which have almost 154 branches across the country and more than 733 franchise stores covering the country with a network of over 4,000 sales staff. The Company has trained sales staff to have good knowledge and understanding of products by using both internal training and online training. These sales staffs are a key force in expanding the Company's market. In addition, approximately 90 per cent of sales are hire-purchase sales through SG Capital Public Company Limited, which Singer Thailand Plc., hold the shares of 74.92%.

For the quality control of the hire purchase account, SG Capital Public Company Limited has been conducted the audit before and after-sale by establishing a Credit Control Officer to check and approve the customer's credit before the sale. However, the consideration of customer credit will be considered from the internal database of the Company and reviewed with the National Credit Bureau Company Limited (National Credit Bureau). The review of the after sale, the Telecall (TC) team will make a call to verify the account and act as a person to verify the correctness of all hire purchase accounts and the credit information, whether they are correct for the approval or not. If inaccurate information is found, it will be sent to the Field Collector (FC) team to review and visit every hire purchase customer's home. At present, the Company has more than 200 auditors responsible for auditing hire purchase accounts across the country under the control and inspection of the credit department.

Product distribution channels can be divided as follows

1. Direct Sales Channel Through Singer's Salesperson Network

The Company is proactive in expanding its current customer base. Because the Company's products are diverse, most of the products are commercial goods that can serve customers in expanding their business for the increment of customer's household income and value-added for the country's economy, such as Petrol vending machine, Drinking water vending machines, Airtime vending machines, etc. The Company focuses on expanding its customer base in the commercial product segment and providing quality of after-sales services to customers, consumers and a wide range of consumers.

2. Sales Channels Through Selling Platform

From the analysis of business channels and opportunities, the Company recognizes an opportunity to expand its customer base in new groups, especially products in the Small Appliance and Mobile Phones category, which is considered a product that is important to the modern lifestyle. This focuses on the convenience of consumers and customers in the country to have channels

and opportunities to choose products that meet their needs, along with the convenience of purchasing various products through online channels such as E-Marketplace, Shopee, SG Home and Line Singer Connect, etc. The addition of such online channels is expected to provide services covering all occupations and ages of consumers and customers. They can also communicate the Company's new products to allow customers to have more variety of choices and be more easily accessible.

3. Sales Channels Through Singer Plus

In year 2022, the Company has added more channel to distribute products around Bangkok and in the North of Thailand through SINGER Plus Shop where customers can walk in and test the real products before they made the decision to buy. This channel is expected to be able to meet all the needs of consumers and customers and provide easier access to products.

4. Sales Channels Through Telephone Staff

At present, the Company has a team of telephone sales staff to offer products to customers. Most of the products sold are mobile phones, small appliances, etc.

5. Sales Channels Through Franchise Stores

In the year 2022, the Company has a network of more than 3,000 franchise stores nationwide to distribute products and provide services to customers both before and after-sale.

6. Sales Channels Through Singer X FN Living Space, Kubon

At the end of year 2022, the Company introduced a new store, Singer X FN Living Space, located in Kubon. This is a collaboration with new business partners to present products and installments of home appliances such as furniture, mattresses, etc., and is a new form of Singer store. The store is designed according to the customer's interest (Customer Centric) to meet the complete needs and increase convenience for customers who wish to purchase and/or pay in installments for home appliances as well.

Industry Outlook and Competition

The demand for electrical appliances in the country is likely to grow by an average of 2.0-3.0% because (1) The housing market is expected to improve in 2022-2023 in line with the economic growth trend. (2) The marketing of new electrical appliances that focus more on health (air purification and bacteria/virus removal system to alleviate PM2.5 dust problems and prevent epidemics), such as air conditioners, washing machines, air purifiers, including new electrical appliances that have developed the ability to control operations via internet connection. (3) The weather in the year 2022-2023 is expected to increase in temperature continuously due to global warming, which helps support the demand for air conditioners, and (4) The increasing of distribution channels through online product marketing. This makes it more convenient for consumers to access information and make purchasing decisions.

In the long term, Thailand's electrical appliance industry has the opportunity to grow continuously due to the demand for high-tech appliances and the ability to connect to the Internet tends to increase in line with the development direction of 5G telecommunication networks that cover more areas. Which are in line with the trend of progress in the development of the Eastern Economic Corridor (EEC) project, a pilot area for investment in new industries of the future that emphasizes the use of high technology according to the government's Industry 4.0 strategy. This will help attract investments to develop innovation in the production of electrical appliances in Thailand, especially those with highly competitive potential in Thailand, such as refrigeration and household electrical appliances.

The electrical appliance dealer, which is a large modern store, will be a group that gains benefits from the growing trend of the electrical appliance market, which has a capital advantage, variety of products, many branches including marketing strategies and attractive prices. But electrical appliance stores, which are a large number, and most are traditionally managed, can be a

turnkey risk due to facing more intense competition from large and some modern retailers that sell electrical appliances, including entering the market competition of domestic manufacturers and importers from China, who have the advantages of price and modern technology. In addition, there are also modern stores through online marketing channels, which have participated and competed for more general electrical appliance store market share.

Electrical Appliances Hire Purchase Business

In the hire purchase business, there are two main groups of domestic market shares, both of which have customer bases and different characteristics

- The first group consisted of major operators in the country, namely Ayudhya Capital Services Public Company Limited (Krungsri First Choice) and AEON Thana Sinsap (Thailand) Public Company Limited. Those individual operators have provided the hire purchase business for electrical appliances and other types of hire purchase services such as hire purchase for communication equipment, office equipment, furniture, motorcycles and automobiles, etc. Thus, the methods of hire purchase through agent shops.
- The second group will focus on products with long service life and products such as home appliances. At present, only Singer Thailand Pcl. is the only company that still operates direct sales business through leasing through the store and the Company's sales staff.

It is difficult to increase sales results from the use of home appliances such as televisions, refrigerators, freezers, and washing machines, which is considered a proportion of products with a high percentage of ownership. But the Company's management realizes that it can increase sales by applying the marketing principle of the replacement market by using the trade-in strategy for all types of customers' home appliances, all brands. With Singer's new electrical appliances with conditions for discounts between Baht 1,000 - 5,000 along with relaxing and excellent service with Singer outlets across the country to achieve the Company's goal of expanding the market of all kinds of products that the Company distributes.

Sewing Machine

Many types of consumer products that are used in daily life, such as shirts, trousers, skirts, bags, shoes, bedsheets, pillowcases, etc., are all made by sewing machines. As a result, sewing machines are widely used products in large, medium and small businesses, including general sewing machines for home use. The sewing machine market can be divided into two main categories: Industrial sewing machines used for sewing industry consumables and ordinary sewing machines used for sewing in the household. Among the widely sold brands in the sewing machine market in Thailand are Singer, Janome, Elvira, Brother and Juki. In addition, there are also a variety of cheap sewing machines imported from China that join in competition in this business.

Because the sewing machine is a durable product and has a fairly long service life, it depends on the usage suitable for each type of sewing machine. At present, the market has a growing demand for sewing machines due to the introduction of modern technology to help develop more efficient sewing machines until it became a computer sewing machines with a beautiful appearance, modern, compact, easy to use, and able to create a variety of works, suitable for changing eras that are popular with unique crafts, and DIY (Do It Yourself).

Major Competitor Changes

There are big companies in Thailand that operate the business in financial services for consumers (Consumer Finance) that is not a bank (Non-bank) which are the companies that operate credit card businesses such as Krungsri Ayudhya Card Company Limited, Krunghthai Card Public Company Limited, General Card Services Company Limited, City Consumer Products Company Limited. The companies operate non-bank businesses, namely AEON Thana Sinsap (Thailand) Public Company Limited (AEONTS), Ayutthaya Capital Services Company Limited (Krungsri First Choice) (AYCAP) and Easy Buy Public Company

Limited. (Easy Buy), which focuses on doing hire purchase business. And personal loans (Personal loans) and Singer Thailand Public Company Limited (SINGER), which has focused on and run the hire purchase business for more than 130 years.

Such non-bank companies can be divided into two groups, each with its own goals. For example, AEONTS, EASY BUY and Krungsri First Choice will focus on hire purchase and personal loans business with customers with a good history and has a fixed income of not less than Baht 4,000.00. On the other hand, SINGER will focus on customers in the upcountry. Most of them operate agriculture business, which is considered a group of foundations.

These companies operate on a direct selling basis where the cost of financing plus the cost of pre-and post-sales services is included in the rates charged to customers.

The competition among companies in these groups is different from companies in the first group (AEONTS, KFC and EASY BUY) that are competing in terms of speed in credit approvals and interest rates. The other companies with rural farmers compete to maintain good relations with local residents and offer good service both before and after-sales. Moreover, the companies will provide direct sales services to customers by focusing on the benefits of customers by offering services and new products.

Procurement of Products or Services

The procurement of sewing machines after the middle of year 2002, the Company changed the ordering procedure. In the past, the Company used the method of ordering sewing machines from the Singer Industry (Thailand) Co., Ltd. by changing to order the finished sewing machine directly from abroad. This is because the cost of importing finished sewing machines is lower than the cost of domestic production and assembly.

In the field of electrical appliances, the Company orders to produce products from domestic manufacturers in the form of OEM (Original Equipment Manufacturer), that is, the manufacturer will produce products according to the pattern and design characteristics of the Company's products. Under the "Singer" brand, most of the main manufacturers have domestic production bases and produce quality products. In addition, the Company has control measures to inspect goods from manufacturers to ensure the quality of products.

The training for sales staff to have in-depth knowledge of each company's products, is very important because most of the Company's products are commercial products. In the sale of goods, it is necessary to install and measure in order to meet the standards of the regulatory government agencies. Therefore, sales staff need to have knowledge of the Company's products.

In addition to products sold under the Singer trademark, the Company has also collaborated with Jay Mart Public Company Limited to distribute mobile phones of various brands and models, which enabled the Company to expand its customer base into more groups of new customers.

At the end of year 2022, the Company introduced a new strategy "Brand Modernization, to change customer lifestyle by launch new hair's styling equipment products, call "Beauty Products", to be a part of customer's lifestyle in their everyday look.

With the business operation experience, quality of human resources specializing in business and products, technology systems that support efficient work, and good relationships between partners, these are factors that encourage the Company to be strong in the business and develop further operations to be more competitive

Environmental Impact

The Company realizes the importance of energy-saving and environmental protection, and there has been a campaign to use the most efficient electrical equipment. The Company has continuously developed economical electrical appliances, which is considered a social responsibility. Therefore, the products that the Company sells are labelled with energy-saving labels 5. Moreover, Singer's refrigerators have developed to a step further with the use of non-toxic refrigerants and do not destroy the Earth's atmosphere. "NON-CFC" is a substance "C-Pentane" with zero ozone destruction value.

Because the Company does not have a factory to produce products but uses the method of ordering products with OEM (Original Equipment Manufacturer) production from factories with quality production processes and avoids ordering from poor quality manufacturers. The Company has a unit to inspect the quality of products (Quality Assurance) to screen the products according to the standards. And the Company has the policy to choose factories that focus on environmental impact and various matters with aforementioned.

The Company is committed to performing business with quality for the benefit of society as a whole and for consumers continuously.

Objectives and Goals of the Company's Operations (Corporate Goal)

In the year 2023, the Company aims to maintain a growth rate of 30% per annum by implementing the following operational plans:

Marketing

1. Strengthen the business of lending for hire purchase of electrical appliances, which is the foundation business of Singer for sustainable growth. The Company plans to expand the network of branches to cover more with increased customer reach and develop the potential of branches, and salespeople, through product learning quality sales. The goal is for every home to have at least one Singer electrical appliance and buy electrical appliances from the Singer store that is accessible at the neighbor's store level.
2. Increase the product's distribution channel through the main Singer store that provides services in the community areas.
3. There is an increase in the number of franchise stores by more than 100%.
4. Develop and expand channels for the Company's wholesale center to have more networks to reach wholesale customers. Enhance strength and good relationships with wholesale customers across the country.
5. Increase variety in product groups, increasing the type of products in the Get Rich product group to increase income and convenience, such as household electrical appliances. This is to meet the needs of all groups of customers and increase sales opportunities for Singer's sales team.
6. The marketing promotion activities are to create awareness and demand for Singer products through television media in various programs that match the target customer group and through cooperation with other agencies.

Receivable Quality

Maintain debtor quality control standards from credit approval and control of debt repayment. The goal is to maintain a non performing loan (NPL) to stay in appropriate level.

Relationships between the Singer Thailand group and the majority Shareholding group

Singer Thailand Pcl., and the Companies within the Group has agreed to cooperate in conducting business with Jaymart Pcl. and its Group of Companies, that is now a direct majority Shareholder of the Company. The Company has undertaken various

business operations with Jaymart Pcl. as necessary and appropriate within the framework as specified by the Company's Board of Directors, such as: selling mobile telephone products and accessories that are purchased through Jaymart Pcl., at the best possible prices from manufacturers of the best quality and brands. The sales activities of mobile telephone products are aimed at enabling the Company to expand its customers base as well as to increase its overall sales revenues on a continuing basis, as well as to enhance the creditability for the products offerings of the Company. Additionally, the Company has outsourced some debt collections activities to JMT Network Services Pcl., under an agreement to provide debt collections and follow-up services for specific categories/ groups of debtors as agreed.

1.3 Subsidiaries of the Company



Subsidiary



SG Capital Public Company Limited (SGC)

Company's name in Thai	: บริษัท เอสจี แคปปิตอล จำกัด (มหาชน)
Company's name in English	: SG Capital Public Company Limited
Type of Business	: Providing non-bank financial services, with its headquarters located in Bangkok. The services offered include (1) Hire purchase loan for household appliances, commercial appliances, and captive finance, (2) Car title loan (personal cars, trucks, and pickups), (3) Debt Consolidation, and (4) Online Gold Financing (Click2Gold) under the name "SG Capital.
Company registered Number	: 0107564000383
Registered head office	: 72 Telecom Building, 20th floor, Charoenkrung Road, Bangrak Sub-district, Bangrak District, Bangkok 10500
Company's website	: www.sgcapiatal.co.th
Tel.	: 02-0282828
Fax	: 02-352-4799
Par value	: 1.00 Baht per share
Registered Capital	: 3,270,000,000 Baht (As of 31 Decemeber 2022)
Paid-up Capital	: 3,270,000,000 Baht (As of 31 Decemeber 2022)

SGC has the main strategies in business operations as follow:

1. Employees of the Car for Cash business are professional with experience and expertise. They are recruited local sales who pay equal attention to all customers. Car for Cash business sales group employees of the Company are mostly experienced salespeople and possess good sales skills. In addition, the Company also emphasises on recruiting sales representatives from the local area for better understanding of customers in the area than that of non-local, which enables more approach to the customers and provide services more closely. This is because in some areas, there may be differences in culture, language, professional attributes, and different customer needs. Moreover, such engagement also helps the Company to screen the preliminary background of customers and collecting debts closely. The Company also places great importance on providing good quality loan services to all customers equally. Therefore, the Company's sales representatives must undergo both theoretical and practical training, which is organised by the head office team. There will be training every month for new sales representatives and regular training for old sales representatives to ensure that the Company's sales representatives provide loan services with a good understanding of the product, passionate for service, and treat all customers with respect equally. This is to build trust among customers in engaging loan services of the Company which contribute to the continuous expansion of the customers base.
2. Agents in the Car for Cash group are covered across all regions of Thailand. In addition to accessing customers who want to use the Company's Car for Cash services through the sales representatives of the Company's Car for Cash business group, the Company has a good relationship with dealers and agents who can recommend customers who want to use the Company's Car for Cash services. These agents are located in various provinces throughout the country. As of 31 December 2022, the Company has 1,859 agents. Dealers and agents are responsible for presenting the Company's services to customers who want to use such loans, and coordinate with the Company's Car for Cash sales representatives to collect and verify the completeness of documents before coordinating with the Loan Assessment Department for loan approval. The Car for Cash sales representatives of the Company will be responsible for contacting, coordinating, and maintaining relationships with these networks. The Company is recognised as a customer-oriented, and friendly loan service provider. The Company's transparent loan assessment process has built trust and confidence among the partners to rely in the services rendered by the Company, and delight to refer new customers to the Company. As of

31 December 2022, the Company has rehire purchased new Car for Cash loan to customers through these channels, equivalent to for 34% of the total amount of Car for Cash rehire purchased accordingly.

3. Access to customers is available through the branch network and franchise branches of the Company's affiliates, which has more than 733 branches covering all regions in Thailand. In addition to accessing customers through the professional sales group of the Company's Car for Cash business, Hire purchase loan for captive finance business, and Debt Consolidation business, the Company has also gained new customers through the sale of products in the form of hire purchase through the branch network of the following companies: Singer Thailand Public Company Limited, Jaymart Mobile Company Limited, and JMT Network Services Public Company Limited (collectively referred to as "Affiliates"). As of 31 December 2022, the branch network of the "Affiliates has more than 733 branches distributed throughout all regions in Thailand, with sales representatives of the subsidiaries being recruited and selected for their passion for service, good knowledge and understanding of the products, and good understanding of customer needs. This directly responds to the synergy of doing business in the Affiliates. The Company has entered into agreements to support business cooperation and telephone sales agreements with the Affiliates in providing services to customers who wish to purchase products through loan from the Company when customers are interested in purchasing products from the Affiliates.

The expansion of continuous service offerings to meet the increasing variety of customer needs is aimed at making the Company one of the leaders in the loan service provider business. The Company has expanded its service models to provide a wide range of services continuously to meet the most needs of customers. The Company began providing Debt Consolidation services in 2018 to help its employees with high debt burdens. This was achieved by offering lower interest rates than credit card, cash card or personal loan rates, and by executing memorandum of understanding with various companies. In 2021, the Company has established a new service model of Online Gold Financing services, which was developed in collaboration with Aurora Design Co., Ltd. ("Aurora Gold Store") to cater to customers who want to purchase gold through the Company's loan services.

Mission of the Company

Being the provider of loan services, including expanding into other financial products, to meet the needs of customers in the country, and to sustain the growth of the Company as a leading provider of loans and financial products with collateral. The Company focuses on expanding its business in the area of Car title loan, especially for trucks, and forming good business partnerships with products and services within the SINGER Thailand's affiliation. In addition, the Company aims to build good relationships with other business partners.

Vision of the Company

Being a leader of non-bank financial services provider

The 4 main strategies that the Company focuses on are:

1. Supporting the business operations by providing Hire purchase services for commercial products and services of Singer brand. Initially, the focus is on commercial products and will expand to other types of products in the future.
2. Managing the Company's accounts receivables to maintain a good credit rating with low outstanding debt.
3. Streamlining the process of approving loans for convenience and speed. The Company has established a loan assessment centre to verify, inspect, and analyse the financial status of customers before approving every loan application. In addition, the Company checks the credit of customers through the National Credit Bureau and assigns field checkers to inspect hire purchase loan accounts and Car title loan to verify customers in person. The Company also forms a debt collection team in the area to accelerate debt resolution.
4. Managing internal quality, personnel, and knowledge and ability to perform various tasks, developing and promoting the potential of employees at all levels to increase work efficiency and productivity while helping to reduce various costs, resulting in increased profits for the Company.

The design of the Company's products focuses on meeting the needs of the target customer group by offering hire purchase loan and car title loan. Cost management is efficiently planned by utilising services within the Company's various departments or by outsourcing to external companies for non-material functions that support the Company's business. Outsource service contracts have been executed with external service providers in accordance with the laws and regulations of the Bank of Thailand.

Policy aspects

SG Capital Public Company Limited is a non-bank financial services provider, headquartered in Bangkok, Thailand. It offers loan services under the name "SG Capital", as follows:

- (1) Hire purchase loan for home appliances, commercial appliances, and captive finance;
- (2) Car for Cash (hire-purchase with the transfer of vehicle registration and secured car title loan)
- (3) Debt Consolidation; and
- (4) Online Gold Financing ("Click2Gold")

1. Hire purchase loan for home appliances, commercial appliances, and captive finance

The Company provides hire purchase loan services to general retail customers as well as commercial customers who wish to purchase (1) household appliances, such as air conditioners, refrigerators, washing machines, water filters, and mobile phones, (2) commercial appliances, such as freezers, refrigerators for storing beverages, coin-operated vending machines, gas vending machines, and coffee machines, and (3) captive finance, such as medical equipment, fabric screening and printing machines, lathe machines, large printing machines, sewing machines, and printers. The customers who apply for hire purchase agreements are required to make monthly payments, consisting of principal and interest. In considering the loan amount, the Company will review documents stating income, ability to repay, and the qualifications of the borrower and guarantor (if applicable). In general, hire purchase agreements for household appliances are for a maximum of 48 instalments, while hire purchase agreements for machinery and commercial appliances are for a maximum of 60 and 72 instalments, respectively.

For the sale of products in the group of household and commercial appliances, the Company has entered into an agreement with the Affiliates to provide a channel for providing loan to customers who want to buy products from the Affiliates in the form of hire purchase. This is a mutually beneficial arrangement within the group (Synergy) where the Affiliates can sell products more easily through credit sales, while the Company can find more new customers. The Company's main portfolio of Hire purchase loan for electrical appliances loan business and interest revenue generated from Hire purchase loan for electrical appliances of SINGER loan. Under the terms of the agreement with SINGER, SINGER's salespeople will recommend the Company's loan services to customers who are interested in buying household and commercial appliances but are unable to purchase them with cash. They will also coordinate and manage documents related to loan services and deliver them to the Company, as well as arrange for delivery of the products to customers and follow up on customers' instalment payments for the aforementioned loan services. Additionally, SINGER may be hired to sell seized goods if customers default on their payments. However, approval of credit for customers who wish to hire purchase SINGER's products is at the discretion of the Company, in accordance with the criteria, conditions, and methods for loan assessments that the Company has established.

For Hire purchase loan for captive finance, the Company has entered into a trade cooperation agreement with machinery dealers to provide Hire purchase services to customers who need capital to purchase machinery from those dealers for business purposes. However, the Company is currently delaying the Hire purchase loan for captive finance business to review the process of considering machinery dealers as the Company may not have expertise in the machinery used as collateral. Although the terms of the machinery dealer appointment memorandum may require the dealer to repurchase the machinery if the Company seizes it from the debtor, in the event that the Company seizes machinery from the debtor, the dealer may not be able to comply with those terms, causing the Company to find other ways to sell the machine to recover the damage that may arise from the default and potentially leading to litigation between the Company and the machinery dealer. Therefore, the Company considers that providing machinery Hire purchase loan for captive finance services may expose the Company to the risk of being unable

to sell collateral after the debtor defaults and the Company has seized the machinery. As of 31 December 2022, the Company has entered into contracts with 21 machinery dealers.

Example image of the Company's Hire purchase products.



Home Appliances



Commercial Appliances



Captive Finance

(2) Car for Cash

The Company provides Car for Cash services to both individual customers and corporate customers who have the possession of car ownership under the "Car for Cash" brand, which covers both (1) Hire purchase loan for car by transferring the car title ownership loan and (2) car title pledge loan (car title-secured personal loan under regulatory supervision). The types of cars that customers can use the service for include trucks, personal cars, and commercial vehicles (pickup trucks and vans). Customers must use the vehicle title as collateral to apply for a loan and must own the car ownership rights. Customers are required to pay monthly instalments, which include both the principal and interest.

In considering the approval of vehicle loan services, the amount of money will depend on (1) the customer's request to use the loan service for either Hire purchase loan for car by transferring the car title ownership loan or car title pledge loan, and (2) the customer's ownership of the car registration documents, which must be in accordance with the Company's specified period. In evaluating the loan amount, the Company will consider the type and value of the collateral, ability to repay the debt, and verification of the customer's and guarantor's qualifications (as appropriate). The Company has a policy of setting a maximum contract term of not more than 72 instalments and a maximum age of the collateral, which generally does not exceed 25 years (including the contract term). As of 31 December 2022, the car registration collateral can be categorised according to the following age groups:

Age of insured car	Percentage (%)
0 - 5 years	13.14%
6 - 10 years	45.53%
11 - 15 years	22.44%
16 - 20 years	12.65%
21 - 25 years	2.68%
More than 25 years	3.56
Total	100.00

Each customer can request a car title loan of one (1) contract per collateral. The Company will receive income from interest, fees, and other service charges from lending at a mutually agreed-upon rate as stated in the contract. For car title pledge loan that do not require transfer of ownership of the vehicle which is a personal loan business under supervision, the Company may charge service fees at the maximum overall rate of interest, penalty, service, and other fees, provided that it does not exceed the maximum effective interest rate as determined by the Bank of Thailand. Additionally, apart from the aforementioned income from interest, penalty, fees, service charges, and fees, the Company may also charge reasonable and appropriate expenses according to the list specified by the Bank of Thailand. Customers who receive such loans will still own their vehicles and can continue to use them normally.

For the car title loan (car title-secured personal loan under regulatory supervision), in order to ensure that the loan applicant is the rightful owner of the car. Customers who apply for a loan must deliver the actual car title registration to the Company as a guarantee, without having to register for the transfer of ownership at the Department of Land Transport. However, the customer must sign the transfer request form and accept the transfer, as well as provide a power of attorney of the Department of Land Transport. In the event that the customer fails to pay the debt to the Company for a period of 3 consecutive instalments, the customer agrees to transfer ownership and deliver the car to the Company for the Company to sell and use the money to pay off the debt.

¹ According to the announcement of the Bank of Thailand No. No. FPG. 12/2563 Re: Regulations, Procedures and Conditions for Undertaking Personal Loan Business Under Supervision" stipulated that business operator may charge interest, service fees, penalties, or any other fees from consumers. However, the total effective rate must not exceed 24% per annum (Effective rate) for car title loans which has been effective since 1 August 1 2020, except for loans with clearly defined instalment payments and repayment periods prior to the effective date of the announcement.

The vehicle registration certificate for collateral must be in line with the Land Traffic Act B.E. 2522 (1979), which covers various types of vehicles that the Company accepts as collateral, including personal vehicles, commercial vehicles (pickup trucks and vans), and trucks.

As of 31 December 2020, 2021, and 2022, the Company has a vehicle loan portfolio as shown in the following table.

Structure of portfolio of auto loan receivables by loan types	As of					
	31 December 2020		31 December 2021		31 December 2022	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Hire purchase loan for car by transferring the car title ownership loan	453.97	13.16	694.64	11.49	811.63	8.46
car title pledge loan (car title-secured personal loan under regulatory supervision)	2,994.97	86.84	5,349.38	88.51	8,775.40	91.54
Accounts Receivable	3,448.94	100.00	6,044.02	100.00	9,587.03	100
Allowance for doubtful debts	(31.88)	(0.92)	(43.52)	(0.72)	(94.23)	(0.98)
Net Accounts Receivable	3,417.06	99.08	6,000.50	99.28	9,492.80	99.02

Example Image for types of secured vehicle of the Company



Truck



Personal Car



Commercial Car

(3) Debt Consolidation

The debt consolidation is a loan that is created to assist employees of private companies who work hard but have high debt burdens. The Company will collect the debts of the employees' credit cards, cash cards, and personal loans, and the Company will provide funds to those employees to pay off their debts from financial institutions that have higher interest rates. The Company will offer a lower interest rate, which will reduce the burden and improve the quality of life of the employees. The Company sets the maximum amount of credit at 15 times the income of each employee, but not more than 2 million Baht per person. The Company has a policy that sets the maximum duration of the contract at no more than 72 instalments. As of 31 December 2022, the Company has entered into agreements with 90 companies, mostly financially stable and reputable companies, and some are registered on the Stock Exchange of Thailand.

Thus, employee loans may be unsecured. However, when considering the instalment payment method, it will be a payment deducted directly from the salary of the aforementioned employee who will receive it from the Company participating in the agreement directly, which will help reduce the risk of the employee being unable to pay the instalments.

The Company started providing debt consolidations in November 2018. As of 31 December 2022, the Company has 1,356 customers who are employees of various companies. The Company's interest income from debt consolidations accounts for 1.32% of its total income, which is considered an insignificant proportion.

(4) Online Gold Financing

Online Gold Financing" is a new product group that the Company started to offer in the third quarter of 2021, by entering into a joint agreement with Aurora Design Company Limited ("Aurora Diamond"), to target customers who want to buy gold for saving and investment purposes, in the form of instalment loans provided by the Company. The loans are secured by gold as collateral and have a maximum repayment period of 24 instalments.

(5) Other loans

The Company has signed a partnership agreement with Power Buy Company Limited to provide loan services for purchasing products sold at go! Power stores. It has also signed a partnership agreement with Homehub to provide loan services for purchasing electrical appliances, furniture, tools, kitchenware, electrical equipment, and home decoration products sold at Homehub. As of 31 December 2022, the Company had outstanding loans equivalent to approximately 0.20% of the total loan balance, which is an insignificant proportion. These services are personal loans under supervision, and the Company may charge service fees, penalties, and other fees, including interest rates that do not exceed the maximum Effective Interest Rate set by the BOT.

On 31 December 2022, the Company's total outstanding loans of all types amounted to 14,393.59 million Baht, an increase of 35.08 percent compared to the end of 2021. The average return on equity for the year ended 31 December 2022 was 11.60 percent.

Income Structure

Interest Income	Financial statements for the fiscal year ended					
	31 December 2020		31 December 2021		31 December 2022	
	Million Baht	Percentage ¹	Million Baht	Percentage ¹	Million Baht	Percentage ¹
Interest Income from hire purchase loans	939.82	68.95	1,056.63	59.30	1,296.69	53.17
- Hire purchase loan for electrical appliances ²	895.53	65.70	1,023.12	57.42	1,270.69	52.10
- Hire purchase loan for captive finance	44.29	3.25	33.51	1.88	26.00	1.07
Interest Income from Car for Cash loan	352.18	25.84	659.73	37.03	1,068.55	43.82
- Hire purchase loan for car by transferring the car title ownership loan	46.68	3.43	86.56	4.86	134.07	5.5
- car title-secured loan or car title pledge loan	305.50	22.41	573.17	32.17	934.48	38.32
Interest Income from Debt Consolidation	5.77	0.42	19.19	1.08	32.14	1.32
Interest Income from Online Gold Financing	0.00	-	0.39	0.02	1.69	0.07
Total Interest Income	1,297.77	95.22	1,735.93	97.42	2,399.08	98.37
Other income	65.19	4.78	45.89	2.58	39.68	1.63
Total income	1,362.96	100.00	1,781.82	100.00	2,438.76	100.00

หมายเหตุ : 1. Percentage to total income

2. Income from Hire purchase loan for electrical appliances includes funds supported by the major shareholders which is the support for hire loan contracts that is part of the interest Income and considered with the principles of TFRS 9.

The main revenue of the Company in fiscal year 2563, 2564, and 2565 came from interest income from providing loans, which accounted for 95.22%, 97.42%, and 98.37%, respectively.

The process of loan approval, payment collection, and loan recovery

The Company has established procedures and processes for approving loans and receiving payments from customers, in order to enable the Company's employees to accurately and efficiently assess loan applications for customers, as well as to

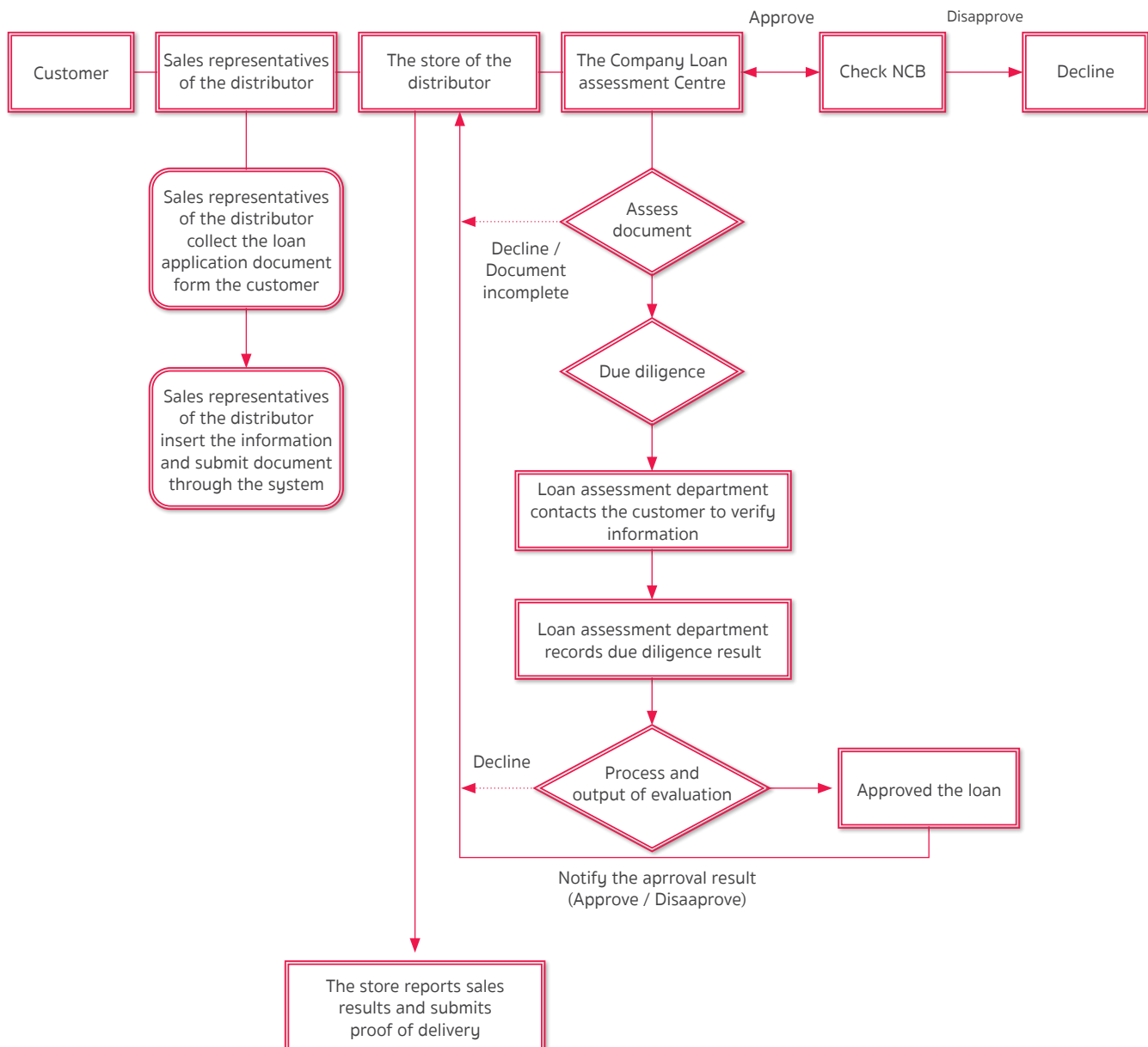
understand the customer data verification process. The Company has a thorough process for verifying customer data in order to control the loan as high-quality loan. Additionally, the Company has convenient payment channels and the ability to verify the accuracy of payments.

The important processes in providing loan services include the loan assessment process, the instalment payment collection process, the debt collection process, the collateral seizure and auction process, and the account closing process. In each of these important business processes, the details are as follows:

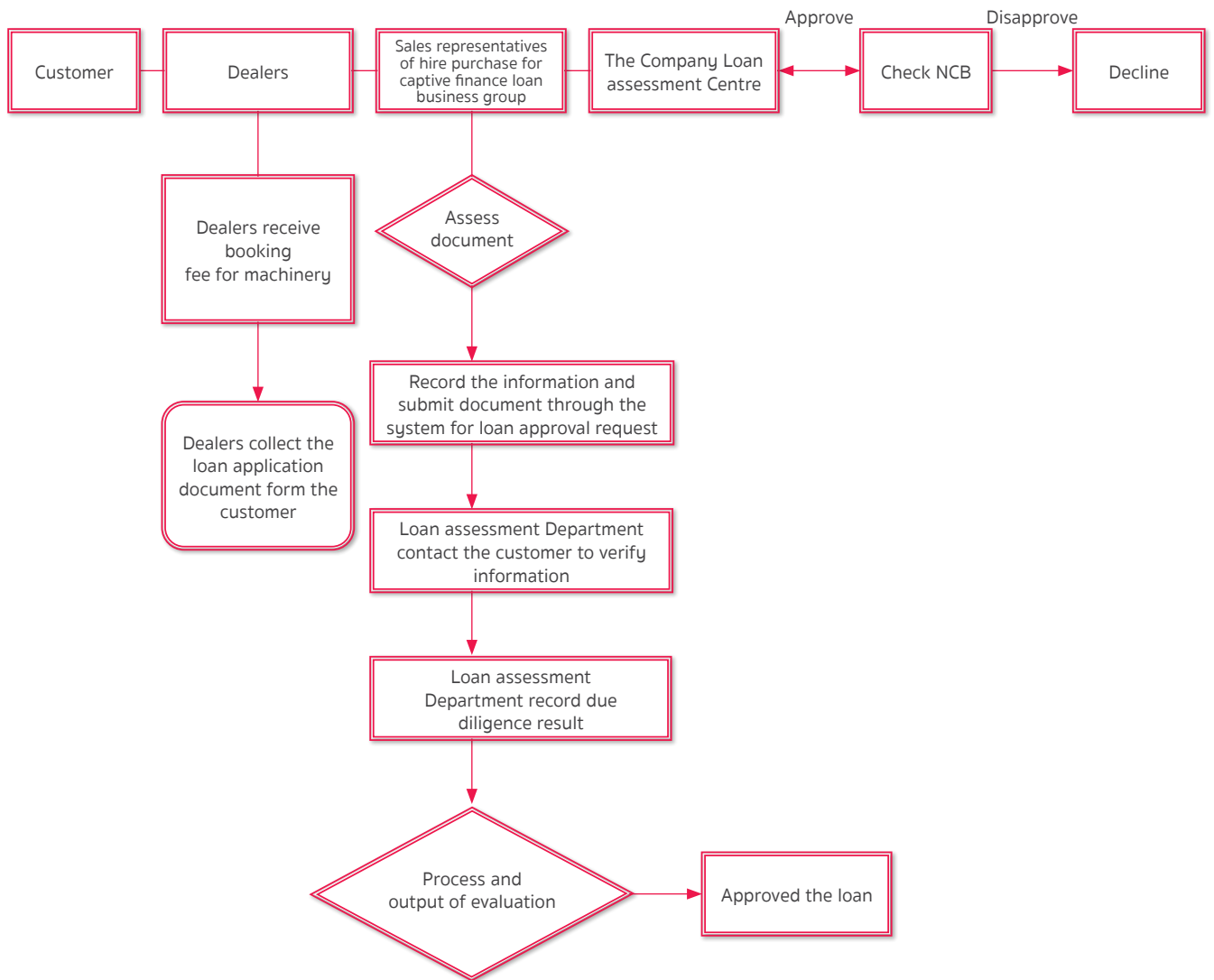
The process of granting credit, collecting payments, collateral management (if any), and account closure.

(1) Hire purchase loan for home appliances, commercial appliances, and captive finance

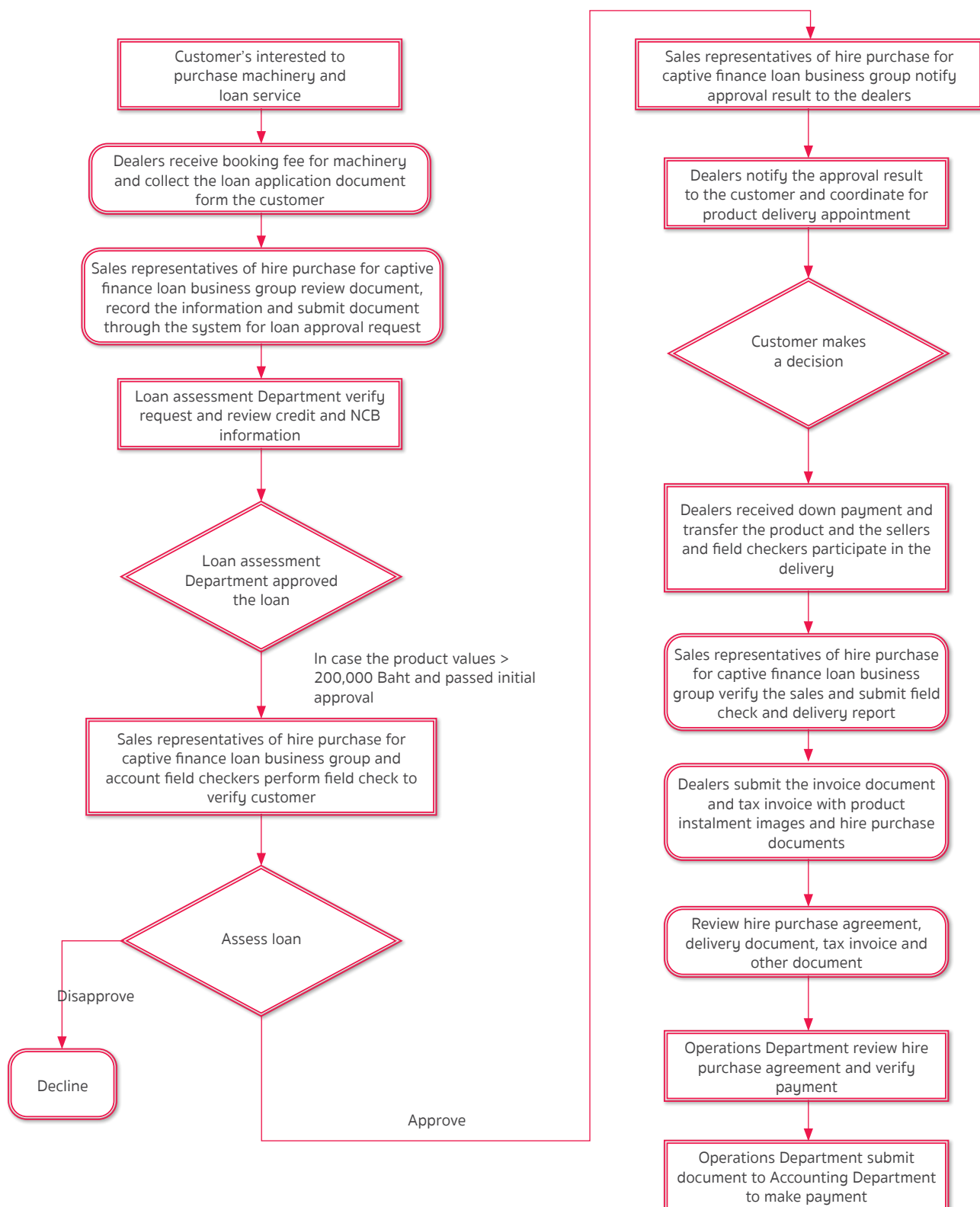
Hire purchase for household appliances, electrical appliances, and kitchen appliances (Home Appliance) and commercial electrical appliances (Commercial Appliance).



Hire purchase for Captive Finance



Hire purchase for Captive Finance



(1.1) กระบวนการพิจารณาสินเชื่อ

The process of providing loan services to the group of customers for hire purchase loan for electrical appliances and captive finance. Sales representatives of electrical appliance and machinery distributors will present their products and the Company's loan services, as well as coordinate with customers who wish to use the Company's loan services. They collect loan application documents to submit to the Company for approval based on the Company's criteria, conditions, and evaluation methods. In cases where customers have been approved for a loan, the sales representative of the distributors will receive an approval code to report sales results and deliver the products. The sales representatives must collect proof of product delivery to customers and submit it to the Company.

In considering a loan application from each customer, the Company places importance on assessing the customer's qualifications and the guarantor's qualifications (if applicable) in order to reduce the risk in the event that the customer is unable to repay the debt to the Company later on. The Company evaluates the customer's payment history and ability to pay, as well as the quality of the collateral to determine the appropriate instalment amount and credit limit for each customer's needs, payment ability, and financial status. For hire purchase loan for electrical appliances and captive finance, when customers wish to use the service, the Company's sales representatives will have the customers fill out a hire purchase application form along with supporting documents, which includes a copy of their ID card, consent to disclose credit bureau information, bank statement for the past six (6) months, a copy of their bank deposit book, a photo of the customer with their ID card, and documents showing their salary or occupation such as a business registration certificate or an agriculture registration book. The Company's sales representatives will submit the customer's information into the Company's system, which will preliminarily verify the customer's information from the database. The Company will not offer loans to customers who are blacklisted as determined by the Company's policy, such as individuals with a history of defaulting on their debt. In this regards, the Company has a policy to update the blacklist information to be accurate and complete. Additionally, the Company also verifies customer information from the database of the Anti-Money Laundering Office as another channel to strengthen customer assessment.

After verifying blacklist data and cross-referencing with the database of the Anti-Money Laundering Office, and upon confirming that customers meet the required criteria, the loan assessment centre will contact the customers to inquire and verify the accuracy of the information to be used in the approval process. For cases of hire purchase for captive finance or for customers with high-value hire purchase transactions, the Company will send its employees to inspect the actual premises and take additional photos. After that, the Company will proceed to deliver the products to the address provided by the customers.

In cases where the customer requests a hire-purchase loan in an amount that exceeds 110,000 Baht, the Company will collect documents showing the customer's income and check their credit history, including their debt repayment history. The Credit Information Department will check the customer's credit history from the databases of the National Credit Bureau (NCB), of which the Company has been a member since 23 January 2013. This allows the Company to check the credit of both individuals and legal entities. The Company must obtain written consent from the customer to disclose their Credit Bureau information, and only after receiving this consent can they check the customer's information from the database. Sales representatives in the Company's subsidiaries will operate according to the Company's policies or marketing strategies at different times. However, only some sales representatives may be able to consider preliminary sales of whom have met the Company's criteria. The Loan Assessment Department has set clear loan assessment criteria. In cases where the customer's information and/or documents are incomplete as specified, the Loan Assessment Department will set the status of the follow up as preliminary approved and request additional documents. The sales representatives must then send the specified information and/or documents to the loan assessment team within three (3) days. If the loan assessment team determines that the customer does not meet the criteria or has incomplete information and documentation as specified, the loan review department will issue a cancellation order for the credit sales to sales representatives, and require the customer to pay in cash instead.

(1.2) Instalment payment collection process

Currently, the Company uses the Bill Payment system to receive instalment payments from customers. Customers will receive a monthly invoice document via mail, which specifies details such as their name, contract number, instalment amount, and payment due date. Customers can make instalment payments through the Bill Payment system by scanning the barcode to

make payments at (1) SINGER branches (for cases of hire-purchase loans with SINGER products), (2) branches and ATMs of designated banks as specified by the Company, (3) Mobile Banking apps of designated banks as specified by the Company, (4) Internet Banking, and (5) Counter Service payment channels. Customers can also bring their Bill Payment to any 7-Eleven stores that have a Counter Service symbol to make their instalment payments.

However, for the case of SINGER's hire purchase loan customers, the Company also provides off-site instalment collection service through QR Code channel within the Company's application. SINGER sales representatives who take care of these customers serve as another channel to provide convenience for customers.

Furthermore, the Company has a process for tracking instalment payments and outstanding debts. The Company's sales representatives, telecollectors, and field collectors or external debt collection companies are responsible for debt collection. The Company regularly summarises the results of debt collection every month. In cases where the Company's or other external debt collection agencies' representatives are unable to collect payments from customers in a particular instalment, the Company will allocate debt collection tasks to its employees or other external debt collection agencies to enhance collection efficiency and as an audit to prevent payment leakage of the customers.

(1.3) Process of seizing collateral and auction

In the case that the Company has pursued debt collection according to its procedures, but the customer did not proceed or unable to pay the debt to the Company, with the debt being outstanding for a period of three (3) consecutive instalments, the Company has the right to terminate the contract and seize the collateral for auction. However, in practice, in order to maintain good relations with customers, the Company will not immediately seize the collateral from the customer. Instead, the Company will send its sales representatives and field collectors to negotiate with the customer to find the best solution for the customer to pay off the debt. This may involve extending the customer's repayment period, reducing the monthly repayment amount, and reducing the burden of the debt with the customer, in order to help the customer and reduce the likelihood of the customer defaulting on the debt.

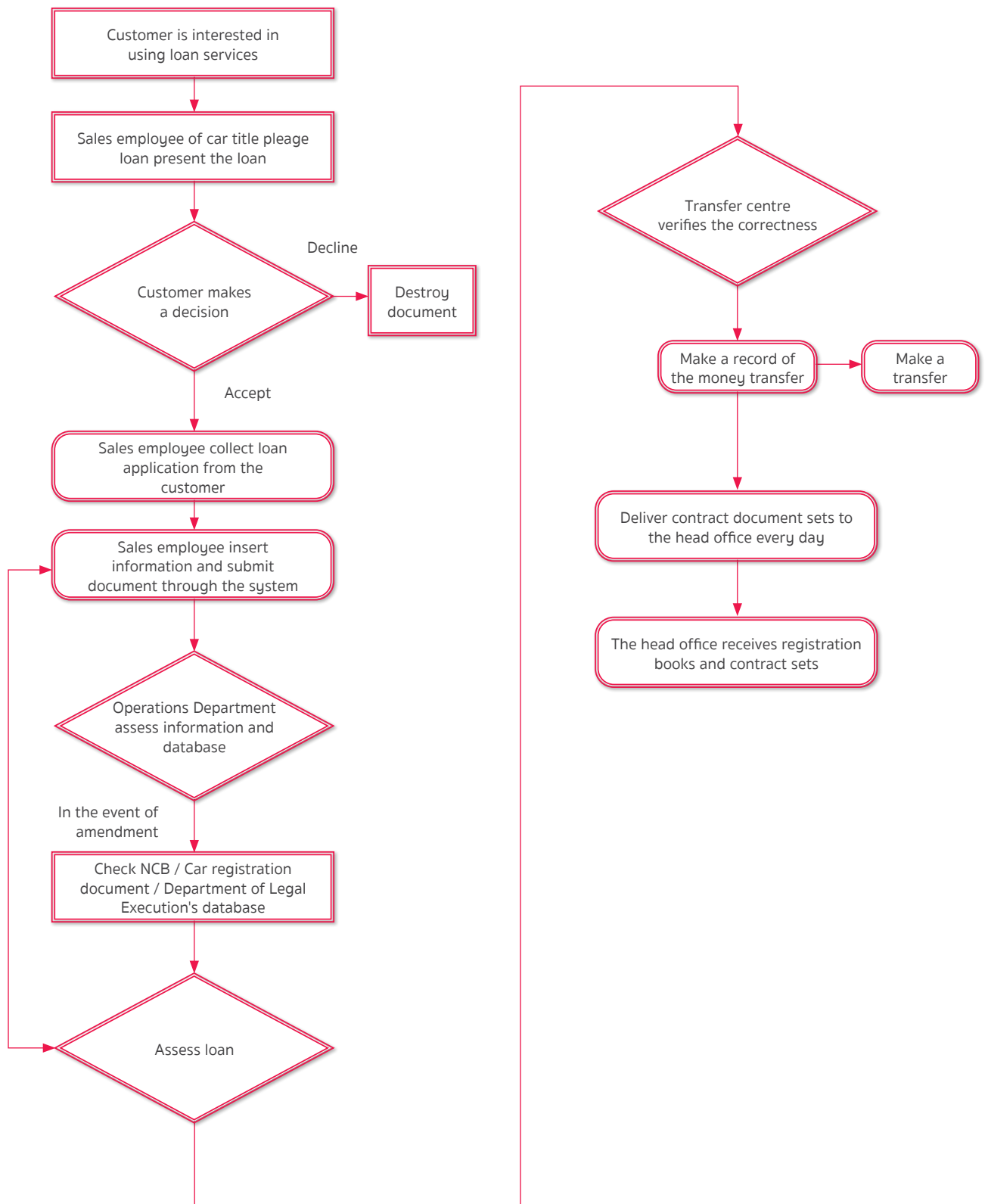
Employees of the Company who are salespeople or field collectors will travel to meet with customers to seize the products. After the Company has seized the products, for electrical appliances of SINGER brand under hire purchase loan agreements, the Company will hire SINGER to resell the seized products. When field collectors of the Company seize the products from customers, they must inspect and record the condition of the products and equipment before seizing them and have customers sign documents acknowledging the return of the products. After that, these employees must deliver the seized products to a nearby SINGER branch within one day or within three (3) days for large items or for seizing outside of the branch's working hours. They must then have the store manager of the SINGER branch sign documents acknowledging the return of the products and deliver them to the Company accordingly as in line with the inter businesses support agreement. After the Company is able to sell the seized products, the Company will reconcile the incur losses from the seized products as the difference in the value of the products hired SINGER to sell the compared to the remaining debt value that the loan applicant owes to the Company. For hire purchase loan for captive finance, the Company will sell the seized products to the dealer who is the distributor of that machinery product."

(1.4) Account closure process

When the customer has paid all instalments according to the contract, the Company will send a receipt and a debt certificate to the customer in the following month as evidence to confirm to the customer that the debt has been fully paid. The Company will keep all loan documents of the customer at the headquarter office for destruction. However, in the case where the customer wishes to close the account before the end of the contract period by paying all the hire purchase payments at once, the Company will provide a discount to the customer as specified.

The Company will keep and maintain data and documents as necessary, unless the retention of such data or documents is required by law for a period not exceeding ten (10) years after the relationship between the Company and the aforementioned customer ends. The Company will ensure that there are security measures in place for the storage of personal data according to the standards prescribed by law. Personal data will be collected as necessary for the purposes of collection, and regular monitoring of personal data will be carried out to verify the length of time for which such data is being stored.

(2) Car for cash (Hire purchase loan for car by transferring the car title ownership loan and car title-secured loan)



(2.1) Loan assessment process

When a customer wishes to use the Company's car for cash service, the sales representatives of the Company's car pledge loan business group will coordinate with the customer to fill out the application form, including supporting documents such as a copy of the vehicle registration certificate, a copy of the ID card, a consent letter to disclose credit bureau information, and a photo of the customer's collateral. Then, the Company's sales representatives will submit the customer's information to the Company's Credit Information Department for verification of the customer's credit history and debt repayment records, which will be cross reference with the Company's credit database and the National Credit Bureau (NCB). The Company has been a member of the National Credit Bureau since 23 January 2013, allowing it to check the credit of both individuals and legal entities. The customer must give written consent to disclose their credit information before the Company can check their credit data. The sales representatives of the Company will prepare a consent letter for the customer to sign, starting from the document collection process. After the Credit Information Department verifies the customer's information, they will send the result to the Loan Assessment Department for customer assessment based on the Company's criteria which will be divided according to the customer's payment history. At the same time, the Loan Assessment Department will verify the condition of the collateral vehicle based on the photos sent by the Company's sales representatives for the car appraisal. After the Loan Assessment Department has appraised the value of the collateral vehicle, the Company's sales representative will inform the customer of the estimated value of the collateral vehicle and whether the loan applicant agrees to use the services of the Company or not.

After the customer agrees to the collateral vehical value offered by the Company's sales representative, the sales representative will collect additional documents including transfer documents, power of attorney documents, the latest payroll slip, 6-month bank statements, copies of bank deposit account books, documents showing occupation such as business registration certificate (depending on the case), residence and business location, and may send the Company staff to inspect the current address and place of occupation of the customer and guarantor to verify that they have clear and accurate addresses as specified in the loan application form. The Company's sales representative will then submit the customer's information into the Company's system, which will preliminarily verify the customer's information from the Company's database. The Company will not offer loans to customers who are blacklisted as specified by the Company, such as individuals with a history of debt default, and the Company has a policy to update its blacklist on a daily basis to ensure the currentness of the data. In addition, the Company also verifies customer information from the database of the Anti-Money Laundering Office and checks customer information from the database of the Department of Legal Execution.

After verifying blacklist personal information of the Anti-Money Laundering Office and the database of the Department of Legal Execution, and that the customer meets the required criteria, the Loan Assessment Department will proceed to verify the accuracy of the documents submitted by the customer and assess their creditworthiness based on the Company's criteria. For example, assessing from the documents showing the customer's income and search results from the customer database. If the Loan Assessment Department determines that the customer is eligible for a loan according to the Company's criteria, Loan Assessment Department will contact the customer to confirm their identity and the accuracy of their information. The loan will then be approved in the system and the sales representatives of the Company will be notified of the approval results to then inform the customer.

After approval, the sales representatives of the Company will bring contract documents, guarantee agreement, transfer and receiving forms, as well as power of attorney (as the case maybe) for customers and guarantors to sign (as the case maybe). They will also collect the set of car registration documents, including loan notifications, interest rates, fees, payment terms, and other agreements for customers.

In the case of car title pledge loan where there is a need to transfer ownership of the car, the Company will register and change the name of the car owner to the Company's name. However, for non-car title pledge loan (car title-secured personal loan under regulatory supervision), the Company will keep the set of transfer documents and then pay the customers directly through bank transfer or check. The sales representatives of the Company will later send a copy of the contract documents and debt repayment schedule to the customers.

(2.2) Debt collection process

Currently, the Company uses a Bill Payment system to receive instalment payments from customers. Each month, customers will receive an invoice document via mail which specifies details such as customer name, contract number, instalment

amount, and due date. Customers can make instalment payments through Bill Payment by scanning the barcode for payment as follows: (1) via the bank branch and ATM as specified by the Company, (2) through the Mobile Banking application of the bank as specified by the Company, (3) via Internet Banking, and (4) at Counter Service channels. Customers can make payments at 7-Eleven stores with a Counter Service symbol using Bill Payment.

Furthermore, the Company has a process for tracking instalment payments and outstanding debts. The Company's sales representatives, telecollectors, and field collectors or external debt collection companies are responsible for debt collection. The Company regularly summarises the results of debt collection every month. In cases where the Company's or other external debt collection agencies' representatives are unable to collect payments from customers in a particular instalment, the Company will allocate debt collection tasks to its employees or other external debt collection agencies to enhance collection efficiency and as an audit to prevent payment leakage of the customers.

(2.3) Seizing of collateral car and auction process

In the case that the Company has pursued debt collection according to its procedures, but the customer did not proceed or unable to pay the debt to the Company, with the debt being outstanding for a period of three (3) consecutive instalments, the Company has the right to terminate the contract and seize the collateral for auction. However, in practice, in order to maintain good relations with customers, the Company will not immediately seize the collateral from the customer. Instead, the Company will send its sales representatives and field collectors to negotiate with the customer to find the best solution for the customer to pay off the debt. This may involve extending the customer's repayment period, reducing the monthly repayment amount, and reducing the burden of the debt with the customer, in order to help the customer and reduce the likelihood of the customer defaulting on the debt.

Field collectors are employees who travel to meet customers to seize collateral from them. However, there may be cases where the field collectors of the Company cannot seize the collateral from customers due to the inability to negotiate with them. In such cases, the Company hires external debt collection companies to seize the collateral on its behalf. As of 30 December 2022, the Company had hired a total of two (2) external debt collection companies. After the field collectors or external debt collection companies have seized the collateral, they will park the collateral vehicles at the nearest parking lot for auction as designated by the Company. The field collectors or external debt collection companies will record the collateral information in the system and send a letter notifying the customer and the guarantor (as applicable) of their right to redeem the collateral. If the customer fails to redeem the collateral within the specified time frame, the Company will proceed with the auction process. The Company has a policy of auctioning off the collateral to ensure efficient market sales and fair competition in prices. Currently, the Company has entered into an auction contract with an outsource auction service provider authorised by the Department of Provincial Administration to conduct market auction sales. The said service provider has 21 auction centres covering 20 provinces throughout Thailand, including (1) Bangkok Auction Centre (2) Nakhon Pathom Auction Centre (3) Phra Nakhon Si Ayutthaya Auction Centre (4) Saraburi Auction Centre (5) Nakhon Sawan Auction Centre (6) Phitsanulok Auction Centre (7) Chiang Mai Auction Centre (8) Chiang Rai Auction Centre (9) Rayong Auction Centre (10) Kanchanaburi Auction Centre (11) Prachin Buri Auction Centre (12) Khon Kaen Auction Centre (13) Buri Ram Auction Centre (14) Udon Thani Auction Centre (15) Ubon Ratchathani Auction Centre (16) Phetchaburi Auction Centre (17) Surat Thani Auction Centre (18) Nakhon Si Thammarat Auction Centre (19) Hat Yai Auction Centre, and (20) Phuket Auction Centre. On average, each auction centre conducts four (4) auctions per month.

The Director of Credit and Property Management Division ("the authorised person to determine the selling price") is responsible for considering and approving the sale of collateral. They will set the selling price based on market prices of cars of the same brand, model, age, and similar conditions in the market. The purpose of this is to ensure a fair and transparent auction, and an appropriate selling price. If the collateral is not sold after auction, the authorised person to determine the selling price will consider reducing the price in accordance with the Company's procedures. Once the collateral is sold, the Company will prepare relevant documents related to the transfer of ownership to the successful bidder.

However, the Company stipulates that it will seize the customer's collateral as little as possible, considering primarily the customer's debt history, to help maintain a good relationship with the customer. As of 31 December 2022, the Company has seized 152 out of a total of 15,159 collaterals, which is 1% of the total number of collaterals.

After the collateral has been sold, the Company still has the right to collect any remaining debts from the customers if the value of the collateral sold is lower than the remaining debt. In such cases, the Company will follow up on debt collection with the aforementioned customers in accordance with relevant laws. If the customer does not agree to pay the remaining debt, the Company will proceed with legal proceedings in civil and commercial processes to collect the remaining amount.

Account closure process

Hire purchase loan for car by transferring the car title ownership loan

When the customer has paid all instalments according to the contract, the debt accounting department will verify the correctness of the payment. Then, the operations and business support department will send the car registration documents and transfer of ownership documents back to the customer. The customer will then proceed to change the ownership of the car back to the customer's name at the Department of Land Transport, and must sign as evidence to confirm receipt of the documents when the account closure process is completed. The Company will keep all of the customer's loan documents at the main office for the specified period of time for further destruction. In the event that the customer wishes to close the account before the contract ended by requesting to pay the full amount of the hire purchase purchase in one instalment, the Company will provide a discount as specified.

Car title-secured loan or car title pledge loan

When the customer pays the instalments in accordance with the contract, the account receivable management team will verify the accuracy of the payment. Then, the operation and business support team will send back the vehicle registration certificate and transfer of ownership documents that the customer has signed. The customer must sign as evidence to confirm the receipt of the documents when the account closure process is completed. The Company will keep all of the customer's credit documents at the head office for the specified period of time for further destruction. The Company will keep and store personal data and documents as necessary, unless the data or documents are required to be kept for a period longer than that prescribed by law, which is no more than ten (10) years after the relationship between the company and the aforementioned customers ends. Additionally, security measures will be taken to protect personal data storage in accordance with the criteria set by the law, and personal data will be collected only as necessary for the purposes of collection. The personal data will be monitored regularly to verify the duration of data retention.

Debt Consolidation

Loan assessment process

When employees of the Company that have signed the memorandum with the Company wish to use the debt consolidation service, the Debt Consolidation Department of the Company will proceed to have the customers fill out documents for the loan application, including supporting documents. For example, a copy of the national identification card, a copy of the household registration certificate, a certificate of employment from the employer, a consent letter for account deduction, a letter of consent to disclose credit bureau information, invoice documents from all financial institutions that need to be paid off, the latest salary slip, a salary certificate, and a salary statement for the past 6 months. The sales representative of the Company will then verify the information of the loan applicant and submit the information into the Company's system, for the Credit Information Department to check the credit history and debt repayment of the customer. The Credit Information Department will verify the credit history from the customer's NCB database, and after searching for the customer's information, the Credit Information Department will forward the results to the Loan Assessment Department to assess the customer's creditworthiness based on the Company's criteria, which will be based on the customer's debt repayment history, credit limit, and loan duration.

After the Debt Consolidation Department has notified the customers of their loan balance and the customers have agreed to use the loan services of the Company, and have verified the latest debt balance, the Company will prepare a summary report of the debt balance and a list of cheques issuance to be sent to the bank for issuing the cheque paid to the financial institution designated by the customers to close their credit lines based on the latest debt balance for the customer to close their credit lines as agreed upon. The employees of the Debt Consolidation Department will then deliver the relevant documents to the customers on the same day the cheques are issued and the loan agreement is made, for the customers to sign in front of the Company's sales

representatives only. The sales representatives will take a picture when delivering the agreement and the cheque, and collect the supporting documents for receiving the cheque and the loan agreement, which will be kept at the Company. The Company will then follow up with the customers for evidence of credit line closure within seven (7) days from the day of cheque delivery and executing of the loan agreement.

Debt collection process

For debt consolidations, the Company will receive instalment payments through the deduction from the customer's payroll account. The Company will provide a summary of the instalment payments made by customers who use the loan service to the Company's human resources department every month, on the day and time specified by each company, and when the specified day arrives, the Company's human resources department will transfer the money or hand over the cheque to the Company to pay for the instalment payments of customers who use the debt consolidation service from the Company.

Account closure process

When customers wish to close their account before the expiration date or notify the employer that they wish to resign and pay off the entire balance to close the account, the Debt Consolidation Department will verify the amount the customer needs to pay in the case of closing the account from the Operations and Business Support Department, and coordinate with the customer to make the payment. They will also collect evidence of payment to submit to the Operations and Business Support Department. However, in the case that the customer resigns from the employer and is unable to repay the full amount of the loan, the Company will prepare an addendum to the agreement for debt obligation for the customer to sign and agree to pay the instalment payments at the specified rate. The Debt Consolidation Department will closely follow up on debt repayment. The Company will keep all the documents related to the customer's loan at the head office for the designated period, for further destruction. The Company will keep and store personal data and documents as necessary, unless the data or documents are required to be kept for a period longer than that prescribed by law, which is no more than ten (10) years after the relationship between the company and the aforementioned customers ends. Additionally, security measures will be taken to protect personal data storage in accordance with the criteria set by the law, and personal data will be collected only as necessary for the purposes of collection. The personal data will be monitored regularly to verify the duration of data retention.

Online Gold Financing (Click2Gold)

Loan assessment process

When customers who wish to use online gold financing services can register their user accounts by entering their personal information on the SINGER Connect app. Customers can then place gold orders with a minimum of 0.25 Baht and a maximum of 1 Baht, with a maximum repayment period of 24 instalments, and must submit documents to the Company through the website, including a photo of the applicant with their ID card and a copy of their ID card. After that, the Company will verify the accuracy of the information. When the information and documents are complete and accurate, customers must pay the down payment and service fee as specified before the loan can be considered for approval. Once the Company has approved the loan for the customer, the Company will order the gold from the Aurrora Gold store and store it at the Company until it is delivered when the contract expires or the account is closed. Additionally, the Company has prepared insurance to cover the risk of the stored gold, and for details on terms and coverage.

The Company has used the LINE application channel, SINGER Connect, which is the Line Official of SINGER, to promote their gold instalment loan services. The Company has considered that the SG Capital brand is not well-known among customers, but there is still brand awareness associated with loan services from SINGER. Moreover, SINGER has a large customer base and a target customer group that is similar to SG Capital's. Therefore, the Company has decided to use this channel to reach customers and expects to create brand awareness so that customers know and trust the Company's services. The Company anticipates that they can shift this online gold instalment credit channel to its own channel in the future. In this regard, the Company has agreed to pay a fee for using this channel, which is included in the Share service agreement between the two parties.

Debt collection process

- Same process as debt collection process for car title pledge loan -

Account closure process

When approaching the end of the contract period, the Company will coordinate with the gold store to deliver the gold that serves as collateral, which is stored at the Company, according to the contract to the main office of the gold store for preparation and delivery to the customer at the branch of the gold store as agreed upon with the customer. When the customer pays the instalment amount in full according to the contract, the Company will verify the correctness of the payment. Then, the Company will send a message for the account closing status through the LINE application so that the customer can receive the gold at the branch as agreed upon with the gold store or as notified to the Company. Customers can notify the order number at the aforementioned branch for the gold store to verify and confirm the order number information through the system. In the case where the order number is correct and the instalment payment is paid in full, the customer will receive a one-time password (OTP) via the registered phone number to confirm their identity with the gold store again.

The gold store will verify the customer's OTP code information before delivering the gold, and take a picture of the gold delivery along with the customer's signature on the receipt document as evidence each time. The Company will keep all of the customer's loan documents at the main office for the specified period to wait for future destruction.

Debt collection process

For customers who have overdue payments beyond the deadline set by the Company in the invoice, the Company's employee will contact those customers. The Company will follow debt collection criteria as stipulated under the Debt Collection Act of 2015 (including amendments) and emphasize the importance of debt tracking and control, aiming to prevent customers from being overdue for more than ninety (90) days. This is important to maintain the Company's provision for doubtful accounts policy. The Company has a debt collection department that considers debt collection and control and provides telephone collectors, field collectors, or external debt collection agencies to assist the sales representatives in debt collection.

Summary table of tracking for each type of loan.

The period of overdue payment	Debt tracking methods	Documentation submission for debt tracking for each type of loan			
		Hire Purchase	Car for Cash ¹	Debt Consolidation	Online Gold Loan
Not yet due for payment or overdue for less than 30 days	<ul style="list-style-type: none"> Telephone notification/SMS notification 	Send an invoice			Notify message via LINE application
31 - 60 days	<ul style="list-style-type: none"> Follow-up call to ask the customer to pay the overdue payment. In case of being unable to contact the customer, the Company will assign an employee to follow up with the customer or guarantor at the address provided. 	Send an invoice			Send contract termination notice
61 - 90 days	<ul style="list-style-type: none"> Follow-up call to ask the customer to pay the overdue payment. In case of being unable to contact the customer, the Company will assign an employee to follow up with the customer or guarantor at the address provided. 	Send contract termination notice to the hire purchaser and guarantor			Notify the buyback of gold

The period of overdue payment	Debt tracking methods	Documentation submission for debt tracking for each type of loan			
		Hire Purchase	Car for Cash ¹	Debt Consolidation	Online Gold Loan
91 - 120 days	<ul style="list-style-type: none">Follow-up call to ask the customer to pay the overdue payment.In case of being unable to contact the customer, the Company will assign an employee to follow up with the customer or guarantor at the address provided.Assign an external debt collection company to collect the debt.	Retrieve the products ²		Prepare for filing a lawsuit consideration	-
121 - 150 days	<ul style="list-style-type: none">Follow-up call to ask the customer to pay the overdue payment.In case of being unable to contact the customer, the Company will assign an employee to follow up with the customer or guarantor at the address provided.Assign an external debt collection company to collect the debt unpaid by the customer.	Retrieve the products ² / Prepare for filing a lawsuit consideration			-
151 days and above	<ul style="list-style-type: none">Request approval to proceed with legal action to execute the debt against the hire purchaser, borrower, and guarantor (as the case maybe)	Legal execution against the hire purchaser/ guarantor			-

Remarks: ¹ Car pledge loan with the transfer of car title ownership / Car pledge loan without the transfer of car title ownership (car title-secured personal loan under regulatory supervision)

² When the 30-day deadline is due from the day the customer received the contract termination letter, the Company can request the return of collateral and collect any outstanding payments according to all contracts.

For the instalment of the fiscal year ending on 31 December 2021 - 2022, the Company has a non-performing loan (NPL) ratio of 3.85 and 4.64 respectively."

In the event that some customers who have outstanding debts wish to negotiate a debt restructuring with the Company after being unable to pay their debts to the Company and their contract has been terminated, the debt collection agency may negotiate with the customer to find a solution for repayment. The Company will consider the conditions set by the Company in accordance with the ability of the aforementioned customers to repay their debts. The Company will extend the repayment period with reduced monthly instalment amounts. Once the debt restructuring is approved, the aforementioned customers will still be classified as Stage 3 debtors and their repayment will be monitored for a period of three (3) months. If the aforementioned customers are able to pay the instalment amount equal to or greater than three (3) instalments within the aforementioned period, the Company will consider classifying the debtors according to normal debt classification criteria.

For some customers that the Company has reviewed, if taking legal action would be costlier than beneficial, the Company may consider accounting for the debt according to the guidelines of the Ministerial Regulation No. 186 of the Revenue Code, by proposing to the Board of Directors to approve the write-off of bad debts. In this case, the Company will sell the debts that it cannot collect to a company that purchases debts through an auction. This will be done after the Company has already accounted for bad debts, which is typically done once a year.

For the fiscal year ending on 31 December 2021 and 2022, the Company had expected credit losses of 211.37 million Baht and 395.21 million Baht, respectively.

In terms of financial status and sources of funds:

- 1) Holds 74.92% of the shares by "Singer Thailand Public Company Limited"
- 2) The source of funds for working capital derives from the loan from the parent company, "Singer Thailand Public Company Limited".



SG Service Plus Co., Ltd. (SGS)

SG Service Plus Co. Ltd. is a Subsidiary Company, in which Singer Thailand Pcl. has a 99.96% shareholding, started operations on 7 September, 2012. SG Service Plus Co., Ltd., (SSPL), Business License No.0105504001951, with a total registered capital of Baht 5 million and its registered offices at 8, Moo 4, Samkok -Sena Road, Bangnomkho, Amphur Sena, Pranakon Sri Ayutthaya Province 13110, operates after sales services for the installation, repairs, and maintenance of all types and brands of electrical appliances together with selling the associated accessories or spare parts under the control of Singer Thailand Pcl. As such, the company aims to be a top-quality provider of after sales services just like your immediate neighborhood appliance repairman. The company changed its corporate name on July 25, 2016; whereby the company's Board of Directors passed a resolution to change the company's name from Singer Service Plus Co., Ltd., (SSPL) to be SG Service Co., Ltd., (SGS), through changing only the company's name.

In 2018, the company undertook various proactive initiatives and focused on providing speedy services through investing in a new 'application' that enables the customer to monitor and check, in real time, the status of the repairs service; together with implementing a program to support the repair services and sales of accessories corresponding to this new 'application'. Additionally, the company also expanded the scope of its maintenance and repairs services coverage to include large engineering projects as well as bidding for work relating to Government projects, industrial projects, and hotel and resorts projects. As such, the company has expanded its sales revenue channels; such as: undertaking the electrical system wiring work for buildings, laying down the wiring for a LAN network system or a telephone system, buildings improvement and repair work, and installing exhibition booths or stalls; as well as selling genuine spare parts and accessories for SINGER products and also for all other brands of electrical appliances.

With regard to its human resources development, the company has trained and developed its technicians to achieve various standards of technical skills competence - namely: building electrical technician level 1 program and air conditioning technician for small sized commercial air conditioning systems level 1 program - so as to comply with the applicable legal and regulatory requirements of the Department of Skills Development, Ministry of Industry. The company also undertook new products training courses on a continuing basis; as well as created a new generation of technicians to replace older technicians through collaborating, under a bi-partisan MOU to undertake vocational teaching activities, with vocational schools in the Central and Southern provinces of the country.

With regards to the HOTLINE 0-818-404-555 service at its Service Center together with the coordination and assignment of work to technicians, the company covers all areas and all provinces through having 115 technicians operating from the established network of 188 Branch Offices of Singer Thailand Pcl., so as to enable SGS to provide its services throughout the country in a comprehensive manner.



SG Broker Company Limited (SGB)

SG Broker Company Limited was established on June 18, 1985, under the name "Singer (Broker) Company Limited," with a registered capital of 200,000 Baht (2,000 ordinary shares at 100 Baht per share), with SINGER Thailand Public Company Limited holding 99.99 percent of the shares. On December 18, 2015, the company increased the total paid-up registered capital to 4 million Baht (40,000 ordinary shares at 100 Baht per share). On July 25, 2016, the board of directors of the company passed a resolution to change the name of the company from Singer (Broker) Company Limited to SG Broker Company Limited (SGB). At the Extraordinary General Meeting of shareholders No.1/2021, a resolution was unanimously passed to increase the company's registered capital of 10 million Baht by issuing 100,000 ordinary shares with a par value of 100 Baht per share, which the company has registered the capital increase and amended the Memorandum of Association Clause 5 to reflect the new paid-up registered capital of 14 million Baht on December 8, 2021.

SG Broker Company Limited engages in the insurance brokerage business, as licensed under license No. Wor 00014/2559 for non-life insurance brokerage and license No. Shor 00045/2545 for life insurance brokerage which has SINGER Thailand Public Company Limited as the major shareholder. The company operates under the management team and knowledgeable personnel who adhere to ethical principles and comply strictly with the regulations of the Office of the Insurance Commission. In addition to offering non-life insurance services, the Company aims to broaden its non-life insurance business coverage to encompass the insurance business. Additionally, it strengthens its group business and caters to its customers nationwide. The Company puts a high priority on the benefits of its customers, especially when it comes to insurance coverage beyond car insurance, which has been unavailable to a substantial portion of the population consisting of low-income customers.

With the reputation of SINGER (its major shareholder), and its longstanding 100 years of customer relations which comprises the customer database of over four hundred thousand customers as well as the proficient marketing network of its affiliated businesses that span across all regions in the country. The Company aims to seize the opportunity to provide insurance services to the customer group, so that they can have better access to insurance coverage based on their purchasing power, and most importantly to promote the insurance business to another level.

Reasons for Business Operations

To expand the Company's business and the shareholders provide the service which response to the needs of low income customer group to conveniently purchase the insurance and appropriate to their income.

VISION

To be the leading insurance broker that is dedicated to developing the quality of service to international standards, taking care of the benefits of customers, partners, employees, and shareholders in a fair manner, and jointly creating a good society.

Mission

1. To create a standardized service system with quality.
2. To create maximum customer satisfaction.
3. To innovate efficient management with up-to-date information technology.
4. To create a qualified and professional workforce

GOALS

To provide the service of a Non-life Insurance Broker in the kind of car insurance, personal accident insurance, and life insurance services with honesty, integrity, and excellent service to facilitate fast and convenient service, creating maximum customer satisfaction. Furthermore, the company is committed to developing the efficiency of its operations in compliance with laws and regulations and announcements from relevant government agencies to enable the sustainable growth of the company's business.

SGB Insurance Broker Co., Ltd. operates as an insurance agent giving advice and delivering insurance premiums by using the distribution network of SG Capital Public Company Limited (SGB) which holds the license for the personal broker for direct insurance brokerage management

1. **Life insurance**, selling payment protection insurance, life insurance, and health insurance
2. **Non-life insurance**, selling all types of non-life insurance

Business plan for insurance broker product or service procurement

The company places importance on selling both mandatory and voluntary car insurance by targeting groups of personal car owners with a maximum of seven people. This is achieved through purchasing a customer database from a distributor and cooperating with one insurance company partner to procure and manage customer databases to use for contacting and selling car insurance of all 15 non-life insurance business partners. All non-life insurance business partners enter into an agreement with the company to conduct business without a time limit, which is a master agreement that can be amended or modified for additional terms and conditions such as policy types, insurance agent fees, and other service charges. Therefore, the company divides customers and business partners in the insurance broker business according to the sources of customer databases as follows:

1. Partner who offers all types of non-life insurance products, and whose responsibilities are as follows:
 - Cooperating with the company to procure and manage customer databases of the target group of partner customers.
 - Collecting insurance premiums from customers instead of the company
 - Delivering insurance policies to customers.

However, such a non-life insurance company and the company will verify that the data of the target customer group is a set each time before proceeding with the sale, in order to avoid overlap with the original customer base of the company.

2. The partner who offers only one type of non-life insurance product (Non-Partner), which are 15 insurance companies (including partner products, but the company is the one who provides the database of its own target customer group), offers various types of insurance products to the company for sales to the target customer group through face-to-face channels, whereby the company provides the database of the target customer group, as well as collects insurance premiums and delivers insurance policies to customers.

Policy for the selection and procurement of business partners

The company has a policy for the selection and procurement of business partners as follows:

1. Being a non-life or life insurance company that is strong in both financial and product design aspects, as well as providing fast customer service in settling claims
2. Being a non-life or life insurance company that upholds good moral principles, has high-level executives with vision, and a highly efficient team that understands the business and is ready to support the success of agents' business.
3. Being a non-life insurance company that has a network for providing service for car insurance claims in all areas, both in Bangkok and in other provinces.
4. Has an alliance of related businesses such as repair shops or service centers that have been accepted for their service and approved for payment of compensation from the non-life insurance company.

5. Having a team of personnel who understand and support both pre-and post-sales work.
6. Supporting new distribution channels for insurance and the development of various works.
7. Having a management that maximizes profits to create higher returns for non-life insurance agents or life insurance agents companies.

Corporate competitiveness, methods of selecting insurance products, and the utilization of channels to offer insurance products

The SGB operates with a strong commitment to integrity and social responsibility. It boasts a highly qualified management team with expertise and experience, along with personnel possessing long-standing experience regarding insurance service, especially business networks under the "SINGER" brand, which is ready to support and already has a customer database of over four thousand individuals. The company is confident that it will be able to conduct non-life insurance agent business efficiently and be able to fully meet the needs of consumers.

Market targets and target customer groups:

- Personal insurance and accident insurance service
- "Singer" business service customers aged between 18-60 years old
- Customers with low income who are interested in and prioritize accident insurance

Marketing strategies, the selection of distribution channels to reach target customer groups and service channels, and marketing promotions:

• Marketing strategies

Collaborate with partner insurance companies to develop products / coverage conditions that are appropriate and match the insurance premium price for the target customer groups, in various projects that offer standardized policies that are easy to present and sell to customers.

• The selection of distribution channels to reach target customer groups and service channels

In addition to company distribution channels, the company has received support for distribution cooperation through "Singer" salespersons who hold the license of non-life insurance agents that have branches nationwide and which is another important distribution channel, along with tele-sales.

• Marketing promotions

Defines the structure of benefits and rewards to motivate sales personnel, organizes sales promotion activities, such as giving lottery prizes to customers who buy "Singer" electrical appliances in that branch, to support the sales volume of that branch. Organizes knowledge seminar activities and entertainment activities to raise awareness among customers about the importance of insurance.

• Advertising and public relations formats

1. Convening internal roadshow at "SINGER" headquarter and inform every meeting to all sales of "SINGER" in each region countrywide.
2. Executing web page introducing the company, news publications, and marketing activities.
3. Announcing in poster disclosed at "SINGER" branches.

1.4 Securities and Shareholder Information

1. Amount of Registered Capital and Paid-up Capital

(1) Registered capital and issued and paid-up capital as of December 31, 2022

Registered capital : 840,674,119 Baht (Eight hundred and forty million six hundred and seventy four thousand one hundred and nineteen baht only) consisting of 840,674,119 ordinary shares (Eight hundred and forty million six hundred and seventy four thousand one hundred and nineteen shares) par value 1.00 Baht per share.

Issued and paid-up capital : 822,341,978 Baht (Eight hundred and twenty two million three hundred and forty one thousand nine hundred and seventy eight shares baht only) consisting of 822,341,978 ordinary shares (Eight hundred and twenty two million three hundred and forty one thousand nine hundred and seventy eight shares) at par value 1.00 Baht per share.

(2) Instruments representing returns arising from underlying securities (NVDRs)

As of March 10, 2023, Thai NVDR Company Limited has 25,848,376 ordinary shares of the company as underlying securities or equivalent to 3.187% of the paid-up capital, which has no voting rights of shareholders because Thai NVDR Company Limited does not exercise the right to vote in the shareholders' meeting.

- At present, the Company does not have preferred shares.
- The Company's obligations regarding future issuance of shares.

The Board of Directors Meeting No. 226, held on January 8, 2019, the Extraordinary General Meeting of Shareholders of the Company No. 1/2019 held on February 27, 2019, and the Board of Directors Meeting No. 228, held on February 27, 2019, had considered the approval of the allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Right Offering) and had considered the approval of the allocation of the newly issued ordinary shares to support the exercise of the warrants to purchase the Company's ordinary shares in the amount of 2 sets with the details are as follows:

1. Newly Issued Ordinary Shares

The Company issues new ordinary shares, not exceeding 432,000,000.00 Baht, divided into ordinary shares of not exceeding 432,000,000 shares with a par value of 1.00 Baht per share to support the allocation that is not more than 216,000,000 newly issued ordinary shares with a par value of 1.00 Baht per share for offering to the existing shareholders of the Company in proportion to their shareholding (Right Offering) at the offering price of 4.89 Baht per share, in a subscription ratio equal to 5 existing ordinary shares per 4 newly issued ordinary shares (or 1.25 existing ordinary shares per 1 new ordinary share). The existing shareholders may express their intention to subscribe to the newly issued shares more than their rights (Excess Rights) that have been allocated in proportion to the same offering price and will be allocated over-subscribed shares only when there is remaining capital of ordinary shares left from the allocation of the existing shareholders who have fully subscribed according to their rights.

In addition, the Company allocates not more than 216,000,000 newly issued ordinary shares with a par value of 1.00 Baht per share reserve for the exercise of the Company's Warrants No. 1 ("SINGER-W1"), not exceeding 108,000,000 shares and reserve for the exercise of rights under the Company's Warrant No. 2 ("SINGER-W2"), not exceeding 108,000,000 shares. Both mentioned warrants will be issued and offered to the existing shareholders of the Company who subscribed and allocated the newly issued ordinary shares which are issued and offered to the existing shareholders in proportion to their shareholding (Right Issue) and oversubscribed from the rights (Excess Rights).

2. Warrant No. 1 (SINGER-W1)

The Company will allocate warrants to purchase the Company's ordinary shares of Singer Thailand Public Company Limited No. 1 ("SINGER-W1"), with the name specified and transferable of not more than 108,000,000 units with a price of

0.00 Baht per unit (zero Baht) (no value) to the existing shareholders, who exercised the rights to subscribe for newly issued ordinary shares and are allocated with the newly issued ordinary shares which issued and offered to the existing shareholders in proportion to their shareholding (Right Issue) and oversubscribed from the rights (Excess Rights) at the ratio of 2 ordinary shares allocated to 1 unit of the warrant. The exercise price is 7.00 Baht, except in the case of an adjustment of rights, the warrants will be issued within one year from the date that the shareholders' meeting of the Company has the resolution to issue the warrants and reserved shares for the warrants. The warrants are valid for two years from the date of issuance and expire on April 23, 2021.

3. Warrant No. 2 (SINGER-W2)

The Company will allocate warrants to purchase the Company's ordinary shares of Singer Thailand Public Company Limited No. 2 ("SINGER-W2"), with the name specified and transferable of not more than 108,000,000 units with a price of Baht 0.00 per unit (zero Baht) (no value) to the existing shareholders, who exercised to subscribe for newly issued ordinary shares and are allocated to the newly issued ordinary shares which the issued and offered to the existing shareholders in proportion to their shareholding (Right Issue) and oversubscribe from the rights (Excess Rights) at the ratio of 2 ordinary shares allocated to 1 unit of the warrant. The exercise price is 14.00.00 Baht, except in the case of adjustment of rights, the warrants will be issued within one year from the date that the shareholders' meeting of the Company has the resolution to issue the warrants and reserved shares for the warrants. The warrants are valid for four years from the date of issuance.

On 26 October 2021, the Extraordinary General Meeting of the Company's shareholders passed a resolution approving

- the reduction of ordinary shares by to 169 million shares amounting to Baht 169 million from the existing ordinary shares of 702 million shares to 533 million shares, at the par value of Baht 1 per share by cancelling unsold ordinary shares for 169 million shares, the Company registered the reduction with Ministry of Commerce on 3 November 2021;
- the increase of ordinary shares amounting to Baht 305 million from shares 533 million to shares 838 million at the par value of Baht 1 per share which allocated for
 1. the rights offering to the existing shareholders in proportion to the number of shares they have been granted, in the amount not exceeding 96.34 million shares at Baht 36.3005 per share;
 2. offering private placement that allocates to an investor who subscribed and allotted the newly issued shares by private placement in the amount not exceeding 197.11 million shares at Baht 36.3005 per share and
 3. reserve for the third exercising of the Company's warrants (SINGER-W3) apportioned to the investors who subscribed and allotted the newly issued shares by private placement at the ratio of 1 newly issued ordinary shares to 1 unit of warrant in the amount not exceeding 11.56 million shares at Baht 36.3005 per share.

The Company registered the capital increase with the Ministry of Commerce on 4 November 2021.

On 17 December 2021, the existing shareholders and Rabbit Holdings Public Company Limited (Formerly "U City Public Company Limited") purchased newly issued ordinary shares of the Company amounting to Baht 96.34 million and 197.11 million, respectively with fully paid amount, which caused shareholding ratio of Rabbit Holdings Public Company Limited (Formerly "U City Public Company Limited") to be 24.64% of the Company's issued and paid-up shares and considered as a major shareholder of the Company.

On 10 March 2022, the Extraordinary General Meeting of the Company's shareholders passed a resolution approving the increase of ordinary shares amounting to Baht 2.66 million from 838 million shares to 841 million shares at the par value of Baht 1 per share which allocated to reserved for the exercise of warrants under the SINGER-W2 project. The Company registered the capital increase with the Ministry of Commerce on 17 March 2022.

The significant information of warrants are as follows:

1) Warrants SINGER-W1

Grant date:	17 May 2019
Number of warrants offered:	65,752,617 units
Offered price per unit:	Baht 0 (zero Baht)
Term of warrants:	Not exceeding 2 years from the date of initial offer of the warrants
Exercise rate:	1 unit of warrant per 1 ordinary share
Exercise price:	7 Baht/share
Number of reserved shares:	65,752,617 shares
Expired date of warrants:	23 April 2021

2) Warrants SINGER-W2

Grant date:	17 May 2019
Number of warrants offered:	65,752,617 units
Offered price per unit:	Baht 0 (zero Baht)
Term of warrants:	Not exceeding 4 years from the date of initial offer of the warrants
Exercise rate:	Since 29 April 2022: 1 unit of warrant per 1.10157 ordinary share (Previously: 1.10076 ordinary share)
Exercise price:	Since 29 April 2022: 12.70919 Baht/share Since 17 December 2021: 12.71849 Baht/share (Previously: 14 Baht/share)
Number of reserved shares:	65,752,617 shares
Expired date of warrants:	23 April 2023

3) Warrants SINGER-W3

Grant date:	17 December 2021
Number of warrants offered:	11,557,681 units
Offered price per unit:	Baht 0 (Zero Baht)
Term of warrants:	Not exceeding 1 year and 6 months from the date of initial offer of the warrants
Exercise rate:	Since 29 April 2022: 1 unit of warrant per 1.00073 ordinary share (Previously: 1 ordinary share)
Exercise price:	Since 29 April 2022: 36.27395 Baht/share (Previously: 36.3005 Baht/share)
Number of reserved shares:	11,557,681 shares
Expired date of warrants:	17 June 2023

On 23 April 2021, shares options of warrants SINGER-W1 in amount of 732 shares were expired.

On 17 December 2021, the Company adjusted the exercise price and/or exercise rate to maintain the returns of the holders of SINGER-W2 not to be inferior. The reason of the adjustment is because there were securities offered to private placement with a price lower than 90% of the Company's market price per share by calculating from the first day of the offering to private placement.

On 29 April 2022, the Company adjusted the exercise price and/or exercise rate to maintain the returns of the holders of SINGER-W2 and SINGER-W3 not to be inferior. The reason of the adjustment is because there were securities offered to

private placement with a price lower than 90% of the Company's market price per share by calculating from the first day of the offering to private placement.

- **Secondary Market of Securities at Present.**

The common stock of the Company is currently traded on the Stock Exchange of Thailand.

Shareholders

The list of major shareholders as of March 10th, 2023, is as follows

No.	Name - Surname	Number of Shares	% of Total Shares
1	JAYMART PUBLIC COMPANY LIMITED	208,871,053	25.40
2	U City Public Company Limited	147,831,522	17.97
3	Rabbit Holdings Public Company Limited	49,057,674	5.97
4	Sabuy Technology Public Company Limited	35,400,000	4.30
5	Mr. Chao Kara	22,730,017	2.76
6	South East Asia UK (Type C) Nominees Limited	22,657,725	2.75
7	Ms. Kulisala Kara	18,024,300	2.19
8	Singer Thailand Public Company Limited	13,890,000	1.69
9	Mr.. Jittiporn Chantaratch	12,479,428	1.52
10	BNY Mellon Nominees Limited	10,600,000	1.29
11	Mr.Kitti Nghammaharat	8,211,436	0.99
12	Thai NVDR Company Limited	7,997,681	0.97
13	K-Master Pooled Fund	7,619,229	0.93
14	Mr, Direk Takru	6,587,767	0.80
15	Mr. Thanarat Rakariyapong	5,350,000	0.65
16	Mr. Natthapan Setthabutr	5,277,700	0.64
17	Raffles Nominees (PTE) Limited	5,000,000	0.61
18	Thiensurat Public Company Limited.	4,900,000	0.59

Remark: Investors can search for current shareholder information from www.singerthai.co.th before the Annual General Meeting of Shareholders

The major shareholder who is a juristic person

Jay Mart Public Company Limited is a listed company on the Stock Exchange of Thailand.

U City Public Company Limited is a listed company on the Stock Exchange of Thailand.

1.5 Issuance of Other Securities

1. Bill of Exchange

As of December 31, 2022, the Company has no outstanding balance.

2. Debentures

As of December 31, 2022, the Company has the outstanding of debentures that have not yet matured with a total of 6,500 Million Baht, which are unsubordinated debentures, unsecured, and has a representative of the bondholders with the details of the outstanding debentures are as follows:

	Instrument Maturity	Date of Issue Instrument	Maturity Date	Value of Debentures (Million Baht)
SINGER235A	3 Years	May 28 th , 2020	May 28 th , 2023	800
SINGER239A	3 Years	September 11 th , 2020	September 11 th , 2023	1,000
SINGER243A	3 Years 3 Months	December 17 th , 2020	December 17 th , 2023	1,000
SINGER249A	3 Years 6 Months	March 24 th , 2021	September 24 th , 2024	2,000
SINGER252A	3 Years 6 Months	August 6 th , 2021	February 6 th , 2024	1,700

1.6 History of Default

The Company has no history of default on interest or principal of debt instruments or default on loans from commercial banks, finance companies, Credit Foncier company, or a financial institution established under a specific law by the record of the past three years history from the National Credit Information Company and the financial statements audited by a certified public accountant.

1.7 History of Breach of Conditions in the Performance of Rights Provisions

The Company has no history of breaching conditions in the past three years.

1.8 Policy of Dividend Payment

Singer Thailand pcl., has the policy to pay dividends at the rate of not less than 50% of the net profit of the consolidated financial statements after income tax, legal reserves, and other reserves each year. The dividend payment depends on economic conditions, operating profit, and investment plans in the future. The Company's Board of Directors has the power to consider exemption from implementing or amends such policy from time to time.

The history of dividend payments of Singer Thailand PCL., for the past 3 years is as follows

	(BAHT)		
	Full Year 2022	Full Year 2021	Full Year 2020
Interim Dividend Payment*	0.30	0.15	0.10
Final Dividend Payment **	0.26	0.55	0.15
Total Dividend Paid	0.56	0.70	0.25
Par Value/Share	1	1	1

* In accordance with the resolution of Board of Directors Meeting No. 252, held on August 10, 2022

** In accordance with the resolution of Board of Directors Meeting No. 257, held on February 13, 2023, to be proposed to the scheduled AGM No.56 to be held on April 21, 2023. The dividend will be paid on May 19, 2023.

- Note:**
1. The Company registered the change on the par value per ordinary share from Baht 10.00 per share to be Baht 1.00 per share on 10 May 2004.
 2. Singer Thailand pcl., has paid dividend from 1984 onwards

SG Capital Public Company Limited

(BAHT)

	Year 2022	Year 2021	Year 2020
Interim Dividend	-	-	-
Final Dividend*	0.11	0.18	-
Total Dividends Paid	0.11	0.18	-
Par Value	1	1	1,000

* According to the resolution of the Board of Directors No. 2/2023 dated February 13, 2023, to propose to the shareholders for approval at the 2023 Annual General Meeting of Shareholders on April 20, 2023, and dividend payment on May 18, 2023.

Dividend Payment Policy of Subsidiaries

The Company has the policy to pay dividends to shareholders at the rate of not less than 50 percent of the net profit according to the Company's separate financial statements after deducting all types of taxes and reserves as required by the laws and regulations of the Company of each year. However, according to the Company's separate financial statements, there must be no accumulated loss in shareholders' equity.

However, the Company may impose a different rate of a dividend payment from the rate specified above depending on the performance of the financial status, cash flow, the need for working capital, investment and business expansion plans, liabilities and conditions, and limitations as specified in the loan agreement and other factors related to the management of the company.



2. Risk Management

Overview of the Company's Risk Management Activities

In order to be aware of the various potential risks that may impact the Company's ongoing business operations, the Company has determined principles and operating procedures guidelines regarding the management of risks; as well as has undertaken regular reviews together with improving the established procedures on a continuous basis. This is to enhance the Company's operational standards and preparedness in facing any potential risks that may occur in the future. As such, the established principles and operating procedures for managing risks together with the potential risks that may occur and impact the Company's ongoing business operations can be summarized below as follows:

• Principles of Risk Management

The Company manages various risks relating to the many aspects of its business operations; namely: managing risks relating to customer hire-purchase accounts; managing risks relating to the targeted market segments; managing risks relating to financial liquidity; managing risks relating to the business operations; managing risks relating to human resources; and managing various other potential risk factors - such as: natural disasters (ie: floods, earthquakes or tsunamis) or epidemic disease (ie: Coronavirus Disease 2019). As such, the Company adheres to the following key principles of risk management:

- **Having joint responsibilities and active participation by both the respective operating Business Units and involved Supporting Departments in managing the relevant risk factors:** The Business Unit responsible for undertaking the operational activities where the risks may occur is directly responsible for the continuous management of those risks, so that the degree of those risks are managed and minimized to an acceptable level as appropriate to the respective targeted financial gains and benefits. At the same time, the involved Supporting Department has the responsibility to support and assist the Business Unit so as to be able to jointly achieve the set targets and objectives, and to being jointly responsible for managing those operational risks together with the Business Unit in an effective manner.
- **Having the overall management and control of risks undertaken independently by an autonomous group:** A corporate Risk Management Committee has been established as a separate and independent internal unit, reporting directly to the Investment and Risk Management Committee; whereby various risk management working groups or teams will be set up, comprising of the various respective "risk owners", who will be responsible for jointly giving opinions and advice regarding various specific risks factors in an independent and credible manner together with proposing measures to control and manage those risks to be at acceptable levels.
- **Having clearly defined risk management policies:** The Corporate Risk Management Committee is directly responsible for determining the Risk Management Policies within the established framework and guidelines specified by the Company's Board of Directors.
- **Having a comprehensive management of all types of risks arising from the Company's business operations:** All the various types of potential external risks, that have been identified and expected to possibly arise from the business operations of the Company, are to be taken into consideration together with those risks that may occur internally within and at all levels of the organization.
- **Having an evaluation of the achieved results in managing and mitigating the identified risks for each operating Business Unit:** The operating Business Units will set up various "Risk Owner" Working Groups/Teams, to be responsible for evaluating their respective operational risks factors together with the effective operational results after having identified and assessed the respective risks and also the respective risk management measures implemented.

• Risk Management Procedures

In order to achieve a fully effective management of all risks within the organization, the Company has determined the Corporate Risk Management Procedures that consist of the following key processes:

- **Determining Risks:** This is the process of identifying various relevant risks in terms of the types and causes of those risks together with any associated issues regarding both the internal and external risks; whereby this includes the current risk factors being faced by the Company together with any expected potential new risks that may occur in the future.
- **Assessing Risks:** This is the process of assessing the identified and potential risks factors, through using various available risk assessment tools and methods as suitable and appropriate; whereby these processes must be regularly audited and approved, as well as reviewed within an appropriate timeframe.
- **Monitoring and Controlling Risks:** This is the process of monitoring and controlling that the risk management activities are in accordance with established respective policies, regulations and procedures as well as with the overall scope of the risks. This is to ensure that the risk management activities correspond to the Risk Management Policies and to the accepted level of risks as approved by the Board of Directors; whereby this will be achieved through monitoring and controlling activities that are undertaken on a regular and continuous basis.
- **Reporting Risks:** This is the process of reporting on all the various types of risks in a fully comprehensive manner; whereby the reported information must be appropriate and adequate so as to achieve the maximum possible degree of risk management effectiveness.

As such, so as to avoid possible financial losses and to support the various Business Units to be able to conduct their operations in a continuous and uninterrupted manner, these risk management best practices have been determined and designed to take into consideration the ongoing changes in the business operating environment - namely: both in a normal business operations mode and a crisis mode.

Risk Factors for the Business Operations of the Company/Group of Companies can be summarized as follows:

1. Risks relating to target markets and sales operations

Electrical appliances sales business

Due to the increasing competitiveness of this market after the establishment of the AEC Free Trade Area that has resulted in restrictions and large decreases of the import duties and also in many new overseas players entering the electrical appliances market coupled with the establishment of additional new sales channels - such as: online sales. These new market factors have created intense competition in the electrical appliances sales and distribution business, and enabled consumers to now easily access new sales channels like online sales; whereby this may impact the Company's sales operations and its total revenues. As such, the Company has then developed new sales channels like its franchised business activities, so that sales representatives can maintain ongoing customer relationships and also increase their customers base.

Car for Cash Loans

The Ministry of Finance licenses the Group under the Bank of Thailand's supervision to be a personal loan operator under the supervision of a vehicle registration type, which has become increasingly competitive. Besides, there is a tendency to have more service providers in the market. It can be seen from the increasing of the Ministry of Finance licenses for non-bank supervisory personal loan operators (Non-Bank). Due to it is a high yield business depending on which service providers have more customer acquisition strategies, such as interest rate, the term of payment, and fast service. However, the Company's policy in Car for Cash Loans is to be number one in the minds of SME entrepreneurs who want a credit service that genuinely meets the needs of the business. Therefore, target customers are defined and set a competitive strategy to meet customer needs, emphasizing speed and service. It enables the Company to expand its customer base and have a working system and a team that has direct expertise in the business.

Captive Finance

Namely, the business of providing hire-purchase loans services for customers, who purchase various machines, appliances and equipments, by the manufacturer or dealers/distributors of those machines, appliances and equipments. As such, the Company has established its sales teams with extensive experience and expertise in this business to look after and take care of its target customers, together with operating procedures and practices from the beginning to the end of the selling cycle and process; as well as has established business alliances with various importers of machinery, appliances and equipments, whereby they have signed an MOU which includes a key condition with the manufacturers that they agree to buy back the machinery, appliances or equipments.

2. Accounting Risk from Hire Purchase Receivables

For the loan service business, the Company is faced with the risk of the debtor's quality that may default to the debt and become bad debts, which will affect the results of operations. Therefore, the Company has established measures to reduce the said risk and always control the incidence of bad debt. The Company had bad debt levels as at December 31, 2022 at 4.6%, respectively. It is expected to reduce bad debt levels continuously.

Measures to reduce the credit quality risk of the portfolio are as follows:

- Establish strict supervision measures for accounts receivable from credit scoring, monitoring, and evaluation, litigation, and legal action in case of default.
- In the hire purchase of electrical appliances, the sales system is adjusted using the Farmer Model by allowing the salespeople to take part in the debtor's default in their portfolio. The salesperson will receive a share of the installment every installment, but the commission will be deducted if the portfolio's debtor does not pay the installment.
- For Car for Cash Loans, the Company will give an appropriate credit limit of the car value (estimated from used car price data). If the debt default, the Company estimates that the car's selling price will cover or not, help mitigate the damage to a minimum.
- For the new machinery hire purchase, the Company has agreed with the major distributors (dealer). If the customer's debt has defaulted, the dealer has to repurchase the machine or responsible for the hire purchase. It reduces the liquidity risk of the seized goods.
- The Company has established a department that has expertise in managing overdue accounts. Responsible for performing problematic debt management, this will consider choosing the best way to get a repayment with objectives to improve asset quality to minimize the losses.
- The Company has a department responsible for selling non-performing loans following the guidelines approved by the Board.

3. Risk from COVID-19 Outbreak

Uncertainty of the COVID-19 outbreak poses a risk to the Company if a customer may default on debt while the Company continues to bear costs and expenses. However, the Company has instructed the employees to follow up calling customers closely to pay the annuity according to the schedule. Management has also closely monitored the situation to control it to have the most negligible impact on the business.

With the Company's robust sales approach of selling electrical appliances business in upcountry markets, whether selling through agents in the community or having direct sales representatives to the customer's home, the Company believes that it will cope with the epidemic situation. In addition, the Company uses technology systems to assist in the work and to approve loans. Therefore, it is not an obstacle to work. However, the Company has issued measures preventing the risks to build customer confidence by tightening staff and sales representatives before meeting customers to assure customers that they will not be infected with the disease from the Company's employees. Moreover, the Company believes that the COVID-19 epidemic will be an opportunity to increase sales of electrical appliances due to demand rising due to customers being confined to their homes. As a whole, the Company ensures that it will be able to pass through this epidemic crisis.

4. Financial Risk

The Company has risks from normal business operations and has the policy to manage financial risks as follows:

4.1 Interest Rate Risk

The Company has the policy to take on loans from banks, financial institutions, and institutional investors, which has risks from the fluctuation of interest rates according to the currency market and capital market conditions. Therefore, the Company won't borrow money from a particular bank or financial institution to diversify the loan source risks and costs. Most of the funds come from the offering of debentures with fixed interest rates. As of the end of 2022, the Company had 6,500 million Baht of outstanding debentures (accounting for 85.68 percent of total liabilities). Besides, the Company earns income from interest income on hire purchase loans, which is growing every year in line with credit lending. As a result, profit from the difference in interest rate increases as well.

4.2 Risk from Maintaining Financial Ratio

The Company's operations require a source of funding from bank borrowing, financial institutions, and investors, which must comply with the conditions for maintaining financial ratios with financial institutions and from the increased debt burden. It causes the Company to be at risk from compliance with the financial ratios (Covenant), which has stipulated essential conditions that the Company has to comply with as follows:

Financial Terms	Ratio to be maintained under conditions with financial institutions	Ratio as of 31 December 2020	Ratio as of 31 December 2021	Ratio as of 31 December 2022
1. Debt to Equity Ratio (D/E Ratio)	Not more than 3: 1 time	2.29	0.63	
2. The ratio of hire purchase receivables having an outstanding payment of more than 3 months to all hire purchase receivables.	Not more than 10 %	4.4	3.8	
3. The ratio of hire-purchase receivables, net to interest-bearing debt	Not less than 1.35: 1 time	readjusted to item 4		
4. The ratio of hire-purchase receivables to interest-bearing liabilities (beginning in the 4th quarter of 2019)	Not less than 1.30: 1 time	1.36	1.49	
5. Working Capital Ratio	Not less than 1.50: 1 time	2.43	6.44	

In this regard, according to the criteria specified in terms of the right to issue debentures, the Company must maintain the Interest Bearing Debt to Equity Ratio of no more than 3: 1 (three to one time) from 2020, 2021 and 2022 financial statements at 1.94, 0.54 and XXX respectively. At present, the Company can still maintain the ratio according to the terms and conditions.

4.3 Risks relating to foreign currency exchange rates

Risks relating to foreign currency exchange rates that arise will impact the Company's operations with regard to importing products and goods from overseas suppliers that account for not more than 3% of the total sales revenues of the Company; whereby currently the Company has a policy to mainly purchase products and goods from local suppliers. As such, there will be only a slight impact on the overall costs of goods sold for some imported products and goods, such as: sewing machines and accessories. However, the Company can minimize any such impact by adjusting the selling price in line with any increases in the cost price coupled with the decrease in import duties on sewing machines and accessories imported from China in accordance with the Free Trade Agreement (FTA) signed between the Thai Government and China, whereby the majority of imports are subject to an import duty of 0%.

5. Credit Risks

Namely, risks relating to customers and Business Partners being unable to repay the credit and loans granted by the Company upon coming due in accordance with the credit lines or loans agreements, which involve credit lines given to Business Partners as well as hire-purchase loans, car for cash loans and other short term loans granted to customers. As such, the Management group manages such credit risks through establishing policies and operating procedures to effectively controlling the credit approval process as appropriate. Thus, the Company does not expect any significant risks from granting credits lines and loans.

Additionally, there is no concentration of borrowers in any one area or market sector, since the Company's customers base is extensive and geographically varied. As such, the high level of credit risks are reflected in the prices of loans for the respective types of loans - trade receivables, hire-purchase account loans, loans with vehicle ownership licenses used as a collateral, and other types of consumer loans as stated in the accounts within the Statement of Financial Position of the Company.

6. Risks relating to products or services

Electrical Appliances: The majority of products sold by the Company consists of those products supplied under an OEM (Original Equipment Manufacturer) agreement with appliance manufacturers; whereby this arrangement requires relying on the experience and expertise of those suppliers, who are selected and who have their manufacturing management systems approved by the Thai Industrial Standards Institute (TISI). As such, the Company does not target any specific manufacturer, which would then result in a monopoly together with an advantageous bargaining power over the Company by only one supplier, so as to achieve the required costs of goods appropriate to the Company's business operations. Thus, procurement procedures and associated criteria have been established in selecting products suppliers for the Company, in order to ensure only those quality manufacturers possessing the required manufacturing standards are chosen, with consideration regarding the associated technological advancements also taken into account that will result in accessing products incorporating the most up-to-date technology. Additionally, the Company regularly manages its inventory on hand so as to ensure that, in the event of any products showing a decreasing stock movement and signs of not being in demand in the market anymore, the Company can then undertake a sales campaign - such as a special promotions, to quickly clear out such products from its inventory.

Other Financial Products - such as Car for Cash Loans or Hire Purchase of New Machinery or Equipments In order to ensure that other financial products or credit financing services developed and offered by the Company comply with the Government's legal requirements together with both the established appropriate risk assessment and operations management procedures, strict approval processes for these financial products and services offerings have been established by the Management and Board of Directors prior to being offered to customers. This also involves seeking additional advice from external legal experts as part of the decision making process by Management in the event of any possible legal issues arising - such as: required business licenses.

7. Risks relating to the overall financial liquidity of the Group of Companies

Risks relating to the ability to source sufficient funds needed for investments within the required time frame, which may then result in damages being caused to the Company; or risks in being able to source funds but only at a high interest costs, that may then affect both the profit & loss results and also the capital base of the Company.

Risks relating to the financial liquidity will originate from both internal and external factors; whereby the internal factors depend on the total assets base and its composition as well as on the level of total liabilities together with having sufficient reserve of liquid assets for use as and when required. As for the external factors, these mainly depend on the liquidity in the capital markets, interest rate increases and overall investors' confidence. The Company has, therefore, added new sources of capital funds - such as: issuing debentures, in addition to borrowing funds from financial institutions.

Additionally, there are also risks relating to fluctuating interest rates - both in borrowing funds and in giving credit services or consumer loans; since loans interest income is based on a fixed and flat rate while borrowed funds are based on floating interest rates. As such, in the event of any changes in the interest rates for borrowed funds, this will then affect the 'spread' between interest income received and interest costs paid.

As for risks arising from fluctuations in foreign currency exchange rates, this will have an impact on the Company's activities in importing products for sales from overseas suppliers; whereby such imported goods, on average, account for not more than 3% of the Company's total sales revenues, since currently the Company has a policy to mainly source products from local manufacturers and suppliers. Therefore, such risks relating to foreign currency exchange rates will only have a small impact on the Company's costs of goods for this small amount of imported products - such as: components and accessories for sewing machines. Nevertheless, the Company is able to mitigate and minimize the impact from such risks by adjusting selling prices upwards to correspond to the increased costs of goods, as well as by benefiting from the decreased import duties for sewing machines and accessories imported from China in accordance with the Government's policy in signing a Free Trade Agreement (FTA), which mainly charge an import duty rate of 0 %

8. Regulatory Compliance Risk

The Bank of Thailand (BOT) has issued several new regulations following the BOT's announcement, such as the Interest calculation for the default on debt repayment, including the order of debt repayment, etc., to supervise personal loans under supervision the type of the vehicle title loan. As a result, the Company and the group companies have to improve the program and operating systems under the said announcement, which can be completed within the BOT time specified.

The risk of being sued by the customer; the Company has complied with the Bank of Thailand announcement regulations, Consumer Protection Act, including civil and commercial laws, such as contracts, interest rates, determining the penalty, the cost of debt collection, and seizure. Also, appropriate credit approval criteria have been established by assessing the customer's risk in terms of payment capability and the guarantor to reduce the default on the debt. Besides, the collateral debt collection process and seizure are fair and consistent according to the law. The Company, therefore, believes that the chances of being sued by the customer are minimal.

As for the petrol vending machines business, the Company must comply with the established laws and regulations of involved Government agencies - such as: the Laws on Weights and Measures Act that require an inspection of the equipment used for selling petrol to ensure that it meets the specified standards of the manufacturer before being used, and also that must subsequently be inspected every 2 years. The Company must also comply with the regulations of the Department of Energy Business, Ministry of Energy, which is involved in checking and ensuring that the petrol vending equipments meet the specified public safety standards of operations. As such, for these matters, the Company coordinates with the equipment manufacturers and the relevant Government Agencies involved, so as to correctly comply with these operational regulations. In the event that there is a need to correct or rectify any deficiencies, then such corrective actions will be taken immediately, so as to prevent and be protected from the risks in breaching any specified operating regulations

9. Risks relating to the collaterals or guarantees for the loans business

Risks relating to the loans agreement and associated collaterals or guarantees given, or to losses resulting from the collateral assets for the car for cash loans and for the machinery/equipment hire-purchase loans in the event that the collateral assets given disappear or are lost and cannot be located or is damaged; whereby this will negatively affect the business. As such, the Company has determined measures to minimize such risks by setting up a safety vault for keeping important documents together with strict access control procedures; as well as having in place insurance coverage on such collateral assets.

With regard to risks relating to not being able to locate loan collateral assets, the Company has determined a policy to grant loans by having a guarantor together with a policy to get to Know Your Customer (KYC), as well as a policy for close monitoring, chasing up of installment payments and achieving timely debt collections.

10. Risks relating to the Business Continuity Plans

Natural disasters and threats from the epidemic that occurs, whether it is a tsunami, political rally, and the most recent one is the coronavirus disease 2019 or COVID-19, which may affect if the disaster occurs at the central office or branches that

causes interruption of business operations. In addition to Back up data every day, the Company has set up a plan for emergency management to minimize business operations and return to normalcy with efficiency.

11. Risks relating to human resources

The Company's human resources is considered to be one of its key success factors, as well as being a cause for risks for continuous smooth business operations - such as: key people retiring or resigning, which may result in some business disruptions. As such, the Company has attached much importance to all its staff; as well as to take good care of their well-being and best interests as if they were part of one and the same family, together with supporting them to work in job positions that are appropriate to their respective responsibilities and capabilities.

Furthermore, in this regard, the Company has managed such human resources related risks through undertaking regular training and skills development programs for the staff at every level of the organization, together with establishing a Staff Retirement Provident Fund so that the staff will not be affected in terms of their financial resources upon reaching retirement.

12. Risk factors relating to reposessing products or goods

It is normal that the hire-purchase loans business has inherent risks relating to reposessing products or goods used as the loans granted; whereby this is also considered to be an unavoidable factor. Further, even if the products or goods are reposessed, there is also a further risk in having decreased revenues together with having increased inventory on hand. On the other hand, the reposessed products or goods are considered to be a compensating factor for customers discontinuing to repay their loans, as the Company is able to resell those products or goods in the second-hand market so as to compensate for the financial losses resuting from the default payments, even if the products or goods sold result in a loss between the reselling price and the remaining book value of the associated loan account. Further, in some cases, there may be additional costs in repairing or reconditioning the reposessed items to be resold - namely (Loss on Reposession). However, resposessing products or goods is another marketing strategy deployed in the hire-purchase loans business.

13. Management of risks relating to the business operations

Risks relating to business operations means any risks from any operational errors or mistakes made in undertaking business activities; as well as any risks in having in place inadequate control procedures with regard to the operating procedures and processes, staff actions, and the operating systems; or relating to the information technology and communications systems in use; or even relating to any external factors and situations. All such risks may result in both direct and indirect losses to the Company's total revenues or its customer's loan accounts.

- Guidelines in managing risks reating to the business operations

Risks relatng to the business operations means risks relating to any operational errors or mistakes made in undertaking the business activities; or risks relating to any deficiencies in the internal controls with regards to established operating procedures, staff actions, and operating systems or any external factors - all of which will result in losses that both can and also cannot be measured in monetary terms - such as: the Company's reputation and business opportunity losses. Given that the Company has expanded its business operations in varying directions - both in terms of increasing sales channels for its existing businesses together with adding new business activities, this has, therefore, resulted in additional business operations risks corresponding to the added businesses.

However, the Company has established procedures in launching new product or service offerings; thus, so as to assess the associated risks and to ensure that there are effective controls process in place to review and manage the potential risks in operating its varied businesses, the Company has determined and published a Handbook of Standard Operating Procedure (or SOP) for each respective business operations procedures

14. Risks relating to Agreement on Fees charged for the use of the Product Brand Name and Trademark

On 1 August 2015, the Company entered into trade name agreement with Singer Company Limited S.a.r.l and trademark license agreement with Singer Asia Limited. These new agreements are based on a Master License Agreement between Singer Asia Limited and The Singer Company Limited (Isle of Man). Trade name license fee is US Dollar 0.25 million per year paid to Singer Company Limited S.a.r.l. and the term of the agreement is effective from 1 August 2015 to 31 July 2020. Trademark license fee is 0.5% of consideration revenue paid to Singer Asia Limited. The term of the agreement is effective from 1 August 2015 to 31 July 2025 unless either party gives to the other parties a written notice of termination of the agreement at least 12 months in advance.

On 1 January 2022, the Company has terminated the contract on 1 August 2015 and entered into Tradename and Trademark License Agreement with Singer Company Limited S.a.r.l, this agreement includes the payment for Trademark and Tradename fees at rate specified in the agreements. The term of this agreement is effectived from 1 January 2022 to 31 December 2032, unless either party gives to the other parties a written notice of termination of the agreement at least 90 days.

15. Risks relating to Financial Instruments

• Credit Risk

Holders of Debentures issued by the Company have a risk in not receiving the interest payable or even the principal amount due in the event that the business operating results of the issuer does not go as planned or if the assets of the issuer are not sufficient enough to meet the debts owed. Therefore, prior to deciding whether or not to invest, the investor must analyse, from the financial information given in the rights offering documents and prospectus for the sale of the financial instruments, the financial status together with the capability of the issuer to repay the debts, so as to evaluate the involved credit risks relating to the issuer. The investor can also refer to the credit ratings issued by the Credit Rating Agencies as part of the decision whether or not to make an investment. If the credit rating given to the proposed debentures to be issued is low, this means that the overall credit risk relating to the debentures and the issuer itself is high; and thus the return from the debentures to be received by the investor should also be high, so as to offset the potential related risks from the investment in question. However, the credit rating given is not, in itself and in any way, a recommendation to buy, sell or to retain the debentures issued; whereby the credit rating given can be changed or withdrawn at any time during the validity of the debentures. The investor should closely follow any news or information of the issuing company of the debentures together with any ongoing changes to and updates for the credit rating in question from the website of the Office of Securities & Exchange Commission (SEC) and of the Stock Exchange of Thailand (SET) or that of the Thai Bond Market Association.

• Price Risk

The risk relating to the holder of debentures may only be able to sell the debentures at a price that is lower than the stated par value per share or the actual purchased price, in the event that the holders wish to sell before the maturity date, namely: when the interest rate in the market increases the price of debentures will become lower. As such, in general, the price of those debentures with a remaining validity that is longer will be more impacted by the changes of the rates of interest in the market.

• Liquidity Risk

There is a risk relating to the inability of debenture holders to sell the debentures at the secondary market at any time before the maturity date of the debentures and at the desired selling price, since there is limited trading activities for financial instruments in the Thai BEX. Debenture holders can buy/sell them at commercial banks, securities companies or other juristic entities that are licensed to trade in debt financial instruments. Additionally, holders of debentures may not be able to sell them prior to the maturity date of the debentures, since the issuer may have registered restrictions in the transfer of debenture ownership with the SEC, whereby only major institutional investors or major investors are allowed to do so.

16. Credit Risk

• Policy in giving credit services

The Singer Group of Companies has a policy to stress on growing its credit services business in a careful and measured manner; whereby in approving any new loans the Company will consider, on an individual borrower basis, the capability to repay the loan and the collateral or guarantee given together with the appropriate rate of return or interest rate to be charged given the involved credit risks. The Singer Group will focus on expanding its credit services into those market sectors where the Company has experience together with having acceptable risks and offering appropriate rates of return. In the event that the Company wishes to enter a new market sector, a detailed comprehensive assessment and analysis will be made by the Group of the business opportunities and various involved risks factors.

The policy on collateral and guarantees will differ according to the type of credit and loans, with the Company having a strict policy regarding the applicable collateral assets and guarantees to be given, together with the measures and mechanisms in preserving the value of the collateral assets so as to effectively manage the risks of any potential financial losses. Nevertheless, in approving credit and loans for each customer the Company has in place specific credit approval procedures and criteria for considering the credit application, through taking into consideration the qualifications of the applicant in a clear and strict manner so as to ensure that only quality borrowers will be given the loan; while, at the same time, in still being able to meet the needs of the customer. The Company has a special unit responsible for checking each credit or loan application, and to ensure that the credit approval process is undertaken in accordance with the specified process as established by the Company.

As for hire-purchase loans, which are retail loans and accounts for the majority of the Company's loans business, the Company has a policy to proactively expand this business especially in the market sector that has growth potential and level of financial returns appropriate to the risks factors. The Company has a policy to determine the standards for the hire-purchase and small retail loans in a systematic manner through a credit scoring process as used by the National Credit Bureau (NCB)

Additionally, the Company is still continuing to further develop the credit approval process so as to achieve speedy and faster credit approval. As such, this is to meet the demands of customers with regard to the sufficient amount of credit approved, as well as to achieve a balance in the overall credit risks of the Company that will enable the targeted expansion of this retail loans business in line with established goals of the Company.

• Credit approval and Credit approval authority

The Executive Committee has assigned the credit approval process together with the various credit approval authority to the Credit Committee, that is responsible for overseeing both the approval of credit and loans, as well as credit approval authorities in accordance with the established credit approval policies as approved by the Executive Committee.

As such, based on the established policy, the various credit approval authorities have been clearly determined, with any credit approval for the amount exceeding Baht 15,000,000 per customer must be approved by the Credit Committee, since it is a high loan amount.

As for the small retail loans that are lower than Baht 15,000,000 per customer, credit approval procedures and authority have been determined and assigned to be implemented by members of the Management for varying loan amount limits within the established policy relating to credit approval authorities.

• Policies in managing risks in providing credit services and loans

In 2019, the Singer Group of Companies further developed the credit risk management procedures and measures, so as to enhance its potential capabilities in providing credit services and loans; namely:

1. Making use of appropriate credit risk management tools, such as:

- The Company makes use of the National Credit Bureau (NCB) database in assessing loan applications, so as to evaluate the credit risk of captive finance customers wishing to purchase machinery and equipment.

- The Company reviews the structure and composition of the various existing loans products together with implementing a special project to assess those current highquality borrowers and customers of the Company with a good repayment history.
 - The Group of Companies has determined the maxium ratio of those borrowers or customer with high risk, medium risk and low risk repectively in the combined loans portfolio; whereby this is to be regularly reviewed so as to be appropriate.
 - The Company has established the maximum amount of credit facilitiesto be given to each respective customers or borrowers groups; whereby involved definitions have been clearly stated in determining how and which groups of customers are related, so as to then combine them together as one group. This is so that credit risks can be effectively managed in avoiding a concentration of loans to any particular group of customers (or loans concentration risk).
2. The Group of Companies prepares to support for reporting following the regulations set by the Bank of Thailand because the Company group has already obtained a personal loan business license under the supervision of a non-bank financial institution.
 3. The Company regularly reviews its credit approval policies together with the established credit approval authorities given for various loan amounts, so as to be in line with the current and latest business environment.



3. Business driving for sustainability

3.1 Sustainability Management Policy and Goals

The Company is determined to be the leader in the hire purchase business, including electrical appliances and sales service that covers groups of customers in all areas. The Company focuses on its growth by expanding its customer base by expanding the sales team through the selection process of the salesperson in each area to provide services covering all areas in the country and to be able to understand the needs, culture, and language of customers in each region. In addition, the Company's sales staff must go through the whole training process theoretically and practically to provide credit services to customers with an understanding of the Company's products, services, and practices to customers equally and fairly with courtesy humbly and respectfully, including expanding the network provide services through entrepreneurs and agents, who have knowledge and expertise in products as being close to customers and having understood the needs of customers very well.

This is for sustainable growth that can create added value for both the business, social and environmental sectors. The Company has created a corporate governance policy and compliance with good corporate governance principles. (Good Corporate Governance Policy) which emphasizes the rights of different conflict of interest groups of stakeholders such as shareholders, employees, customers, business partners, competitors, etc. It also includes society, environment, compliance with laws and regulations of government agencies and relevant government agencies, and anti-corruption fairly, transparently, and in accordance with the requirements of various laws and related regulations in order to be a "Responsible Credit Service Provider" which is consistent with the announcement prescribing rules for managing the fair service to customers (Market conduct) of the Bank of Thailand which the Company realizes the sustainable development value and striving to enhance the real and sustainable development value with the management integration address the sustainability issues as part of business operations and align with the business operation strategy of the Company both in the short term and long term in the future. In addition, the Company also focuses on the importance of the human rights of stakeholders by creating The Respect for Human Rights Policy which has been established to focus on promoting and maintaining a corporate culture that adheres to respect for human rights by adhering to the essence in accordance with the principles of UN Guiding Principles on Business and Human Rights: UNGP, which consists of 3 main pillars as follows:

- Pillar 1** Protection of Human Rights (Protect) means that the state has to protect against infringement of human rights involved in business operations, whether from government organizations or business organizations.
- Pillar 2** Respect for Human Rights (Respect) means individuals and organizations that conduct business, whether a business of any type or size, have a responsibility to respect human rights.
- Pillar 3** Remedy (Remedy) means correction, rehabilitation, and compensation when an impact or violation of human rights arises from business operations. Both government and business sectors must have effective healing mechanisms.

The Company has merged its operational objectives for sustainable integration with the Company's operational strategy, which emphasizes a balance between development and growth, good corporate governance, risk management, operational efficiency improvement, and creating value for stakeholders of the Company. The Company has therefore established a framework for management in accordance with international standards with the policies as follows:

Corporate Governance and Economy Aspects:

1. Good corporate governance and ethical business practices that respect the rights and responsibilities of stakeholders and shareholders to create and maintain good performance, stability, and financial sustainability for the Company.
2. Focusing on developing quality products and services to respond to and create customer satisfaction, with an emphasis on managing customer relationships.

3. Developing a high-quality growth strategy by emphasizing supply chain efficiency improvement and good internal management, capable of adapting to various changes.

Environmental Aspects:

1. Sustainable management of natural resources and the environment, emphasizing the use of natural resources and conservation throughout the business process, using appropriate technology to prevent environmental impacts from business operations.

2. Promote awareness of environmental care among employees, provide opportunities for employees to participate in environmental management and care, which helps create a participatory atmosphere and provides a channel for employees to work together to demonstrate their power and environmental consciousness.

Social/Community Aspects:

1. Conducting business operations with social responsibility through effective and efficient activities that lead to a happy and harmonious society, coupled with value creation for the business, involving all stakeholders to enhance their quality of life.

2. Emphasizing the importance of taking care of employees, developing their potential, and enhancing human capital to support the Company's strategies in various areas.

Sustainable Development Goals : SDGs



E (Environment)

- Aspects of water and sanitation management, energy management, and efficient use of natural resources.

S (Social) :


- Managing organizational human resources fairly and equally, considering the working environment and the health of employees, customers, and communities, demonstrating social responsibility.

G (Governance) :

- Conduct transparent business that can be audited, counter corruption, have good governance and manage the benefits of stakeholders fairly.

The significant topics in the operations of the Company that facilitates sustainable development.

Company's Operation driving sustainable development goals	
In Terms of Starvation 	<p>The Company participated in helping the victims of the disaster, or disasters that happen to many people, for example, fire, storms, floods, and other disasters that cause damage to life and public property continually</p>
In Terms of Health 	<p>The Company focuses on the importance of systematic and efficient waste management, including encouraging the employees' awareness of the waste problem and taking part in reducing dumping and sorting waste properly with the 3R concept to reduce the amount of waste within the organization effectively. There is also a Big Cleaning Day activity to manage resources and improve the environment in the workplace regularly to clean, allocate consumables, and carry out proper separation and disposal of garbage and waste.</p>
In Terms of Education 	<p>The Company implements activities to develop and promote education for underprivileged children and youths to receive education and training to develop and cultivate a good social conscience society. To promote activities for the development of children and youths in the community to cultivate awareness among children and youths to conserve and apply resources in accordance with the local way of life and Thai wisdom, promote access to education and reduce the gap in education</p>
In Terms of Gender Equality 	<p>The Company recruits and selects personnel based on the Company's benefits and achievements with the ability and skills related to business operations and takes into account the principle of morality and principles of equality in order to obtain "good people" and "smart people" with attitudes in line with the corporate culture considering the qualifications of each position official qualifications study, experience and other requirements necessary to perform the job, without obstruction gender, age, races, and religion, as well as treating all employees with equality in all levels.</p>
In Terms of Water Management and Sanitation 	<p>The Company has established guidelines for saving electricity, water, and emissions of pollution and waste by requiring directors, executives, and all employees to use resources economically and most efficiently.</p>
In Terms of Energy 	<p>The Company is determined to manage resources and energy in a cost-effective and efficient in its business operations for the reduction of impact on the environment by prescribing policies and guidelines in the management of the environment systematically and in accordance with the laws and regulations and by promoting the selection of materials and equipment that are environmentally friendly by providing knowledge in environmental protection and continual energy conservation.</p>
In Terms of Inequality 	<p>The Company has organized professional skills training activities for groups with disabilities by dispatching personnel with sewing expertise to organize training activities for design, sewing, the invention of workpieces, and product development that can be sold as OTOP products to create careers and opportunities for the underprivileged and disabled people.</p>
In Terms of Community 	<p>The Company has organized activities for housewives and communities, including providing social assistance and community locally and nationally. Employees are encouraged to join the CSR Club, an activity group of employees with volunteer spirit for affiliated companies that organize to develop and organize social service activities for society and the environment.</p>

Company's Operation driving sustainable development goals	
<p>In Terms of Social</p> 	<p>The Company realizes the importance of conducting business based on the ethics and integrity of good morals and care and assistance in creating the importance of sustainable Thai society. The Company foresees that career training for Thai society is an essential foundation of society. Therefore, the Company jointly develops, promotes, and supports career training for students, youth and housewives, female inmates, including groups with disabilities continuously, which is the origin of the project to create jobs, careers that the Company and government agencies, and the private sector have created the job and careers.</p>

3.2 Managing impact on stakeholders in the business value chain

3.2.1 business value chain

3.2.1.1 Main Activities

The Board of Directors is involved in driving fair treatment of customers by prescribing it as a policy and communicating and conveying it to all departments and personnel involved in providing customer service through channels within the Company to promote and create a culture of fair quality customer service practices throughout the process. From the development of credit services, advertising sets up distribution channels and provides information on credit services, considering the needs and benefits of customers as an important basis.

The Company realizes the importance and is determined to operate its business in accordance with the Good Corporate Governance Policy, which includes the control of business operations to be in line with laws, honest, transparent, and accountable as well as supporting all personnel of the Company to have a conscience and adhere to morals and ethics. This is to promote and develop the Company's operations properly and sustainably and build confidence and be accepted by society. To emphasize the focus to accomplish such goals, the Company has established the Code of Conduct and Business Ethics by focusing on the values that the Company aims to help all directors, executives, and employees perform their responsibilities properly and according to the relevant laws in business operation and corporate culture.

Furthermore, the Company considers the group of stakeholders. It emphasizes the importance of the sustainability management of its activities business value chain by creating stability and prosperity with products and services that meet the needs of all groups together with effective risk management by the value chain of the Company's business as follows;

No 1. Corporate Social Responsibilities

The Company considers the duty and responsibility to society. With the aim to improve the quality of life of employees, staff families, and the communities surrounding our company premises and at the national level in accordance with the Social Responsibility Policy of Employment Occupational Health and Safety Community Contributions, including customers and business partners.

No 2. Community Relationship

The Company takes responsibility for communities, where it operates both at the local and national level by adhering to practices consistent with patterns that have been practiced both at the community and the national level of that country in parallel with the appropriateness of duties and responsibilities, which the Company has with its shareholders, employees, business partners, and customers. Accordingly, the Company shall take the following appropriate actions:

- Providing grants or other assistance to institutions or any action to help promote quality of life in the community.
- Encourage employees to help community institutions or to participate in organizing community activities.
- Provide channels of communication with the local community regarding the activities of the Company that may have an impact on that community.
- Together with strategic partners, trade partners, partners responsible for the mission for the good relationship good in the community.

No 3. Compliance

All employees must comply with the laws and regulations of the Company. Employees and the Company shall not do any act that is contrary to the terms and laws relevant to our business and shall consider the following matters, especially:

- Using internal information for self-benefit

Employees should not take advantage of the internal information about the Company's performance which will have an impact on the Company's share price or securities. And the executives or agencies, who have received internal information shall be prohibited to disclose such information to outsiders or a person who has no relevant duties and to trade the securities of the Company in the period of one month before the financial statements are released to the public.

- Bribery and Corruption

Employees shall not engage in bribery and corruption in business operations. Whereby, the employee shall not offer unrighteous benefits to obtain unreasonable business benefits, whether directly or indirectly.

- Fairtrade competition

Employees shall respect the fair competition and anti-trust law.

- Corruption and misconduct

Employees shall not commit fraud and misconduct. The Company has created a policy against corruption to deal with fraud and corruption. Without the authorization to do such, an employee or salesperson of the Company cannot take money and assets from the Company with dishonest intent or misused for the employee's benefit.

Whistleblowing, cooperation, proof, or participation in dealing with corruption

Employees must not neglect to notify the information about corruption they experienced or participated in. Such notification must not have a negative effect on the duty of the notifier unless it is a false notification statement.

- Deliberately destroying individuals and companies

If there is a false allegation, this may result in the reporter for disciplinary action, including being dismissed from work.

- Criminal Acts

Employees must not commit a criminal offense that intentionally caused damage to the Company.

No 4. Use and Protection of Assets and Information

- Employees are responsible for maintaining and using corporate assets cautiously with maximum benefit by reducing the cost of such assets.
- Employees shall protect the Company's trade secret information, except for the employees whose duty shall disclose such information pursuant to the laws.
- Employees shall protect and secure the Company's internal technology information.
- We are committed to protecting our customers' confidentiality and maintaining the trust of the customers given to us by ensuring that information related to our customers' business activities is retained and maintained confidential. In addition, we are committed to treating information received from each customer or organization as the customer or the organization performs such information by themselves to bring trust to the Company.
- The Company shall keep the trade secret of its strategic partners and trade partners as its own.

No 5. Avoiding Conflict of Interest

- Employees shall disclose information to the Company if a situation that creates a financial benefit or personal interest is found, which is a benefit that is contrary to the organization's policies.
- Employees should not be involved in making decisions for the Company's benefit if the activities of the Company's business have involved the employee's relatives.
- If the employee encounters a conflict-of-interest situation, employees must consult with their supervisors or the Company's legal advisor to find the most appropriate operating guidelines.

No 6. Gifts and Donations

Employees shall not offer, request, or accept gifts or donations that value is beyond the norm from those involved in the Company's business. However, entertainment and gifts of nominal value arising from the hospitality trade that is customary in accordance with Thai cultural traditions are acceptable.

No 7. Accuracy and Completion of Recording of Transaction and Accounting

The information of the Company's business operations reports must be accurately prepared and reliable for further submission to executives, shareholders, customers, government organizations, and other agencies.

Therefore, information related to the Company's business must be accurate in accordance with the facts and content exhaustive without any limitations. The accuracy of the information means the accuracy of both the written documentation and business ethics.

The Company does not allow the purchase, hire purchase, or lease the use of products concealed by using a pseudonym or transactions made through third-party accounts.

Employees have the responsibility to keep information with integrity in line with the objectives and, as a matter of fact. However, if the employees' performance is deemed to be illegal or violent to the Company's business ethics without knowing of such an action, it cannot be used as an excuse to mistake or misrepresent related to the Company's information unless it is done negligently without causing severe damage.

No 8. Transparent Communication

Decision-making, operating procedures, and the Company's communication policy to stakeholders are clear, transparent, and determined to disclose information transparently, impartially, and promptly. In addition, disclosure of information to all stakeholders can be reviewed in line with the related law, regulatory framework, and the Company's practical order to prevent the leak of trade secrets to trading competitors.

No 9. Honesty

We are committed to performing our duties with integrity and honesty with directness to the law and Company's regulations. By observing this business ethics in all activities and decisions of the Company, we shall conduct business with honesty and consider the risks affecting the organization.

No 10. Public Relations

The Company adheres to honesty as a basis for its work. Therefore, to convince customers to favor the Company's services and products, the Company does not perform any fraud advertisements, including ambiguous activities in integrated marketing communications which shall not be performed.

The Company complies with fair trade business standards in terms of advertising, planning, public relation, selection, and advertising media, including integrated marketing communication strategies. The success of the Company's services and products comes from the basis of its quality and performance, including company reputation, not due to giving false information or distorted information.

Suggestions

Compliance with business ethics cannot be behaviorally explained in every situation. However, the Company believes in each employee's decision when carefully considering what is right and appropriate in each situation.

If the employee is unable to determine which action is appropriate, please answer the below questions and if the answer is "yes", the employee can take further action:

- Is your action lawfully committed and in accordance with the Company's policies and regulations?
- This action is "Is it the right thing?" and your actions. "Does it feel like it is the right thing to do?"
- Is this action consistent with what is publicly acceptable?

- Will this action help build the Company's credibility as a company with a code of conduct or not? If the received answer is not a "yes", the employee must not do that.

The Company has designated the Human Resources and Administrative Department to be in charge of the employee's business ethics. It is responsible for regularly reviewing and updating the information as necessary to reflect the standards in organization behavior and culture as the best company-based organization. If you have any questions, please contact Human Resources and Administration Department.

3.2.1.2 Support activities

(1) Human Resource Management

The Company believes that the employees are an important asset of the Company. Therefore, the Company's personnel policy is based on the mission of cultivating high talented, open-minded, and ethical people. The Company also considers respecting human rights without distinction in terms of sex, age, race, and religion.

The Company has a policy of Human Resource Development and Succession Plan with an emphasis on capacity building, including focusing on developing employees to be a person of quality, morality, ethics and adhering to honesty, integrity, and responsibility to the organization and society, and encouraging employees to participate in Corporate Social Responsibility. In addition, the Company is focusing on the importance of developing the next generation of the employee through the provision of the manpower reserve plan to accommodate any situation or change that may occur. To enhance working knowledge for the Company's employees and increase employee's confidence in performing duties and build stability and make the Company's work still be able to achieve the target goals, including reducing the damage that may occur to a minimum level.

In addition, the Company has provided training for the employee which is defined in two approaches are Internal Training and Public Training with an emphasis on skills, knowledge, proficiency, and abilities to employees for bringing their knowledge to apply and create the increment of effectiveness and efficiency in their work. Furthermore, the Company set up a project to focus on anti-corruption by thoroughly clarifying to employees and making employees aware of corruption's penalty in their duties.

The Company also adds courses that enhance morality and ethics to employees at all levels to increase efficiency in the performance of employees at all levels. The Company considers sending employees and executives in various fields to attend training and seminars on related matters to the operations of each department, which include training in Anti-Money Laundering law and Counter-Terrorism Financing and Proliferation of Weapon of Mass Destruction Policy, Personal Data Protection law, Debt Collection law and provide training on various products of the Company, including professional ethics for employees of the Company.

The Company recruits and develops qualified and competent personnel with an attitude that matches the Company's values in order to attract and retain skilled and talented employees. Furthermore, the Company is focusing on maintaining its remunerations and welfare to be at a competitive level as well. In addition, the Company also supports the work under different situations and conditions, such as employees of the Company can choose the attendance time that suits their individual personal situation. Besides, the Company also encourages to educate the employees in managing their personal finances, as well as encourages the employees to volunteer or participate in charitable activities.

(2) Technology and Infrastructure Development

The Company is committed to supporting the innovation for changing in its work process for better performance along with creating benefits for society by focusing on the use of technology to be able to use it with ease and maximize benefits such as having a variety of payment channels and have channels for customers to access the Company's products and services with conveniently and quickly via the SG Home, SG Connect applications, including on-line services through the Company's website, the presentation of the product, providing various services including management within the team. In addition, the Company also set up the foundation of information technology and digital in accordance with the changes, which are:

1. Creating a system for collecting customer data to know the customer's identity and be able to analyze the data in many aspects to respond appropriately to the needs of customers.

2. Developing promotional tools for sales staff and dealer network (Dealer) and agents that can convey appropriate information to customers conveniently, promptly, and accurately.
3. Analysis of data from the customer collection platform to understand and offer suitable services for the target customers for each product group for both present and future.
4. Improving work processes within the organization to increase the capability to provide better services and help manage expenses effectively.

The Company supports every employee to have a digital mindset and supports their employees in data literacy skills. In addition, the Company provides various necessary learning tools, such as manuals, Standards of Operation (SOP), IT policies and procedures, Information Security Policy to employees so that they are keeping pace with changes in technology and have operational standards, including safety in operations related to the Company's information and information technology to meet the needs of digital for both presents and in the future.

3.2.2 Business Chain Stakeholder Analysis

The Company has given importance to the rights of all groups of stakeholders of the Company which are related to the business value chain and set out as a guideline to meet the expectations of the stakeholders as follows:

Stakeholders	Engagement Approaches	Stakeholder Expectations	Guidelines for action to respond to Stakeholder Expectations
1. Shareholders	<ul style="list-style-type: none"> - Shareholders' Meeting - Company website 	<ul style="list-style-type: none"> - Good performance and sustainable business growth - Fair and equitable treatment of shareholders - Disclosure of accurate and complete information - Transparent operation and reviewable - Good corporate governance and risk management 	<ul style="list-style-type: none"> - Determining a clear business plan for the short term 1-3 years; Medium-term 3-5 years by focusing on presenting products with financial quality to the market in order for the Company to be able to generate revenue, market share, and maintain growth rate consistently and maintain a profitable rate and capability of competitiveness
2. Customers	<ul style="list-style-type: none"> - Receiving complaints and serving customers through branches and customer service centers on the Company's website and a central call center (Call Center) call 02-234-7171 - Receiving complaints through the application Line: @SGCare 	<ul style="list-style-type: none"> - Fast and accurate solutions for complaints - Receiving equal, equitable, and fair services - Obtaining compliance in line with business conditions to customers with strictly, fairly, and reliable - Receive complete, accurate, timely information and promote communication, build relationships with customers continuously 	<ul style="list-style-type: none"> - Provide quality service according to the needs of customers. Disclosure of information news, services, complete, accurate, and up-to-date events without misrepresenting the facts - Provide communication channels for customers for product quality complaints - Not stipulate unfair trading conditions to customers - Comply with any contract, agreement, or condition transparently and equally - Considering the importance of maintaining customers' confidential information without using such information for their own benefit and or other related persons.
3. Partners	<ul style="list-style-type: none"> - Regularly contacting via telephone or through electronic media - Meetings to discuss or share ideas - Visiting the company or attending a seminar for relationship management with partners 	<ul style="list-style-type: none"> - Fair and transparent procurement - Timely payment of goods and services - Sustainable business growth together - Preparing an appropriate contract format - Providing a management and monitoring system to ensure that there is compliance with the full terms of the contract and prevent corruption and misconduct at every step of the procurement process, and there are principles 	<ul style="list-style-type: none"> - Do not demand, accept, pay any commercial benefits to the trade partners with dishonesty. - Strictly comply with contracts, agreements, and conditions with partners. In case the conditions cannot be met, notify partners in advance to jointly consider problem-solving with the reasonable principle

Stakeholders	Engagement Approaches	Stakeholder Expectations	Guidelines for action to respond to Stakeholder Expectations
	<ul style="list-style-type: none"> - Making complaints or whistleblowing of corruption through email and postal channels in the audit group 	<ul style="list-style-type: none"> - of payment to partners and the counterparty on time according to the agreed payment terms - Maintaining lasting relationships with partners and contract parties with clear objectives 	
4. Competitors	<ul style="list-style-type: none"> - Following up on the news through various channels such as the website - Joining activities through government agencies jointly 	<ul style="list-style-type: none"> - Conducting business and competing with fairness and transparency 	<ul style="list-style-type: none"> - Perform in accordance with the rules of fair competition and based on fair returns to both parties. - Do not seek confidential information of competitors with dishonest or inappropriate methods - Do not damage the reputation of competitors with an accusation in a derogatory way without true information.
5. Creditors	<ul style="list-style-type: none"> - Contact via telephone or through the electronics media 	<ul style="list-style-type: none"> - Paying off debts in the full cycle and meeting the requirements period. - Performing in line with the contracts, legal, or other relevant agreements. 	<ul style="list-style-type: none"> - Strictly comply with the contracts, terms, and conditions made with creditors - Report the company's financial situation to the creditor with honest, accurate, and consistently on time - Notify creditors in advance if unable to comply with the contract to jointly find solutions and prevent damage
6. Employees	<ul style="list-style-type: none"> - Communicate via email or intranet of the Company and through meetings between the Company's executives and all employees 	<ul style="list-style-type: none"> - Be treated equally and fairly with non-discrimination and provided equal opportunities, such as assignments, learning, and development, including remuneration and benefits paid - Executives act as good role models for employees, such as commitment to work - Employees are treated for safety, occupational health, working environment health, and well-being 	<ul style="list-style-type: none"> - Maintain the working environment to be safe in life and property - Provide fair and appropriate remuneration according to employee's ability, responsibility, and performance - Consider the appointment, transfer, awarding, and punishment to employees with equality and based on fairness and decency - Listen to feedback, suggestions, and complaints from employees at all levels equally and encourage employees to participate in determining the direction of work - Strictly comply with the laws and regulations related to employees - Manage operations by avoiding any unfair action which may affect the stability of the page of the employee - Treat employees with courtesy and respect individuality, and human dignity - Encourage employees to understand the Code of Ethics of the business and its role in fostering behavior in the code of conduct framework - Encourage the employee to understand the Code of Ethics of the business and its role in fostering behavior in the framework of the code of conduct.

Stakeholders	Engagement Approaches	Stakeholder Expectations	Guidelines for action to respond to Stakeholder Expectations
7. Society and Environment	<ul style="list-style-type: none"> - Website: www.singerthai.co.th - Participating in activities with government agencies, communities, or organizations related to environmental management 	<ul style="list-style-type: none"> - Environmental Management to promote awareness and continuously train employees in the environment management - Conducting business irresponsible for the environment and society and supporting environmental conservation for society and various organizations 	<ul style="list-style-type: none"> - Considering the choices that affected the detriment of society's environment and the quality of life of the people at a minimum level - Not taking any action that damages natural resources and the environment beyond the limit of the law and continuously cultivating awareness of social and environmental responsibility among employees at all levels - Promote the efficient use and conservation of energy for the benefit of the public and future generations - Do not support any harmful activities to society or morals and/or promote all vices - Set up a complaint system on matters that may affect the community and conduct an audit amendment and notify the result action to inform the complainant in a timely manner - Practice and cooperate or control to perform according to strictly the intent of the law and the rules issued by the regulatory agency - Support community and social activities by focusing on the social development, community, environment, including support education for youth and public benefit activities. - Provide quick response and effective against events affecting communities and the environment due to the Company's operations by fully cooperating with government officials and related agencies
8. Government agencies/ government organizations	<ul style="list-style-type: none"> - Cooperating with the government and determining relevant policies 	<ul style="list-style-type: none"> - Compliance with laws, regulations, regulations of government office 	<ul style="list-style-type: none"> - The Board of Directors has established a good business corporate governance policy in which one important aspect is to comply with laws, regulations, and other official requirements by the corporate governance unit of the Company appropriately and regularly providing the training for necessary knowledge to employees
9. Regulator agencies	<ul style="list-style-type: none"> - Compliance as specified at the regulatory agency announced or prescribed - Attend training and seminars at various regulatory agencies have organized 	<ul style="list-style-type: none"> - Good corporate governance and in accordance with the law that the agency stipulates. 	<ul style="list-style-type: none"> - Complete compliance and strictly cooperate in the supervision

3.3 Environmental Sustainability Management

3.3.1 Environmental Policies and Practices

The Company is committed to operating its business on a sustainable basis based on environmental responsibility by realizing and giving importance to reducing environmental impacts that arise from business operations by having a good environmental management system. Therefore, the Company has set goals for using natural resources with a sense of value and support to reduce the use of limited natural energy as well as prepare plans and measures to participate in solving the challenges prediction of climate change, promotion of energy management, water management, a waste, waste product, and pollution effectively and support the protection of ecosystems and biodiversity. Therefore, an Environmental Management Policy has been established, which has the following guidelines:

1. Comply with international and local environmental laws and rules and regulations of the Company strictly.
2. Conduct business with environmental and social responsibility. The environmental management system will be developed according to international standards to certify that the activities and operations of the Company comply with standards and environmental laws that related.
3. Determine to monitor the performance and environmental impact of the operation and continue to improve efficiency by specifying objectives, goals, and action plans that are clear and have an environmental impact assessment.
4. The Company shall enhance awareness and continuous training to employees of the environment so that the system of environmental management shall be effective and create a better understanding of the changing conditions of climate, conservation of natural resources, and the importance of preventing adverse environmental impacts, including the impact on ecosystems that negatively affect biodiversity.
5. The Company shall support environmental conservation for society and various organizations, including disseminating information to enhance the image and good understanding of environmental management.

The Company's environmental policy is covered the following issues:

Environmental Protection and Pollution Prevention

The Company is committed to protecting the environment, including preventing pollution and improving the working environment of the Company to have a good environment by using resources and energy efficiency to receive the most benefit from consumer goods, waste control by applying the 3 R principles, is 1) R-Reduce reduces the use and consumption of non-required resources 2) R-Reuse makes the most of resources by reusing and 3) R-Recycle chooses resources that can be recycled to reduce the amount of waste and reduce the emission of waste to the environment, including emergency planning in an appropriate manner. The Company organizes the Big Cleaning Day activities to manage resources in the workplace clean, reduce consumable materials, sort and dispose of materials that do not benefit the workplace and environment.

Choose environmentally friendly materials

The Company chooses products that do not cause any harm to the environment, such as paper and cloth that have environmental toxicity in the workplace area, and reduce the use of products that contain chemicals that are toxic to the environment. Do not use materials, equipment, and products that contain hazardous substances.

Education on environmental protection and energy conservation with employees in the organization

The Company provides information and knowledge about environmental protection and energy conservation and announces the environment policy to employees for thoroughly informed through internal communication channels such as via email and intranet of the Company. Furthermore, the Company also promotes and enhances awareness of environmental protection and energy conservation among all employees for their cooperation in practice following the Company's environmental policy seriously and continuously.

Environmentally-friendly business development

The Company considers the importance of business development and investment that does not cause environmental problems, and the Company promotes sustainable business operations and develops digital marketing technology to facilitate

customers and for the benefit of reducing the use of resources such as paper and reducing the energy consumption of the copying process of paper or destroying documents.

3.3.2 Management and performance of environmental sustainability management in environmental dimensions

The Company has a policy to encourage employees, executives as well as customers, and business partners to participate in the use of valuable natural resources and support to reduce the use of limited natural energy, and prepare plans and measures to contribute to solving the challenges of climate change, management promotion, energy management, water management, manage waste, waste, and pollution with effectiveness including promotion of protecting ecosystems and biodiversity. In the past, various social projects have been organized as follows:

Activity: “Sewing Straw Pillows for Bedridden Patients”

The Company organized an activity called “Sewing Straw Pillows for Bedridden Patients,” in which executives and employees participated in cutting and sewing pillows using drinking straws as stuffing instead of conventional materials like cotton or synthetic fibers. These pillows were then donated to bedridden patients. The straws used were below the standard and had not gone through proper manufacturing and usage processes. By using them as pillow stuffing, the activity helped reduce plastic waste and pollution.



Campaign for employees to use “cloth bags” instead of plastic bags.

The Company recognizes the importance of environmental issues in the present day and encourages employees to use cloth bags as a substitute for plastic bags when carrying items. Plastic bags cause pollution starting from their production to their disposal, leading to the emission of carbon dioxide in both processes. This gas persists and deteriorates the ozone layer, implying that the increased use of plastic bags causes a greater amount of greenhouse gases to be released into the atmosphere.



3.4 Sustainability Management in Social Dimensions

3.4.1 Social Policies and Practices

The Company recognizes and places importance on supporting social activities under the framework of good governance, transparent and verifiable, with a commitment to developing its business along with creating economic balance in society and the environment. Therefore, the Company is determined to maintain itself as a role model for society (Good Corporate Citizen) in parallel with sustainable business operations, be able to manage the business to grow steadily, and be accepted in society with the fundamentals of ethics and good corporate governance principles as well as able to generate returns for the shareholders effectively by taking into account the impact of business operations on those involved in the Company in all aspects from the Company's recognition of social responsibility to develop and build a continuous and sustainable responsibility foundation. Therefore, the corporate social responsibility policy has been defined as the following topics:

(1) Conducting Business with Fairness

In order to ensure fairness in business operations, Singer Thailand Public Company Limited and its subsidiaries have determined the Company's policy by focusing on the importance of the rights of all groups of stakeholders, whether it is an inside stakeholder such as employees or management of the Company or the outside stakeholder such as customers, creditors, government agencies and other related agencies including community, society, and environment which is not only required by law only but also includes not taking any actions that violate/diminish of the rights of those stakeholders by defining ethical business guidelines as follows:

- **Policy and responsibility to shareholders**

1. To establish a policy on corporate governance for the increment of transparency and the confidence of shareholders, investors, and all related parties by setting up the policy and direction of the Company's operations as well as devoting importance to the internal control and internal audit system, supervise the management to act in accordance with the effective policy for the benefit of the shareholders.
2. To respect the rights of shareholders for obtaining the necessary information to assess the Company equally and will reveal the results of operations financial status by providing accurate and truthful supporting information according to the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission had determined.
3. To provide a system to ensure that all shareholders are treated equally in the shareholders' meeting.

- **Guidelines on Conflicts of Interest**

1. Employees must avoid conflicts between their personal interests and the Company's interests in dealing with partners and any other persons.
2. Employees must devote themselves and their time fully to the business of the Company. In case there is a need to do other work to increase income, or for other purposes outside of working hours, the work must be under the following nature:
 - Not affect their duties of work
 - Not violating the law or is against the peace and order and good morals of the people
 - There is no adverse effect on the reputation and business of the Company
 - Not contrary to the interests of the Company
 - Not utilize the Company's secret

(2) Anti-corruption

The Company has set a policy in the Company's management manual, the Company Code of Business Ethics Book, the policy does not allow any corruption (Zero Tolerance Policies). In addition, the Company has jointly signed the intent under

the Thai Private Sector Collective Action Coalition Against Corruption by the Institute of Directors Association Thai Company (IOD) and is certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption completely.

(3) Respect for Human Rights

Human rights are rights that every human being deserves. To be happy as a human being and part of society, human rights protect the individual as well as the freedom and human dignity of that person. Therefore, respect for Human Rights is essential to society's security and peace.

Therefore, the Company emphasizes respecting human rights and has realized the value of human resources, and wishes to make employees take pride in the organization, promoting a participatory working atmosphere and providing opportunities for equal career advancement. Therefore, the employees shall be developed to promote knowledge and competence thorough and continuous in order to create value and maintain excellence in business under the guidelines for personnel management as follows:

- **Equality and equal opportunity**

1. Treating all employees with dignity and the value of human beings all people equally.
2. The recruitment and selection of personnel are carried out based on the Company's benefits and achievements with moral principles, equality principles, principles of competence, and necessity in doing business in order to obtain "good people" and "smart people" with an attitude consistent with the work and culture of the organization by considering of the qualifications of each position, educational, experience and other requirements necessary for the job. Without restrictions on sex, age, race, religion, or personal relationship.
3. Determine the remuneration payment system according to the ability of the employees, including providing benefits and welfare for employees and their families by considering the salary structure that is in line with the economic situation and the increment of wage, which is based on the success of the business and the results of the efforts of the employees in the past year.
4. Support and encourage employees to continuously develop both the core competence of the business, management competence, and the ability to work by supporting both consistent budgeting and time in order to develop the ability to work. Providing opportunities for employees to advance in their careers as well as develop personnel to be quality people with a good attitude and have job knowledge.
5. Create a good communication atmosphere for bringing good relationships and efficiency in work cooperation.
6. Promote and provide opportunities for employees to have communication channels for suggestions and complaints about grievances related to work, livelihood, and welfare rights through the Welfare Committee in the workplace by seriously considering the suggestions and determining the solutions for correction to create benefit to all parties and create a good working relationship together.
7. Promote and provide opportunities for employees of all levels for a study trip to a foreign country to give an opportunity, worldview, and perspective on work and life experience, including bringing the perspective of knowledge that has been adapted to work.

- **Harassment**

1. Supervisors should conduct themselves to be respected by employees, and employees should not do anything that shows disrespect their supervisors.
2. All employees must not commit any acts that are infringing or threatening. Whether verbal or acting to others on the basis of race, religion, age, physical and mental disabilities.

(4) Fair Treatment of Labor

The Company believes in the power of all personnel in the organization as an important force in driving the organization towards its vision and mission effectively, appropriately, and in line with the business strategy. Therefore, the Company recruits and selects new personnel who have knowledge, abilities, skills, good attitude and are ready to join the company along with

maintaining the existing personnel to have more knowledge, abilities, and skills for working together as a team that helps each other with love and connection that will achieve the goals of the Company effectively and efficiently and, above all, that the Company has always focused on is to let employees work happily and with love and pride to be part of the organization.

- **Wage Management, Compensation, and Welfare**

The Company adheres to the principle of fair wage management, which is suitable for a happy living, providing support money in the form of grants and welfare loans including many other benefits such as staff uniform, annual physical check-ups, annual recreation, etc., along with encouraging employees to have balance in work life and personal life according to the philosophy of sufficiency economy.

- **Rights and Freedoms of Persons**

The Company considers the importance of the protection of human dignity, rights, and liberties of the individual. There is a supervision of the Company's operations for not being involved in human rights violations, including treating all employees with equality. The Company provides opportunities for employees to submit their complaints in writing to their supervisors. The Company also provides a box or suggestion box and suggestions as well as other complaints within the Company to give opportunities for employees to express opinions and complaints. There shall be a Welfare Committee in the Company who brings comments and suggestions as well as other complaints that employees express their opinions and complaints to present to the executives in the monthly meeting which the management meets with employees regularly.

- **Employee Potential Development**

The Company has a systematic personnel development process for employees at all levels for potential development and arrangement for staff development processes to be more efficient, such as coaching, on-the-job training, mentoring, and becoming part of the organization. Due to the epidemic situation of the COVID-19 virus, the whole world must adapt to a new way of life. Therefore, the training model and employee potential development have been changed from classroom training to be online training. This online training is also in line with the Company's new way of working. This online training also facilitates employees to access to training and creates more learning opportunities. The Company has a plan to continuously develop more online training courses in order to continuously enhance learning opportunities and develop personnel.

- **Participation in Social and Community**

The Company provides support and encourages all employees to involve in various activities for Corporate Social Responsibility (CSR) by setting a policy for each department and branch of the Company that exists throughout the country to participate in showing the power to do good in return and provide social and community assistance at both local and national level. The CSR Club has been set up from the gathering of employees who have volunteered spirits to create benefits for society and the environment.

The Company assesses, prepares, and implements training plans that are consistent with the knowledge and abilities of current employees and new employees at all levels to develop employees' knowledge and abilities to drive employee's opportunities for advancement and growth. The Company also considers of the necessary well-being in accordance with target employees such as personal finance knowledge for employees, etc. In addition, the Company has prepared a working environment and assigned flexibility to work appropriately for operations such as space arrangements, work with adequate lighting, assigning employees to work from home during the pandemic of the coronavirus disease (COVID-19) to prevent the spread and assign employees to be able to choose a working time to reduce the traveling time during rush hour.

(5) Responsibility to Customers and Consumers

In addition to complying with the law, the Company also has a policy for all employees to perform their duties in accordance with the principles of business ethics related to customers or trading partners as follows:

- **Customers**

1. Committed to strictly complying with business conditions with customers. To be fair and reliable.
2. Committed to providing complete, accurate, timely information and continuously promoting communication to build relationships with customers.

- **Partners and Contract Parties**

1. Committed to providing quality products and services under the principle of equal database competition, there are criteria for evaluating and selecting partners and contractual parties. Develop an appropriate contract format. To prepare the management and monitoring system to ensure full compliance with the terms of the contract and prevent corruption and misconduct at all stages of the procurement process and has a principle of payment to partners and the contract parties on time according to the agreed payment terms.
2. Committed to developing and maintaining sustainable relationships with suppliers and contract parties with clear objectives in the quality of a product or service that is worth the money, technical quality, and mutual trust.
3. Employees are prohibited from receiving any personal benefits from business partners and contract parties.

(6) Taking Care of the Environment

The Company is considering the analysis of risks and impacts on the environment and safety in all business processes, including using resources efficiently and saving energy according to international principles.

"Singer" is an organization that emphasizes the importance of taking responsibility for society and the environment. It has practice guidelines to reduce greenhouse problems (Carbon Footprint), which will result in toxic pollution and global warming problems, by setting up cooperation with partner organizations to reduce environmental impact. In terms of the responsibility of products by recruiting factory partners who have innovations to produce products with environmentally friendly materials.

The Company realizes the importance of energy saving. Environmental protection has been a campaign to use the most efficient electrical equipment, which is considered one of the social responsibilities. The Company has developed electrical appliances equipment continuously; therefore, the products sold by the Company are labeled with energy-saving labels 5. Moreover, the refrigerators of Singer's product have taken a further step by using a refrigerant that does not harm the environment and does not destroy the earth's atmosphere "NON-CFC" is "C-Pentane", which has zero ozone depletion value.

Because the Company does not have a factory to produce products but uses the method of ordering products with OEM production (Original Equipment Manufacturer) from a factory with quality production processes and avoids ordering products from poor quality manufacturers. In this regard, the Company has a Quality Assurance unit to screen the products to meet the standards, and the Company has a policy for selecting a factory that is focusing the importance of environmental impact and the above matters.

The Company is committed to doing business continuously with quality for the benefit of society as a whole and consumers. There is also a campaign for employees to reuse the other side of the paper, including waste separation and reuse of packaging paper boxes.

The Company is committed to managing resources and energy cost-effectively to increase efficiency in business operations and reduce environmental impacts by defining policies and guidelines for systematic environmental management and complying with laws and regulations in line with important environmental management guidelines by using modern innovation and technology that help reduce energy consumption and resources.

The Company focuses on the importance of systematic and efficient waste management, including enhancing campaigning for employees to recognize waste problems and take part in reducing waste disposal and proper segregation of waste with the 4R concept to reduce the amount of waste within the organization efficiently.

- | | |
|---------------------------|---|
| - Reuse (reuse) | Use of resources worthwhile by reusing objects and utensils |
| - Reduce (Useless) | Reduce the use of resources with minimum use |

- **Recycle (using processing)** Selecting and sorting resources back to use for processing
- **Revalue (create value)** Recycle used resources to create value to become valuable



(7) Community Development

The Company realizes the importance of conducting business on the basis of ethics and good morals along with helping and contributing to the creation of a sustainable Thai society necessarily. The Company foresees that vocational training for Thai society is an important foundation of the society. Therefore, the Company has continuously participated in developing, promoting, and supporting career training for students, youths, and housewives, including female inmates, which is the origin of the career job project in that the Company cooperates with government agencies and the private sector to create jobs and careers.

(8) Preparation of Environmental Reports

The Company shall disclose information of compliance with social responsibility guidelines as a benefit to all stakeholders by preparing a report to disclose social and environmental performance covering business operations environmental and safety and social issues, including creating information accurately and providing various information dissemination channels for stakeholders to access the information conveniently.

(9) Donations

Charitable Contributions, Donations, and Aid Grant according to criteria about charitable donations and conducting donation activities on behalf of the Company or affiliated companies in accordance with company objectives, strategies, and the practice of Corporate Social Responsibility. The donation must be able to prove that there is a charitable project activity and actions were taken to support the achievement of the project objectives and cause real benefit to society or for the purpose of operating with responsibility for society, whether it is a charitable donation or a social contribution. Employees and the management of the Company are prohibited from donating to individuals, juristic persons, organizations, or other entities as follows:

1. Support political parties or secret political activities for individuals, juristic persons, organizations, or unlawful entities.
2. Have dishonest intentions for any purpose, even if it is the business outcome of the Company.
3. The person who represents the donation must hold the position of manager or above. If having to donate money or items valued over 5,000 baht (five thousand baht), it must be approved by the line director or managing director.
4. Withdrawing money, products, or things must strictly comply with the Company's regulations.

3.4.2 Social Performance Results

The Company has a policy to encourage employees, executives, as well as customers, and business partners to participate in returning and being responsible to society and the community as a whole through activities that are continually beneficial to society and the environment. Therefore, there is a policy in providing, assistance and social development in addition to internal work processes by the different projects for society in the past as follows:

- **Quality of life and Community:**

In order to create opportunities for underprivileged individuals to care for, rehabilitate, and develop themselves. This includes persons with disabilities and those with low incomes to receive vocational training and personal development support, enabling them to live with pride in society. To this end, the Company has collaborated with the Vocational Development Center for Persons with Disabilities in Pak Kret District, Nonthaburi Province to establish a project to promote employment for persons with disabilities within the organization. Currently, there are 13 persons with disabilities employed in the company's social activities department responsible for sewing products, which are used as souvenirs for the company's festivals and events, as well as for gift-giving. These products are also sold, contributing to the income of the group and improving their quality of life and stability. Additionally, every year, the Company holds recreational activities and annual health check-ups to ensure that employees with disabilities receive equal treatment to those without disabilities.

Recreational activities for employees development



Annual employee health check-up



The project "Supporting Clean Drinking Water Filters for Educational Institutions and Hospitals"

The Company launched the "Share Compassion, Care for Schools" (ปันน้ำใจ ห่วงใยโรงเรียน) project by donating clean drinking water filtration machines, SINGER RO-01 model, to educational institutions. This is to provide students and staff with standardised, clean, and safe drinking water, and to help reduce the organisation's budget for providing drinking water.



The Company has organised a project to support the clean drinking water filtration machines of the SINGER RO-01 model, to hospitals. This is to provide staff and patients with access to clean, safe drinking water that meets the standards, and to help reduce the organisation's budget for procuring drinking water. Additionally, the Company's executives and volunteer staff members have donated tube pillows, which have been sewn by them, to benefit bedridden patients for their treatment and recovery.



The Company has implemented a project to donate secondhand electrical appliances to educational institutions for the benefit of students to use as learning aids to the Phradabos Foundation as learning aids for students at Phradabos School including refrigerators, washing machines, and freezers, totaling 12 machines.



- **Community and Social development**

The Company recognizes the importance of conducting business based on ethics and morality, in addition to caring, assisting, and contributing to the sustainable development of Thai society. The Company understands that providing vocational training to Thai society is a crucial foundation for the community, therefore, the Company collaborates to develop, promote, and support vocational training for students, youth, housewives, and female prisoners continuously. This is the basis of the Company's project to create jobs and promote careers in cooperation with government agencies and private sectors.

Royal Initiative Project “Compassion” of Her Royal Highness Phatchara Kitiyapha Narenthira Thepphayawadi

The Company has collaborated with the Royal Initiative Project “Compassion” of Her Royal Highness Phatchara Kitiyapha Narenthira Thepphayawadi, which was established to provide assistance to those who need opportunities in Thai society. It began with a group of pregnant women who were imprisoned, and Her Royal Highness kindly provided assistance from her personal funds and royal grants to the Thai Nurses Association, with cooperation from the Department of Corrections to improve the quality of life and provide health knowledge for health care. The project has achieved its goals in all aspects.

Due to the success of this project, it is believed that the scope of assistance should be expanded to other groups, so the Ministry of Justice was kindly requested to support the project by promoting its achievements and ideas to a wider audience. The Company continues to focus on female prisoners but has expanded its focus to include various vocational training to provide opportunities for them to integrate into society after release and not return to a life of crime. The Company has realized the importance of this project, which aims to enhance careers and opportunities for those who need them by training themselves in tailoring and handicrafts.

In this regard, the Company has sent expert teachers and members to train and enhance the skills of tailoring and handicrafts for independent careers. The Company aims to give back to society by rehabilitating people and also sent technicians to inspect and repair sewing machines for the women's vocational training program.

Her Royal Highness Phatchara Kitiyapha graciously presided over the opening ceremony of the encouragement project at Nan Provincial Prison. The executives and employees of the Company participated in this occasion and presented two (2) sewing machines and a set of sewing equipment for the inmates to use for vocational training.



Project “Create Jobs, Create Careers”

As the Company has shown its loyalty and respect by offering 130 Singer sewing machines to Her Royal Highness Princess Maha Chakri Sirindhorn as a tribute on the occasion of the Company's 130th anniversary in 2019, the Company has delivered the aforementioned sewing machines to the organisation under the supervision of Her Royal Highness Princess Maha Chakri Sirindhorn. This organisation is responsible for assisting underprivileged people in rural areas according to various royal projects, providing them with sustainable occupations and becoming a source of support for their families.

On this occasion, Her Royal Highness Princess Maha Chakri Sirindhorn graciously bestowed the Singer sewing machines to educational institutions, housewife groups, vocational development clubs, and various training centers to be utilised for their benefit, with orders being placed through the organisation under Her Royal Highness Princess Maha Chakri Sirindhorn, and the sewing machines being delivered to the recipients by the executives of Singer Thailand Public Company Limited.





- Religious and Cultural

The Company participates in promoting religious activities to provide employees with a source of spiritual inspiration, foster unity within the organization, and preserve the beautiful customs and culture of Thailand, such as the Songkran Festival, various Buddhist traditions, and contemporary activities such as the Loy Krathong Festival, the offering of food to monks, the Tak Bat Devo ceremony, and other activities that have been passed down to the present day. In addition, there are activities to strengthen the family institution.

Participated in making merit by renovating and improving the landscape of the temple to become a centre for practicing Buddhist principles.

The executives and employees who have a devout spirit of the Singer Thailand Public Company Limited participated in making merit by renovating and improving the landscape of the temple to become a center for practicing Buddhist principles at Wat Mai (Yaipan) in Bang Khun Non District, Bangkok. Furthermore, the management team and employees have jointly contributed to public benefits by cleaning the pavilion, restroom, Dharma hall, and surrounding area of the temple.





Royal Kathin Ceremony of the year 2022

The Company has participated in religious activities by being a co-host in the annual Royal Kathin Robe Offering B.E. 2565, together with affiliated companies which have presented the Kathin Robes to the monks in the Buddhist Lent at Wat Pa Dara Phirom , Rim Tai Subdistrict, Mae Rim District, Chiang Mai Province.





4. Management Discussion & Analysis

for the year ended 31 December 2022 of Singer Thailand Public Company Limited (the Company) and its subsidiaries (the Group Company)

The performance for the year ended 31 December 2022, comparing to the same of previous year as follow:

Statement of comprehensive income (Million Baht)	Year ended 31 December		Increase (decrease)	
	2022	2021	Amount	%
Revenues				
Revenue from sales of goods	2,711	2,766	(55)	(2.0)
Interest income from hire-purchase contract and loans	2,316	1,499	817	54.5
Revenue from rendering of services	86	72	14	19.4
Other income	92	60	32	53.3
Total revenues	5,205	4,397	808	18.4
Expenses				
Cost of sales of goods	1,507	1,472	35	2.4
Cost of rendering of services	26	20	6	30.0
Distribution costs	1,071	951	120	12.6
Administrative expenses	596	470	126	26.8
Distribution costs and Administrative expenses	1,667	1,421	246	17.3
Total expenses	3,200	2,913	287	9.9
Profit from operating activities	2,005	1,484	521	35.1
Finance costs	461	425	36	8.5
Expected credit loss	356	160	196	122.5
Gains on measurement of current investments	(4)	(4)	-	-
Profit before income tax expense	1,192	903	289	32.0
Tax expense	251	202	49	24.3
Profit for the year	941	701	240	34.2
Non-controlling interests	6	-	6	100.0
Equity holders of the Company	935	701	234	33.4

For the year ended 31 December 2022, the Group Company had net profit Baht 941 million before non-controlling interest. The net profit a part of equity holders of Group Company was of Baht 935 million which increased by Baht 234 million or 33.4% compared with previous year.

Total revenue

For 2022, total revenue increased by Baht 808 million or 18.4% mainly due to increase in interest income from hire-purchase and loans contract of Baht 817 million or 54.5% and other income of Baht 46 million.

Revenue from sales of goods

For 2022, revenue from sales of goods slightly decreased of Baht 55 million or 2% from sales reduction in some electrical appliances products. For 2022, cost of sales of goods increased of Baht 35 million. Gross product margin slightly decreased by 2.3% from previous year which gross product margin was reduction from 46.7% in year 2021 to 44.4% in year 2022.

Interest income from hire-purchase contract and loans

For 2022, interest income from hire-purchase contract and loans of the Group Company increased of Baht 817 million or 54.5%, since an expansion of the loans portfolio.

Revenue from rendering of services

For 2022, revenue from rendering of services increase of Baht 14 million or 19.4% due to increase in commission revenue from the sale of insurance of a subsidiary.

Other income

For 2022, other income of the Group Company increased of Baht 32 million or 53.3%, respectively, mainly due to increase from others fee income.

Distribution costs and Administrative expenses

For 2022, distribution costs and administrative expenses of the Group Company increased by Baht 246 million or 17.3%. Distribution costs increased which in line with growth of commission expenses advertising expenses sales promotion. Administrative expenses also increased mainly due to increase in personnel expenses, rent branch office and professional fee. However, the % of distribution costs and administrative expenses to total revenue was reduction from 32.3% in year 2021 to 32.0% in year 2022.

Finance costs

For 2022, finance costs increased by Baht 36 million or 8.5% because the company had issued debentures in the last year.

Expected credit loss

For 2022, expected credit loss of the Group Company increased of Baht 196 million or 122.5%, due to increase in non-performing loans of hire purchase and loans.

Statements of financial position

Statement of financial position (Million Baht)	31 Dec 2022	31 Dec 2021	Inc (Dec)	
			Amount	%
Assets				
Current assets	15,479	17,076	(1,597)	(9.4)
Non-current assets	10,415	7,132	3,283	46.0
Total assets	25,894	24,208	1,686	7.0
Liabilities and equity				
Liabilities				
Liabilities and equity	2,631	2,650	(19)	(0.7)
Non-current liabilities	4,955	6,719	(1,764)	(26.3)
Total liabilities	7,586	9,369	(1,783)	(19.0)
Equity	17,641	14,839	2,802	18.9
Total liabilities and equity	25,894	24,208	1,686	7.0

Assets

Total assets of the Group changes increased of Baht 1,686 million or 7.0% when compared with the year ended 2021, significant changes as follows:

- **Cash and cash equivalents**

Cash and cash equivalents increased by Baht 3,413 million or 278.1% from a subsidiary has increased share capital 820 million shares and IPO in beginning of December 2022 and received cash in over Baht 3,239 million. The utilization of cash were for expansion portfolio of loans portfolio by Baht 5,979 million (C4C) and investment in bond and FX notes of Baht 2,803 million, investment in common share Buriram Sugar Public Company Limited of 215 million and repurchase stock Baht 59 million. In during the year, we repaid debenture of Baht 1,500 million

- **Current investment in short-term financial assets**

Current investment in short-term financial assets decreased of Baht 7,563 million or 73.1% when compared with the year ended 2021, due to support the expansion of loans portfolio and repayment debenture in during the year.

- **Hire purchase contract receivables and loan receivables.**

Hire purchase contract receivables and loan receivables increased of Baht 3,704 million or 34.6%, compared with the year ended 2021. An increase consists of hire-purchase of electronic and others of Baht 171 million or 3.3% and loan receivables of Baht 3,533 million or 64.2%.

- **Inventories**

Inventories increased of Baht 1,112 million or 172.9%, compared with the year ended 2021, due to support sales in the year 2023 and sales reduction starting from quarter 3 of year 2022. In addition, the Company purchased confiscated goods from a subsidiary amounting to Baht 876 million.

- **Non-Current investment in long-term financial assets**

During December 2022, the company invested in common share of Buriram Sugar Public Company Limited in the amounting to Baht 215 million in order to be strategic partner together. This is created an ecosystem in the Group Company. The company has also provided loans to farmers and sell electrical appliances products and provided other services to these farmers and employees of Buriram's sugar mill.

- **Property plant and equipment**

Property plant and equipment increased by Baht 375 million or 78.9% that the Group Company invested in the IT system and related equipment. In addition, the Company purchased confiscated goods from a subsidiary and classified to this account by Baht 293 million.

- **Liabilities and equity**

Total liabilities decreased of Baht 1,783 million or 19.0%, compared with the year ended 2021. Those significant transactions decreased from trade payable of Baht 384 million because we delay on new purchase orders of goods from suppliers as the Company has more inventories in the warehouse. The debenture decreased of Baht 1,780 million due to have repayment in during the year.

Total equity of the Group Company increased of Baht 3,469 million or 23.4%, compared with the year ended 2021. Those significant changes increased mainly due to premium on change in the ownership interests in subsidiaries increase of Baht 2,458 million from a subsidiary initial public offering in beginning of December 2022. The company repurchased shares according to the company's share repurchase program as reported to the Stock Exchange of Thailand earlier. As of December 31, 2022, the Company had repurchased shares in the amounting to Baht 59 million, The Group Company had a net profit increased from the previous year.

Business Plan for 2023

The Company aims to continuously grow in the loan business with car registration as collateral from the total loan balance at the end of 2021 and 2022, amounting to 6,044 million Baht and 8,775 million Baht, respectively. In 2023, the Company planned to issue debentures to support the expansion of loans with car registration as collateral for at least 3,000 million Baht. In addition, the Company has been authorized to operate a personal loan business under the supervision of the Bank of Thailand.

In addition to the loan business with car registration as collateral, Singer's original business was the electronics leasing business. It has quality control by implementing the information technology systems to control the sales process for more efficient and additional collection channels for salespeople to provide services and contact for payment. The Company also focus on lending products with high profit (margin) and low risk.

Liquidity

In the year 2022, the Group has cash, and cash equivalents amounted to 4,639 million Baht, with an increase of 3,412 million Baht divided into net cash used from operations of 3,985 million Baht, cash used in investing activities of 6,935 million Baht, and cash flow from operations of fundraising activities of 462 million Baht.

Key Performance indicators

Performance Indicators	Year 2020	Year 2021	Year 2022	Description
Net Profit (Loss) Margin	12.12%	15.93%	18.09%	The increased net profit margin was due to increased sales revenue and interest income from hire purchase contracts and loans from the expansion of the receivable portfolio. In addition, the Company has conducted control of costs and expenses properly.
Gross Margin	60.46%	65.57%	70.55%	Higher gross margin because the Company has efficient control of the cost of sales.
Profit (Loss) from Operations	17.33%	31.64%	31.69%	The increased operating profit margin was due to increased interest income from hire purchase contracts and loans and decreased bad debt and doubtful accounts expenses. In addition, the Company has the policy to control costs of sales and service costs continuously.
Return on Assets ^{1/}	8.75	7.91%	6.59%	Return on assets slightly decreased from the year 2021 due to the expansion of the receivable portfolio.
Return on Equity	17.20%	7.94%	5.68%	The rate of return on shareholders decreased due to a subsidiary of Company has capital increase in the 4th quarter of the year 2022.
The Ratio of Allowance for Doubtful Accounts to Total Loans ^{2/}	4.3%	2.5%	3.21%	the provision for doubtful debts increased because the portfolio of the company has increased from year 2021.
Bad Debt to Total Loan Ratio	4.4%	3.8%	4.41%	The bad debt to total loan ratio increased because the portfolio of the company has increased from year 2021.

Performance Indicators	Year 2020	Year 2021	Year 2022	Description
Liquidity Ratio (Times)	2.43	6.44	5.88	The Company and its subsidiaries have higher liquidity ratios, representing the ability to pay off short-term debt effectively.
Debt to Equity Ratio (Times)	2.29	0.63	0.41	The Company and its subsidiaries had a lower debt to equity ratio because the Company has increased capital.

Note: ^{1/} Return on Assets is calculated from Profit (Loss) before Finance and Income Tax (EBIT) / Total Assets.

^{2/} Total credit means loans and accrued interest.



5. General Information and Other Important Information

5.1 General Information

Singer Thailand Public Company Limited

Registration No: 0107537000050

Head Office

72 NT Bangrak Building, 17th Floor., Charoen Krung Rd., Bangrak, Bangkok 10500

Telephone : 66-2-352-4777

Fax : 66-2-3524799

Call Center : 66-2-234-7171

Service Hotline : 668-1840-4555

Home page : www.singerthai.co.th

Main Business:

- Distribution and Sales of home appliances. Sewing Machines, and commercial appliances and other products
- Hire Purchase - Installment Payments services, Vehicle Loan, Personnel Loan, Captive Finance by SG Capital Public Company Limited
- After sales services, Maintenance or repairs of appliances by SG Service Plus Co.,Ltd.
- Insurance Broker by SG Broker Co., Ltd.

Financial Year /Accounting Period

January 1 to December 31

Legal Advisor

CMT Counsellor Co., Ltd.

20 Bubhagit Building, 7-9 Floor., North Sathorn Rd., Bangkok 10500, Thailand

External Auditor

KPMG Phoomchai Audit Ltd.

195 Empire Tower, 50-51 Floor., South Sathorn Rd., Bangkok 10120, Thailand

Registrar

Thailand Securities Depository Company Ltd.

62 Ratchadapisek Road, Klongtoey, Bangkok 10110, Thailand

Debentures Holder Representative

Registrar and Paying Agent

CIMB Thai Bank Public Company Limited

Registered Capital

Baht 840,674,119 (at 840,674,119 Ordinary Shares with a Par Value of Baht 1.00)

Paid-up Capital: Baht 822,341,978

*as at January 5, 2023

Date of Listing on the SET

June 28, 1984

Investors can access, for the purpose of reviewing and analysis, detailed information regarding the issue of new shares or securities by the Company in the Annual Statement of the Company (Form 56-1) posted on www.sec.or.th OR on the company's website at www.singerthai.co.th.

5.2 Other Important Information

-None-

5.3 Legal Disputes

As at 31 December 2022 and 2021, the Company has litigation cases as follow:

Patent infringement

On 4 May 2018, a company (“Plaintiff”) filed a lawsuit against to the Company with three other defendants in a joint patent infringement case. According to the indictment, plaintiff claimed to be the owner of an invention patent concerning one device in the product that the Company hired first defendant to produce under the sale contract of automatic fuel vending machine as well as requested the damages in the amount of Baht 100 million.

Regarding the sale contract of automatic fuel vending machine, the Company is only the buyer of the first defendant and the plaintiff has confirmed that plaintiff is the owner of copyright, patent, and petty patent which licensed or legally represented by the real owner of a copyright, a patent, a petty patent in goods and equipment. Besides, the first defendant will be solely responsible for any damage to the company or its customers or outsiders in the case of products be alleged as piracy, patent infringement, or petty patent.

The Company assigned the attorney-at-law to apply statement of defence on 5 July 2018. Then, on 3 September 2018, the court fixed the day for settlement of issues and scheduled to take evidence from the plaintiff and the defendant.

On 23 December 2019, the Central Intellectual Property and International Trade Court rendered the judgement to dismiss a criminal case between the plaintiff and the Company with three other defendants.

However, on 25 December 2020, the Court of Appeal for Specialized The first defendant (S. Safe Oil Company Limited) is guilty of the Patent Act 2522, Section 85, Section 36, paragraph (1), a fine of 2,000 Baht for confiscation of the goods. In addition to the amendment to be in accordance with the Central Intellectual Property and International Trade Court.

On 19 December 2022, the plaintiff withdrew the lawsuit. Since the first defendant, S. Safe Oil Company Limited, paid damages to the plaintiff in the amount of 600,000 baht, the court ordered the case to be dismissed. The lawsuit is finally reached without the company being held liable.

The Criminal Case on 23 August 2022, the Court of First Instance read the verdict of the Supreme Court. Judgment to fine the second defendant, Mr. Nattawat Sanamphol, in the amount of 2,000 baht according to the law on criminal liability of juristic persons Act 2560, together with the Patent Act. The Criminal Case is final from the date the Supreme Court reads the verdict.

5.4 Secondary Market

-None-

5.5 Regularly Contacted Financial Institutions

Kasikornthai Bank Public Company Limited

1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Sub-district, Rat Burana District, Bangkok 10140

Krungthai Bank Public Company Limited

10 Sukhumvit Road, Klong Toey Subdistrict, Klong Toey District Bangkok 10110

Bangkok Bank Public Company Limited

333 Silom Road, Silom Subdistrict, Bang Rak District, Bangkok 10500

Siam Commercial Bank Public Company Limited

9 Ratchadaphisek Road, Chatuchak District, Bangkok 10900

CIMB Thai Bank Public Company Limited

44 Langsuan Road, Lumpini, Pathum Wan, Bangkok 10330

Annual Report 2022

(56-1 ONE REPORT)



ความสุขทุกสิ่ง
เป็นจริงที่
ซิงเกอร์

สกตาเจน



PART

2

Corporate Governance

6. Policies on Good Corporate Governance
7. Corporate Governance Structure and Important Information of Directors, Management and Employees
8. Report on Good Corporate Governance
9. Internal Controls and Related Party Transactions

6. Policies on Good Corporate Governance



Singer Thailand Public Company Limited recognizes the significance of good corporate governance as a critical mechanism for fostering enduring relationships and sustainable advantages for all stakeholders, while also serving as a pivotal factor for accomplishing business goals and achieving long-term growth.

The Board of Directors has established principles of good corporate governance for the Company as a business conduct guideline for the directors, executives and employees. Whereas, the directors, executives and employees have been informed of the ethics and policies of good corporate governance to demonstrate a collective commitment to strict adherence. Additionally, the Company communicates and disseminates this information through various channels such as orientation for new employees, internal company magazines, monthly management meetings with staff, posters, emails, website, and company activities to continuously raise awareness and employee participation.

Furthermore, due to the Securities and Exchange Commission's updated guidelines on good corporate governance practices, the Board of Directors has reviewed and revised the Good Corporate Governance Policy to cover the eight (8) practices for good corporate governance. The policy serves as a guideline for the Company's sustainable management and long-term efficiency beyond instilling confidence in all stakeholders.

The Company's Board of Directors' meeting No. 227 which was convened on 21st February 2019 has resolved to approve the revision and amendment of the Good Corporate Governance Policy to be in accordance with Corporate Governance Code for listed companies 2017

The governance of subsidiary and joint venture operations:

- Currently, the Singer Thailand PCL. has one (1) subsidiary company that holds approximately 99.99% of shares in, which is SG Broker Co., Ltd., holds approximately 99.96% of shares in SG Service Plus Co., Ltd., and approximately 75% of shares in SG Capital PCL., and none joint ventures in order to ensure proper management and governance of subsidiary operations, to control the management and operation, and to maintain the investment benefits of the Company. The Board of Directors have appointed their representatives to act as directors of the subsidiary companies in accordance with the Company's regulations, which have been approved by the Board of Directors' resolution.

The operating results of all three subsidiary companies have been audited by external auditors, and the results have been presented to the Audit Committee and the Board of Directors for quarterly review.

For other significant transactions, such as those involving related parties or the acquisition or disposal of assets (if any), they will be reviewed systematically through the governance mechanism, with the subsidiary's Board of Directors considering and proposing them to the Audit Committee for review, approval, and disclose in the information portal of the SET.

- The representatives of the Company who act as directors of the subsidiary companies participate in determining important policies for business operations, such as investment in other projects.

The Governance of the Use of Internal Information

The Board of Directors has established measures to prevent insider trading by related persons, which refers to the Company's Board of Directors, Committee members, Executives, and Employees of the relevant departments involved in the information, including spouses and underage children of such persons, as follows:

- The Executives are required to report any changes in securities holdings to the Securities and Exchange Commission and the Stock Exchange in accordance with Section 59 of the Securities and Stock Exchange Act of 1992.

- The Executives or departments that have access to internal information are prohibited from disclosing such information to external parties or individuals who are not related to the Company's business. They are also not allowed to trade the Company securities during the one-month period prior to the publication of financial statements to the public. The Company's Investor Relations and Corporate Communications department has published and set a schedule for the Silent Period, which is a period of abstaining from providing significant information and a period of trading securities of the Company. This is to be communicated to the Board of Directors, Sub-Committee, Executives, and individuals involved with significant information through electronic media to ensure that all stakeholders comply with the policy on the use of insider information and trading Company securities correctly and thoroughly. During the past year, the Board of Directors and Executives have strictly complied with the policy and there have been no instances of trading during the prohibited period.
- The Company has established standards to prevent the use of internal information for personal gain, by limiting the number of people who have access to such information to prevent unauthorized access. The Company has also assigned appropriate information access rights to employees at each level based on their responsibilities. In addition, the Company requires all employees to be acknowledged by executing an agreement not to disclose confidential information, not to violate the Computer-related Crime Act, and infringe intellectual property right. New employees will execute in their employment agreement.
- The Company has set guidelines to prevent conflicts of interest in the Company's Business Ethics and Code of Conduct, and the Company has informed everyone in the organization to adhere to these guidelines. The Executives Committee is responsible for monitoring and ensuring compliance with regulations, rules, Good Corporate Governance Policy, and the Company's business ethics on an ongoing basis and with strictness.

The Company has established guidelines for sustainable value creation for business as outlined in the following 8 practices for the Board of Directors:

- Practice 1 : Establish Clear Leadership Role and Responsibilities of the Board
- Practice 2 : Define the Objectives that Promote Sustainable Value Creation
- Practice 3 : Strengthen Board Effectiveness
- Practice 4 : Ensure Effective CEO and People Management
- Practice 5 : Nurture Innovation and Responsible Business
- Practice 6 : Strengthen Effective Risk Management and Internal Control
- Practice 7 : Ensure Disclosure and Financial Integrity
- Practice 8 : Ensure Engagement and Communication with Shareholders

Practices and Guidelines for Good Corporate Governance

Practice 1: Establish Clear Leadership Role and Responsibilities of the Board

The Company has clearly defined the roles and responsibilities of the Board of Directors in accordance with the Charter of Board of Directors and has ensured that the Board of Directors and its subcommittees are aware of the Charter. All members of Board of Directors possess leadership qualities, vision, and the ability to make independent decisions, and are aware of their roles and responsibilities as fiduciaries duties for governing the organization, as selected and appointed. They perform their duties with accountability and responsibility, exercising duty of care, and loyalty, and create long-term value for the business by clearly defining the scope of responsibilities and accountability for the CEO and management, as well as monitoring and overseeing the performance of the CEO and management to ensure that they fulfill their assigned duties, in order to maximize the benefits to the Company according to the principles of good corporate governance.

Principles and Practices

1. The Company's Board of Directors sets objectives, targets, plans, strategies, policies, and budgets for the year, and oversees the performance of the Board of Directors and executives to ensure efficiency with accountability and responsibility,

duty of care, duty of loyalty, and sustainable business practices, with a minimum of one annual review.

2. The Board of Directors understands the scope and responsibilities according to the charters of various committees, supervises and assigns duties to executives and management teams, and defines the scope, responsibilities, and authority of subcommittees and management teams concisely, while supervising the Company's operations to comply with the laws, regulations, resolutions of board meetings, shareholder meetings, and relevant policies regarding securities and stock markets, as well as good practices of the Securities and Exchange Commission's office.

3. The Board of Directors is responsible for overseeing a good internal control system, implementing appropriate risk management measures, and allocating key resources to achieve objectives and main targets. The Company establishes the Audit Committee and an internal audit department, and the Board of Directors supervises and ensures that internal auditors perform their duties according to the law, regulations, and resolutions of relevant meetings. They also ensure that there are mechanisms for the approval of significant operations, including investment, transaction that adversely impact on the business, related party transaction, and disposal or acquisition of asset transaction, and for complaints with promptly response in the corruption case to maximize the benefits to the shareholders and the stakeholders. These mechanisms create reliability to the sustainable operation of the Company.

4. Monitor, evaluate performance, report on progress, and report on work performance regularly to ensure efficient and effective business operations and maximize benefits.

Creating sustainable value

1. Develop the Business Ethics and Code of Conduct and related policies that are written in accordance with good corporate governance principles, to serve as a guideline for ensuring ethical and moral business practices.

2. Conduct business with high ethics, in compliance with laws, regulations, and resolutions approved by shareholders, respecting the rights and holding maximum responsibility towards shareholders and all stakeholders.

3. Conduct business to achieve goals while creating sustainable value for the organization, society, and the environment, emphasizing the creation of lasting value for the business.

4. Create good and stable financial results in the long run, considering the impact of competition and adapting to changes in various factors, including economic, social, and political factors.

5. Disclose information and transparency to the Board of Directors, Executives, and employees at all levels to understand and comply accordingly, and provide effective mechanisms for implementation, including monitoring job performance through internal announcements, orientation, and the company's website, as well as regularly reviewing policies.

Practice 2: Define the Objectives that Promote Sustainable Value Creation

The Company's Board of Directors prioritizes on determining the vision, mission, annual plans, as well as clear and appropriate strategies. These serve as guidelines for all stakeholders to move in the same direction, ultimately becoming the organizational culture under good corporate governance principles. It aligns with the Company's business model and main goals, allowing sustainable growth in line with society.

Principles and Practices

1. The Board of Directors of the Company establishes strategies and annual operational plans that align with the objectives and main goals of the business. They analyse the environment and risk factors that may affect stakeholders based on social and environmental responsibility, and monitor the results of operations to ensure they are in line with the sustainable objectives and main goals of the Company.

2. The Board of Directors is responsible for overseeing the dissemination of objectives, main goals, strategies, and plans throughout the organization, with the aim of creating value for the organization, customers, stakeholders, and society as a whole, in order to achieve sustainable objectives and main goals of the business.

3. The Board of Directors is responsible for ensuring that objectives, main goals, and strategies in the short, medium, or long term, and/or on an annual basis, are in line with the sustainable objectives and main goals of the business, using appropriate and secure innovation and technology.

4. The Board of Directors has established a system for regularly evaluating performance, analyzing the environment, and assessing various risk factors that may affect stakeholders based on social and environmental responsibility.

Practice 3: Strengthen Board Effectiveness

The Board of Directors of the Company is a significant leadership in determining and reviewing the structure of the Company's Board of Directors according to good corporate governance principles, which include individuals with knowledge, ability, expertise, leadership qualities, vision, independence in decision making, performing duties with responsibility, caution, and honesty, possessing qualifications and not having characteristics prohibited by the Securities and Exchange Commission and the Stock Exchange of Thailand. The Board of Directors has a responsibility to determine and review the structure of the Board of Directors, including proportion, composition, and appropriate proportion of independent directors. Therefore, a structure of the Company's Board of Directors has been established to lead the organization towards achieving its objectives and goals as follows:

Principles and Practices

On the aspect of roles, responsibilities, and duties of good governance supervision:

1. The Company's Board of Directors must consist of at least one-third independent directors, not less than three (3) independent directors who meet the qualifications and do not have any prohibitive characteristics as specified by the Company's Board of Directors, as well as the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, and other relevant laws. Currently, the Company has a total of nine (9) directors, including four (4) independent directors.

Regarding the appointment term of independent directors, since the Company's main business has a unique nature, selecting independent directors to serve as independent directors of the Company requires time for researching and understanding of the business. Currently, all four (4) independent directors of the Company do not have any qualifications or conditions that contradict the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. In addition, during the previous accounting period, the independent directors had no business or professional relationships with the Company's operations or services. The Company's Board of Directors has set a consecutive term of independent directors not exceeding nine (9) years from the date of their initial appointment as an independent director.

2. The Board of Directors of the Company consists of non-executive directors, at least three (3) independent directors, to balance the power appropriately, as well as appointing subcommittees to assist the board in managing within the scope specified in the charter of the committee to promote efficiency and effectiveness of the Board of Directors' duties. The current Board of Directors structure consists of one (1) executive director and eight (8) non-executive directors.

3. The Audit Committee consists of three (3) independent directors and at least one (1) audit committee member who has knowledge and experience in accounting, able to audit the reliability of the Company's financial statements. The main responsibilities of the Audit Committee are to audit and ensure the Company has accurate and sufficient financial reporting, appropriate internal control and internal audit systems, as well as providing independent opinions on transactions that may have conflicting interests.

In addition, the Company's management has also appointed the Investment and Risk Management Committee consisting of four (4) members to consider investment matters and potential risks that may arise in the Company's operations, in order to reduce or mitigate the risks to the lowest possible level. Reports will be provided to both the Audit Committee and the Company's Board of Directors on a regular basis.

4. The Board of Directors of the Company considers and appoints suitable individuals to hold the position of the Chairman of the Board at its discretion and independently. In the event that the person holding the position of the Chairman is not the independent director. The Board of Directors of the Company will appoint one (1) independent director to participate in considering the agenda of the board meetings to promote a balance of authority between the Board of Directors and the management in accordance with the principles of good corporate governance for registered companies.

5. The Company determined that there be a sub-committee of the Board of Directors to consider specific important issues as necessary, to separate roles and responsibilities among the Company's Board of Directors, sub-committee, and management, and to clearly define the authority to approve financial matters, in order to ensure that significant matters are thoroughly considered before being presented to the Board of Directors for comments.

6. The Board of Directors of the Company appoints the Nomination and Remuneration and Corporate Governance Committee, supporting the appropriate nomination committee that has the qualifications and does not have characteristics that are prohibited by the Company's Board of Directors and the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, through a transparent and clear process, to consider the appropriate structure and remuneration rate that is commensurate with the responsibilities and duties to motivate the Board of Directors to lead the organization to achieve short-term and long-term goals prior to presenting the director's remuneration at the shareholder meeting in accordance with the following criteria:

- 6.1 The remuneration is appropriate and consistent with the scope of duties and responsibilities of each individual director.
- 6.2 The remuneration is at a level that motivates and retains directors who have knowledge, ability, and quality in performing their duties for the organization.
- 6.3 The remuneration has clear and transparent components that are easy to understand, both in monetary and non-monetary forms.
- 6.4 The remuneration rate is comparable to the remuneration for directors in the same or similar industry.

The Nomination and Remuneration and Corporate Governance Committee also have a responsibility to conduct due diligence on individuals based on the principles and methods specified in the Company's regulations, selecting individuals with knowledge, ability, qualifications, and no disqualifications according to the announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand. This is to nominate and select a sub-committee of directors in cases where they have completed their terms or in cases where the positions are vacant. They will then propose suitable individuals for appointment by the Board of Directors.

The Company discloses information about its directors and executives, such as age, education background, experience, shareholding proportion, the number of years holding the director position, the number of meetings attended, the positions held in other registered companies, roles and responsibilities, performance reports of sub-committees, and remuneration of the Board of Directors, both in monetary and non-monetary forms, as disclosed in the annual report (Form 56-1 One Report).

7. The Board of Directors of the company has a policy of separating the positions of the Chairman of the Board and the Chief Executive Officer into different individuals to create clarity in terms of responsibility when setting policies for governance and daily operations management. The Board of Directors is responsible for setting policies and overseeing the management's operations while the executives are responsible for managing the Company's operations according to the policies set, to prevent abuse of power, and to clearly define the scope of duties and responsibilities as follows:

The Board of Directors is responsible for setting the Company's objectives, main goals in business, creating a corporate culture that adheres to ethics, overseeing the organizational structure, and ensuring that the responsibilities of the Board of Directors are appropriate. They are responsible for selecting, developing, determining remuneration, and evaluating the performance of the Chief Executive Officer, as well as determining a remuneration structure that motivates directors, executives, and employees at all levels to achieve the organization's objectives and main goals.

The Board of Directors collaborates with the executives to establish and review strategies, objectives, and annual plans that align with the Company's objectives and main goals. They review the risk management and internal control systems and delegate authority for appropriate actions according to the management's responsibilities, allocate resources, develop personnel, establish budgets, and monitor and evaluate performance to achieve the Company's objectives and main goals.

The executives are delegated to execute daily operations in accordance with the strategies, policies, and plans set by the Board of Directors. The Chief Executive Officer and executives assigned by the Board of Directors operate according to the Company's policies and practices without interference from the Board of Directors of their decision-making, except in cases where the executives may need to present issues for consideration.

8. Supervise and ensure that every director has a role in the responsibility of performing their duties and allocate sufficient time, by allowing each director to hold positions in no more than five (5) registered companies (not exceeding five companies). Each director must attend board meetings not less than 75% of the total number of board meetings held in that year. The Company must hold at least six (6) board meetings per year, with each meeting clearly specifying the agenda and sending meeting invitations

and details no less than seven (7) days in advance, to provide directors with sufficient time to review information before attending the meeting. In addition, meeting minutes must be documented in writing and stored for future review by the Board of Directors and related parties.

In the event that the Board of Directors does not hold monthly meetings, the executives will report on the progress of work for the Board of Directors to acknowledge in the month without meeting held. This is to ensure that the Board of Directors can continuously supervise, control, and oversee the executives' work and respond to situations promptly.

9. The Board of Directors has established a framework and mechanisms for policies in corporate governance of the operations of subsidiary and joint venture companies. The Company will consider investing in businesses that have objectives similar to those of the Company's main business or are similar in nature, as well as in businesses that provide significant benefits to the Company and other businesses in which the Company significantly invests to an extent that is appropriate to the business. The Board of Directors of the Company will appoint individuals to serve as directors, executives, or persons with control over subsidiary companies to participate as representatives in the management of subsidiary companies and joint venture companies in setting important policies and controlling operations, and to monitor the performance of subsidiary companies in line with the parent company, using discretion according to resolutions of the Board of Directors or shareholder meetings, to create maximum benefits and sustainable growth.

10. The Company evaluates the performance of the Board of Directors, sub-committees, and individual directors at least once a year, in order to jointly consider results and establish benchmarks for comparison with performance based on criteria, including evaluation at both the committee and individual levels, or at least self-evaluation, and to use the results of the evaluation to develop the performance of the role. The evaluation is conducted using assessment forms according to the guidelines of the Thai Institute of Directors Association and the Stock Exchange of Thailand, and the evaluation results will be used for developing the performance of the roles in the next period.

11. Supervise and promote the knowledge and understanding of the roles, business operations, and relevant laws pertaining to business operations properly, ensuring that they have access to necessary information and supporting them to participate in seminars or training sessions related to the development of skills and knowledge for carrying out their duties as directors consistently.

12. The Company's Board of Directors supervises the operations of the board to ensure that they have access to necessary information, including the consideration of appointing a secretary who has the necessary knowledge and experience to support the board's operations. They also coordinate to ensure that resolutions are implemented, manage board meetings, shareholder meetings, and ensure that actions are taken in accordance with those meetings resolutions correctly and consistently, as well as other duties as prescribed by law or assigned. The Company secretary will receive training and development of beneficial knowledge for carrying out their duties, and in the event of a certified company secretary course, they will receive continuous training.

Board Skills Matrix

Position	Experience in related business	Marketing & Retail Business	Internal Audit	Risk Management	Good Corporate Governance	Accounting and Finance	Law	Economic	Political Science	Information Technology	Social, Environment and Safety Management	Crisis Management	Credit and Asset Management
1. Director (None Management)													
Chairman of the Board	✓	✓			✓			✓				✓	✓
Chairman of Audit Committee and Director	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓
Director	✓			✓	✓	✓	✓		✓	✓	✓		✓

2. Independent Director														
Chairman of Audit Committee and Independent Director		✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	
Independent Director	✓								✓		✓	✓		
3. Executive Committee														
Chief Executive Officer and Member	✓	✓				✓							✓	✓
Member			✓	✓	✓	✓	✓	✓		✓	✓			✓
Total	5	4	3	4	4	4	4	4	3	3	4	5	6	

Practice 4: Ensure Effective CEO and People Management

The Company sets policies for personnel development and succession planning. The Company's Board of Directors is responsible for recruiting and developing executives, including top-level management, who possess the necessary qualifications in terms of skills, knowledge, experience, and leadership qualities that are essential to driving the organization towards its goals. The Company may recruit candidates from both internal and external sources to ensure that there is adequate management staff in place to carry out its business plan in accordance with Good Corporate Governance policy and compliance to good corporate governance principles.

Principles and Practices

1. The Company's Board of Directors has established guidelines for selecting, developing, promoting, and supporting the directors, Audit Committee, and senior executives to attend various training courses and seminars organized by the Thai Institute of Directors, the Stock Exchange of Thailand, the Securities and Exchange Commission, and other independent organizations to enhance knowledge, skills, experience, and necessary attributes for driving the organization towards continuous goals under good corporate governance systems, including orienting all new high-level executives to prepare them to understand the nature of business operations.

2. The Company's Board of Directors has prepared a succession plan to select personnel to replace the managing director or deputy managing director in case they are unable to complete their term or if the position becomes vacant due to other reasons to reduce the risk or impact of the interruption in management continuity. Suitable individuals will be selected the Nomination and Remuneration and Corporate Governance Committee or the management team according to the criteria and selection methods specified by the Company.

3. The Company's Board of Directors oversees the appropriate structure of remuneration and evaluation based on fair principles, which can refer to companies in the same industry, maintain management, and create motivation for quality work performance. The Nomination and Remuneration and Corporate Governance Committee shall determine the remuneration based on the Company's operating result and each executive's performance. The determination will be reviewed prior to presenting to the Board of Directors.

4. The Board of Directors of the Company oversees and promotes the management and development of personnel for the appropriate numbers, knowledge, skills, experience, and motivation. They establish job responsibilities and accountability structures according to job positions, wage systems, compensation, and benefits that are suitable for the Company's status and comply with labour laws. They maintain a safe working environment for the lives, health, and property of employees and ensure communication between employees and supervisors or managers. They also support development and skill enhancement through participation in relevant seminars and training both within and outside the Company, in order to continuously improve the abilities of employees.

5. The Board of Directors of the Company determines the relationship structure between shareholders and stakeholders that may have an impact and create obstacles in managing the Company. Therefore, they establish policies for disclosing information that has an impact on corporate governance and disseminate news and information through channels specified by the company to shareholders and stakeholders.

Practice 5: Nurture Innovation and Responsible Business

The Board of Directors prioritizes and supports the creation of innovation that adds value to the business. They focus on research and product development to generate innovation that leads to products and services that enhance the Company's competitiveness. They do so while creating benefits for all stakeholders, with a sense of responsibility towards society and the environment.

Principles and Practices

1. The Board of Directors establishes a framework for supervising and managing information technology at the organizational level that aligns with the Company's needs. This includes ensuring that information technology is used to increase business opportunities and improve risk management, enabling the Company to achieve its objectives and main goals, ensure that there is efficient and effective allocation and management of information technology resources, as well as implement security measures that are sufficient and appropriate to maintain confidentiality, reliability, and data readiness, while preventing unauthorized use of data.

2. The Board of Directors monitors and oversees the executives' efforts to create benefits for all stakeholders, with a sense of responsibility towards society and the environment.

3. The Board of Directors promotes operations to increase the Company's value in response to constant change of environmental conditions, which may cover Business Model scheme, product and service development, research, process improvement, and workflow.

4. The Board of Directors is responsible for monitoring the executives' efforts, with a sense of responsibility towards society and the environment, and reflecting them in the Operational Plan to ensure that all departments of the organization operate in accordance with the organization's objectives, main goals, and strategy.

5. The Board of Directors is responsible for overseeing the executives' allocation and management of resources to ensure they are efficient and effective, in accordance with the policies, work plans, and budget set out by considering the impacts and resources management, as well as Value Chain, in order to archive the sustainable objectives and main goals.

6. Collaborating with partners with a firm commitment to conducting business with honesty, integrity, transparency, and holding the importance of fairness at the core. Providing excellent service to customers and stakeholders, while adhering to ethical competition without seeking unfair advantages. Strictly complies to the guidelines of good governance.

7. The Board of Directors has ensured that the company complies with laws, regulations, and standards related to information technology security systems to meet business needs, increase opportunities for business development, improve operational systems, and manage risks, including preparing a Business Continuity Plan (BCP) to ensure continuous business operation during crises or emergencies.

8. The Board of Directors also emphasizes the protection of customers' personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019) by establishing a policy on personal data protection and appointing a personal data protection officer to set standards and improve operational processes regarding customers' personal data, in compliance with laws and regulations, including the guidelines of the Personal Data Protection Commission, policies, announcements, or regulations of other governing agencies.

9. Emphasize the role of stakeholders and act transparently, fairly, and equitably towards stakeholders including the following groups:

- 9.1 Shareholders, in addition to basic rights and rights specified in the laws and the Company's Articles of Associations, such as the right to examine the number of shares, the right to receive share certificates, the right to attend shareholder meetings, the right to vote, the right to freely express opinions at shareholder meetings,

- and the right to receive fair dividends, also give shareholders the right to propose ideas and opinions regarding the Company's business operations as owners of the Company through independent directors. All comments will be collected and presented to the Board of Directors for consideration.
- 9.2 Employees, the Company values the employees as valuable assets, with a commitment to give all employees a sense of pride and confidence in the organization, provide fair compensation based on performance evaluation criteria, and promote and develop personnel continuously. Additionally, the Company provides all employees at every level with annual health check-ups. In safety aspects, the Company prevents and mitigates fire in workplace for employees' work safety, and encourages management and staff to be aware of and conserve natural resources by providing training or participation in activities related to natural conservation. Furthermore, the Company also acknowledge the employees' rights and provide opportunities for the employee to make complaints for unfair treatments through specific channels.
 - 9.3 Customers, establishes long-term relationships and partnerships with the customers by adhering to the principles of responsibility, integrity, trust, and confidence. The Company's responsibility is to maximize customer satisfaction by prioritising customer issues and needs first, adhering to relevant laws and standards, considering health and safety, fairness, and customer data protection, providing continuous post-sales service throughout the product and service lifespan, and tracking customer satisfaction to develop and improve products and services. The company also promotes sales through ethical principles and efficient service, aiming to provide customers with maximum benefits in terms of quality and price. Furthermore, the Company emphasises on developing and maintaining and sustainable relationships with the customers. The Company selects products that are licensed under Thai Industrial Standards products, or TIS and provides a central customer service center via a Call Center at 02-234-7171, responsible for providing information about products and services and receiving complaints to ensure customer satisfaction, including handling product repair requests.
 - 9.4 Creditors, establishes relationships and deals with creditors by adhering to the principles of honesty, integrity, trust, responsibility, and placing importance on contracts and agreed-upon terms and conditions that are just and equitable for both parties.
 - 9.5 Business Partners, complies to fair trade competition rules by adhering to the agreement, ethics, and promises made to partners with honesty and integrity, have fair procurement and contracting process. The Company also treats partners with equal honesty and integrity to ensure fair and equal business for sustainable development, and long-term partnerships with the Company. It also chooses business partners based on different conditions, such as price, quality, trustworthiness, accuracy, technical expertise, legal compliance, and environmental protection.
 - 9.6 Social Responsibility and Community, takes care of its business operations and employees, behaving responsibly and beneficially to the surrounding community with a friendly attitude. Provide assistance and support for community development and improving the quality of life. Create activities that benefit the community and society, particularly by developing and promoting the potential of youth and housewives in job creation, vocational training, and education. Use business knowledge and experience to develop community projects that create lasting benefits. Monitor and evaluate progress towards long-term success to create sustainable and thriving communities and societies.
 - 9.7 Fair competition, takes care of the company's business in an open and transparent manner, and do not create unfair competition.
 - 9.8 Relevant Government agencies, ensures that the Company complies with relevant laws and regulations and interacts with the state and other government agencies in a neutral manner as specified in the Company's business ethics policy and practices against corruption and collusion, and cooperate with government agencies by supporting various activities.
 - 9.9 Mass media, emphasizes on disseminating information accurately and quickly to the public through the media.
 - 9.10 Competitors, adheres to fair trade practices, conduct business ethically under the framework of laws and the Company's business ethics and code of conduct.

- 9.11 Environment, prevents, reduces, and manages negative impacts on the environment, including raw material usage, energy consumption (for production, transportation, or in the office), water usage, renewable resource management, care and restoration of biodiversity affected by business operations, greenhouse gas emissions, and waste management systems that may arise from business operations. The Company has continuously developed energy-saving appliances. Therefore, the Company's products are labeled with energy-saving fiber No. 5. Moreover, the Singer refrigerators are developed to be equipped with a non-environmentally destructive and ozone layer-friendly refrigerant, "NON CFC", which is C-Pentane, with zero ozone depletion potential.

In addition, the Company has instilled a sense of responsibility and promoted knowledge among employees regarding environmental care and restoration, as well as the preservation and improvement of natural resources, through various activities organized by the Company. Details are as specified under the topic "Social Responsibility".

- 9.12 Anti-corruption, practices in accordance with relevant laws and standards. There are policies and practices announced to counter corruption and collusion towards the public, including supporting other companies, partners, and allies to have and declare policies to combat corruption and collusion, as well as joining as a network coalition.

Practice 6: Strengthen Effective Risk Management and Internal Control

The Company's Board of Directors has a supervisory framework in place to ensure confidence that the Company has risk management and internal control systems in accordance with risk management mechanism. There are strict control measures in place to prevent and reduce the impact of risk on the Company's business efficiently. The Company operates in compliance with relevant laws and standards.

Principles and Practices

1. The Board of Directors is responsible for considering and establishing risk management policies and ensuring that there are systems or processes in place for managing risk according to certification standards and control methods to minimize the impact on the entire organization.

2. The Board of Directors participates in the appointment of the Risk Management Committee to perform duties in considering potential problems or risks that may affect the Company's business operations and to develop strategies for reducing or managing risks to a minimum. The Risk Management Committee shall report regularly to the Audit Committee and the Board of Directors.

3. The Company's Board of Directors establishes an efficient and independent audit committee consisting of no fewer than three (3) independent members who possess qualifications according to the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand to perform the duties as specified in the Charter of Audit Committee. The Audit committee is also designated with one (1) member who must possess sufficient knowledge and experience in accounting to perform the duties of auditing the Company's financial statements with credibility.

4. The Board of Directors has a duty to monitor and manage conflicts of interest that may arise between the Company and the executives, Board of Directors, or shareholders in order to prevent wrongful use of the Company property, information on business opportunities of the Company, and transactions with parties related to the Company in an inappropriate manner. The Company has established policies on related-party transactions and conflict of interest prevention that define criteria for related-party transactions and conflicts of interest in accordance with the guidelines set by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand as a framework for handling related-party transactions and conflicts of interest. In addition, there is an internal audit system that sets standards for controlling, checking, and verifying related-party transactions in accordance with agreements, policies, or conditions established, and reports to the Audit Committee.

5. The Board of Directors has a duty to supervise and ensure the development of policies and practices to prevent corruption and collusion in accordance with the business ethics principles, in order to conduct business with fairness, honesty, integrity, transparency, and in compliance with good corporate governance principles. The Company has established the Investigation

Committee for Misconduct (ICM) to oversee and investigate employees' wrongdoings that cause damage, as well as prepare documents for employees at all levels within the organization to be acknowledged, implemented with signing of acknowledgment, and disclosed or disseminate within the organization for all the stakeholders and external parties.

6. The Board of Directors is responsible for overseeing the mechanism for receiving complaints and reporting any cases related to or involving any form of corruption. This is done by providing channels of communication for stakeholders to report suggestions or complaints related to corruption, along with a No-Gift Policy to guide the giving and receiving of gifts, assets, or other benefits beyond the scope and criteria of procurement practices. The Company also practices transparency in delivering donations, following procedures that comply with regulations and company policies strictly. Additionally, the company has established a policy to protect and ensure fairness for those reporting wrongful acts (Whistleblower Policy) which stipulate the mechanisms for receiving complaints, procedures when receiving complaints, and protecting whistleblowers or complainant by not conducting actions that are unfair to the complainant or whistleblower, including disclosing their names, addresses, and other identifying information of the complainant or whistleblower.

Risk Management

The Board of Directors has appointed the Risk Management Committee to oversee and support the Board of Directors in managing the risk management system as outlined in the Risk Management policy which is in accordance with the risk factors analytics and revision for risks that could impact the operation at the accepted level. The Risk Management Committee has carried out its assigned tasks, managing risk reduction measures adequately and appropriately, including overseeing and managing unacceptable risks in conjunction with an effective risk management system. The Risk Management Committee has also appointed an internal risk management team within the organization consisting of the Chief Executive Officer and managers from all departments to manage risk across the organization continuously and prevent potential risks in the future, following the principles of good corporate governance.

The Audit Committee has access to necessary information to perform its duties, such as facilitating information from relevant parties, consulting with other independent professional advisors, and assessing both internal and external risk factors. The Audit Committee also analyses risk factors, sets up measures to monitor the causes of risks, and implements risk reduction measures, assigning relevant departments to continuously monitor and report progress to the Board of Directors.

Internal Control

The Board of Directors requires the Company to have an appropriate and adequate internal control system, from operational level to management level, with clearly defined roles and responsibilities in writing. This includes control and supervision over asset utilisation, approval authority, information technology, accounting record keeping, and financial systems.

In addition to internal auditing by the Company's internal audit department, an independent internal auditor is appointed, with qualifications and responsibilities according to the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand. They are responsible for examining financial reports, internal control systems, compliance with laws, selecting auditors according to international standards, and providing reports on audit results to the Audit Committee.

To ensure that the Board of Directors can effectively supervise and control the risk management and internal control system, various policies have been established in accordance with the principles of good corporate governance and disclosed on the Company's website.

Policy and Practice on Respecting the Law and Human Rights Principles:

The Company supports and respects the protection of human rights and ensures that its business does not involve any violation of human rights, such as not supporting the use of forced labor, opposing child labour, and treating all parties with fairness and respect based on the principles of human dignity, without discrimination on the basis of birthplace, race, gender, age, skin color, religion, physical condition, social status, or ethnicity.

Combatting Corruption and Bribery:

The Company has established policies in its management manual and business ethics that do not tolerate corruption (Zero Tolerance Policies). Additionally, the Company has joined as a member of the Collective Action Coalition of the Thai private sector to combat corruption, along with the Institute of Directors (IOD) in Thailand, in a meeting of the joint committee to combat corruption in the second quarter of 2020. The meeting passed a resolution certifying that "Singer Thailand Public Company Limited" is a member of the Thai private sector's anti-corruption coalition. The certification has a validity of three years from the date of the resolution, which was 30 September 2020. The Company reviews the risks related to corruption, policy formulation, ethics related to combating corruption, communication of policies, guidelines, and other relevant information to employees, stakeholders, and interested parties. The Company also has an internal audit system to monitor and evaluate its compliance with policies and guidelines on combating corruption and bribery.

Policy and Practice on Combating Corruption and Collusion:

The Company has channels of communication for stakeholders to report indications, suggestions, or complaints related to corruption, and has practices for giving or receiving rewards, property, or other benefits, as well as for sponsorship, endorsement, or excessive expenses that do not comply with the Company's guidelines and for procurement and donation processes that are transparent, fair, and ethical according to the Company's regulations and procedures.

Additionally, the Company has issued regulations and rules on the Company's operations to all executives and employees to acknowledge and sign as a commitment to comply with the rules strictly, especially the sales and field staff, in order to ensure that all employees of the Company understand and perform their duties correctly.

Reporting indications or complaints:

The Company's Board of Directors has implemented a mechanism for receiving and addressing complaints, in cases where misconduct or violations are alleged, in accordance with the Whistle Blower Policy. The policy provides clear frameworks for reporting, receiving and addressing complaints, as well as for protecting and ensuring fairness to whistleblowers who report misconduct. The policy includes provisions for reporting financial irregularities, internal control deficiencies, or breaches of business ethics to the Company's Audit Committee. Complaints and whistleblowing information received by the Company will be kept confidential, and the policy includes measures for protecting the rights of employees, customers, and contractors who report grievances or complaints, in accordance with applicable laws and regulations. The details of the policy are set forth in the Company's corporate governance and compliance policies, as well as in the Whistle Blower Policy.

The person responsible for receiving complaints shall gather facts related to non-compliance or non-observance of regulations, report the facts to executives and/or the Audit Committee as appropriate, conduct an investigation into the facts, determine appropriate actions to be taken, and report investigation results to the whistle blower in case that whistle blower disclosed themselves. For an important case, the results shall be reported to the Chairman of the Board and/or the Board of Directors. The Company shall provide a channel for receiving complaints and/or suggestions and shall also provide a direct email address for senior management. Anyone who has suffered harm may express their views through the Company's communication channels.

- **Registered mail to**
Chief of Audit Committee
 Singer Thailand Public Company Limited
 Address: 72 Telecom Building, 17th floor, Charoenkrung Road,
 Bangrak Sub-district, Bangrak District, Bangkok 10500
 Tel. 0-2352-4777
- E-mail: whistleblower@singerthai.co.th
- Through the Company's website, under section "Whistleblowing Channel".

Practice 7: Ensure Disclosure and Financial Integrity

The Board of Directors oversees the financial reporting system and disclosure of key information in a manner that is accurate and complies with relevant standards and practices to ensure the sufficient of the investor's decision-making. The Company provides equal access to information through its website and regularly updates its data on a timely basis.

The Company prioritizes on financial credibility and disclosure, and ensures that its personnel prepare financial reports and disclosures while monitoring liquidity and debt servicing capabilities. Internal control systems are regularly evaluated to assess their adequacy, and remedial measures are planned to address any financial issues that may arise while considering the rights of all stakeholders. This is in line with the Company's objectives, main goals, strategies, and policies.

Principles and Practices

1. The Board of Directors of the Company is responsible for overseeing the financial reporting and disclosure systems to ensure that they are accurate, complete, and timely, both in Thai and English, in accordance with relevant laws, standards, and best practices. This is done through the SET Community Portal system of the Stock Exchange of Thailand and the Company's website.

2. The Company has stipulate the disclosure of information that may impact the investment decisions and interests of shareholders by established the measures to disclose information. This is to ensure that the Company complies with regulations and provides a guarantee for shareholders to have confidence in the Company's business operations such as:

Financial and non-financial information disclosure must be accurate, complete, and current.

- Disclose the method of selecting the director.
- Disclose the duties of the sub-committee board members and the number of meetings attended.
- Disclose the Company's projects and investments in subsidiaries or joint ventures.
- Disclose the director's remuneration individually.
- Disclose the remuneration policy for top executives and management groups.
- Disclose the Company's policies and practices on social responsibility.
- Disclose the Company's corporate governance and compliance with good governance principles.
- Disclose significant investment projects and their impact.
- Prepare a responsibility report of the board to the financial report, including the auditor's report in the annual report.

3. The directors and executives must report on the interested parties and individuals who may have a stake in the Company's business management and subsidiaries, with criteria and reporting methods as follows:

- Report when taking on the position of director or executive for the first time.
- Report every time there is a change in information on the stakeholder.
- Report annually at the end of the year.
- In the event that a director leaves the position and returns as a continuous director, such director does not need to submit a new report if there is no change in stakeholder information.
- Directors and executives must send a report on the stakeholders to the Company secretary, and must also be included as an agenda item in every quarterly board of directors meeting.

4. The Board of Directors of the Company is responsible for monitoring the adequacy of the financial situation and debt repayment capabilities in the event of financial difficulties or anticipated problems. The Board of Directors ensures that the Company has a plan or mechanism to solve financial problems while considering the rights of stakeholders with special caution. The Board of Directors also prepares a responsibility report for the financial report that shows the general and important information in the annual report accurately, timely, and in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. In addition, the Board of Directors also assesses risks both internally and externally to ensure that business transactions do not affect the Company's financial flexibility or debt repayment capabilities.

5. The Company's Board of Directors is responsible for supervising and ensuring the preparation of sustainable reports appropriately disclosing information on compliance with the law, ethics, anti-corruption policy, treatment of employees and stakeholders, and equal treatment and respect for human rights, as well as responsibility to society and the environment in the annual report. This reflects the Company's commitment to creating sustainable value for the business.

6. The Board of Directors has a responsibility to promote the use of information technology in disseminating information, both in Thai and English languages, through the Company's website and through the channels of the Stock Exchange of Thailand in accordance with the regulation, with ongoing monitoring to ensure the information presented is current.

7. The Board of Directors of the Company is responsible for overseeing that the management has a unit for Investor Relations or appointing the Company secretary as the communication and public relations officer, providing useful and sufficient information to shareholders, stakeholders, such as investors, analysts, and relevant parties equally and in a timely manner, and also responsible for the dissemination of information about the Company in both Thai and English languages, according to the regulations set by the Securities and Exchange Commission and the Stock Exchange of Thailand, and relevant agencies, in the form of annual data lists, reports, and/or the Company's website and the SET Community Portal system. The important information that affects the Company's stock prices, which may affect the investment decision-making process of investors and stakeholders, must be accurately and sufficiently disclosed without causing any misleading effects on the investment decision-making process. Additionally, the Company continuously monitors, modifies and updates significant information to ensure that the Company complies with the laws, regulations, and rules, which serve as a guarantee for shareholders to have confidence in the Company's operations.

The exemption on disclosing confidential business information:

The Board of Directors will not disclose any confidential business information or information that, if disclosed, may adversely affect the Company's benefits and competitiveness. Information that has not been concluded, is under negotiation, or is uncertain may affect the Company's stock price prior to the disclosure of financial statements to the Stock Exchange of Thailand, including information that is considered detrimental to competitors.

Practice 8: Ensure Engagement and Communication with Shareholders

The Board of Directors of the Company recognizes and respects the equal rights of every shareholder, and is committed to ensuring that all shareholders are treated fairly and have full access to their basic shareholder rights, as stipulated in the Company's Articles of Association and relevant laws.

Practices

1. The Board of Directors has determined that shareholders shall be treated equally, and no action shall be taken that violates or infringes upon the rights of shareholders, ensuring that every shareholder has a full opportunity to participate in presenting and making decisions on important matters of the Company in accordance with the fundamental rights of shareholders as provided by law, and issues that may affect the direction of business operations such as:

- (1) Rights to trade or transfer shares
- (2) Rights to participate in profits of the company
- (3) Rights to receive sufficient information related to the Company via the Company's website or the Stock Exchange of Thailand's website, or any other means
- (4) Rights to submit questions in advance of the meeting. The Company has set a criteria for submitting questions and disseminating such criteria via the Company's website. The questions will be collected and asked at the shareholders' meeting.
- (5) Rights to attend the meeting and to exercise voting rights freely and independently to elect or remove directors, consider remuneration of directors, appointment of auditors, dividends payment, capital increase, issuance of new shares, as well as the right to ask questions of the Board of Directors regarding the Board's report and other matters to be considered and approved at the meeting. Shareholders are entitled to propose an agenda for the meeting, nominate persons to be elected as directors, and participate in making decisions on significant matters of the Company. Each shareholder is entitled to exercise to one (1) vote per share. In the event that the shareholder is unable to attend the meeting, the shareholder can appoint a proxy or the Company shall assign at least one (1) independent director as a proxy to attend the meeting and vote on such shareholder's behalf.

2. The Board of Directors is responsible for ensuring that the proceedings of the shareholders' meeting are conducted in properly, transparently, in an efficient, and effective manner, and facilitating shareholders' exercise of their full rights. This includes overseeing the disclosure of resolutions at the shareholders' meeting and ensuring the accuracy and completeness of minutes of the shareholders' meetings.

The terms of shareholder meetings:

The Company conducts meetings, prepares a suitable venue, date, and time according to the Articles of Association to facilitate equal participation of all shareholders.

- The annual general meeting of shareholders must be held within four (4) months after the end of the Company's accounting period.
- The extraordinary general meetings of shareholders are held to consider urgent and important matters.

Process of the shareholders' meeting

Procedures before the shareholders' meeting

Ensure that there is a notice of the shareholders' meeting circulated with related documents through the Company's website at least thirty (30) days before the meeting in both Thai and English, to provide shareholders with sufficient time to study the information.

- The notice includes:
- (1) Date, time, and venue of the shareholders' meeting;
 - (2) Meeting agenda;
 - (3) Objectives, reasons, and the Board of Directors' opinion of each agenda;
 - (4) Proxy forms; and
 - (5) Other meeting information such as voting procedures, vote counting, and announcement of voting results, for instance.

Important news and information are also presented through the Company's website, such as quarterly financial reports, annual financial reports (Form 56-1) one report, and an invitation to the shareholders' meeting at least 30 days before the meeting. Shareholders have the right to propose meeting agendas that they considered important and to nominate qualified person(s) to be a new director at least three (3) months before the shareholders' meeting through the Company's website.

Procedures at the shareholders' meeting

Prepare the meeting by utilising technology to facilitate shareholder meetings in terms of registration, vote counting, and results display, to ensure that the meeting runs smoothly, accurately, and efficiently. The Chairman of the Company presides over the shareholder meeting and is responsible for ensuring that the meeting complies with the relevant laws, regulations, and the Company's Articles of Association. Adequate time is allocated for each agenda item, and shareholders are given the opportunity to express their opinions and ask questions relevant to the Company. The Company also arranges for an independent person to audit or verify the vote count for the meeting to acknowledge and record in the meeting minutes.

The Company schedules all relevant directors and executives to attend the meeting to answer shareholder questions and record the meeting minutes accurately. The meeting minutes will include the names of attending directors and executives, voting procedures, vote counts, agenda items, and important comments made during the meeting. The meeting minutes will be completed and distributed within fourteen (14) days from the date of the shareholder meeting. In addition, the Company also records the meeting video as evidence for future reference.

Procedures after the shareholders' meeting

The Company sets guidelines for its operations to comply with good corporate governance principles, discloses the meeting resolutions to shareholders with clear voting results through the Stock Exchange of Thailand's system on the next business day, and publishes them on the Company's website. Additionally, the Company prepares accurate and complete reports of shareholder meetings and submits copies of the reports to the Stock Exchange of Thailand within 14 days (14th day) from the date of the shareholder meeting. The Company also prepares an Annual General Meeting (AGM) Checklist developed by the Thai Investors Association to evaluate the quality of shareholder meetings.

6.2 Code of Business Conducts & Ethics

Business ethics is the most important fundamental factor in enhancing the credibility and reputation of the organization. The companies that have operated under business ethics and have employees with a business ethical approach and dignity will support and elevate the organization to increase the progression and achievement of the Company's mission and goals set.

Therefore, Singer Thailand Public Company Limited Group established the "Code of Business Conducts & Ethics" as a framework for mutual understanding. All personnel must maintain themselves in accordance with the business ethical guidelines set by the Company. It is the basis of our daily business.

Implementation and Compliance with the Code of Business Conduct & Ethics

When working for the Company, whether in the role of a board member, executive, or employee, we will always encounter questions or doubts related to ethics or legal matters, whether what the Company or we are doing is appropriate, in line with ethics and laws, regulations, or not, which in practice does not have a clear or definitive answer or can be applied in all situations.

To ensure that the Company's operations and the work of the Board of Directors, Executives committee, Chief Executive Officer, department heads, managers, officers, employees, and all units are conducted in accordance with the laws and Code of Conduct and Business Ethics, the mechanisms are established to disseminate, communicate, and support all personnel to act in accordance with the Code of Conduct and Business Ethics policies specified rigorously according to the main strategies of business operations.

This Code of Conduct and Business Ethics has been executed to provide a basic framework for all employees to follow, to enhance their understanding of professional duties with knowledge in the field, and to behave themselves in accordance with good Code of Conduct and Business Ethics standards. The Company recognizes that performing work duties with honesty and using appropriate knowledge and abilities, along with the diligence of all employees, is a crucial factor that helps build and support the Company's reputation and business. Therefore, employees have a binding responsibility to follow this Code of Conduct and Business Ethics strictly in order to maintain the Company's reputation as a company that operates business transparently and ethically. The Board of Directors expects all employees to be proud to be a part of an organization that adheres to the highest standards of Code of Conduct and Business Ethics and to revoke any other Code of Conduct and Business Ethics or any other name used) and to use this Code of Conduct and Business Ethics instead.

No. 1 Honesty, justice, and professional ethics

Committed to conducting business with honesty and integrity, adhering to ethical standards in operations, and maintaining fairness in service delivery. Do not aid or abet any violation of laws, regulations, and policies, including business ethics. Conduct the right actions and perform duties with honesty, fairness, and straightforwardness under the laws and regulations of the company. Adhering to the Code of Conduct and Business Ethics, and taking into account the risks that may impact the organization.

No. 2 Knowledge and ability in conducting business

Operate the business at the same level as experts in the profession by performing duties efficiently based on academic principles, using new technologies, and supporting experts in providing services to customers in order to achieve results in business operations and the most beneficial results for the customers. Adhere to conducting business directly in accordance with the laws, regulations, and standards of practice under the Code of Conduct and Business Ethics, as well as the good practices of employees, with the goal of most benefiting customers or service users.

No. 3 Treatment of Competitors

The Company promotes competition within a framework of fairness and transparency, without seeking confidential information of the competitors through unethical means. It does not damage the reputation of competitors or engage in any actions that are not truthful.

No 4. Compliance with laws and the Company's work rules

All personnel must comply with the laws and the Company's regulations. No action shall be taken that violates the relevant laws and regulations related to business and must consider the following necessary points:

- On the aspect of the use of internal information for benefits, personnel shall not seek benefits from internal information related to the Company's performance that may affect the price of the Company's stocks or securities. Management or units that have access to internal information shall not disclose such information to external parties or parties not involved and shall not trade securities of the Company during a period of one (1) month before the financial statements are disclosed to the public.
- On the aspect of fair competition, personnel shall respect the legal requirements related to fair trade competition.
- On the aspect of fraudulent and unethical behavior, all personnel shall not engage in fraudulent activities or behavior or engage in unlawful corrupted activities and do not propose benefits that are unfair, either directly or indirectly, in order to obtain business benefits that are not entitled to. The Company has established policies and practices to prevent corruption to manage various forms of fraud and corruption that are not authorized by the Company. No personnel shall be able to take money and assets out of the Company with the intention of fraud or misconduct for personal gain.
- On the aspect of whistleblowing, cooperation, verification, or participation in the supervision of fraudulent activities. Personnel shall not neglect to report information related to fraudulent activities they have faced or participated in. Such whistleblowing shall not affect the career of the whistleblower except for fraudulent whistleblowing with the purpose to damage the group and the reputation of any individual and organization. False whistleblowing shall consequence in disciplinary penalty, including dismissal and criminal offense.
- On the aspect of supervising and controlling, all personnel to prevent intentional criminal acts, which may result in damage to customers, stakeholders, and the organization.

No 5. Use and Protection of Assets and Information of the Company

- Personnel have a responsibility to take care, maintain and use the organization's property with caution and to maximize benefits, adhering to the principle of preventing the of the Company's confidential trade information, except for employees whose duty it is to disclose information in accordance with the laws and maintain the security of information technology within the Company.
- The Company is committed to protecting the confidentiality of its customers and maintaining their trust by creating a system for monitoring the use of data and establishing a personal data protection policy in accordance with the Personal Data Protection Act (PDPA) to ensure confidence that data related to customer business activities is kept confidential and treated with the same respect as the customer or related organization treats their own data.
- The Company is committed to maintaining the confidentiality of its strategic and business partners, as if it were the Company's own confidential information.

No 6 Avoidance of Conflict of Interest

- Personnel have a responsibility to disclose information to the company if they discover a situation that could result in financial or personal benefits that conflict with the organization's policies.
- Personnel should not be involved in making decisions for the benefit of the Company if the Company's business activities involve relatives or siblings of the Personnel. In cases where Personnel encounter conflicting benefits, they must consult their supervisor or the Company's legal advisors to find the most appropriate course of action.

No. 7 Committed in Corporate Social Responsibility

The Company emphasizes social and environmental responsibility in compliance with relevant laws and regulations. It recognizes its duty and responsibility towards society by improving the quality of life for its employees and their families. The

Company provides assistance and support for beneficial activities for communities at the local and national levels, consistent with policies and guidelines for social responsibility. Policies related to employment, occupational health and safety, job creation, and vocational training are also part of the Company's social responsibility initiatives, as well as supporting activities that benefit customers and stakeholders in the business.

No 8 Community Relationship

The Company takes responsibility for the communities where it conducts business, both locally and nationally, by adhering to the practices that align with the plans implemented at the community and national levels, together with the appropriate responsibilities that the Company has towards shareholders, employees, partners, and customers, as follows:

- Providing products or financial support to promote livelihoods and improve the quality of life, such as donating money, sewing machines, electrical appliances, and necessary items, as well as initiating projects to create jobs and careers for schools, housewives, communities, institutions, and government agencies, which are carried out through social activities.
- Supporting employees to participate in community, institutions, and government agency activities or environmental conservation activities organized by the social activities department.
- Seeking communication channels to contact local communities regarding the Company activities that may affect such communities.
- Collaborating with strategic partners, business partners, and stakeholders in the mission of responsibility toward good relationships with the community.

No. 9 Gifts and Donations

The Company has established a "No Gift Policy" to prevent employees from offering, soliciting, or accepting gifts or donations with a value beyond normal standards from business associates of the Company. However, small gifts and gratuities that are customary in Thai culture as a business courtesy and trade practices are acceptable.

No. 10 Accurate Transaction Records and Accounting

- 10.1 The business information of the Company must be undertaken from reliable and accurate reports to present to the Executives, shareholders, customers, government organizations, and other agencies. Therefore, information related to the Company's business must be accurate, truthful, and have complete and significant information without any limitations. The accuracy of information refers to the accuracy of both the written documents and the accuracy according to the Code of Conduct and Business Ethics.
- 10.2 The Company does not allow the purchase, lease, or use of products that are concealed or hidden using false identities or conduct transactions made through the accounts of third parties
- 10.3 Personnel have the responsibility to honestly store data in accordance with the objectives and realities. Nonetheless, when employees carry out their responsibilities in a way that is illegal or goes against the Code of Business Ethics without meaning to, such performance cannot be used as an excuse for inaccurate or distorted information of the Company unless it was done by negligence and did not result in serious damages.

No. 11 Transparent Communication

The framework and determination of the information disclosure policy regarding the communication policy of the Company to the stakeholders are transparent, which includes a commitment to disclosing information transparently, fairly, and promptly. The Company has the ability to disclose news and information to the stakeholders for their consideration in accordance with the law, regulations, and the Company's policies relating to the prevention of trade secrets from leaking to competitors.

No. 12 Public Relations

The Company adheres to honesty and integrity as the fundamental principles in marketing activities, advertising, and public relations. The aim is to present the best products and services to promote sales and create customer confidence by meeting their needs with accurate and reliable information. The Company will not engage in false or misleading advertising, and will not conduct integrated marketing communication activities that are unclear and confusing to customers which leads into false understandings.

Treatment to the Stakeholders

The Company recognize the rights and equalities to all stakeholders, therefore, the Company has implemented the guidelines for the treatment to the stakeholders in accordance with the laws and the principles of sustainable coexistence, as follows:

No. 1 Responsibility to the Shareholders

- 1.1 The Company is dedicated to conducting its operations in an efficient, effective, and transparent manner, which contributes to its performance, generating good returns with a stable and appropriate growth for shareholders and stakeholders. Additionally, the Company strives to safeguard its assets, reputation, and positive image.
- 1.2 Fulfill responsibilities with honesty, integrity, transparency, and make decisions that are fair to all shareholders for the maximum benefit of shareholders and all stakeholders as a whole.
- 1.3 Manage the business to be sustainable, stable, and generate good returns for shareholders in the long run.
- 1.4 Report the status and future trends of the Company's operations to the shareholders regularly, timely, and in accordance with the actual situation.
- 1.5 Not seeking personal or related benefits by using the Company information that has not been publicly disclosed, disclosing to third parties, or taking any action that may cause conflicts of interest with the Company.

No. 2 Responsibilities to the Customers

- 2.1 The Company is committed to protecting the maximum benefits of its customers as its priority to ensure customer satisfaction and respond promptly and punctually to their needs with caring, responsible, and maximum customer satisfaction by offering quality and efficient products and services.
- 2.2 The Company shall strictly comply with the agreements, contracts, or terms and conditions with customers. If the Company is unable to comply, the Company shall promptly inform the customers in advance and seek solutions to prevent any losses.
- 2.3 The Company shall provide accurate, sufficient, and up-to-date information regarding its products and services to enable customers to make informed decisions without exaggerating the product's features, which could lead to a misunderstanding of the quality of the products or services or any of the company's terms and conditions.
- 2.4 The Company shall prioritize the protection of customer confidential information and shall not use such information for its own benefit or that of any related parties.
- 2.5 The Company shall establish channels and procedures for customers to file complaints about its products and services and shall respond promptly. The Company is strictly prohibited from unethically soliciting, receiving, or seeking any benefits from its customer. The complaints shall be made through its customer service center on 02-028-2828.

No. 3 Responsibilities to the Partners

- 3.1 Adhering to conducting business with honesty, based on fulfilling contractual obligations and under fair and equitable business conditions towards business partners.
- 3.2 Treating business partners fairly and equitably, based on receiving fair returns for both parties.
- 3.3 Strictly adhering to agreed-upon contracts or conditions, promptly notifying partners in case of inability to fulfill such conditions in order to jointly find ways to prevent or resolve problems. Refrain from soliciting, refusing, or withholding any unethical benefits from business partners.

- 3.4 Establishing transparent selection processes for business partners that can be audited, while adhering to the Company's procedures for selection and evaluation of the performance of manufacturers or sellers in a stringent manner.

No. 4 Responsibilities to the Creditors

Adhering to conducting business with honesty based on fulfilling contractual obligations and under fair conditions with creditors by strictly complying with contracts or various conditions with creditors. If unable to fulfill contractual obligations, the creditors shall be notified in advance to cooperate in finding solutions. Accurately and comprehensively report financial status under the relevant circumstances. Not engaging in any unethical actions in communication or dealings with creditors, and not soliciting, receiving, or paying any benefits that are not legitimate to the creditors.

No. 5 Responsibilities to the Partners

The Company operates under good competition rules and a code of conduct, does not seek confidential information from business competitors through dishonest or inappropriate means, and does not attempt to damage the reputation of business competitors with malicious accusations without evidence and factual information.

No. 6 Responsibilities to the Employee

Personnel is an extremely valuable resource, therefore, the Company is committed to promoting and developing the knowledge and abilities of its personnel to advance their career, provide job stability, and appropriate compensation based on their knowledge, abilities, and business performance, as follows:

- 6.1 Establish work procedures, comply with laws, and regulations related to personnel strictly.
- 6.2 Treat all personnel equally without discrimination based on race, gender, skin color, religion, nationality, age, physical disabilities, or personal characteristics unrelated to work.
- 6.3 Appointments, transfers, rewards, and penalties, as well as benefits, must be based on knowledge, abilities, and appropriateness, as well as the employee's conduct or work performance.
- 6.4 Encourage all personnel to show their full potential, participate in setting direction and problem-solving, listen to feedback and suggestions from employees at all levels, and treat them equally without bias.
- 6.5 Care and prioritize the development and transfer of knowledge and abilities of personnel at all levels to advance their career and job stability.
- 6.6 Maintain a safe working environment for life and property.

No. 7 Trade competition with the Competitors

The Company has a policy to support and promote free and fair competition in business. The Company does not have a policy to compete in business using any means illegally and unethically to obtain information from competitors.

No. 8 Social and Environmental Responsibilities

- The Company, as a Thai company, is aware of and has a sense of gratitude towards the country and is a part of society that must take responsibility to assist and support local activities in which the Company operates.
- The Company has a policy to produce goods and provide any services that are environmentally friendly and comply with environmental laws.
- The Company promotes activities to conserve and care for nature and energy and has a policy to select and promote the use of products that are environmentally friendly.

Ethics of the Directors, Executives, and Employees

The Board of Directors, the Executives, and the Employees demonstrate a commitment to transparent business operations and morals and adhere to ethical standards at the highest level for the benefit of shareholders and all stakeholders. It is the

responsibility and duty of all directors, executives, and employees to understand and comply with the Code of Conduct and Business Ethics strictly.

In the event that any personnel violates or behaves in a manner that is contrary to the Code of Conduct and Business Ethics, the Company will consider and take appropriate action, and in the case of a breach of rules and regulations, the Company will consider disciplinary action as appropriate in each case. All levels of management have a responsibility to monitor and ensure that subordinate employees acknowledge, understand, and comply with the company's Code of Conduct and Business Ethics.

Guidelines for the Directors and the Executives are as follows:

1. Perform duties with responsibility, caution, and integrity, including compliance with laws, objectives, and regulations of the Company, the resolution of the Board of Directors, and the Shareholders' meetings (Fiduciary Duty), in order to maximize the benefits for the Company's operations.
2. Establish an efficient internal control system, manage risk effectively, and promote good governance at all levels.
3. Perform duties to the best of their abilities, have independence in decision-making, and act based on correctness, avoiding conflicts of interest with the Company's interests, in order to manage the work efficiently and effectively.
4. Not seeking personal benefits from being a Director or Executive, or using information obtained from being a Director or Executive to seek personal financial gain, or use that information for the financial benefit of others.
5. Do not disclose the Company's secrets for wrongful purposes and avoid becoming a director of a competing company.
6. Do not have a benefit or an interest in the contract, and do not accept goods or other benefits that conflict with the company's interests for personal benefits, family members, and close relatives.
7. Do not have a benefit or an interest in operations related to the Company, or in businesses that compete with the Company, whether directly or indirectly.
8. Maintain confidentiality of the Company's and stakeholders' information to other unrelated parties that may cause damage to the Company or the Stakeholders.

Guidelines for the Employee are as follows:

1. Perform duties with responsibility, honesty, integrity, and ethical conduct in operating the business.
2. Seek knowledge and work diligently to constantly improve job skills, utilizing knowledge in the profession to perform work with full capacity and ability.
3. Interact with supervisors, subordinates, and colleagues from all sides with politeness, compassion, good human relations, and respect, cooperate and support each other to work as a team, and provide mutual assistance in work they like, to be a source of unity and good relationships within the group.
4. Listen to comments or suggestions about the work of subordinates and others, and consider using them for the benefit of the organization's work.
5. Have a positive attitude towards supervisors, subordinates, and colleagues, avoid slandering or criticizing falsely and unfairly, or conducting anything that causes conflict within the group, should respect and show honor to supervisors and those in higher positions, and not do anything that violates procedures or crosses the line of authority.
6. Have a good attitude towards the organization, avoid false and unfair criticisms, maintain the reputation of the company, and be cautious in expressing opinions to external individuals on issues that may affect reputation, not engage in any competition or investment that may conflict with the interests of the Company, or being a permanent or temporary employee in the organization with the same or similar industry, or a company that possess a conflict of interest to the Company.
7. Support the organization's policies and comply with any regulations related to work, rules, announcements, orders, requirements, and resolutions of the Board of Directors, or any circulations of the Company strictly, and do not participate in or conceal any unlawful acts.

8. Perform work efficiently, considering the benefits or damages that may have an impact on the organization, to ensure that the work is completed successfully.
9. Maintain the highest benefits of the Company, follow up on the work done, and report to the supervisors promptly in the event of any incidents that may cause harm to individuals or property, reputation, or benefits of the organization.
10. Cooperate, take care of, and maintain vigilance in the use of the Company's property to achieve the highest benefit and prevent waste, loss, deterioration faster than expected, or disappearance of the property.
11. The use of internal information for trading Company securities: Employees are prohibited from using internal information that adversely fluctuates in the price of the Company's securities, which is not yet disclosed to the public, to seek benefits for themselves or others wrongfully, either for the acquisition or sale of any other securities of the Company pursuant to the regulations on the supervision of the use of internal information for trading Company securities.
12. Keep the confidentiality of the Company's operations, be aware, and be cautious not to let any documents or information that are confidential to the company leak out, and not to disclose any information or documents that are not supposed to be disclosed to unrelated persons, except with the Company's permission. Do not use customer documents or data for one's own or others' benefit, do not disclose confidential company information, and do not disclose one's or others' salaries, bonuses, or promotion rates to unrelated persons. In case an employee is requested to disclose confidential customer information of oneself or others, one must report it to the manager or the supervisor in charge along the line of work, and must obtain written approval before disclosing such information.
13. Adhere to the interests of the organization based on the legality and morality, and not provide any benefits or privileges to any individual, directly or indirectly, to gain personal benefit.
14. Avoid using the Company's assets, equipment, and work hours for personal benefits, as well as avoiding demonstrating one's job position and affiliation with the Company for personal or political benefits or to support any political party.
15. Do not use one's authority or allow others to use one's authority to seek personal benefits for oneself or others, directly or indirectly.
16. Not engaging in behaviors that are harmful or threatening, through actions or words, causing or leading to intimidation, sexual harassment to other employees or supervisors.
17. Behave in a way that does not lead to damage or harm to the group or organization.
18. Not seeking personal benefits in inappropriate ways, upholding morality, and avoiding any depravity. Do not behave in a way that may tarnish self-reputation, and avoid any action that may damage the reputation and image of the organization in the future. Do not use self-authority or allow others to use it, whether directly or indirectly, to seek personal benefits or others.
19. Not seeking personal benefit from the organization's assets, whether it is using the Company's tools or equipment for personal affairs, selling, borrowing, pawning, mortgaging, or transferring the Company's property without permission, comply with the rules and procedures set by the Company in procurement, maintain, and disposal of the Company's property.
20. Not conducting anything that is detrimental to the Company's interests, whether it is due to contact with business-related parties, such as partners or competitors, taking advantage of opportunities or information obtained from being an employee to seek personal benefits, and in matters related to competition or work beyond the scope of work assigned that affects the Company's operations.
21. Private status or any transactions that may cause conflicts of interest or are deemed to be conflicts of interest should be disclosed.
22. All personnel of the company shall not request or accept any rewards or benefits from customers, including receiving products or services at a special price that is not available to the general public. They shall not borrow money from customers or individuals with vested interests, and shall not have any vested interest in the business of customers, whether directly or indirectly. They shall not receive any compensation, cash, waving or special offers (including shares) from customers, business partners, or any other individuals. If invited by customers or business partners of

the company to purchase real estate before or after the public sale, employees must obtain written approval and be approved before conducting such real estate transactions.

23. The Company has a policy that does not support all employees of the Company receiving gifts from customers and business partners, including sellers of goods/services, business partners with the Company, or any individuals, except for the main festivals or souvenirs according to customary traditions, and must not exceed the value of 3,000 Baht. If the value exceeds this limit, the customer or the relevant agencies must be notified that this violates the Company's rules, and the gift must be returned to the relevant agencies. If such gifts cannot be returned, it must be delivered to the supervisor in charge of the unit along for proper management, such as collecting to donate to various charitable organizations.
24. Avoid the practice of providing or exchanging high-value gifts or entertainment that is excessive or beyond reasonable standards and times, except for business purposes and normal business relations. Employees who attend gatherings, sports activities, banquets, festivities, product launches, or opening ceremonies organized by business partners, where all attendees are from various organizations and those attendees receive gifts or tokens or participate in prize draws, are not required to report to the Company.
25. In case of suspected misconduct or failure to comply with ethics, inquiries can be made to the chain of command, the management board, or the HR and administration department. Suggestions or complaints related to the Company's transactions or services can be reported through the designated complaint channel.
26. If employees have any doubts about how to comply with the Code of Conduct and Business Ethics Code, they can ask their supervisor or seek advice from the management board or the HR and administration department, which are responsible for clarifying how to comply with the Code of Conduct and Business Ethics.

Conflict of Interest

In performing work for the Company, a situation may arise where the personal benefits of the Directors, Executives, or Employees may conflict with the benefits of the Company. Such conflicts of interest can occur in various forms. Therefore, the Company has established guidelines that everyone must comply with, as follows:

1. Receipt of money or benefits

- The Directors, Executives, and Employee must not accept any personal monetary or non-monetary benefits, whether directly or indirectly, from customers, partners of the company, or any person due to work on behalf of the Company.
- The Directors, Executives, and Employee must not lend, borrow, or inquire money, or anything of value from customers or business partners of the Company, except for borrowing from banks or financial institutions as customers of those banks or financial institutions.

2. Conducting other business than that of the Company

Conducting any other personal business than that of the Company of the Directors, Executives, and Employee shall not impact their duties in the Company and working hours. It is strictly prohibited to conduct or engage in any business that compete with the Company's business, whether such Directors, Executives, and Employee directly or indirectly benefits from such business or not.

3. Conducting any business transactions with the Company

Any business transactions with the Company, whether on a personal basis with family members such as parents, spouses, cohabiting partners, siblings, children and their spouses, as well as adopted children, or in the name of any legal entity where the Directors, Executives, and Employees have a stake, must disclose their stakes to the Company prior to conducting the transaction.

The Directors, Executives, and Employees who have a stake are prohibited from approving any transactions or performing any actions on behalf of the Company.

Before any transactions are conducted, the Company's authorized person to conduct such transaction has a duty to examine the business relationship to determine whether it is related to the Directors, Executives, and Employees to prevent any conflict of interest. This is based on the regulations for related party transactions stipulated by the Securities and Exchange Commission of Thailand, which assumes that the following parties are related to the Company's Directors, Executives, and Employees:

- In the case of a partner who is an individual, individuals who used to be a director, executive, or an employee but has been vacated from the Company for no more than one year, parents, spouses, cohabiting partners, siblings, children, and their spouses, as well as adopted children of such director, executive, or employee (including those who used to be director, executive, or an employee but have been vacated from the Company for no more than one year).
- If the partner is a juristic person, the partner is a juristic person who is a director, executive, or employee (including those who used to be a director, executive, or employee but have been vacated from the Company for no more than one year) of the Company or who is parents, spouses, cohabiting partners, siblings, children and their spouses, as well as adopted children, of the person under the first paragraph, is a director, executive, advisor, or shareholder, whether directly or indirectly, who, when combined, have the right to vote more than ten percent (10%) of the total shares of that juristic person.
- In the case where the partner has appointed an agent, sub-contractor, or any other person to participate in work received from the Company, if that person has the same characteristics as the person mentioned above, it is assumed that that person is a partner who is related to the director, executive, and employee of the Company.

4. Gifts receiving and Business Hospitality

- Directors, Executives, and Employees should avoid accepting gifts, whether they are monetary or non-monetary items, services, or otherwise, from business partners or individuals associated with the Company, for personal benefit, either directly or indirectly, except in cases where the Company has established specific regulations.
- Directors, Executives, and Employees may accept business hospitality for the benefit of the Company but should avoid accepting hospitality that exceeds the norm or is inappropriate for normal relationships with individuals associated with the Company or potential business partners.

5. Traveling to attend conferences, site visits, and field trips

Directors, Executives, and Employees cannot accept invitations to attend conferences, site visits, and field trips where the business partner is the one who provides travel and accommodation expenses, unless the Company has established regulations specifically allowing it. In case where the Company pays for the travel expenses of Directors, Executives, and Employees to attend conferences, site visits, and field trips, they are prohibited from accepting money or any other benefits from business partners, customers, creditors, or any party related to the Company's business.

6. Offering money, incentives, or rewards

The Company does not have a policy to offer money, incentives, rewards, or any special benefits in any form to customers, business partners, external agencies, or any individual to gain business, except for traditional business hospitality, trade discounts, and the Company's sales promotion programs.

7. Human Rights

Violation of human rights is considered a serious issue that has a negative impact on Thai society as a whole. The Company, as a company that is a member of society, firmly adheres to the principles of human rights according to international standards by treating all stakeholders equally and with fairness, and respecting the rights of workers and human rights as stated in the Universal Declaration of Human Rights.

8. Political activities

The Company maintains a neutral political stance and does not donate funds or engage in activities that may be perceived as endorsing any political party.

The Directors, Executives, and Employees at all levels are allowed to participate in political activities under the Constitution. However, the Directors, Executives, and Employees must not use their position or any company assets for any political activities and must avoid any activities that may be perceived as endorsing any political party.

The Directors, Executives, and Employees must resign from their position if they want to run for political office at the local or national level.

9. Protection and maintenance of the Company assets

The Directors, Executives, and Employees at all levels have the responsibility and accountability to safeguard and maintain the Company's assets for the maximum benefit of the Company, without using them for their own or others' benefits. The Company has a policy to prepare business documents, record financial and accounting data, and produce financial reports with integrity, timeliness, accuracy, and completeness, and in accordance with relevant laws and generally accepted accounting standards.

All Directors, Executives, and Employees must appropriately control confidential information and not communicate any important information and disclose it to the public which receives from work positions to other organizations, or individuals who should not have access to such information. They must make their best efforts to prevent any disclosure of such confidential information, including the storage of documents containing such information.

In addition, the criteria and practices related to the management of confidential information in kind of personal data must comply with the personal data protection policy.

10. Providing information or giving interviews to the media or the public

Any information provided regarding the Company must be based on true and accurate information and carried out with caution. Those who are not responsible or authorized cannot provide any news or give interviews to the media or the public that may relate to or defame the Company, in any way that may impact the reputation and business operations of the company.

11. Inter-companies Transactions

In the case of transactions within the group companies, the Company will adhere to criteria and procedures for consideration and approval, taking into account the maximum benefits of the Company as a priority. It is considered as a transaction with external parties (on arms' length basis).

12. Anti-Money Laundering

The Company will not accept any transfer or convert of property or support any transfer or convert of various properties related to any wrongdoing to prevent anyone from using the Company's business channels for illegal purposes, distributing, concealing, or disguising the sources of illegal assets, which may cause damage to the Company and/or its stakeholders.

13. Anti-Corruption

The Directors, Executives, and Employees must not demand, engage, or accept all forms of corruption whether in direct or indirect ways for the benefit of the organization, themselves, their families, friends, or acquaintances, or for the benefit of the business, covering all aspects of the Company's operations, including all related units, and the Company must regularly verify compliance with its anti-corruption policy.

14. Intellectual Property

Intellectual property, including copyrights, patents, trademarks, and trade secrets, is important for maintaining a competitive advantage in business competition, whether it belongs to the Company or to others. The Directors, Executives, and Employees are responsible for protecting and safeguarding the Company's rights to all intellectual property and using them responsibly, as well as respecting the intellectual property of others.

15. Compliance with Laws, Regulations, and Rules

The Directors, Executives, and Employees must act within the requirements of laws, regulations, and rules and must not be involved in or assist in any acts that violate or breach laws, regulations, or rules.

Management and Maintenance of the Code of Conduct and Business Ethics

1. The Directors, Executives, and Employees are responsible for acknowledging, understanding, and strictly complying with the Code of Conduct and Business Ethics. If there is any violation or action that contradicts the Code of Conduct and Business Ethics, the Company will consider and take action by warning verbally or in writing. In the case that the action violates the rules and regulations of the company, the Company will consider imposing penalties appropriate to the offense.

2. The Directors, Executives, and Employees must communicate and ensure that their family members (including father, mother, spouse, cohabitant, children, siblings, children and their spouses, and adopted children) acknowledge the intentions, ideas, and important principles of the Code of Conduct and Business Ethics.

3. The Directors, Executives, and Employees are responsible for signing and acknowledging this Code of Conduct and Business Ethics upon employment and ensuring understanding of the Code of Conduct and Business Ethics when changes occur. The Company will publicize them to know and take them into practice.

4. The Directors, Executives, and Employees are prohibited from engaging in any action that evades or undermines the maintenance of the Code of Conduct and Business Ethics or encourages family members, relatives, or close persons to engage in any action that avoids compliance with the Code of Conduct and Business Ethics of the Company for personal benefit indirectly.

5. The Executives and supervisors must be good role models in complying with the Code of Conduct and Business Ethics and have the responsibility to monitor, supervise, and promote subordinates to comply with the Code of Conduct and Business Ethics.

6. The Company designates the corporate governance department to oversee the Code of Conduct and Business Ethics and is responsible for reviewing and updating the information to be up-to-date regularly. They are also responsible for presenting to the Board of Directors for approval and reflecting the standards of behavior and corporate culture.

7. Requests for exemptions from complying with this Code of Conduct and Business Ethics by the Executives and Directors must be approved by the Board of Directors.

Report of Non-Compliance with Code of Conduct and Business Ethics

The Directors, Executives, and Employees have a responsibility to report any actions that may violate the Code of Conduct and Business Ethics in case they witness or are pressured/coerced to do anything that contravenes the Code of Conduct and Business Ethics. Such reports should be made immediately to the supervisor or the department in charge of overseeing the Company's operations.

The Company has a policy of maintaining the confidentiality and protecting whistleblowers.

Suggestions

Compliance with these Codes of Conduct and Business Ethics may not be fully explained in behavioral terms for all situations. However, the Company believes that all personnel will use their judgment and abide by ethical principles to determine what is right or wrong to conduct. If any personnel are unable to decide whether an action is appropriate or not, they may read and answer the questions in the following topics. If the answer is "yes," they may proceed, but if the answer is "no," they should not take that action.

- ☒ *Is your action in compliance with the law and the Company's policies and regulations?*
- ☒ *Is this action "right" and do you feel that it is the right thing to do?*
- ☒ *Does this action align with what the public approves of?*
- ☒ *Will this action help establish the Company's credibility as an ethical company?*

The Company assigns the Human Resources and Management departments responsible for reviewing and updating the information to be up-to-date regularly. They are also responsible for presenting to the Board of Directors for approval and reflecting the standards of behavior and corporate culture. If any employee has any questions, they are encouraged to contact the Human Resources and Management department.

This Code of Conduct and Business Ethics Code was approved by the Company's Board of Directors' meeting No. 257 and came into effect on February 13th, 2023 onwards and shall be reviewed annually.

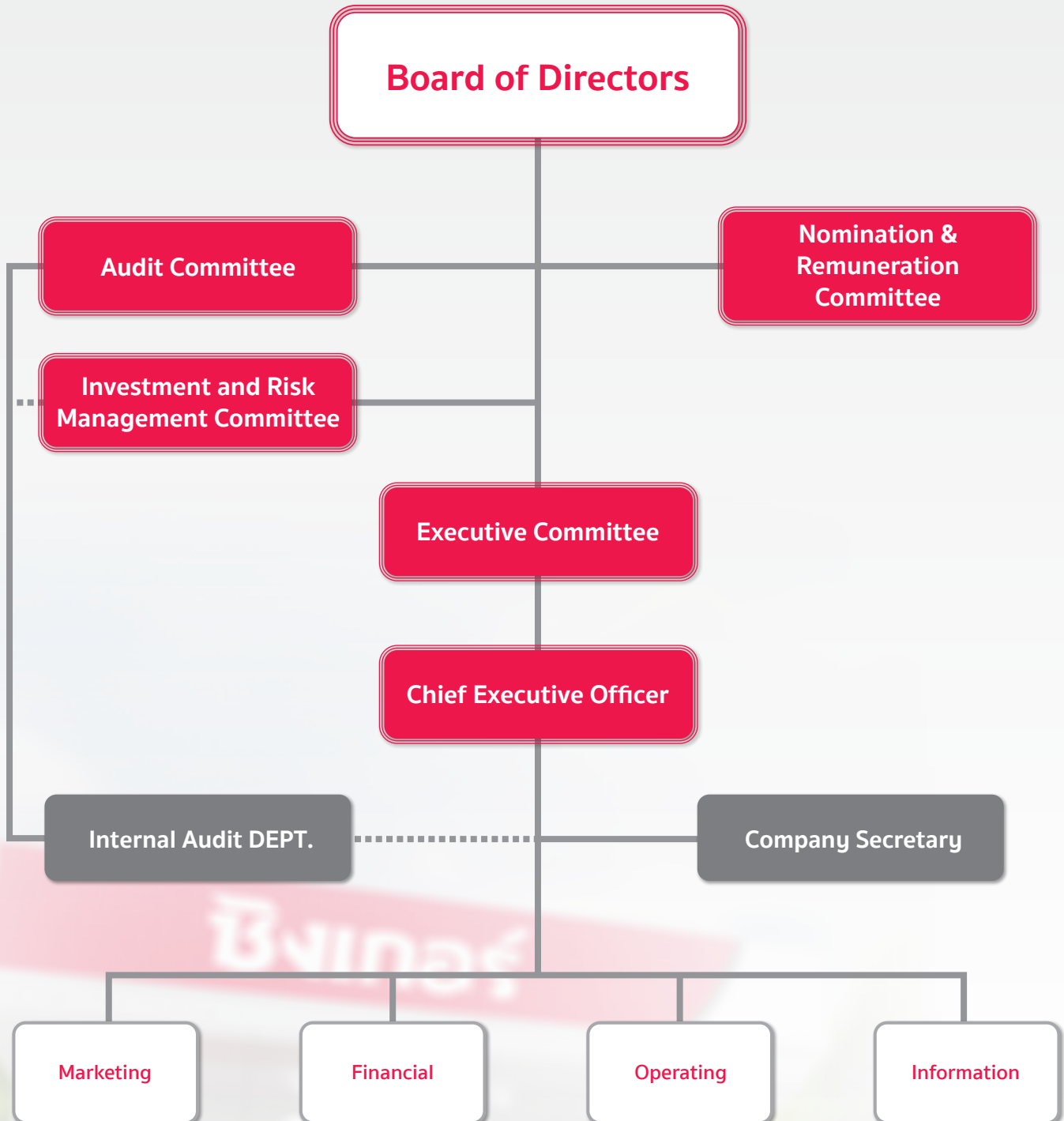
6.3 Milestone Development on the CG Policy of the Year

In 2022, the Company

- Has received 100 full scores from assessment of Quality in arrangement of Annual General Meeting of Shareholders by the Thai Investors Association.
- Has been recognized 89 scores as 'Very Good' CG Scoring from assessment under 2022 Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors and



7. Corporate Governance Structure and Important Information of Directors, Management and Employees



Board of Directors of the Company

The structure and composition of the Company's Board consist of: the Board of Directors, the Audit Committee, the Nomination, Remuneration and Corporate Governance Committee, the Executive Committee, the Risk Management and Investment Committee and the Management Group; whereby the scope of duties and responsibilities of these various Committees are as follows:

Name of the Board of Directors of the company (as at March, 10, 2023)

The Company has 9 directors as below;

- | | |
|-------------------------------------|-------------------------|
| 1. Mr. Adisak Sukumvitaya | Chairman of the board |
| 2. Mr. Kittipong Kanokvilairat | Chief Executive Officer |
| 3. Mr. Chan Itthithavorn | Independent Director |
| 4. Miss Somsri Shalapakdee | Independent Director |
| 5. Mr. Preecha Prakobkit | Independent Director |
| 6. Mr. Vorayos Thongtan* | Independent Director |
| 7. Mr. Piya Pongacha | Director |
| 8. Mrs. Nonglak Laksanapokin, Ph.D. | Director |
| 9. Admiral Navapol Damrongpong | Director |
| 10. Admiral Prachachart Sirisawat** | Independent Director |

Note: * Director resigned, effective on March 10, 2023

** Director appointed, replace to resign Director, effective on March 10, 2023

The Company has 2 female directors, equal to 22.22%

The authorized directors to sign on behalf of the Company

The authorized directors to sign on behalf of the Company specified in the Company's Ministry of Commerce Affidavit are Mrs. Nonglak Laksanapokin, Ph.D. and Mr. Kittipong Kanokvilairat, both of them signing together and affixing the Company seal.

Scope of Duties and Responsibilities of the Board of Directors

The Board of Directors of the Company is required to carry out its duties and responsibilities fully in accordance with all the applicable laws and regulations, together with the objectives and the Articles of Association of the Company, as well as the established Company policies and the resolutions of the Shareholders Meetings in an honest manner and with all due care, so as to protect and ensure that full benefits are achieved for the Company and all Stakeholder groups.

The Board of Directors must always act with full accountability to the Shareholders of the Company in undertaking activities that will protect the benefits of the Shareholders, with full and transparent disclosures of information to its investors.

The overall conduct of the Company's businesses is overseen and guided by the Board of Directors, so as to ensure that the Management Group acts in full compliance with the established policies of the Company; whereby, as specified in the Company's Ministry of Commerce Affidavit, Mrs. Nonglak Laksanapokin, Ph.D. and Mr. Kittipong Kanokvilairat, both of them signing together and affixing the Company seal, are authorized, in the name of the Company, to legally commit and bind the Company with regards to undertaking any legal actions and fighting any legal proceedings or disputes, together with executing any agreements and financial instruments. However, the Board of Directors retains the right to review and consider making any further changes to the names of the authorized Board Directors as appropriate, in order to achieve maximum management together with operational effectiveness and efficiency of the Company; as well as to assign management and operational authority to the next level of the Management Group further down the line as appropriate.

Board Committees

1. The Chairman of the Board of Directors does not hold the Chairman's position in and is not appointed as a Member of any of the various Board Committees, so as to allow these Board Committees to act in a fully independent manner.
2. The majority of the Members of the Board Committees are Independent Directors; as such, this is to achieve full transparency and genuine independence in the discharge of their responsibilities by the various Board Committees.
3. In order that these Board Committees are full effective in the discharge of their duties and responsibilities as assigned by the Board of Directors as well as in being able to realize and achieve their established objectives and goals, the various Board Committees should have at least 6 meetings during the year, so as to consider and be able to decide on appropriate actions with regard to any relevant matters or issues that are within their scope of responsibility.

The Board of Directors has established various Board Committees to assist it in the good governance oversight, as follows :

The Audit Committee

- | | |
|----------------------------|---------------------------------|
| 1. Mr. Chan Itthithavorn | Chairman of the Audit Committee |
| 2. Mr. Preecha Prakobkit | Member of Audit Committee |
| 3. Miss Somsri Shalapakdee | Member of Audit Committee |

The Audit Committee : In accordance with the resolution of the Company's Board of Directors, the Audit Committee was established, consisting 3 Independent Directors, with Mr. Chan Itthithavorn as the Chairman of the Audit Committee and the Committee Member, who possess the knowledge, experiences and expertise in regards to finance and accounting, as required by the Stock Exchange of Thailand (SET) and other regulatory authorities. This is in order to be able to effectively review the accuracy and creditability of the Company's Financial Statements, as well as to support the development of financial and accounting reporting systems to conform with universally accepted accounting principles and standards, together with assessing the effectiveness and adequacy of the internal controls system as well as the internal audit and risk management procedures, so that they are more concise, comprehensive, appropriate, up to date and fully effective.

The Audit Committee is to discharge its responsibilities and provides any comments with full independence, with the Internal Audit Department being under the responsibility of and reports directly to the Audit Committee. The Audit Committee also consults and works closely with the external Auditors; whereby it meets with the external Auditors, without any members of the Management Group being present, at least once a year in order to obtain their opinions on various matters. Additionally, the Audit Committee can consult with independent external legal advisors, with the Company being responsible for paying all associated expenses. The Audit Committee holds regular meetings with a total of 4 meetings being held during 2021, and reports to the Board of Directors in accordance with the assigned scope of duties and authority, as stated in the Charter for the Audit Committee, as follows:

Scope of Authorities and Responsibilities of the Audit Committee

In the Board of Directors Meeting No. 257, with the Audit Committee attending, a resolution was approved relating to the following overall scope of duties and authority of the Audit Committee:

1. Conduct a comprehensive assessment to ascertain that the Company maintains precise and adequately dependable in accordance with accounting standards and financial reporting standards prescribed by law.
2. Conduct a comprehensive assessment to verify that the Company possesses an Internal Control System and an Internal Audit System that conform to globally accepted methodologies and standards and are suitable and efficient for the Company.
3. Consider the autonomy of the internal audit department and authorize the nomination, relocation, termination, and evaluation of the performance of the Chief of the Internal Audit Department or any other department responsible for internal audits
4. Conduct an examination to ensure that the Company adheres to the laws governing securities and exchanges,

- encompassing regulations, declarations, rules, and/or guidelines issued by the Stock Exchange of Thailand Securities and Exchange Commission, and other legislation linked to the Company's operations.
5. Consider the selection and propose appointment of the auditors for the Company, which includes proposing their remuneration, taking into account their independence, credibility, adequacy of resources, the extent of their audit engagements, and the expertise of the personnel designated to audit the Company's accounts.
 6. Attending the meeting with the auditor without the management participating in such meeting at least one (1) time per year.
 7. Review the Company's financial statements, accounting policies, and adherence to accounting standards, as well as significant revisions in accounting principles, standards, or procedures. This includes making crucial accounting judgments that impact the Company's financial reports, assessing the feasibility of alternative options, and considering the rationality and consequences of such judgments.
 8. Consider the related-party transactions or transactions that may potentially lead to conflicts of interest to comply with the laws and regulations of the governing agencies. This assessment aims to ensure that such transactions are justified and in the best interests of the Company.
 9. Review and approve or ratify any transaction between the Company and related parties as mandated by the disclosure requirements under the rules and regulations of the Securities and Exchange Commission.
 10. Evaluate the Company's internal audit plan based on generally accepted methodologies and standards.
 11. Undertake an examination to ascertain that the Company possesses an adequate and effective risk management system.
 12. Report the performance of the Audit Committee to the Board of Directors at least four (4) times a year.
 13. While carrying out responsibilities within the scope of duties, the Audit Committee is vested with the authority to summon the management, executives, or personnel of the associated company to provide their viewpoints, participate in meetings, or submit relevant or essential documents as deemed necessary.
 14. Have the power to hire the services of a consultant or professional expert about the practice of auditing or a third party to give an opinion or advice whenever deemed necessary, at the Company's expense.
 15. The Audit Committee must conduct a self-evaluation of its performance at least once (1) a year.
 16. Review and update the Audit Committee Charter and present to the Board of Directors for consideration and approval of changes, if necessary.
 17. Prepare the Corporate Governance Report of the Audit Committee by disclosing in the Company's annual report. The report must be signed by the Audit Committee Chairman and should comprise, at a minimum, the following details:
 18. An opinion on the accuracy, completeness, and reliability of the Company's financial reports;
 19. Opinions about the adequacy of the Company's internal control system;
 20. Opinions on compliance with the Securities and Exchange Law. Regulations of the Stock Exchange of Thailand or laws related to the Company's business;
 21. An opinion on the suitability of the auditor;
 22. Comments on transactions that may have impose conflicts of interest;
 23. Number of Audit Committee Meetings and the attendance of each audit Committee;
 24. Overall opinions or observations received by the Audit Committee in the performance of duties under the Charter; and
 25. Other items transactions that the shareholders and the general investors should know under the scope of duties and responsibilities assigned by the Board of Directors.
 26. Conduct an investigation as informed by the auditor regarding suspicious circumstances involving any director, manager, or personnel responsible for the company's operations committing an offense under the Securities and Exchange Act. The Audit Committee must provide a report on the findings of the preliminary audit to the Office of the Securities and Exchange Commission and the auditor within thirty days from the date of notification by the auditor.
 27. Verify that the Company has established channels for receiving reports and complaints regarding inappropriate financial statement disclosures or other issues, and ensure that whistleblowers have confidence in the independence of the review process and that suitable follow-up actions are taken.

28. Carry out any other tasks as designated by the Board of Directors, with the approval of the Audit Committee by virtue of the Company's Articles of Association and applicable laws in performing the duties outlined above.
29. The Audit Committee is accountable directly to the Board of Directors, and the Board of Directors retains the responsibility for the Company's operations to external parties.

The Nomination, Remuneration and Corporate Governance Committee (NRCG)

Mr. Preecha Prakobkit	Chairman of NRCG
Mr. Adisak Sukumvitaya	Member of NRCG
Mr. Chan Itthithavorn	Member of NRCC

The Chairman of the Nomination, Remuneration and Corporate Governance Committee should be fully independent, whereby this Committee comprises of 2 Independent Directors and 1 non-Executive Director. During 2022, the Nomination, Remuneration and Corporate Governance Committee held 3 meetings and reported to the Board of Directors. The Nomination, Remuneration and Corporate Governance Committee has the duty and responsibility of selecting qualified persons for being nominated as Board Directors and also as Senior Executives/Management Members of the Company, as well as of determining appropriate procedures for Shareholders to be able to participate in the nomination and appointment process of new Board Directors through proposing qualified candidates to the Board of Directors for consideration and eventual nominations/appointment by the Shareholders Meeting. the Nomination, Remuneration and Corporate Governance Committee is also responsible for the consideration of guideline in determining, in an independent and equitable manner, the required and appropriate annual remuneration plans for the Board of Directors, the Board Committees, and the Senior Executive/Management Members.

In the Board of Directors Meeting No. 242, the Nomination, Remuneration and Corporate Governance Committee have the following defined scope of duty and authority:

Nomination

1. Determine the rules and policies for nominating company directors and sub-committees by considering the appropriateness of the number, structure, and composition of the Board by determining the qualifications of the directors to propose to the Board of Directors and/or propose for approval to the shareholders' meeting as the case may be.
2. Consider the nomination, selection, and nomination of qualified persons to serve as the Company's directors whose term expires and/or there is a vacancy and/or appoint more as the case may be.
3. Consider the nomination and selection of the Company's executives, especially the position of Managing Director, covering the education, experience, knowledge, expertise-wise.
4. Prepare and review the succession plan of the top management of the Company to ensure a continuity plan to have the successor for the Company's management to be able to work continuously.
5. To perform any other nomination activities as assigned by the Board of Directors.
6. Assessing the performance of the top management of the Company in order to provide recommendations to the Board of Directors' meeting for consideration of appropriate remuneration.

Remuneration

1. Prepare rules and policies for determining the remuneration of the Board of Directors, sub-committees, and executives to propose to the Board of Directors and/or propose for approval to the shareholders' meeting as the case may be.
2. Determine necessary and appropriate monetary and non-monetary remuneration of the Board of Directors by individually setting the Board's remuneration and management of the Company, by considering the suitability of the duties, responsibilities, performance, and comparison with companies in similar businesses and expected

benefits from directors and management of the Company, propose to the Board of Directors for consideration and present to the Board of Directors' meeting for approval.

3. Consider and approve the determination of the annual remuneration of directors.
4. Responsibility to the Board of Directors and has a duty to give explanations in answering questions about the remuneration of directors, sub-committees, and senior management of the Company at the shareholders' meeting.
5. Report on policies, principles, and reasons for the determination of remuneration for directors and executives according to the regulations of the Stock Exchange of Thailand. This will be disclosed in the annual registration statement (56-1) and the Company's annual report.
6. Perform any other acts related to the determination of remuneration as assigned by the Board of Directors which the management, and various agencies must report or present relevant information and documents to the Nomination, Remuneration and Corporate Governance Committee in order to support the performance of the Nomination and Remuneration Committee to achieve the assigned duties.

Corporate Governance

1. Prepare corporate governance policy, Business Ethics and Code of Conduct, Anti-Corruption Policy, Sustainability Policy under the law and regulations of the agency government sectors and organizations responsible for monitoring the Company such as the Stock Exchange of Thailand and the Securities and Exchange Commission, and present to the Company's Board of Directors for consideration and approval.
2. Establish policies and guidelines for promoting innovation, conducting business with social and environmental responsibility and sustainable development planning.
3. Propose guidelines on corporate governance, practices related to the fight against corruption and sustainability management to the Board of Directors and provide advice and recommendations to the Board of Directors.
4. Encourage the Company to communicate with directors, executives, employees at all levels and related parties to realize and understand the policies and practices of corporate governance, Business Ethics and Code of Conduct Anti-Corruption Policy, Sustainability policies and related practices are adequate and continuous.

The Executive Committee

1. Mr. Piya Pongacha	Chairman of Executive Committee
2. Mrs. Nonglak Laksanapoking	Vice Chairman of Executive Committee
3. Mr. Kittipong Kanokvilairat	Chief Executive Officer and Member
4. Miss Rapeepan Kantayaporn	Member
5. Miss Auntikorn Phichetkorn*	Member
6. Miss Busaba Kunsiritham*	Member
7. Miss Pittaya Jearkittimasak	Member
8. Mr. Rakkiti Tanglamlert**	Member
9. Miss Chanthornjira Kongtongsmut	Secretary

Note: * Committee resigned, effective on November 9, 2022

** Committee appointed, replace to resign Director, effective on November 9, 2022

In accordance with the resolution of the Board of Directors Meeting No.209, on 21 December 2015, with the Audit Committee attending, the Executive Committee was established and held the meeting once a month, with the duties and responsibilities to oversee the Company's business operations to be in accordance with the agreed strategic directions, together with the operating systems and procedures of the Company and Subsidiary Companies, as well as undertaken in a uniform manner.

Scope of authority, duties and responsibilities of the Executive Committee:

1. Follow up the management and control the business of the Company in compliance with the objectives, rules, regulations, articles of association, orders, resolutions of the Board meetings and the shareholders meetings, and to formulate the guidelines or commitments for the Administration and Management and management through the Board's policy.
2. Review the business plan and the annual budget of the Company, and submit the same to the Board.
3. Consider the strategy for overall growth and investment of the Company.
4. Consider and approve the contract, expenditure and investment in stocks or any other securities, including any loans, which each transaction in the amount is significant to the Company's Financial Statements.
5. Cooperate and assist other subcommittees in the performance of their duties.
6. Consider and approve the employment, determine the wage, remuneration, welfare, bonus, to Executive Management of the Company.
7. If it is necessary, engage consultants or experts in the fields beneficial to business operation of the Company, at the Company's expense.
8. Perform other duties as entrusted by the Board.

Role and Responsibilities of the Board of Directors and the Executive/Management Group

The Company's Board of Directors has clearly defined and separated the respective role and responsibilities of the Board of Directors and those of the Executive/Management Group; whereby the Chairman of the Board is an Independent Director and the position is not held by the same person who is the Chairman of Executive Committee, with clearly separated roles, responsibilities and scope of authority. This is in order to achieve an effective balance of power between the management and governance/oversight functions.

Risk Management and Investment Committee

1. Miss Somsri Shalapakdee	Chairman of Risk Management and Investment Committee
2. Mr. Kittipong Kanokvilairat	Member
3. Mr. Piya Pongacha	Member
4. Admiral Navapol Damrongpong	Member

At the Board of Directors Meeting No. 249, a resolution was approved to establish the Risk Management and Investment Committee responsible for determining policies and criteria for managing risks in accordance with international principles and practices together with regulations as specified by the SET, as well as for determining applicable risks assessment and risk management measures and also effective 'warning systems' that will enable effective management of risks in an appropriate manner. The Committee was also charged with overseeing and monitoring, on a regular basis, that all operational Divisions/ Departments manage their respective risks in accordance with established laws, regulations, and specified procedures and processes together with submitting reports on risk management activities. Additionally, the Committee will review, on a regular basis, the established key risk management measures to assess their ongoing effectiveness, and will submit a report of the assessment results together with proposing, at least twice a year and having risk agenda regularly, any improvements to these policies to the Audit Committee, as well as to receive any suggestions from the Audit Committee for further improvement and implementation.

Scope of duties and authority of the Risk Management Committee

According to the resolution of the Board of Directors meeting which was attended by the Risk Management Committee, the scope of duties and authority of the RMC was determined, as follows:

1. To determine relevant policies and associated criteria relating to the overall management of risks for the Group, that are in accordance with international principles and practices as well as with the regulations as specified by the SET; and then to propose such policies for approval by the Audit Committee.

2. To define appropriate and applicable risk management-related preventive measures and procedures for the Group.
3. To determine and deploy applicable risks assessment procedures, and to ensure that effective applicable ‘warning systems’ are in place.
4. To oversee and monitor, on a regular basis, that all operational Divisions/Departments effectively manage their respective risks in accordance with established procedures and specified processes.
5. To oversee and ensure that the Group’s operations fully comply with all relevant and applicable laws and regulations.
6. To prepare and submit reports to the Audit Committee, on a regular basis, in regards to any required improvements and corrective actions, in accordance with the established policies and strategies of the Group relating to identified risk factors and their potential occurrence, as well as any applicable risk management from such risks procedures or guidelines and also expected impacts.
7. To undertake any other activities as assigned by the Audit Committee.

Personnel Headcount

1. The Company has a total personnel headcount of 6,717 persons, of whom 1,224 are employed by the Subsidiary Companies. For 2022, the Company paid total remuneration and compensation of Baht 955 million, of which Baht 345 million was paid by the Subsidiary Companies; whereby this included basic salaries, bonus payments, overtime payments, living allowances, as well as sales and collections targets-related incentives together with the Company’s contribution to the social security and employee provident funds contributions.

Total No. of Employees and Compensation (by company)

For 2022	Singer Thailand PCL.	SG Capital PCL.	SG Service Plus Co., Ltd.	SG Broker Co., Ltd.
Field or Area personnel (persons)	4,577	677	82	12
Central HO staff (persons)	337	377	47	5
Executives & Management Members (persons)	33	23	-	1
Total No. of Employees (persons)	4,947	1,077	129	18
Total Remuneration & Compensation (Baht - million)	610	314	20	11

Human Resources Management Activities of the Company is separated into 2 key aspects, as follows:

1. Human Resource Management (HRM)

1. Job Designing & Job Description: Undertook a review and redesign of the various existing job descriptions for all operating Business Units/Departments
2. Personnel Planning: Undertook a review and assessment of the total number of people in the Company, in order to re-verify the exact total number of personnel that is shown in the HRMS database and employees registry so as to use this information for ongoing personnel planning activities.
3. Recruiting & Selecting qualified personnel: Making use of various sales staff recruitment channels - such as: through existing sales representatives/agents or the Branch Office Managers; whereby the Company also added other Staff recruitment channels - such as, the PR advertisements on the internet, local newspapers, various national and local job search/application related print media, and joint participation to screen and select targeted potential candidates, as well as setting up and participating in various job fairs and recruitment events. This also included employment of new permanent staff as well as updating the existing Hiring & Employee History database. The Company has determined various criteria for the selection of new personnel from applicants for the various open job positions in accordance with the respective requirements for each position, together with for the required screening and background checks as well

as for the actual hiring activities to be in accordance with the established Company regulations as well as the required by the labor authorities and the Thai Labor Protection Act (BE 2541 or 1968).

4. **Performance Appraisals:** The Company has created Staff job performance appraisal procedures and forms that are in accordance with the accepted principles of Performance Management (PM), so that joint participation in the appraisal process can be undertaken by both the Staff and their Superior together with continuous ongoing monitoring actions to enable further suggestions for improvements to be made in the discharge of their duties that correspond to the respective established performance targets for each person.
5. **Compensation Management System:** The Company's compensation structure includes many forms of remuneration - such as: basic salaries, bonus payments, overtime payments, and special allowances for selected positions, together with sales commission and incentives, various welfare benefits and special assistance allowance; whereby various differing Staff positions will receive different total compensation, depending upon their respective roles and responsibilities in each operating Business Unit/Department. Regular reviews of the welfare benefits and incentive programs for sales Staff are undertaken; whereby actual performance results relating to achieved sales and collections are used to determine the various programs that are appropriate for each respective Sales Staff group.
6. With regard to Staff resignations and employment terminations, the Company adheres to the working regulations that correspond to the established labor laws and are in accordance with the principles of fairness, and equitability, as well as to good morals and business ethics.
7. **Welfare & Other Benefits:** The Company has a policy to give formal recognition to honor those employees with a long service history with the Company of 5 years or more, through giving a certificate of appreciation together with special gifts or rewards, so as to thank them for and further motivate them in devoting their knowledge, efforts, capabilities and time in discharging their responsibilities for the overall benefit of Company. The Company also provides financial assistance for medical and hospitalization expenses to the immediate family of a Staff member, together with donations in the event of the death of the Staff's father or mother. Other basic Staff welfare benefits are also given - such as: social security contributions; Staff life insurance and accident insurance coverage; Staff uniforms; and transportation to and from work in the event a Staff member lives far from the Company's work place (warehouse facilities and distribution centers); as well as special Staff price for the Company's products together with installment purchase plans. The Company has also established a Singer Staff compensation fund and a Staff cooperative savings fund that serve as a channel for the Staff to save their earnings or as a source of Staff member loans, at special low interest rates, to help provide relief from any short term financial problems as necessary or needed.

2. Human Resource Development (HRD)

Consists of 3 separated components, namely:

1. Training
 2. Education
 3. Development
- **Training** 2 approaches have been established for the Company's training program, ie: 1) Internal Training and 2) Public Training. However, the Company places more emphasis to 'on the job training' for its Staff, because its field, at all levels and especially the sales Staff, are key to the achievement of the Company's total sales and revenues. Further, the Company undertakes continuous internal training activities and seminars that focus on anti-corruption practices, through educating Staff members, at all levels, to be fully aware of the penalties for any acts of corruption in the discharge of their duties, together other seminars aimed at promoting good business ethics and morals. While support Staff also attend external training courses, that focus on the development of new skills, know how, and capabilities, in order that they will be able to make use of or adapt such new knowledge in undertaking their so as to achieve improved efficiency and effectiveness.

- Education** The Company supports continuous self-improvement and self-learning activities for various key Staff positions - such as: for regional/area managers, branch outlets managers, operating Business Units/Department Managers, as well as accountants and accounts reviewers. Further, so as to encourage that Staff at all levels to more effectively save their earnings, guidelines and procedures in creating and making simple income/expense records are made available by the Company. Additionally, self-training tools in the form of VCDs are also made available - such as: guidelines on standards in managing and looking after branch outlets as well as branch office management, together with other self-learning materials or guidelines on selling skills, on communications and presentation skills, and on the products features offered by the Company.
- Development** a Mini Training Center has been established to undertake training on branch outlets management and improved IT systems-related working procedures for branch outlets management. Such courses are aimed at being operating guidelines for the branch outlets management group, as well as to prepare those designated to become branch outlets managers, selected from branch outlet Staff who have achieved good job performances and possess appropriate qualifications, so that they are well-prepared to undertake the responsibilities as a branch outlet manager in the future. In order to create sufficient numbers of training staff, various training activities for personnel responsible for Staff training are also undertaken through the 'train the trainers program' together with making available adequate quantities of training tools. This is to create sufficient internal training facilitators required to support the ongoing business expansion plans and increased numbers of required Staff in accordance with the corporate business plans. An improvement of the Training Department organization structure has also been undertaken, so that it better corresponds to the actual required internal training activities as well as to the comply with the Labor Skills Development Act. Additionally, outside training institutions and experts have been contacted to help determine and develop new improved training programs for the Company, that are be more effective as well as efficient.

Human Resource Development in 2022

Company	Type	Name of Course	No. Of session	No. of Trainees
STL	In House	Enterprise Risk Management	1	28
		Hi-Trust Hi-Performance and Team Bonding Challenge	1	20
		LEADERSHIP FROM WITHIN	1	29
		Strategic to analysis new products	1	45
		Strategic to manage Branch Manager	1	8
		How to enhance performance of Singer Boutique team	1	13
		New Product introduction	15	228
		Analytical skill and how to achieve the goal	1	70
		Orientation for new employees	6	70
		How to enhance performance of SG-Direct and Singerconnect team	1	14
		How to increase efficiency the electric rental system	1	13
		How to enhance performance of Branch Manager	3	59
		How to enhance performance of sales representative	1	6
		Training for the reporter person under the Anti-Money Laundering Act, article 13, 16	1	93
		How to increase efficiency to use Tablet for True Loan	1	110
STL In House Total			36	806
STL	Online Conicle	Increase skill to persuasion to lead and inspire team	1	8
		How to analysis customer for achive the goal of conicle sales	1	8
		Company ownership	1	77
		How to follow debt collection legally	1	96
		How to Increase communication skill and team building	1	24
		How to manage sales team professionally	1	42
		Training for the reporter person under the Anti-Money Laundering Act, article 13, 16	1	170

Company	Type	Name of Course	No. Of session	No. of Trainees
		Mutual Understanding	1	80
		PDPA Basics Conicle, Y2019	1	167
		How to exceed sales target for Telesales	1	98
		PDPA Basics Training	1	11
STL Online Total			11	781
STL	Public	APCG	1	1
		Compliance Audit	1	1
		Microsoft 365 Fundamentals	1	1
		Microsoft Security	1	1
		Budgeting	1	1
		Cash Flow and Operating Statement	1	1
		Market Conduct by BOT	1	1
		Technique to communicate	1	1
STL Public Total			8	8
STL Grand Total			55	1,595

Other Important Information

Company Secretary

The Company's Board of Directors Board appointed Ms. Chanthornjira Kongtongsmut, who possesses the required relevant qualifications and experience, as the Company Secretary with the responsibility for overseeing and ensuring that Company acts in compliance with the applicable legal and regulatory requirements as well as in accordance with the principles of good corporate governance, so that the overall management of the Company can be even more effective and efficient. The company fully recognizes the importance of good corporate governance principles and practices. The Company Secretary has successfully attended the Corporate Secretary Development Program (Class2) and the Fundamental Practices for the Corporate Secretary (class 22), together with the Fundamentals of Law and Regulations for Listed Companies for Corporate Secretaries , held by the Thai Listed Companies Association with the support of the SET. Please refer to the qualifications and professional history of the Company Secretary as shown in the Detailed Information on the Management Group - in the Section regarding the Company Secretary.

The person taking the highest responsibility in finance and accounting

Name: Mr. Rakkiti Tanglamlert

Position: Chief Financial Officer

The person taking the highest responsibility in investor relations

Name: Ms. Chanthornjira Kongtongsmut

Position: Investor Relation Manger

Remuneration for the Auditor

For the fiscal year ended 31 December 2022, the company paid audit fees to auditors of KPMG Phoomchai Audit Limited as description below;

1. Audit Fees

For the Company and Subsidiary Companies, the audit fee paid

- to the authorized auditor for work in the past financial year, totaling Baht __
- to the Audit Firm, as well as persons or business involved with the authorized auditor and Audit Firm for the past financial year, totaling Baht 6,380,000-; together with fees required to be paid in the future for agreed services, that has yet to be fulfilled, for the past financial year totaling Baht __

2. Non-Audit Fee

For the Company and Subsidiary Companies, the non - audit fees relating to other services:

- to the authorized auditor totaling, for the past financial year, Baht __; together with fees required to be paid in the future for agreed services, that has yet to be fulfilled, for the past financial year totaling Baht __
- to the Audit Firm, as well as persons or business involved with the authorized auditor and audit firm, totaling for the past financial year, Baht __; together with fees required to be paid in the future for agreed services, that has yet to be fulfilled, for the past financial year totaling Baht __
- to other companies associated and involved with the Audit Firm, KPMG Phoomchai Audit Ltd. for the past financial year, totaling Baht __; together with required fees payable in the future for agreed services, that has yet to be fulfilled, for the past financial year totaling Baht __



8. Report on Good Corporate Governance

8.1 Performance of the Board of Directors in Y2022

The Company has established the roles, duties, and responsibilities of the Board of Directors clearly in addition to legal duties and responsibilities, which stipulates that the Board of Directors has the powers and responsibilities in managing the Company following the law, objectives, the Company's article of association, and the resolution of the shareholders' meeting with responsibility, caution, and honesty. The Company has also assigned the Board of Directors to have the authority, duties, and responsibilities in defining the Company's vision, mission, goals, policies, operational directions, strategic plans, work plans, and annual budgets, including supervision and monitoring of operations to be under the law, policy, work plan, and annual budget as well as assess the performance of the said work. The Company communicates to the Board and all parties on their assigned roles, duties and responsibilities to ensure the Board understanding the scope of responsibilities as the organization's leader and all parties to realize their roles.

Nomination, Development and Assessment of Board of Directors

Nomination

Nomination of Independent Directors

The Board of Directors will be responsible for initially reviewing the nomination of Independent Directors from proposed nominees possessing the required and appropriate qualifications as specified by the SEC and SET; and then the Board will propose to The Nomination, Remuneration and Corporate Governance Committee to consider the appropriate remuneration for proposing to the Board of Directors for final consideration and concurrence.

The 3 Independent Directors of the Company do not possess any qualifications that conflict with those required and specified by the SEC and SET in any way whatsoever. Also during the last financial period, these Independent Directors do not have any 'related' business activities or provided any professional services with the Company.

Qualifications for Independent Directors

The Company has used the definition of an 'Independent Director' exactly as specified by the SEC and SET in regards to owning shares of the Company at not more than 1% of the total number of shares with the right to vote, and in not being involved in any way with the management of the Company or Subsidiary Companies, in being fully independent of the management activities undertaken by majority Shareholder of the Company, and in not having any business relationships with the Company that may, in any way, diminish the full interest and benefits of the Company and/or its Shareholders.

The Company has determined the required qualifications for Independent Directors to be as follows:

1. A person owning not more than 1% of the total voting shares of the Company, including those shares owned by any related persons/parties, as well as those shares issued by any Subsidiary or JV Company of and any related companies of the Company. However, in the case of Directors who are members of the Audit Committee, such shareholding is limited to only 0.5%.
2. A person who is not involved in any day-to-day management of the Company or who is not a Staff /Employee or a consultant receiving a permanent salary; as well as a person who is not a person with a controlling power over the Company, the parent Company, a Subsidiary Company, a JV Company, a Subsidiary Company of a parallel status, or over any juristic entity with possible legal conflicts; whereby such a status was valid within a 2 year period prior to being appointed as an Independent Director of the Company.

3. A person who is not related by blood or through a legal registration process - and thereby having a status of being a parent, spouse, siblings, or children and including spouses of the children - of a Management Member and a majority Shareholder, of a person with a controlling interest, of a person about to be nominated as a member of Management, or of someone with a power over the Company and/or its Subsidiary Companies.
4. A person who does not have any business relationships with the Company and/or with a juristic entity or a person considered as not being fully independent according to the qualifications of being an Independent Director and a Member of the Audit Committee as specified by the rules and regulations of the SEC. This includes any business relationships in providing professional services, or any other types of trade/business relationships that are considered to be 'related party transactions' as defined by the SET. However, exceptions can be made for special or necessary situations as appropriate; whereby such business relationships do not occur repeatedly or on an ongoing basis, that require prior Board approval with a unanimous vote.
5. A person/Director that has not been appointed to act on behalf of a Director of the Company, of a majority shareholder or of a Shareholder connected to and associated with the majority shareholder of the Company - except in the event of being assigned by the Board of Directors to make decisions, on a collective basis only, regarding the operations of the Company, the parent Company, its Subsidiary Company, JV Company, a Subsidiary Company of a parallel status as well as a juristic entity with a possible conflict of interests.
6. A person/Director that has not been empowered by the Board of Directors of the Company to make decisions on the operations of the Company, the parent Company, its Subsidiary Company, JV Company, a Subsidiary Company of a parallel status, as well as a juristic entity with a possible conflict of interests.
7. A person who is not Director of the parent Company, its Subsidiary Company and JV Company, as well as a Subsidiary Company of a parallel status, that is public listed companies only.
8. A person being able to undertake the required duties, as well as having and expressing opinions, together with being able to report on the results of any such responsibilities as assigned by the Board of Directors, with full independence and free from any influence from the Executives/Management Group or the majority Shareholder of the Company or any related parties, and including any involved person/parties or relatives of such person/parties

Nomination of Board Directors and Senior Executives

The Company has established The Nomination, Remuneration and Corporate Governance Committee, responsible for selecting persons to be nominated as the Chairman of the Board, Board Directors and Members of the various Board Committees, together with the CEO and Senior Executives/Management Members of the Company together with the Company Secretary, as well as for determining remuneration plans appropriate to the assigned responsibilities. In the event of a vacancy on the Board for whatever reasons, The Nomination, Remuneration and Corporate Governance Committee will undertake to recruit and nominate the appropriate person to be considered and approved as a replacement Director by the Board of Directors - with the exception of the appointment of a new Director and a Director to replace one due to retire by rotation; whereby in such an event, The Nomination, Remuneration and Corporate Governance Committee will recruit and nominate qualified persons for consideration and concurrence by the Board of Directors, so as to then propose such nominees for final consideration and approval by the Shareholders Meeting.

As such, the Company will propose nominees to be considered and elected, on an individual basis, as new Board Directors by a vote of the Shareholders. This is to allow the Shareholders the opportunity to exercise their entitled Shareholders rights in genuinely participating and selecting the required new Board Director. Additionally, the Board of Directors also appoints the various Board Committees to help reduce its workload and share the responsibilities in overseeing, monitoring and considering various important matters, namely: the Audit Committee, The Nomination, Remuneration and Corporate Governance Committee, the Executive Committee, and the Risk Management Committee. As such, the actual process of selection and appointment of the Members of the various Board Committee is required to be undertaken and approved by The Nomination, Remuneration and Corporate Governance Committee, which then submits the nominees for final approval by the Board of Directors.

The nomination of qualified persons to the Board of Directors must successfully undergo a consideration of their relevant and appropriate qualification as follows:

1. Possessing the required qualifications and not possessing any prohibited qualification as specified by the applicable laws relating to Public Companies, as well as not having any characteristics that will indicate or lead to a lack of confidence and trust, on the part of Shareholders, in the nominee being able to oversee the management of the Company in accordance with the specified qualifications of the SET.
2. Possessing the knowledge, skills, experiences, and other qualifications as deemed appropriate by the Board of Directors.
3. Being able to fully devote the required time and efforts in discharging the duties of a Board Director - especially with regards to being able to make important decisions - for the benefit of the Company.

In year 2022 the Company has allowed minority Shareholders the opportunity to propose, in advance, those qualified to be considered for appointment as a Board Director during the period between 13 September 2022 to 31 December 2022, however no nominations for consideration to be appointed a Director have been received from any Shareholders.

Board Self Assessment

The Board of Directors sets the self-evaluation for the directors once a year in 2 performance assessment forms, self-assessment of the board as a whole and individual, which focuses on the performance based on the good corporate governance. The Board of Directors will review the result of director's performance for further improvement and development. The assessment of the entire Board of Directors' performance is divided into 6 main topics in accordance with the guidelines of the Stock Exchange of Thailand. They consist of:

1. The structure and qualifications of the Board of Directors
2. The roles, duties and responsibilities of the Board of Directors
3. Board meetings
4. The duties of the directors
5. The relationship with the management
6. The self-development and executive development

In Year 2022, The performance evaluation result for the Board of Directors in 2022

Committee Name	Performance Evaluation of Committee (%)
Board of Directors (group)	96.49
Board of Directors (individual)	97.15
Audit committee	98.61
Nomination Remuneration and Corporate Governance committee	99.38
Investment and Risk management committee	98.70

Meetings of the Board of Directors

The Company's Board of Directors has determined to schedule normal Board Meetings every Quarter together with any special Board Meetings as required during the year. The Company determines the Agenda for such meetings in a clear and concise manner, with the Company Secretary being responsible for and overseeing the dispatching of the Notifications of Board Meetings together with all relevant supporting documents to Board Directors in advance. Board Directors can freely express their opinions without being influenced by any particular person or group of persons.

In 2022, the Board of Directors held a total of 8 Board Meetings - consisting of 9 normal Board Meetings and 3 special meetings; whereby for each meeting supporting documents for each agenda item being considered were sent out in advance

to all Board Directors, so that they may have sufficient time be able to adequately review and study the various issues before each meeting. The Company also held 1 Annual General Shareholders Meeting (AGM) and 1 Extraordinary General Meeting of Shareholders, which was attended by the Board Directors. The attendance record of the respective Board Directors at these meetings during 2022 are summarized as below:

Attendance record of Board Directors during 2022

Board Director	Term of Office	No. of times attended/No. of times held					
		AGM No.55	EGM 1/2022	Board Meeting (9)	Audit Committee meetings (5)	Nomination & Remuneration Committee (3)	Investment and Risk Management Committee (6)
1. Mr. Adisak Sukumvitaya*(a)	Apr 2020 - Apr 2023	1/1	1/1	9/9	-	3/3	-
2. Mr. Chan Itthithavorn**	Apr 2019 - Apr 2022	1/1	1/1	9/9	5/5	3/3	-
3. Ms.Somsri Shalapakdee** (a)	Apr 2020 - Apr 2023	1/1	1/1	9/9	5/5	-	6/6
4. Mr. Preecha Prakobkit **	Apr 2019 - Apr 2022	1/1	1/1	9/9	5/5	3/3	-
5. Mr. Vorayos Thongtan	Apr 2019 - Apr 2022	-	1/1	6/9	-	-	-
6. Mrs. Nonglak Laksanapokin, Ph.D*	Apr 2021 - Apr 2024	1/1	1/1	9/9	-	-	-
7. Mr. Piya Pong-acha*	Apr 2021 - Apr 2024	1/1	1/1	9/9	-	-	5/6
8. Mr. Kittipong Kanokvilairat (a)	Apr 2020 - Apr 2023	1/1	1/1	9/9	-	-	6/6
9. Admiral Navapol Damrongpong	Dec 2021 - Apr 2024	1/1	1/1	9/9	-	3/3	6/6

Note: * Board Director representing the majority Shareholder Group

** Board Director possessing the required knowledge and experiences to review the credibility of the Company's Financial Statements

(a) Board of Director retiring by rotation in April 2023 and to be nominated for reappointment as a Board Director for another term at the AGM/2023 to be held on 21 April 2023

The Board of Directors has determined that non-executive directors shall hold the meeting without the executive director attending the session when the company has any matter of interest or important related business. It allows non-executive directors to exchange views and consider various issues.

Management Group

Management Group of Singer Thailand Public Company Limited

Mr. Kittipong Kanokvilairat	Chief Executive Officer
Miss Rapeepan Kantayaporn	Chief Information Officer
Miss Chanthornjira Kongtongsmut	Chief Operating Officer
Miss Pittaya Jearkittimasak	Chief Marketing Officer
Mr. Rakkiti Tanglamlert	Chief Financial Officer
Mr. Narathip Wirunechatapant	Sales and Marketing Advisor

Management of SG Capital Public Company Limited

Mr. Anothai Srittiapetch	Chief Executive Officer
Miss Auntikorn Pichetkorn	Deputy Chief Executive Officer
Miss Jatuporn Konghun	Chief Financial Officer

Company Secretary

The Company's Board of Directors Board appointed Ms. Chanthornjira Kongtongsmut, who possesses the required relevant qualifications and experience, as the Company Secretary with the responsibility for overseeing and ensuring that Company acts in compliance with the applicable legal and regulatory requirements as well as in accordance with the principles of good corporate governance, so that the overall management of the Company can be even more effective and efficient. The company fully recognizes the importance of good corporate governance principles and practices. The Company Secretary has successfully attended the Corporate Secretary Development Program (Class2) and the Fundamental Practices for the Corporate Secretary (class 22), together with the Fundamentals of Law and Regulations for Listed Companies for Corporate Secretaries, held by the Thai Listed Companies Association with the support of the SET. Please refer to the qualifications and professional history of the Company Secretary as shown in the Detailed Information on the Management Group - in the Section regarding the Company Secretary.

Remuneration for the Company's Board Directors and the Management Group in 2022

Remuneration for Board Directors : The Nomination, Remuneration and Corporate Governance Committee, with the responsibility for considering and reviewing the remuneration for Board Directors, had determined, in a clear, concise and transparent manner, the proposed overall remuneration plan that is comparable to other companies in the same industry sector, together with the level of remuneration that is appropriate to experiences and assigned duties, role and additional scope of responsibilities as well as comparable to various other SET listed companies; whereby this proposal is based on the 'Annual Compensation Survey Report - 2022' published by the Thai Institute of Directors Association (IOD).

Remuneration & Compensation for the Management Group: The Nomination, Remuneration and Corporate Governance Committee is responsible for considering and reviewing the remuneration plan for the Management Group, through evaluating the respective job performance for individual Management members as well as comparing the evaluation results with the overall performance results of the Company together with the actual achieved performance results of each Department compared to pre-agreed targets. Additionally, a survey was undertaken of the remuneration and compensation given by comparable companies within the same business sector, so as to have sufficient information on hand.

1. Remuneration for Board Directors: In the form of money

Director name	Singer Thailand Public Company Limited	
	Position	(Baht)
Mr. Adisak Sukumvitaya	- Chairman of the Board	622,100
	- Member of the Nomination, Remuneration and Corporate Governance Committee	40,200
Mr.Chan Itthithavorn	- Chairman of the Audit Committee,	243,300
	- Independent Director	388,900
	- Member of the Nomination, Remuneration and Corporate Governance Committee	40,200
Mr. Preecha Prakobkit	- Chairman of the Nomination, Remuneration and Corporate Governance Committee	66,600
	- Member of the Audit Committee	188,100
	- Independent Director	388,900
Ms. Somsri Shalapakdee	- Chairman of Investment and Risk management committee	66,600
	- Member of the Audit Committee	388,900
	- Independent Director	188,100
Mr. Vorayos Thongtan	- Independent Director	388,900

Director name	Singer Thailand Public Company Limited	
	Position	(Baht)
Mr. Piya Pong-acha	- Director	388,900
	- Member of Investment and risk management committee	40,200
Mrs. Nonglak Laksanapokin, Ph.D.	- Director	388,900
Admiral Navapol Damrongpong	- Director	388,900
	- Member of Investment and risk management committee	40,200
Total		4,257,900

Note: - Management who are also Board Directors do not receive any remuneration or compensation for being a Board member and Member of the Executive Committee

2. Remuneration for Board Directors: Other forms

- none -

3. Remuneration for the Management Group: In the form of money

Types	For 2022	
	No. of persons	Total - Baht
Salaries, bonus payments and incentives	5	29,487,786.06

4. Remuneration for the Management Group: Other forms

Types	For 2022	
	No. of persons	Total - Baht
Company's contribution to the Employee Provision Fund	5	1,134,240.00

Note: Disclosures of the remuneration and compensation for the Management Group are shown as a total amount for the total number of people for the defined and announced management positions that correspond to the Company's organization chart.

5. Share Ownership by Directors and Management

Name		Total			
		January 1, 2022	Trading During the		December 31, 2022
			BUY	Sell	
1.	Mr. Adisak Sukumvitaya	1,646,894	-	-	1,646,894
2.	Mr. Chan Itthithavorn	-	10,000	-	10,000
3.	Mr. Preecha Prakobkit	-	-	-	-
4.	Mrs. Nonglak Laksanapokin	-	-	-	-
5.	Mr. Vorayos Thongtan	-	-	-	-
6.	Mr. Piya Pong-acha	-	30,000	-	30,000
7.	Ms. Somsri Shalapakdee	-	-	-	-
8.	Admiral Navapol Damrongpong	-	-	-	-
9.	Mr. Kittipong Kanokvilairat	-	-	-	-
10.	Ms. Rapeepan Kantayaporn	-	-	-	-
11.	Ms. Chanthornjira Kongtongsmut	6,702	-	-	6,702
12.	Ms. Pittaya Jearkiittimasak	-	-	-	-
13.	Mr. Rakkiti Tanglamlert	-	-	-	-

As mentioned above they are required to submit a declaration regarding such changes in the ownership of shares of the Company to the office of Company Secretary, in order to enable the Company Secretary to coordinate internally and create a company shareholdings report for submitting to the Securities and Exchange Commission (“SEC”) as required. Furthermore, the Company requires that a disclosure be made, at every Board of Directors Meetings for any changes, of the amount of shares of the Company owned by each Board Director.

The Board of Directors Meeting No. 257, held on February 13, 2023, revised the detail and policy observance and significant criteria annually as follow,

1. Anti corruption Policy
2. Good Corporate Governance Policy
3. Internal Control and Internal Audit Policy
4. Whistle Blower Policy
5. No Gift Policy
6. Charter of Audit Committee
7. Code of Conduct and Business Ethics
8. Board’s Performance Corporate Governance Policy
9. Role of Stakeholders Policy
10. Policy or trend for entering into future related Transactions
11. Investment & Good Corporate for Subsidiary & Associated Company Policy
12. Directors and Executives’ Securities Trading Policy
13. Corporate Social Responsibility Policy
14. Connected Transaction Policy
15. Conflict of Interest Policy
16. Human Resource Development and Succession Plan
17. Respect for Human Rights Policy
18. Disclosure Policy
19. Intellectual Properties Policy
20. Policy for Treatment of Insider Information Policy
21. Sustainable Development Policy
22. Respect for Human Rights Policy and Fair Labor Tractice Policy
23. Environmental Management Policy
24. Development Innovative Policy

Policies and guidelines on respect of laws and human rights principles

The Company supports and respects the protection of human rights. Ensure that the Company’s business does not get involved in human rights abuses, such as not supporting forced labor and against child labor. Respect and treat all stakeholders fairly based on human dignity without discrimination from the place of origin, race, gender, age, skin color, religion, physical condition, status, and ancestry.

Anti-Corruption

The Board of Directors meeting No.257, held on February 13, 2023, passed a resolution to approve the review of the anti-corruption policy and set policy in the management manual, the Company Code of Business Conduct, and Zero Tolerance Policies. The Company also declared its intention to be a Thai Private Sector Collective Action against Corruption with the Thai Institute of Directors Association (IOD). At the meeting of the Anti-Corruption Coalition Committee for the quarter 2/2020, the Meeting has certified “Singer Thailand Public Company Limited” as a member of the Private Sector Anti-Corruption Coalition.

The said certification was valid for three years from the date of approval, which was September 30, 2020, expired three years on September 30, 2023. The Company has reviewed the risk assessment related to corruption and establishes the Code of Conduct Policy on Anti-Corruption. Provide policy communication, guidelines, and whistle-blowing in the event of fraud or concern by establishing the Anti-Corruption and Misconduct Committee in the Company and made a letter informing details of the policy conditions for all employees to sign for acknowledgment.

Anti-Corruption Policy

1. The directors, executives, and employees of the Company must not engage in, undertake, or accept any form of corruption, either directly or indirectly, for the benefit of the organization, themselves, their families, friends, or acquaintances, or for the benefit of the business, which covers all operations of the Company, including all affiliated units of the Company
2. The Company must consistently verify compliance with its anti-corruption policy, review practices and operational guidelines to align with changes in business, regulations, and legal requirements. Any violation or act of support, aid or cooperation with corruption shall be subject to penalties as stipulated by the Company regulations.

1. Responsibilities

- 1.1 **The Board of Directors** is responsible for approving and overseeing the development of clear policies and practices to combat corruption, communicating these policies to all levels of the Company employees and external personnel, and ensuring that they are effectively implemented.
- 1.2 **The Audit Committee** is responsible for auditing and verifying financial reporting systems, internal control systems, and internal auditing systems to ensure compliance with international standards, appropriateness and effectiveness, in order to ensure adequate supervision and management of the Company in accordance with applicable policies, regulations, and laws.
- 1.3 **The Investment and Risk Committee** is responsible for setting risk management policies and strategies that affect the Company's anti-corruption policy, considering and screening strategically allocated assets to be consistent with the Company's acceptable risk and reporting risk management results to the Board of Directors.
- 1.4 **The Executive Committee**, the Chief Executive Officer, and the department managers are responsible for implementing the anti-corruption policy as an operational practice, reviewing the suitability of systems and measures to ensure compliance with business changes, regulations, and legal requirements.
- 1.5 **The Internal Audit department** is responsible for auditing and verifying compliance with anti-corruption policies to ensure that the Company has appropriate internal control systems to prevent corruption and reporting to the Audit Committee.
- 1.6 **The Corporate Governance Department** is responsible for developing and implementing anti-corruption policy, providing consultation and advisory in relation to anti-corruption, monitoring and reviewing the implementation of such policy.
- 1.7 All employees at all levels of the Company and subsidiaries are obligate to adhere to the anti-corruption policy, and must not be involved in any form of corruption directly or indirectly. They also have the responsibility to monitor and prevent any potential acts of corruption within the company. If any acts of corruption or potential corruption are discovered, they must be reported immediately to the superiors or through the channels designated by the Company.
- 1.8 Subsidiaries or business agents of the Company must also comply with the Company's anti-corruption policy

2. Guidelines and framework for anti-corruption policy

The Company has an internal control policy to prevent high-risk incidents of corruption. The Board of Directors, executives, and employees at all levels of the Company must comply with the anti-corruption policy guidelines, as follows:

2.1 Gifts, hospitality, and related expenses

The Company prohibits employees from receiving or giving gifts, hospitality, and any other expenses, including benefits of any kind, to customers, suppliers, government agencies, officials, or any business-related parties, to gain business or influence officials to act improperly for the benefit of the Company or that may impact the Company's operations.

The guidelines for conducting business are as follows:

- Gifts, hospitality, and related expenses may only be given or received if they are a token of respect or given according to social customs and must be done in a suitable context.
- Employees must follow the Company's approval, control, and reporting processes as defined by the Company's regulations.
- The Company records expenses and has receipts or supporting documentation.

2.2 Charitable Contributions

The Company has a policy for charitable contributions, donations, and aid grants. The Company may donate money or assets to individuals, communities, foundations, charities, or other legal entities with charitable objectives

The guidelines for conducting business are as follows

- Donations must be verifiable and proven, following the Company's regulations and in line with the company's corporate social responsibility objectives. (Corporate Social Responsibility: CSR)
- Donation must be proven to be charitable and not associated with any benefits or returns for any individuals or organizations.

2.3 Sponsorship

The Company policy allows for providing sponsorship to individuals or juristic entities with the aim of promoting business, enhancing the Company's reputation and image.

The guidelines for conducting business are as follows

- The sponsorship must be proven that the supporter has partake the project with the objectives for the project to be executed and achieve successful outcomes to creating genuine benefits for society or for the purpose of conducting business with social responsibility (Corporate Social Responsibility: CSR).
- The sponsorship must also be proven to be monetary valuable benefits such as providing accommodation, meals, etc.
- To become a sponsor, an application form must be completed with the name and the objectives of the sponsorship, along with all supporting documents to be presented to the authorised personnel for approval in accordance with the Company's approval authority levels.

2.4 Facilitation Payment

The Company policy prohibits the payment of any facilitation payment to any government officials under any circumstances. This is due to the high risk of such payments turning into bribes or illegal expenses that are not permissible by law.

The guidelines for conducting business are as follows

- Company employees are strictly prohibited from offering, promising or giving any facilitation payment or provide any form of benefit, whether in the form of assets, property, or any other form of benefits, to officials of the government, foreign government officials, or officials of international organizations, in order to motivate or dissuade them from taking any actions that may affect the Company's operations.

- Any communication or interaction with government agencies must be conducted in a transparent and honest manner, and must comply with all relevant laws and regulations.
- The Company must clearly communicate the prohibitions to all its employees and to any individuals or entities that have business dealings with the Company.

2.5 Political Contribution

"The Company has a policy of not supporting financial or material donations to any political party, politician, or political candidate, whether directly or indirectly, to gain exclusive rights or benefits that are not legally sanctioned, or to benefit the Company's business interests.

2.6 Conflict of Interests

The Company has a conflict of interests' policy that emphasizes proper conduct. The Board of Directors, executives, and all employees must prioritise the Company's ultimate benefit while avoiding conflicts of interest both externally and internally that may impact decision-making and work performance.

The guidelines for conducting business are as follows:

- The Board of Directors and executives must disclose any relationships or connections in the Company's business operations that could create conflicts of interest or seek personal benefits, such as:
 - Shareholding in competitor companies
 - Investing or holding positions with business partners that engage in business with the Company
 - Directly or indirectly conducting business or providing services to the Company through others.
- Avoid related-party transactions involving related parties as defined by the Securities and Exchange Commission (SEC) that may create conflicts of interest with the Company and/or its subsidiaries. In cases where such transactions are necessary, they must be presented to the Audit Committee for consideration before seeking approval from the Board of Directors in accordance with the corporate governance principles and regulations as stipulated by the SEC.
- Directors, executives, and employees must comply with the Company's regulations and business ethics, which are of paramount importance and must be strictly adhered to, in order for the Company to be trusted and relied upon by all stakeholders. Information for employees' understanding and compliance with these regulations must be disseminated throughout the Company.
- Directors, executives, and employees must not seek personal or third-party benefits by using confidential information, including significant information of the Company, for personal gain.
- The Company stipulates that directors and executives who have a significant interest in a matter in a manner that may impede in providing an independent opinion should not be involved in the consideration of any conflicting interests transaction. They also do not have the authority to approve the agenda regarding such transactions during that period.

2.7 Revolving Door

The Company has a policy of employing state officials for the positions as directors, executives, employees, or consultants of the Company. The recruiting process involves a selection process, approval for hiring, determining compensation, and control procedures to ensure that the employment of such officials does not result in any benefits being given to the Company that could compromise its image of credibility and integrity in carrying out its duties, which bears risks of corruption

The guidelines for conducting business are as follows:

- Do not hire or appoint current state officials, except for state-owned enterprises that have provisions allowing representatives from state agencies to work in the organization.
- Set a cooling-off period of 2 years for appointing former state officials or individuals who have worked for regulatory agencies related to the Company except it make for the most benefit for the company. The Company has processes to nominate, approve, remunerate and control to ensure that the employment of such officials does not result in any benefits being given to the Company.
- Conduct a due diligence process on individuals that the Company plans to appoint as directors, consultants, or executives to verify any potential conflicts of interest prior to appointment.
- Prohibit performing duties that involve abusing power or conflicts of interest, such as disclosing confidential information from previous state organizations or lobbying for personal gain, being assigned to contact previous state organizations. \
- Appointments should be made transparently by disclosing the list and history of individuals who have previously worked as state officials to be consultant/ director/ executives of the Company.

2.8 Procurement Management

The procurement process of the Company must be transparent, honest, and compliant with the Company's procurement policy and regulations, as well as relevant laws and regulations related to procurement in both the public and private sectors.

2.9 Corruption Risk Assessment

The Company conducts an assessment of corruption risks, particularly those related to giving gifts to government officials, aimed at all employees who have the opportunity to interact or work with government agencies, state-owned enterprises, or external individuals.

The guidelines for conducting business are as follows

- The Company assesses the potential risks of corruption by establishing criteria for measuring the impact and likelihood of occurrence. Risks related to operations and existing internal controls are identified, and measures are taken to reduce and control risks to ensure that they are at an acceptable level and managed promptly. In addition, the results of risk assessments are presented to the Risk Management Committee or sub-committee which assigned by the Risk Management Committee at least once a year.

2.10 Internal Control System

The Company has an internal control system that includes the essence of this policy, which is included in the internal audit plan and complies with the regulations of the Audit Committee, internal control policy, and internal audit to provide confidence that this policy is being implemented effectively and in accordance with international standards.

The guidelines for conducting business are as follows

- The Company provides financial reporting and accounting processes with accuracy and transparency, which can be audited.
- The Company has a document storage system for financial records and other relevant information that is readily available for auditing purposes, ensuring compliance with anti-corruption measures.

2.11 Accounting audits and data storage

The Company has established processes for conducting accounting audits and maintaining data storage to support the anti-corruption policy, ensuring efficiency of the policy and preventing any form of corruption

The guidelines for conducting business are as follows

- The Company has procedures for reviewing accounting entries and obtaining proper approvals before recording them to the accounting system. The reviews are conducted according to the Company's policies, regulations, relevant laws, contracts, or agreements to ensure compliance with accounting standards and policies.
- Operating expenses and capital expenditures require complete and accurate supporting documentation and approval by authorised personnel, as per the specified monetary limits.
- Financial reports must be prepared accurately, truthfully, and reliably, disclosing all relevant and significant information, including connected transactions and potential liabilities.
- The Company controls the storage of accounting documents adequately and securely for prompt audit, controls access to accounting information, and maintains secure backups of data files.

2.12 Human Resources

The Company has a Human Resources policy in place to support the anti-corruption policy for efficiency and prevention of all forms of corruption.

The guidelines for conducting business are as follows

- The Company applies this policy to personnel management processes, starting from employee selection, ensuring that selected employees have not committed disciplinary violations or been punished for corruption-related offenses. Additionally, the Company must evaluate promotions, job performance, and compensation based on compliance with the policy and lack of history of corruption or behavior that contradicts this policy.
- The Company will not demote or punish employees who refuse to engage in corruption, even if such action causes the Company to miss business opportunities.
- The Company continuously provides training and knowledge about anti-corruption measures to all employees, including the Board of Directors and executives, to promote understanding and ensure practical implementation of these measures.
- The Company has implemented extensive communication measures to disseminate this policy, including providing clarification on the repercussions of policy violations to all levels of Company employee.

3. Dissemination of Anti-Corruption Policy and training

In order to ensure that all employees of the Company, customers, partners, stakeholders, and business-related parties are aware of the anti-corruption policy, the Company has established a communication and dissemination plan through the following channels

- Post the anti-corruption policy on the Company's bulletin board.
- Disseminate the anti-corruption policy through the Company's communication channels, such as the internet system, website, and annual report (56-1 one report).
- Provide anti-corruption policy training during orientation for new employees, as well as ongoing training for the Board of Directors, executives, and employees involved in high-risk transactions.
- All employees must sign and certify that they have read and accepted the content of the Business Code of Conduct and the anti-corruption policy. This serves as confirmation that they have read and accepted the terms and conditions. Thus, the employees cannot use the excuse of not having read or signed the form as a justification for noncompliance with the policy.

4. Whistleblowing

The Company emphasizes on whistleblowing and provides opportunities for employees and stakeholders to file complaints, express opinions, and report illegal acts, corruptions, financial reporting accuracy, internal control systems, human rights violations, discrimination, actions that are reckless, lacking in caution, as well as complaints regarding corporate governance and business ethics of the Company, along with the behavior of individuals that may lead to corrupt practices, or any other unlawful acts. The Company has established measures to ensure the protection of the whistleblower according to the whistle blowing policy.

The guidelines for conducting business are as follows

1) The Company has provided a channel for complaints or reports regarding corruption, which can be reported directly through communication channels or by sending a letter specifying that it is "confidential" through the following channels.

- Registered mail to
Chairman of Audit Committee
Singer Thailand Public Company Limited
Address: 72 NT Bangrak Building, 17th floor, Charoenkrung Road, Bangrak Sub-district, Bangrak District, Bangkok 10500
- E-mail: whistleblower@singerthai.co.th
- Through the Company's website, under section "Complaint Channel".

2) Protection of complainants and whistleblowers The Company shall protect the rights of complainants and whistleblowers who acted with honesty/integrity by keeping their names, addresses, and any information confidential, except when required by law, court order, governing agency or relevant regulatory agency.

3) Investigation and fact-finding The Company shall have a process for investigating and fact-finding when receiving complaints or reports of corruption. Fairness shall be observed towards all parties, and the results shall be reported to the Chief Executive Officer for appropriate action.

4) Feedback and suggestions The Company shall have a channel for receiving feedback and suggestions on anti-corruption measures to improve and develop their suitability. Both employees and external parties may provide feedback through the channel specified in item 1).

5. Monitoring and review

The Company shall monitor and review anti-corruption measures to be aware of changing risks and situations related to this policy, and shall conduct a periodic review of the policy every year or when there are changes in risk factors.

6. Penalty

Individuals who violate the laws, regulations, policies, or codes of conduct shall face disciplinary action based on intention, environmental circumstances, the impact of their actions, cooperation in investigations, remedial actions taken, and other factors. The offender may face disciplinary action ranging from a written warning to the maximum penalty of dismissal or termination of employment.

Use of inside information to seek benefits

The Company specified guidelines to prevent abuse usage of inside information for personal gain in the Company's business ethics and such details was disclosed in the Company's website in the 'Corporate Governance' topic. In 2021, no director or executive was found to trade their securities during the Company's black-out period.

Risk Management

The Company has the Risk Management Committee to consider and set guidelines to prevent the risks from internal and external factors that can cause the damages to the Company to ensure that the risk management system is efficient and comprehensive throughout the organization.

In the past year, the Company did not have any significant disputes with all groups of stakeholders.

The Board is responsible for monitoring the management to allocate and manage resources to be efficient and effective following the policies, work plans, and budgets by considering the impact and development of resources throughout the value chain to achieve sustainable objectives and core goals.

The Board of Directors provides an organizational, regulatory, and management framework for information technology in line with the needs, including ensuring that information technology is used to increase business opportunities and develop risk management to achieve the business's objectives and primary goals. There are an efficient and effective allocation and management of information technology resources and system of information security measures sufficient and appropriate by considering the confidentiality, maintaining reliability and availability of information, and preventing data misuse.

8.2 Report of the Audit Committee's performance from the past year

As of the year 2022, the Audit Committee had convened 5 meetings with the significant duties summarized as follows:

1. Reviewed the significant information of quarterly and annual financial statements of the Company, including considered the impacts derived from the change of the Financial Reporting Standards and exclusively convened the meetings with the auditor by excluding the attendance of the management.
2. Monitor the executives' operation from the external auditor's report in relation to the operation audit result, including considered the impacts on the accounting and the performance presentation in accordance with the Accounting Standards.
3. Reviewed the related parties transaction or the transaction that might impose the conflict of interest of the Company.
4. Reviewed the policies and practices in accordance with the Company's risk management principles.
5. Considered and approved the annual auditing plan and considered the independence of the internal audit performance.
6. Reviewed the management for the good corporate governance, including revised the criteria for the duties and responsibilities of the Audit Committee.
7. Considered the Company's internal audit plan and monitored the performance of the internal audit department.

8.3 Summary of the performance of the other sub-committees

Nomination Remuneration and Corporate Governance Committee

As of the year 2022, the Nomination Remuneration and Corporate Governance Committee had convened 3 meetings with the significant matters summarized as follows:

1. Nominated the person(s) with suitable qualifications in accordance with director's structure for the director position in replace of the director(s) retired by rotation, and proposed such person to the Board of Directors and the shareholders' meeting respectively for the consideration and approval.
2. Considered the determination of the director's remuneration for the year 202/ for the directors who are not the executives, and proposed such remuneration to the Board of Directors and the shareholders' meeting respectively for the consideration and approval by considering from the director's evaluation, duties, responsibilities, and appropriateness including considering the comparison between the remunerations of the companies within the same or relative industry.
3. Considered the limit and budget for the increment of the salary and annul bonus payment for the executives and the employees of the Company.
4. Appointed the Chief Financial Officer which considered from the qualification, expertise and capabilities.
5. Appointed the additional executives which considered from the qualifications, expertise and capabilities.

Executive Committee

As of the year 2022, the Executive Committee had convened 12 meetings with the significant matters summarized as follows:

1. Determined the policies and strategies of the Company including the appropriateness for the annual budget for the operation to achieve the goals and reserved for the Company's growth.
2. Reviewed and monitored the Company's performance to be in line with the set out plans.
3. Provided the opinion on the investment on various projects and opinion on the investment for the effective investment choices.
4. Reviewed and monitor the enterprise risk management system to be continuously effective and complying with the policy and guideline of the company.



9. Internal Controls and Related Party Transactions

9.1 Internal Controls and Risk Management

The Board of Directors of the Company has established the Audit Committee, comprising of 3 Independent Directors, who possess the required qualifications as specified by the Stock Exchange of Thailand (SET).

The Audit Committee is responsible for reviewing all financial reports of the Company to ensure that they are accurate, reasonable, as well as disclose the required information in an adequate manner together with being in full compliance with all applicable laws and regulations. The Audit Committee is also responsible for reviewing that the Company has in place effective and adequate internal control procedures, and determining that the Internal Audit Department reports directly to the Audit Committee and the Chief Executive Officer. Further, Ms. Gunnaree Thammachotdumrong has been appointed by the Audit Committee to be the Senior Manager of the Internal Audit Department; whereby he possesses the required qualifications and abilities (as per his biographical profile - see Attachment 3 : qualifications for the head of the internal controls unit) and the Audit Committee is of the opinion that Ms. Gunnaree Thammachotdumrong is appropriately qualified to be appointed to this position and can effectively carry out the required duties and responsibilities. Further, in the event of any future appointments, dismissal or transfer of the Manager of the Internal Audit Department, approval from the Audit Committee is required.

At the Audit Committee Meeting No.1/2023, on 13February, 2023, that was attended by all the 3 Independent Directors who are Members of the Committee, a review and assessment was made of the existing internal controls system of the Company, through asking specific questions from the participating members of the Management and the external Auditors. From this thorough assessment of the 5 core components of the internal controls system, namely: internal control procedures within the organization, control environments, risks assessment, internal control, information and communications systems, and monitoring procedures and systems, the Audit Committee concluded that the existing system of internal controls are adequate and appropriate, as well as that the Company has assigned sufficient numbers of people to effectively undertake these responsibilities. It was also concluded that the monitoring procedures within the overall internal controls system relating to the operations oversight of the Company and Subsidiary Companies are already adequate in being able to protect the assets of the Company and Subsidiary Companies from being inappropriately misused by Directors and the Executive/Management Group, through undertaking activities that are beyond scope of their authority together with regards to undertaking transactions with any related party that may have a conflict of interests.

Regarding other key aspects of internal control procedures, the Audit Committee is of the opinion that such procedures are adequate. The Company has established the Investment and Risk Management Committee (IRC), responsible for assessing the internal controls system as well as for overseeing the overall management of risks within the organization. The IRC together with the various Heads of Departments, as the ‘risk owners’, are to be responsible for identifying various possible risks within their respective Departments; whereby such perceived risks would then be reported to the IRC for further consideration to determine appropriate risk management measures and to then propose to the Audit Committee for acknowledgement and consideration.

The Audit Committee has also given importance to the 3 core compositions of the Company’s overall risk management structure, Operations Risk, Credit Risk and Compliance Risk, to be able to determine associated guidelines in recommending procedures for managing risks that are in accordance with the appropriate and correct risk management framework.

The Company’s external Auditor, namely: KPMG Phoomchai Audit Ltd., is responsible for reviewing and auditing the Company’s Quarterly and Annual Financial Statements for 2022 and has given its opinions in its Audit Report on the Consolidated Financial Statements of the Company and Subsidiary Companies and Separated Financial Statement, ending as of 31 December 2022. The Audit Report also discloses both the consolidated financial status of the Group of Companies and the Separated Financial Statement, as well as the consolidated operations performance results of the Group of Companies and the Separated Financial Statement together with the associated consolidated cash flows of the Group and Separated Financial Statement, ending as at the same date as such, the Audit Report confirms that all these financial reports are accurate and correct with regard to any significant financial information and have been prepared in accordance with the required financial reporting standards.

At the Board Meeting No. 257, held on 13 February, 2023, which was also attended by the Audit Committee and Board of Directors, the Board considered the Audit Committee Report, questioned the Management on specific matters; as well as reviewed and assessed the adequacy of the internal controls system as summarized in the Audit Committee Report, based on the Committee's thorough assessment and discussions at the Audit Committee Meeting No.1/2023 held on 13 February, 2023. As such, it was concluded that Board of Directors did not have any differences of opinion from those expressed and submitted by the Audit Committee in its Report to the Board.

Additionally, the Audit Committee also focused on the issue of corporate governance, to facilitate ongoing reviews and to enable continuing improvements to be made to the internal controls system, with the following details:

1. The Organization and the Control Environment

The Company has created an organization structure that facilitates and enables the effectiveness of both the Management group and the activities of the staff, through having clearly defined working objectives together with measurable targets. The Company has determined this goal based on appropriately realistic and achievable assumptions; and has also determined a Code of Ethics in conducting its businesses, together with comprehensive regulations for the Management group and staff relating to possible conflicts of interests with the Company's businesses. Operating policies and procedures relating to financial transactions, procurement, and general management and administration, that are concise and appropriate, have also been determined by the Company. Additionally, policies and business activities plans have been determined regarding the equitable treatment of customers that will benefit the Company in the longer term.

2. Risk Management

The Company has assessed various external and internal risks that may have adverse impacts on the Company's business operations, through taking into consideration both the opportunities and the potential gains to be achieved. The Company has also closely monitor various situations on a regular basis to enable various appropriate counter measures and mitigating strategies to be determined, which have been communicated to the Management group and all staff for implementation and adherence, to reduce the perceived risks to an appropriate and acceptable level. As such, the Company has also established specific measures to effectively manage risks of losses relating to the Company's financing and hire-purchase services, through establishing a Credit Approval Center to approve the credits granted prior to a sale is made so as to prevent potential risks resulting from having poor credit quality customers, together with close monitoring of hire-purchase customers accounts on a regular basis; whereby this has resulted in the Company having a hire-purchase customers base that is of a good quality. Additionally, the Company has established a Credit Operations Committee to review, improve and control credit risks, together with improving the overall quality of the the credit customers portfolio to be in accordance with the establish policies of the Company.

3. Internal Control

The Company has established the scope of authority and responsibilities for the Management group together with clearly defined and appropriate levels of approval authority within specific financial limits. There is also a clearly defined separation of duties and responsibilities relating to recording accounting transactions and other key information, together with the safekeeping and maintenance of Company assets. Other measures have also been established to effectively control the implementation of various transactions that involve the majority Shareholder, Directors and members of the Management group or other parties involved with these group of people. This is to prevent any conflict of interest's situations from occurring, as well as to achieve full transparency in the Company's business operations through taking into consideration the best interests of and benefits for the Company.

4. Information and Communications Systems

The Company attaches great importance to its information and communications systems, so that the information communicated is of a good quality and adequate to enable decisions to be made by the Board of Directors, the Management group, Shareholders, and investors, as well as for other involved parties regarding their consideration and decision-making process. Additionally, the Company makes use of accounting policies and practices that conform to generally accepted accounting

standards and that are appropriate to the Company's business operations with full accountability; whereby such accounting and financial records are carefully maintained and securely kept as appropriate as well as can be easily audited. Further, Invitations to Meeting together with all supporting documentation as well as minutes of Internal Audit Committee, Minutes of the Board and Shareholder Meetings that have been submitted for concurrence to both the Board Meetings and the Shareholders Meetings (as applicable) are sent out in a timely manner prior to the scheduled meetings and as required by the relevant laws and regulations. Additionally, the Company also regularly releases important news and information about the Company, both externally and internally to all Staff, through multiple channels of communications - such as, newspapers, to inform properly and clearly everyone about the Company's business activities.

5. Monitoring System and Procedures

The Board of Directors monitors the activities of the Management group to assess whether, or not, they are in full accordance with established business objectives; and has also arranged for regular reviews and assessments to be made regarding operational procedures and internal controls system. This is in order to ensure whether, or not, they are adequate and appropriate, and are being fully adhered to as well as achieved, through the activities of the Internal Audit Department, who will then report its findings directly to the Audit Committee, so that timely consideration and decisions can then be made with regard to rectifying any deficiencies; whereby those involved will then report on the outcome of such corrective actions within an appropriate timeframe.

Further, the Management group is also required to immediately report, to the Board of Directors, any incidents of misconduct as well as any fraudulent, unlawful or suspicious activities that may have a negative impact on the corporate image, reputation and financial status of the Company.

9.2 Related Party Transactions

This is a report of the various significant related party transactions as disclosed in the Notes No. 5 to the Financial Statements for the Year ended December 31, 2021 and the Financial Statements for the Year ended December 31, 2022.

Based on the opinions of the Board of Directors with regards these related party transactions, it can be summarised that those related party transactions between the Company and its Subsidiary Companies, as described in the respective Notes to the Financial Statements for the year ended December 31, 2021 and to the Financial Statements for the Year ended December 31, 2022, have been undertaken in a fair and reasonable manner; as well as that the Company has benefited from these related party transactions accordingly.

So as to achieve good corporate governance, the Company does not have a policy to undertake transactions that will result in any conflict of business interests, except for very special circumstances or where the Company will gain maximum or the most equitable benefits. As such, the Audit Committee will participate in the consideration of such transactions before submitting them to the Board of Directors and/or the Shareholders for final consideration and approval, as applicable, in accordance with the rules and regulations of the Stock Exchange of Thailand. With regards to related transactions in the future, the Company still has the policy to lend/borrow funds amongst the various companies within the Singer Group, in the event that it is necessary for the ongoing operations of the businesses; whereby the interest rate charged will be in accordance with the then current market rates.

Companies that may have a conflict of interests

Parties who may have a conflict of interests	Types of transactions and nature of the relationships
SG Capital Co, Ltd., (SGC), in which Singer Thailand Pcl., has a 74.92% equity	Undertakes a hire purchase business, through buying products from Singer Thailand and selling them to customers on a hire purchase basis, with the support of sales representatives from Singer Thailand in making the sales and collecting the loans installment repayments together with making recommendations about the product being sold to customers. As such, Singer Thailand is still able charge service fees as per the signed services agreements. Furthermore, loans are obtained from Singer Thailand by SGC for its hire purchase loans business.

Parties who may have a conflict of interests	Types of transactions and nature of the relationships
SG Service Plus Co., Ltd., (SGS), in which Singer Thailand Pcl., has a 99.96% equity	Provides services in installing air conditioners together with after sales maintenance services to customers, who have bought SINGER appliance from Singer Thailand, through charging a monthly after sales services fees.
SG Broker Co., Ltd., (SGB), in which Singer Thailand Pcl., has a 99.99% equity	Operate in a direct life and non-life insurance broker by utilizing the network of Singer Thailand Public Company Limited and its subsidiaries, exclusively for insurance broker license holders. For life insurance business remains the premium payment of the insured persons which are currently effective, the insured persons directly pay the premium to Muang Thai Life Insurance Company. For non-life insurance business are cooperated with the allied insurance companies to develop the products/ coverage that are appropriate to and in line with the price of the premium for the customers group of loans with vehicle registration certificate as the security of SG Capital Company Limited.

- *On 14 October 2021, the Extraordinary General Meeting of a subsidiary approved the transformation of the subsidiary as a public company. The subsidiary registered the public company transformation with the Ministry of Commerce on 18 October 2021.
- On 28 May 2021, the Company additionally invested share capital of SG Capital Public Company Limited, a subsidiary of the Company, totalling Baht 1,000 million. The percentage of holding interest of the Company remains unchanged.
- On 8 December 2021, the Company additionally invested share capital of SG Broker Company Limited, a subsidiary of the Company, totalling Baht 10 million. The percentage of holding interest of the Company remains unchanged.
- In 2022, the Company had Baht 441 million dividend income from subsidiaries.
- In December 2022, SG Capital Public Company Limited, a subsidiary, offered the newly-issued shares through its initial public offering (IPO) in amount of 820 million shares, including the existing shareholders of the company. As a result, there was a change in the equity of the said subsidiary, whereas the controlling power in the subsidiary is not changed. The Group recognised non-controlling interests in amount of Baht 660 million and surplus on changes in ownership interests in subsidiary in amount of Baht 2,458 million.

The relationships with the Subsidiary Companies have been disclosed in the Notes No.12 to the Financial Statements; while the relationships between important Executives and other related parties or business entities are as follows:

Name of entities	Country of incorporation	Nature of relationships
Jay Mart Public Company Limited	Thailand	Major shareholder, 25.40% shareholding (2021: 26.11%) and common director
U City Public Company Limited	Thailand	Major shareholder, 23.95% shareholding (2021: 24.64%) and common director
The Group of Jaymart Public Company Limited	Thailand	Subsidiaries and associates of the major shareholder and common director
Key management personnel		Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.

Significant agreements with related parties

Business transfer agreement

On 14 December 2012, the Company entered into business transfer agreement with SG Capital Public Company Limited under which the Company agreed to transfer the business operation for hire-purchase of products to SG Capital Public Company Limited on 31 December 2012. SG Capital Public Company Limited agreed to acquire the certain business operation on the terms and conditions as described in the agreement. This transaction arises from the difference between the net of hire-purchase receivables and the employee benefit liabilities, and business transfer price of Baht 974 million. The Company recorded a reserve arising from business combination under common control in equity of Baht 974 million in the separate financial statement.

Loan agreement

The Company entered into loan agreements with SG Capital Public Company Limited in the amount of Baht 11,173 million (31 December 2021: 7,463 million), interest rate of 5.25% - 6.06% (31 December 2021: 5.25% - 6.09%). The interest rate shall be calculated from an average interest rate of the Company's debentures, which were issued each time, with a mark-up. The interest shall be paid by monthly. The loans will be matured in September 2024 to December 2025.

Interest subsidy agreement

The Company entered into an interest subsidy agreement with the subsidiary. This agreement is effective for a year, and will be automatically renewed a year unless either party gives to the other party a written notice to terminate the agreements. Fees and conditions are specified in the agreements. Since 1 April 2021, the Company has terminated the interest subsidy agreement.

Agreements within the Group

The Group entered into several agreements within the group's company. The terms of these agreements are effective for 6 months to 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate the agreements. Fees and conditions are specified in the agreements. Services and building rental scope are as follows:

- 1.1 The service support regarding to operation support, finance and accounting, personnel service, information technology and others;
- 1.2 The service support regarding repair and maintenance services for new products and reverted products;
- 1.3 Supporting insurance business service;
- 1.4 Building rental and service.

Memorandum of agreement on the purchase-sale price of repossessed goods

On 1 April 2022, the Company entered into the Memorandum of understanding for the business support with a subsidiary. The Company agreed to distribute of confiscated goods from the hire-purchase receivables due to breach of contract. The Company obtained the commission as 15% of selling price from a subsidiary. The memorandum is effective, unless either party gives to the other party a written notice to terminate.

Agreements with other related parties

Service agreement

The Company entered into a service agreement with Jay Mart Public Company Limited, whereby Jay Mart Public Company Limited agrees to grant the service support regarding operations support, finance and accounting, marketing and management service and other to the Company. In consideration thereof, the Company is committed to pay service fees as specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

Receivable management and collection service agreement

The Company and SG Capital Public Company Limited entered into agreement with JMT Network Services Public Company Limited (JMT) for certain receivable management and collection services to be provided by JMT to the Company and SG Capital Public Company Limited in return for fees at rates specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

The Company and SG Capital Public Company Limited entered into agreements with JMT Network Services Public Company Limited (JMT) for certain collection services to be provided by JMT to the Company and SG Capital Public Company Limited in return for fees at rates specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

Consignment agreement

The Company entered into a consignment agreement with Jay Mart Public Company Limited whereby the Company agreed to sell consignment products of Jay Mart Public Company Limited. In consideration thereof, Jay Mart Public Company Limited agreed to pay the remuneration for the consignment sale to the Company at the rates as specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

Jay Mart Public Company Limited transferred a partial of the business to Jaymart Mobile Company Limited which is a subsidiary of Jay Mart Public Company Limited and transferred its right and duty according to the consignment agreement as mentioned above.

Supporting insurance business service agreement

SG Capital Public Company Limited entered into a service agreement with Jaymart Insurance Broker Co., Ltd. whereby SG Capital Public Company Limited agreed to render the insurance premium collection service for Jaymart Insurance Broker Co., Ltd. Fees and conditions are specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

Unit : (Million Baht)

	Consolidated Financial Statement	Separate Financial Statement
Major Shareholders		
Service income	102	-
Other income	65	65
Management fee	36,000	36,000
Subsidiaries		
Sale of goods (net - interest subsidy)	-	2,545,239
Management fee income		54,256
Interest income	-	597,496
Other income	-	4,100
Purchase of goods	-	890,985
Purchase of fixed asset		293,412
Warranty and service expense	-	70,002
Other expense	-	-

	Consolidated Financial Statement	Separate Financial Statement
Other related parties		
Sale of goods	-	-
Service income	31,011	26,036
Revenue from marketing support	21	21
Commission income	8,316	8,316
Revenue from sales of rights in receivable	104,749	88,982
Purchase of goods	1,097,125	860,022
Purchase of fixed asset	19,394	19,394
Debt collecting fee	2,346	-
Cost of sales of goods	-	-
Cost of rendering services	-	-
Commission expense	3,227	47
Other expense	18,151	17,687
Major Shareholders		
Creditor	-	-
Subsidiaries		
Trade accounts receivable	-	460,837
Other receivables	-	7,743
Accrued income	-	-
Short-term loans	-	11,172,673
Trade accounts payables	-	-
Other payables	-	6,609
Other related parties		
Trade accounts receivable	-	-
Other receivables	14,972	13,007
Accrued income	6,497	6,497
Trade accounts payables	53,057	45,207
Other payables	3,736	3,034

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ความสุขทุกสิ่ง
เป็นจริงที่
ซิงเกอร์

รถทำเงิน



PART 3

Financial Statements

Board of Directors' Responsibilities
for the Financial Statements

Independent Auditor's Report

Statement of financial position

Statement of comprehensive income

Statement of changes in equity

Statement of cash flows

Notes to the financial statements

Board of Directors' Responsibilities for the Financial Statements



The Board of Directors of Singer Thailand plc. is responsible for and has provided the Consolidated Financial Statements and those for its Subsidiaries together with the associated information relating to their respective financial status as presented in this Annual Report.

These Financial Statements and reports on the performance results for the financial year 2022 are prepared in accordance with generally accepted accounting principles and through the use of appropriate accounting policies that are consistently applied by the Company together with the use of careful consideration and best estimates. Further, all important and relevant information are adequately disclosed within the Notes to the Financial Statements.

Towards this end, the Board of Directors has appointed an Audit Committee consisting of Independent Directors, which is responsible reviewing the quality of these Financial Statements, the internal controls. The opinions and comments of the Audit Committee relating to these matters appear in the Audit Committee's Report that is included this Annual Report.

The Board of Directors is of the opinion that the overall internal controls system of the Company has functioned satisfactorily and, thus, has provided reliable, accurate and adequate information for the Consolidated and Financial Statements and those for its Subsidiaries for the financial year ending December 31, 2022.

Mr. Adisak Sukumvitaya
Chairman of the Board

Mr. Kittipong Kanokvilairat
Chief Executive Officer



Independent Auditor's Report

To the Shareholders of Singer Thailand Public Company Limited

Opinion

I have audited the accompanying consolidated and separate financial statements of Singer Thailand Public Company Limited and its subsidiaries (the “Group”), and of Singer Thailand Public Company Limited (“the Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2022, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2022 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

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

Key Audit Matters

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

Valuation of hire-purchase contract receivables and loan receivables

Refer to Note 3, 8 and 9

The key audit matter	How the matter was addressed in the audit
<p>The core businesses of the Group are hire-purchase and lending consist of a great number of wholesale and retail accounts with small receivable value. The hire-purchase contract receivables and loan receivable as at 31 December 2022 amount to Baht 14,897 million and allowance for expected credit losses (“ECL”) amount to Baht 504 million, approximately 58% and 2% of the Group’s total assets, respectively.</p> <p>The Group has estimated the allowance for expected credit losses based on credit models which are complex and dependent on significant management judgments and estimates including establishment of the criteria for determining whether credit risk has increased significantly since initial recognition, development of models used to measure ECL, determination</p>	<p>My audit procedures included the followings:</p> <ul style="list-style-type: none"> • Understanding the credit approval, collection and monitoring processes including the policies and procedures in consideration of allowance for expected credit losses. • Considering the Group’s accounting policies to determine whether these have been set up in accordance with the requirements of TFRS 9 Financial Instruments. • Evaluating the design and implementation and testing the operating effectiveness of key internal controls surrounding the credit approval and allowances for expected credit losses process. • Assessing and testing the reasonableness of staging applied by the Group for different types of credit exposures including sampling testing with relevant documents.

Valuation of hire-purchase contract receivables and loan receivables

Refer to Note 3, 8 and 9

The key audit matter	How the matter was addressed in the audit
<p>of the forward-looking macroeconomic variables and probability-weighted scenarios into the measurement of ECL. In particular, the ongoing economic situation adds further complexity to management's estimation process.</p> <p>Due to materiality of transactions and involving significant management judgment, I consider this to be key audit matter.</p>	<ul style="list-style-type: none"> • Involving KPMG's credit specialists to inspect model documentation performed by expert engaged by the management, assess key data, assumptions, method, models including mathematical theory including evaluating the reasonableness of the economic factors used by management in the models to adjust losses rate based on current economic conditions and forward-looking information by comparing them to relevant market information to derive expected credit losses model parameters on customers portfolios. • Testing the mathematic calculation of the expected credit losses of hire-purchase contract receivables and loan receivable. • Considering the adequacy of the Group's disclosures in accordance with the relevant Thai Financial Reporting Standards.

Valuation of inventory

Refer to Note 3 and 11

The key audit matter	How the matter was addressed in the audit
<p>As at 31 December 2022, the Group and the Company has inventory amounting to Baht 1,755 million and Baht 1,734 million, approximately 7% of the Group's total assets and 8% of the Company's total assets, respectively.</p> <p>With regards to the rapid, dynamic and volatile changes in the technological and electronic products industry and the significant changes in consumer demand, there is an uncertainty risk that the carrying value of inventory may exceed its net realisable value.</p> <p>The Group considers the allowance for decline in value, obsolescence and reverted inventory by the management estimates and judgment. Consequently, I consider that this is a significant matter.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> • Testing the controls designed in respect of the appropriate of the adequacy of estimation about a decline on valuation of inventory and reverted inventory and understanding the policies and procedures that the Group applied. • Understanding the internal control related to inventory and reverted inventory management and attending the inventory observation and testing the physical of inventory. • Testing on a sampling basis items in the inventory and reverted inventory report and corroborating whether these items were classified in the appropriate aging bracket and categories. • Considering the reliability of net realisable value of inventory and reverted inventory with the historical information, current situation and sales plan for consideration of the reasonableness of current assumptions. • Considering the adequacy of the Group's disclosures in accordance with the related Thai Financial Reporting Standards.

Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

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 TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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



(Chokechai Ngamwutikul)
Certified Public Accountant
Registration No. 9728

KPMG Phoomchai Audit Ltd.
Bangkok
13 February 2023



Statement of financial position

Singer Thailand Public Company Limited and its Subsidiaries

(in Baht)

	Note	Consolidated financial statements 31 December		Separate financial statements 31 December	
		2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents	6	4,639,072,543	1,226,574,251	1,486,198,641	775,418,069
Short-term investments in financial assets	29	2,797,363,735	10,350,941,886	2,797,363,735	10,350,941,886
Trade receivables	5, 7	75,770,686	68,688,506	536,157,093	1,163,944,393
Current portion of hire-purchase contract receivables	8	3,438,456,428	3,105,637,511	-	-
Current portion of loan receivables	9	2,006,260,095	1,225,842,667	-	-
Other receivables	5, 10	704,357,513	437,657,268	624,678,983	286,949,038
Inventories	11	1,754,781,596	643,366,389	1,734,253,218	640,082,296
Accrued income	5	34,477,032	13,680,259	31,947,701	53,352,575
Assets foreclosed		18,383,000	-	-	-
Other current assets		20,282,082	3,041,896	20,282,082	3,041,896
Total current assets		15,489,204,710	17,075,430,633	7,230,881,453	13,273,730,153
Non-current assets					
Restricted deposit at financial institution		2,000,000	2,000,000	-	-
Long-term investments in financial assets	29	195,396,580	-	195,396,580	-
Hire-purchase contract receivables	8	1,918,404,851	2,078,977,100	-	-
Loan receivables	9	7,030,473,098	4,278,977,420	-	-
Long-term loans to related party	5	-	-	11,172,672,533	7,463,090,180
Investments in subsidiaries	12	-	-	2,468,995,800	2,468,995,800
Property, plant and equipment	14	849,677,848	474,679,096	828,362,625	460,561,521
Right-of-use assets	15	162,367,586	102,424,855	142,243,979	86,238,444
Intangible assets		59,834,033	53,317,494	50,027,222	46,267,690
Deferred tax assets	26	132,400,422	124,782,046	-	-
Other non-current assets		54,360,046	17,185,063	52,338,856	15,617,688
Total non-current assets		10,404,914,464	7,132,343,074	14,910,037,595	10,540,771,323
Total assets		25,894,119,174	24,207,773,707	22,140,919,048	23,814,501,476

The accompanying notes are an integral part of these financial statements

Statement of financial position

Singer Thailand Public Company Limited and its Subsidiaries



(in Baht)

	Note	Consolidated financial statements 31 December		Separate financial statements 31 December	
		2022	2021	2022	2021
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term from financial institutions	16	55,000,000	-	-	-
Trade accounts payable	5	193,311,500	577,731,865	175,700,924	575,465,588
Other payables	5, 17	371,363,627	466,277,222	215,161,378	324,292,289
Current portion of long-term borrowing from a financial institution	16	10,475,584	9,890,692	-	-
Current portion of debentures	16	1,800,000,000	1,500,000,000	1,800,000,000	1,500,000,000
Current portion of lease liabilities	16	70,026,432	43,907,501	60,488,092	35,504,994
Current income tax payable		131,905,351	52,189,228	36,562,680	2,414,505
Total current liabilities		2,632,082,494	2,649,996,508	2,287,913,074	2,437,677,376
Non-current liabilities					
Long-term borrowing from a financial institution	16	3,918,566	14,439,345	-	-
Debentures	16	4,669,711,534	6,444,179,868	4,669,711,534	6,444,179,868
Lease liabilities	16	97,572,335	60,930,589	84,671,200	51,509,433
Provision for employee benefit	18	107,832,295	141,598,443	73,960,130	111,658,569
Deferred tax liabilities	26	19,460,730	6,786,533	19,460,730	6,786,533
Other non-current liabilities		55,870,331	51,247,176	48,635,386	47,343,106
Total non-current liabilities		4,954,365,791	6,719,181,954	4,896,438,980	6,661,477,509
Total liabilities		7,586,448,285	9,369,178,462	7,184,352,054	9,099,154,885

The accompanying notes are an integral part of these financial statements



Statement of financial position

Singer Thailand Public Company Limited and its Subsidiaries

Part 3: Financial Statements

(in Baht)

	Note	Consolidated financial statements 31 December		Separate financial statements 31 December	
		2022	2021	2022	2021
Liabilities and equity					
Equity					
Share capital:	19				
Authorised share capital		840,674,119	838,017,578	840,674,119	838,017,578
Issued and paid share capital		822,266,411	800,094,788	822,266,411	800,094,788
Share premium:					
Premium on ordinary shares	19	12,256,176,532	11,996,409,654	12,256,176,532	11,996,409,654
Surplus on changes in ownership interests in subsidiary	12	2,457,712,980	-	-	-
Reserve arising from business combination under common control	5	-	-	974,117,594	974,117,594
Advance received from share subscription	20	960,395	139,389,449	960,395	139,389,449
Retained earnings:					
Appropriated:					
Legal reserve	22	82,820,154	41,228,262	82,820,154	41,228,262
Treasury shares reserve	21	58,653,048	-	58,653,048	-
Unappropriated		1,803,046,807	1,640,104,392	602,092,485	542,738,144
Treasury shares	21	(58,653,048)	-	(58,653,048)	-
Other components of equity	14, 22	218,133,423	221,368,700	218,133,423	221,368,700
Equity attributable to owners of the parent		17,641,116,702	14,838,595,245	14,956,566,994	14,715,346,591
Non-controlling interests	13	666,554,187	-	-	-
Total equity		18,307,670,889	14,838,595,245	14,956,566,994	14,715,346,591
Total liabilities and equity		25,894,119,174	24,207,773,707	22,140,919,048	23,814,501,476

The accompanying notes are an integral part of these financial statements

Statement of comprehensive income

Singer Thailand Public Company Limited and its Subsidiaries



(in Baht)

		Consolidated financial statements Year ended 31 December		Separate financial statements Year ended 31 December	
		2022	2021	2022	2021
Note					
Income					
Revenue from sale of goods	5	2,710,861,511	2,766,398,200	2,702,253,061	2,715,892,522
Interest income from hire-purchase contract and loans		2,315,838,007	1,498,976,071	-	-
Interest income from loans to related party	5	-	-	597,495,838	351,381,028
Revenue from rendering of services	5	86,457,899	71,848,456	30,720,283	44,482,154
Revenue from management fees	5	-	-	55,717,184	82,737,496
Dividend income	12	-	-	440,999,640	-
Other income	5	92,324,873	59,828,474	68,563,314	40,154,056
Total income		5,205,482,290	4,397,051,201	3,895,749,320	3,234,647,256
Expenses					
	5				
Cost of sale of goods	11, 24	1,507,219,284	1,473,100,832	1,503,221,927	1,486,262,354
Cost of rendering of services	24	25,908,778	20,173,410	2,882,446	2,937,218
Distribution costs	24	1,070,805,271	951,112,988	820,621,480	759,987,809
Administrative expenses	24	595,831,030	469,712,132	261,861,310	235,329,910
Total expenses		3,199,764,363	2,914,099,362	2,588,587,163	2,484,517,291
Profit from operating activities					
Finance costs	25	461,460,111	424,604,216	458,656,611	422,559,528
Expected Credit Loss (reversal of)	29	356,143,237	160,244,866	(70,312,901)	(17,068,715)
Gains on measurement of current investments	29	(4,459,814)	(4,144,150)	(4,459,814)	(3,552,767)
Profit before income tax expense		1,192,574,393	902,246,907	923,278,261	348,191,919
Tax expense	26	251,150,247	201,655,339	91,440,431	63,626,677
Profit for the year		941,424,146	700,591,568	831,837,830	284,565,242

The accompanying notes are an integral part of these financial statements



Statement of comprehensive income

Singer Thailand Public Company Limited and its Subsidiaries

(in Baht)

	Note	Consolidated financial statements Year ended 31 December		Separate financial statements Year ended 31 December	
		2022	2021	2022	2021
Other comprehensive income					
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Loss on investments in equity instruments designated at FVOCI		(18,870,605)	-	(18,870,605)	-
Gains on remeasurment of defined benefit plans	18	43,620,681	66,503,638	43,453,196	64,645,493
Income tax relating to items that will not be reclassified	26	(4,950,015)	(13,300,728)	(4,916,518)	(12,929,099)
Total items that will not be reclassified subsequently to profit or loss		19,800,061	53,202,910	19,666,073	51,716,394
Other comprehensive income for the year, net of tax		19,800,061	53,202,910	19,666,073	51,716,394
Total comprehensive income for the year		961,224,207	753,794,478	851,503,903	336,281,636
Profit attributable to:					
Owners of parent		935,281,012	700,591,568	831,837,830	284,565,242
Non-controlling interests		6,143,134	-	-	-
		941,424,146	700,591,568	831,837,830	284,565,242
Total comprehensive income attributable to:					
Owners of parent		955,091,977	753,794,478	851,503,903	336,281,636
Non-controlling interests		6,132,230	-	-	-
		961,224,207	753,794,478	851,503,903	336,281,636
Basic earnings per share (in Baht)	27	1.14	1.40	1.02	0.57
Diluted earnings per share (in Baht)	27	1.12	1.32	1.00	0.54

The accompanying notes are an integral part of these financial statements

Statement of changes in equity

Singer Thailand Public Company Limited and its Subsidiaries



(in Baht)

	Note	Consolidated financial statements						
		Issued and paid-up share capital	Share premium on treasury share	Advance received from share subscription	Retained earnings		Other components of equity	Total equity
					Legal reserve	Unappropriated	Revaluation surplus	
Year ended 31 December 2021								
Balance at 1 January 2021		412,525,208	801,143,202	298,611,124	27,000,000	1,046,238,954	224,603,977	2,810,122,465
Transactions with owners, recorded directly in equity								
<i>Contributions by and distributions to owners of the parent</i>								
Issue of ordinary shares	19, 20	387,569,580	11,195,266,452	(298,611,124)	-	-	-	11,284,224,908
Advance received from share subscription	20	-	-	139,389,449	-	-	-	139,389,449
Dividends	28	-	-	-	-	(148,936,055)	-	(148,936,055)
Total transactions with owners of the parent, recorded directly in equity		387,569,580	11,195,266,452	(159,221,675)	-	(148,936,055)	-	11,274,678,302
Comprehensive income for the year								
Profit		-	-	-	-	700,591,568	-	700,591,568
Other comprehensive income		-	-	-	-	53,202,910	-	53,202,910
Total comprehensive income for the year		-	-	-	-	753,794,478	-	753,794,478
Transfer to legal reserve	22	-	-	-	14,228,262	(14,228,262)	-	-
Transfer to retained earnings	14	-	-	-	-	3,235,277	(3,235,277)	-
Balance at 31 December 2021		800,094,788	11,996,409,654	139,389,449	41,228,262	1,640,104,392	221,368,700	14,838,595,245

The accompanying notes are an integral part of these financial statements



Statement of changes in equity

Singer Thailand Public Company Limited and its Subsidiaries

(in Baht)

	Consolidated financial statements											
	Issued and paid-up share capital	Share premium on treasury share	Surplus on changes in ownership interests in subsidiary	Advance received from share subscription	Retained earnings			Treasury shares	Other components of equity		Non-controlling interests	Total equity
					Legal reserve	Treasury shares reserves	Unappropriated		Revaluation surplus	Equity attributable to owners of the parent		
Year ended 31 December 2022												
Balance at 1 January 2022	800,094,788	11,996,409,654	-	139,389,449	41,228,262	-	1,640,104,392	-	221,368,700	4,838,595,245	-	14,838,595,245
Transactions with owners, recorded directly in equity												
Contributions by and distributions to owners of the parent												
Issue of ordinary shares	22,171,623	259,766,878	-	(139,389,449)		-	-	-	-	142,549,052	-	142,549,052
Advance received from share subscription	-	-	-	960,395		-	-	-	-	960,395	-	960,395
Treasury shares	-	-	-	-		-	58,653,048	(58,653,048)	-	(58,653,048)	-	(58,653,048)
Dividends	-	-	-	-		-	(695,139,899)	-	-	(695,139,899)	-	(695,139,899)
Total contributions by and distributions to owners of the parent	22,171,623	259,766,878	-	(138,429,054)		-	58,653,048	(753,792,947)	-	(610,283,500)	-	(610,283,500)
Changes in ownership interests in subsidiaries												
Acquisition of non-controlling interests without a change in control	-	-	2,457,712,980	-		-	-	-	-	2,457,712,980	660,421,957	3,118,134,937
Total changes in ownership interests in subsidiaries	-	-	2,457,712,980	-		-	-	-	-	2,457,712,980	660,421,957	3,118,134,937
Total transactions with owners, recorded directly in equity	22,171,623	259,766,878	2,457,712,980	(138,429,054)		-	58,653,048	(753,792,947)	-	1,847,429,480	660,421,957	2,507,851,437
Comprehensive income for the year												
Profit	-	-	-	-		-	935,281,012	-	-	935,281,012	6,143,134	941,424,146
Other comprehensive income	-	-	-	-		-	19,810,965	-	-	19,810,965	(10,904)	19,800,061
Total comprehensive income for the year	-	-	-	-		-	955,091,977	-	-	955,091,977	6,132,230	961,224,207
Transfer to legal reserve	-	-	-	-	41,591,892		(41,591,892)	-	-	-	-	-
Transfer to retained earnings	-	-	-	-		-	3,235,277	-	(3,235,277)	-	-	-
Balance at 31 December 2022	822,266,411	12,256,176,532	2,457,712,980	960,395	82,820,154	58,653,048	1,803,046,807	(58,653,048)	218,133,423	17,641,116,702	666,554,187	18,307,670,889

The accompanying notes are an integral part of these financial statements

Statement of changes in equity

Singer Thailand Public Company Limited and its Subsidiaries



(in Baht)

	Note	Separate financial statements							
		Issued and paid-up share capital	Share premium on treasury share	combination under common control	Advance received from share subscription	Retained earnings		Other components of equity	Total equity
						Legal reserve	Unappropriated	Revaluation surplus	
Year ended 31 December 2021									
Balance at 1 January 2021		412,525,208	801,143,202	974,117,594	298,611,124	27,000,000	366,385,548	224,603,977	3,104,386,653
Transactions with owners, recorded directly in equity									
Contributions by and distributions to owners of the parent									
Issue of ordinary shares	19, 20	387,569,580	11,195,266,452	-	(298,611,124)	-	-	-	11,284,224,908
Advance received from share subscription	20	-	-	-	139,389,449	-	-	-	139,389,449
Dividends	28	-	-	-	-	-	(148,936,055)	-	(148,936,055)
Total transactions with owners, recorded directly in equity		387,569,580	11,195,266,452	-	(159,221,675)	-	(148,936,055)	-	11,274,678,302
Comprehensive income for the year									
Profit		-	-	-	-	-	284,565,242	-	284,565,242
Other comprehensive income		-	-	-	-	-	51,716,394	-	51,716,394
Total comprehensive income for the year		-	-	-	-	-	336,281,636	-	336,281,636
Transfer to legal reserve	22	-	-	-	-	14,228,262	(14,228,262)	-	-
Transfer to retained earnings	14	-	-	-	-	-	3,235,277	(3,235,277)	-
Balance at 31 December 2021		800,094,788	11,996,409,654	974,117,594	139,389,449	41,228,262	542,738,144	221,368,700	14,715,346,591

The accompanying notes are an integral part of these financial statements



Statement of changes in equity

Singer Thailand Public Company Limited and its Subsidiaries

(in Baht)

	Separate financial statements									
	Issued and paid-up share capital	Share premium on treasury share	Reserve arising from business combination under common control	Advance received from share subscription	Retained earnings			Treasury shares	Other components of equity	
					Legal reserve	Treasury shares reserves	Unappropriated		Revaluation surplus	Total equity
Year ended 31 December 2022	800,094,788	11,996,409,654	974,117,594	139,389,449	41,228,262	-	542,738,144	-	221,368,700	14,715,346,591
Balance at 1 January 2022										
Transactions with owners, recorded directly in equity										
Contributions by and distributions to owners of the parent										
19, 20										
Issue of ordinary shares	22,171,623	259,766,878	-	(139,389,449)	-	-	-	-	-	142,549,052
20	-	-	-	960,395	-	-	-	-	-	960,395
21	-	-	-	-	-	58,653,048	(58,653,048)	(58,653,048)	-	(58,653,048)
28	-	-	-	-	-	-	(695,139,899)	-	-	(695,139,899)
Total transactions with owners, recorded directly in equity	22,171,623	259,766,878	-	(138,429,054)	-	58,653,048	(753,792,947)	(58,653,048)	-	(610,283,500)
Comprehensive income for the year										
Profit	-	-	-	-	-	-	831,837,830	-	-	831,837,830
Other comprehensive income	-	-	-	-	-	-	19,666,073	-	-	19,666,073
Total comprehensive income for the year	-	-	-	-	-	-	851,503,903	-	-	851,503,903
Transfer to legal reserve	-	-	-	-	41,591,892	-	(41,591,892)	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	3,235,277	-	(3,235,277)	-
Balance at 31 December 2022	822,266,411	12,256,176,532	974,117,594	960,395	82,820,154	58,653,048	602,092,485	(58,653,048)	218,133,423	14,956,566,994

The accompanying notes are an integral part of these financial statements

Statement of cash flows

Singer Thailand Public Company Limited and its Subsidiaries



(in Baht)

	Note	Consolidated financial statements Year ended 31 December		Separate financial statements Year ended 31 December	
		2022	2021	2022	2021
Cash flows from operating activities					
Profit for the year		941,424,146	700,591,568	831,837,830	284,565,242
<i>Adjustments to reconcile profit (loss) to cash receipts (payments)</i>					
Tax expense		251,150,247	201,655,339	91,440,431	63,626,677
Interest income from hire-purchase contract and loans		(2,315,838,007)	(1,498,976,071)	-	-
Finance costs		461,460,111	424,604,216	458,656,611	422,559,528
Depreciation		116,695,573	90,827,214	95,539,039	70,453,175
Amortisation		8,466,761	7,655,479	7,485,969	6,990,602
Expected credit loss (reversal of) in profit or loss		356,143,237	160,244,866	(70,312,901)	(17,068,715)
Provision for employee benefit		15,292,593	15,289,300	10,570,217	6,856,548
Gains on sale investments in financial assets		(4,459,814)	(4,144,150)	(4,459,814)	(3,552,767)
(Reversal of) losses on inventories devaluation		10,844,114	(658,788)	4,648,981	(1,231,704)
Loss on disposal of plant and equipment		1,974,105	2,532,972	798,458	2,367,427
Loss on amortisation of intangible assets		-	-	-	3,725,659
Dividend income	12	-	-	(440,999,640)	-
Interest income		(24,294,060)	(954,675)	(621,549,522)	(352,200,948)
		(181,140,994)	98,667,270	363,655,659	487,090,724
Changes in operating assets and liabilities					
Trade accounts receivable		(7,466,639)	(55,226,375)	627,787,300	(289,276,641)
Hire-purchase contract receivables		(515,092,509)	(2,503,284,751)	-	-
Loan receivables		(3,561,581,468)	(2,435,311,031)	-	-
Other receivables		(210,609,606)	(187,524,535)	(245,600,320)	(115,153,408)
Accrued income		(20,796,773)	(10,012,450)	21,404,874	(10,268,949)
Inventories		(1,122,259,321)	32,495,907	(1,098,819,903)	33,695,637
Assets foreclosed		(18,383,000)	995,750	-	-
Other current assets		(17,240,186)	(3,041,896)	(17,240,186)	(3,041,896)
Other non-current assets		(37,174,983)	4,337,881	(36,721,168)	4,679,331
Trade accounts payable		(384,420,365)	226,780,955	(399,764,664)	198,207,857
Other payables		(78,144,862)	88,299,687	(92,363,780)	(73,206,923)
Other non-current liabilities		4,623,155	(179,832)	1,292,280	(514,820)
Employee benefit paid		(5,438,060)	(8,721,304)	(4,815,460)	(6,153,292)
Net cash (used in) generated from operating activities		(6,155,125,611)	(4,751,724,724)	(881,185,368)	226,057,620
Interest recived from hire-purchase contract and loans		2,345,973,035	1,975,264,421	-	-
Tax paid		(175,690,049)	(95,214,779)	(61,396,671)	(8,932,345)
Net cash (used in) from operating activities		(3,984,842,625)	(2,871,675,082)	(942,582,039)	217,125,275

The accompanying notes are an integral part of these financial statements



Statement of cash flows

Singer Thailand Public Company Limited and its Subsidiaries

Part 3: Financial Statements

(in Baht)

	Note	Consolidated financial statements Year ended 31 December		Separate financial statements Year ended 31 December	
		2022	2021	2022	2021
Cash flows from investing activities					
Interest received		24,294,060	954,675	621,549,522	352,200,948
Dividend received	12	-	-	440,999,640	-
Increase in investment in subsidiaries	12	-	-	-	(1,010,000,000)
Increase in loans to related party	5	-	-	(3,709,582,353)	(2,690,677,794)
Acquisition of plant and equipment		(408,944,840)	(67,017,515)	(394,577,701)	(55,090,639)
Proceeds from sale of plant and equipment		-	291,199	-	291,199
Acquisition of intangible assets		(14,983,300)	(12,871,055)	(12,280,500)	(12,185,500)
Acquisition of financial assets		(45,291,364,082)	(13,200,000,500)	(45,291,364,082)	(12,600,000,500)
Proceeds from sale of financial assets		52,626,215,232	3,254,680,320	52,626,215,232	2,654,088,939
Net cash from (used in) investing activities		6,935,217,070	(10,023,962,876)	4,280,959,758	(13,361,373,347)
Cash flows from financing activities					
Proceeds from change in ownership interest in subsidiaries without a change in control		3,112,002,706	-	-	-
Proceeds from advance received from share subscription and issuance of ordinary share	19, 20	143,509,448	11,423,614,357	143,509,448	11,423,614,357
Payment to owners to acquire or redeem the entity's shares	21	(58,653,048)	-	(58,653,048)	-
Financial cost paid		(504,821,403)	(400,764,917)	(443,363,713)	(400,014,138)
Dividends paid to owners of the Company	28	(695,139,899)	(148,936,055)	(695,139,899)	(148,936,055)
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	16	55,000,000	(150,541,526)	-	(150,541,526)
Increase in long-term borrowing from a financial institution	16	-	30,000,000	-	-
Proceed from issue of debentures	16	-	3,681,839,093	-	3,681,839,093
Repayment of debentures	16	(1,500,000,000)	(950,000,000)	(1,500,000,000)	(950,000,000)
Payment of lease liabilities		(89,773,957)	(78,191,326)	(73,949,935)	(60,916,405)
Net cash from (used in) financing activities		462,123,847	13,407,019,626	(2,627,597,147)	13,395,045,326
Net increase in cash and cash equivalents		3,412,498,292	511,381,668	710,780,572	250,797,254
Cash and cash equivalents at 1 January		1,226,574,251	715,192,583	775,418,069	524,620,815
Cash and cash equivalents at 31 December	6	4,639,072,543	1,226,574,251	1,486,198,641	775,418,069

The accompanying notes are an integral part of these financial statements



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Notes to the financial statements

For the year ended 31 December 2022

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 13 February 2023.

1 General information

Singer Thailand Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand in June 1984. The Company’s registered office at 72 NT Bangrak Building 17th Floor, Charoenkrung Road, Bangrak, Bangkok.

The Company’s major shareholder during the financial year was Jay Mart Public Company Limited, 25.40% shareholding (2021: 26.11%) and Rabbit Holdings Public Company Limited (Formerly “U City Public Company Limited”), 23.95% shareholding (2021: 24.64%) incorporated in Thailand.

The principal activities of the Group are trade sales and hire-purchase of electronic appliances, commercial products, mobile phones, hire-purchase of electronic appliances, hire-purchase of vehicle, loan receivables with vehicle collateral and others, repair and maintenance service of electronic appliances, provides life and non-life insurance broker.

Details of the Company’s subsidiaries as at 31 December 2022 and 2021 are given in notes 5 and 12.

2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Company’s functional currency. The accounting policies, described in note 3, have been applied consistently to all periods presented in these financial statements

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

3 Significant accounting policies

(a) Basis of consolidation

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

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.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.



(b) Investments in subsidiaries

Investments in subsidiaries in the separate financial statements of the Company are measured at cost less allowance for impairment losses.

(c) Foreign currencies

Transactions in foreign are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss.

(d) Financial instruments

(d.1) Recognition and initial measurement

Other financial assets and financial liabilities (except trade accounts receivables (see note 3(f))) are initially recognised when the Group becomes a party to the contractual provisions of the instrument, and measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method or FVTPL. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss on the date on which the Group's right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(d.2) Derecognition and offset

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified



Notes to the financial statements

For the year ended 31 December 2022

and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(d.3) Impairment of financial assets other than trade and other receivables

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI, hire-purchase receivables, loan receivables, and loan commitments issued which are not measured at FVTPL.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls. ECLs are discounted at the effective interest rate of the financial asset.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; or
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of a financial instrument.

Loss allowances for hire-purchase contract receivables and loan receivables, the Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Expected credit losses are computed as unbiased, probability weighted amounts which are determined by evaluating a range of reasonably possible outcomes, the time value of money, and considering all reasonable and supportable information. This includes forward looking information.

The estimate of expected cash shortfalls is determined by multiplying the probability of default (PD) with the loss given default (LGD) with the expected exposure at the time of default (EAD).

Forward-looking macroeconomic assumptions are incorporated into the PD, LGD and EAD where relevant and where they have been identified to influence credit risk, such as GDP, Unemployment rates and Consumer Price Index. These assumptions are determined using all reasonable and supportable information, which includes both internally developed forecasts and those available externally and are consistent with those used for financial and capital planning.

Multiple forward-looking scenarios are incorporated into the range of reasonably possible outcomes for all material portfolios both in terms of determining the PD, LGD and EAD, where relevant, and in determining the overall expected credit loss amounts.



The estimate of expected cash shortfalls on a collateralised financial instrument should consider the amount and timing of cash flows that are expected from confiscation on the collateral less the costs of obtaining and selling the collateral without considering the possibility of the confiscation.

The estimate of expected cash shortfalls are discounted using the initial effective interest rate on the financial asset.

Expected Loss Recognition - Staging

Stage 1 Financial asset without a significant increase in credit risk (Performing)

Expected credit losses are recognised at the time of initial recognition of a financial instrument and represent the lifetime cash shortfalls arising from possible default events up to 12 months into the future from the balance sheet date. Expected credit losses continue to be determined on this basis until there is either a significant increase in the credit risk of an instrument or the instrument becomes credit-impaired. If a financial assets is no longer considered to exhibit a significant increase in credit risk, expected credit losses will revert to being determined on a 12-month basis.

Stage 2 Financial asset with a significant increase in credit risk (Under-performing)

If a financial asset experiences a significant increase in credit risk (SICR) since initial recognition, an expected credit loss provision is recognised for default events that may occur over the lifetime of the asset. SICR is assessed by comparing the risk of default of an exposure at the reporting date to the risk of default at origination, the significance of which being determined by using a number of quantitative and qualitative factors are as follows;

- Financial assets that are 30 or more days past due or
- Financial assets have more than 3 times of 30 and more days past due during the past 12 months.

Stage 3 Financial assets that are credit impaired (Non-performing)

Financial assets that are credit impaired or in default represent those that are at over 90 days past due in respect of principal and/or interest. Financial assets are also considered to be credit impaired where the customers are unlikely to pay on the occurrence of one or more observable events that have a negative impact on the estimated future cash flows of the financial asset.

Evidence that a financial asset is credit impaired includes observable data about the following events:

- Significant financial difficulty of the borrower;
- Breach of contract such as default or a past due event;
- Pending or actual bankruptcy or other financial reorganisation to avoid of the borrower's obligations;
- Purchase or origination of a financial asset at a deep discount that reflects incurred credit losses.

Impairment provisions against credit impaired financial assets are determined based on an assessment of the recoverable cash flows under a range of scenarios, including the realisation of any collateral held where appropriate, representing the difference between the present value of the cash flows expected to be recovered, discounted at the instrument's original effective interest rate, and the gross carrying value of the instrument prior to any credit impairment.

Modified financial instruments

Where the original contractual terms of a financial asset have been modified for credit reasons and the instrument has not been derecognised, the resulting modification loss is recognised within

**Notes to the financial statements**

For the year ended 31 December 2022

credit impairment in the income statement with a corresponding decrease in the gross carrying value of the asset.

When a receivable has a significant increase in credit risk, the Company considers to write-off the receivable by comparing the cash flows from net realisable value of reverted inventory with gross carrying amount of the receivable excluded allowance for expected credit losses in profit or loss.

Expected credit losses for modified financial assets that have not been derecognised and are not considered to be credit-impaired will be recognised on a 12-month basis, or a lifetime basis, if there is a significant increase in credit risk. These assets are assessed to determine whether there has been a significant increase in credit risk subsequent to the modification.

Improvement in credit risk

A period may elapse from the point at which financial instruments enter stage 2 or stage 3 and are reclassified back to stage 1. For financial assets within stage 2, these can only be transferred to stage 1 when they are no longer considered to have experienced a significant increase in credit risk.

Where significant increase in credit risk was determined using quantitative measures, the financial instruments will automatically transfer back to stage 1 when the original PD based transfer criteria are no longer met. Where financial instruments were transferred to stage 2 due to an assessment of qualitative factors, the issues that led to the reclassification must be cured before the financial instruments can be reclassified to stage 1. This includes instances requiring the action to be resolved before loans are reclassified to stage 1.

The Group considers a financial asset to have low credit risk when its credit rating is equivalent to the globally understood definition of 'investment grade'

Write-off and reversal of credit impairment loss

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

If the amount of the credit impairment loss decreases and the decrease can be related objectively to an event occurring after the credit impairment was recognised, such as an improvement in the debtor's credit rating, the previously recognised credit impairment loss is reversed by adjusting the provision account. The amount of the reversal is recognised in profit or loss.

(d.4) Write offs

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(d.5) Interest

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the



financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

(f) Trade and other receivables

Trade and other receivables are recognised when the Group has an unconditional right to receive consideration. Trade and other receivables are measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find ECLs rate. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

(g) Hire -purchase contract receivables and loan receivables

Hire-purchase contract receivables are stated at the contract value net of unearned hire-purchase, which is presented after net of initial direct income and costs at the inception of the contracts.

Loan receivables are stated at the principal amount and accrued interest receivables, which is presented after net of initial direct income and costs at the inception of the contracts.

The Group considers expected credit losses of hire-purchase contract receivables and loan receivables as disclosed in note 3(d).

(h) Inventories

Inventories which include reverted inventories are measured at the lower of cost and net realisable value. Reverted inventories are repossessed inventories from the defaulted customers. Cost is calculated using the weighted average cost principle, and comprises all costs of purchase, and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(i) Assets foreclosed

Assets foreclosed consisting of vehicles and machines are stated at the lower of cost or net realisable value less estimated disposal expenses of the assets foreclosed less allowance for impairment losses.

Any gains and losses on disposal of assets foreclosed are determined by comparing the proceeds from disposal with the carrying amount of assets foreclosed, and are recognised in profit or loss.

(j) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses except for land and buildings which are stated at their revalued amounts. The revalued amount is the fair value determined on the basis of the property's existing use at the date of revaluation less any subsequent accumulated depreciation and impairment losses.

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For the year ended 31 December 2022

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes capitalised borrowing costs and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Any gains and losses on disposal of item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in profit or loss. When there is a disposal of revalued assets, the amount recognised in revaluation reserve is reclassified to retained earnings.

Revaluations of asset are performed by independent professional valuers with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date. Any increase in value, on revaluation, is recognised in other comprehensive income and presented in the “revaluation reserve” in other components of equity unless it offsets a previous decrease in value recognised in profit or loss in respect of the same asset. A decrease in value is recognised in profit or loss to the extent it exceeds the revaluation reserve previously recognised in other comprehensive income in respect of the same asset. The revaluation reserve is utilised by reference to the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset’s original cost and transferred directly to retained earnings. Upon disposal of a revalued asset, any remaining related revaluation reserve is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item when it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. No depreciation is provided on freehold lands and assets under construction.

The estimated useful lives are as follows:

Buildings	50 years
Leasehold improvement	5 years
Office furniture and equipment	5 years

(k) Intangible assets

Software licenses that have finite useful lives, are stated at cost less accumulated amortisation and accumulated impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of assets and recognised in profit or loss.

The estimated useful lives are as follows:

Software licenses	5 - 10 years
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(l) Leases

At inception of a contract, the Group assesses that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



As a lessee

At commencement or on modification of a contract, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components wholly as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group uses Group's incremental borrowing rate to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in lease term, change in lease payments, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

As a lessor

At inception or on modification of a contract, the Group allocates the consideration in the contract to each component on the basis of their relative standalone prices.

At lease inception, the Group considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

The Group recognises finance lease receivables at the net investment of the leases, which includes the present value of the lease payments, and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease income reflects a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

The Group recognises income received under hire-purchase contract in profit or loss over the contract term as part of 'interest income from hire-purchase contract'. Initial direct costs incurred in arranging an contract are added to the carrying amount of the leased asset and recognised over the contract term on the same basis as income.

The Group derecognises and determines impairment on the lease receivables as disclosed in note 3(d).



Notes to the financial statements

For the year ended 31 December 2022

(m) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment is recognised in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

The recoverable amount of a non-financial asset is calculated as the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses of the non-financial assets recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Employee benefits

Obligations for contributions to the Group's provident funds are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed by a qualified actuary using the projected unit credit method

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Provident funds for staff

The provident funds' contributions for the staff are calculated at the rates fixed by the fund criteria and by the Group at the same amount deducted from staff. The contributions to provident fund are recognised as an expense in profit or loss according to the criteria of the funds.



(o) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

A provision for warranties is recognised when the underlying products are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

(p) Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

**Notes to the financial statements**

For the year ended 31 December 2022

(q) Treasury shares

When share capital recognised as equity is repurchased, the amount of consideration paid, including directly attributable costs, is classified as treasury shares and recognised as a deduction from equity. An equal amount is appropriated from retained earnings and taken to a reserve for treasury shares within equity. When treasury shares are sold, the amount received is recognised as an increase in equity by crediting the cost of the treasury shares sold, calculated using the weighted average method, to the treasury shares account and transferring the equivalent amount back from reserve for treasury shares to retained earnings. Surpluses on the sale of treasury shares are taken directly to a separate category within equity, 'Share premium on treasury shares'. Net deficits on sale or cancellation of treasury shares are debited to retained earnings after setting off against any remaining balance of surplus on treasury shares.

(r) Reserve arising from business combination under common control

The reserve arising from business combination under common control arises from the merger of businesses under the common control of the Company. The reserve represents the difference between the cost of the combination and the carrying amounts of net identifiable assets at the date of combination. The Company recognises the difference arising from common control transactions under shareholders' equity. It is non-distributable and will be retained until the respective business or assets are sold or otherwise disposed of.

(s) Revenue

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers.

Revenue for rendering of services is consisted of remuneration for the consignment, sale revenue sharing and others which is recognised over time as the services are provided.

For bundled packages, the Group recognises revenue from sales of products and rendering of services separately if a product or service is separately identifiable from other items and a customer can benefit from it or the multiple services are rendered in different reporting periods. The consideration received is allocated based on their relative stand-alone selling prices.

Payment to a customer

Interest subsidy expenses paid to the customer (its subsidiary), the Company recognises such payments as a reduction in revenue.

Interest income

The Group recognises interest income from hire-purchase and loans contracts as they accrue by effective interest method throughout the term of contracts and calculates from initial book value of hire-purchase and loans receivables.

For hire-purchase contract and loans receivables with subsequent credit losses, the Group recognises interest income by effective interest method which calculates net book value (net of allowance for expected credit losses) of the receivable.



Direct revenue and expense which initially occur from hire-purchase and loans contracts are recognised by allocation and gradual recognition by effective interest method and deducted from interest income from hire-purchase and loans contracts throughout the term to reflect the effective interest rate of the contracts.

Investment income

Investment income comprises dividend and interest income from investments and bank deposits. Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established. Interest income is recognised in profit or loss as it accrues.

(t) Income tax

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the 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 to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(u) Earnings per share

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

(v) Segment reporting

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.



4 Impact of COVID-19 Pandemic

COVID-19 outbreak is still on going. Due to uncertainty of the situation since 2020, the Bank of Thailand (“BoT”) has provided measures, which are intended to support the financial institutions and finance businesses to help the affected debtors. Additional measures continue to be provided.

In 2022, the Group applied the accounting guideline no. 37/2564 dated 3 December 2021, “*Guideline regarding the provision of financial assistance to the debtors affected by the Covid-19*”. This guideline is applied to the affected debtors during 1 January 2022 to 31 December 2023 or as further updated by BoT. For debt restructuring under the specified criteria from 1 January 2021 to 31 December 2021, the entity can apply the relevant staging and provisioning guideline under this accounting guideline to the debtors from 1 January 2022 to 31 December 2023. The guideline of staging and provisioning depends on debt restructuring method which can be categorised into 2 groups below. The accounting guideline is in line with the BoT Circular no. BoT. For Nor Sor. 2 Wor. 802/2564 dated 3 September 2021, “*Guidelines regarding the provision of financial assistance to the debtors affected by the Covid-19 (sustainable debt resolution)*”.

Debt restructuring method

1. Debt restructuring which aims to reduce the repayment burden other than term extension (There is no restructuring debt by this method in 2022.)
2. Debt restructuring by term extension only

Guideline of staging and provisioning

1. Non-NPL modified loans can be classified as stage 1 performing immediately once they are identified as being likely to repay
 2. NPL modified loans can be classified as stage 1 performing only if they can repay 3 consecutive months or 3 consecutive dues, whichever is longer
 3. Significant increase in credit risk consideration (under-performing or stage 2) consider from overdue for principle or interest payments more than 30 days or 1 month from the due date
 4. Revision of effective interest rate (EIR) at the date of modification.
- Apply in accordance with the relevant financial reporting standard.

Regarding the impacts on the Group’s performance, the Group’s ECL still reflect fair position through closely monitoring, together with management overlay (if applicable). This can ensure that in times of downturn, credit risk development is captured and buffered with prudence.

As at 31 December 2022, the Group had modification of receivables affected by the Covid-19, which are approximately 15.03% of total hire-purchase contract receivables and loan receivables (31 December 2021: 15.66%) and set management overlay for the receivables.

5 Related parties

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that is under common control or under the same significant influence as the Group; or a person or entity over which the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making. The pricing policies for transactions with related parties are determined on an arm’s length basis or contractual price.



Relationship with subsidiaries is described in note 12. Other related parties that the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation	Nature of relationships
Jay Mart Public Company Limited	Thailand	Major shareholder, 25.40% shareholding (2021: 26.11%) and common director
Rabbit Holdings Public Company Limited (Formerly "U City Public Company Limited")	Thailand	Major shareholder, 23.95% shareholding (2021: 24.64%) and common director
The Group of Jaymart Public Company Limited	Thailand	Subsidiaries and associates of the major <i>shareholder</i> and common director
Key management personnel		Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.

Significant transactions with related parties
For the year ended 31 December

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Major shareholder				
Service income	102	30	-	-
Other income	65	-	65	-
Management fee	36,000	15,000	36,000	15,000
Subsidiaries				
Sale of goods (net - interest subsidy)	-	-	2,545,239	2,434,871
Management fee income	-	-	54,256	82,737
Interest income	-	-	597,496	351,381
Other income	-	-	4,100	5,908
Purchase of goods	-	-	890,985	180,070
Purchase of fixed asset	-	-	293,412	-
Warranty and service expense	-	-	70,002	93,283
Other expense	-	-	-	148



Notes to the financial statements

For the year ended 31 December 2022

Significant transactions with related parties

For the year ended 31 December

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Other related parties				
Sale of goods	-	4,145	-	4,142
Service income	31,011	38,612	26,036	37,088
Revenue from marketing support	21	12,235	21	12,235
Commission income	8,316	10,127	8,316	10,127
Revenue from sales of rights in receivable	104,749	2,321	88,982	-
Purchase of goods	1,097,125	244,332	860,022	819
Purchase of fixed asset	19,394	13,700	19,394	13,700
Debt collecting fee	2,346	3,340	-	1
Cost of sales of goods	-	436	-	434
Cost of rendering services	-	3	-	3
Commission expense	3,227	-	47	-
Other expense	18,151	2,268	17,687	2,167

Key management personnel

Key management personnel compensation

Short-term benefit	57,518	57,066	25,886	29,350
Post-employment benefits	4,502	3,524	1,789	1,374
Total	62,020	60,590	27,675	30,724

During the year, the Company has purchased confiscated goods from a subsidiary according to the memorandum of agreement. These transactions were recognised in inventories and fixed assets amounting to Baht 876 million and Baht 293 million, respectively.

Balances with related parties

At 31 December

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Trade accounts receivable				
Subsidiaries	-	-	460,837	1,096,041
Other related parties	-	199	-	199
Total	-	199	460,837	1,096,240
Other receivables				
Subsidiaries	-	-	7,743	3,823
Major shareholder	65	-	65	-
Other related parties	14,972	5,565	13,007	5,283
Total	15,037	5,565	20,815	9,106
Accrued income				
Subsidiaries	-	-	-	40,903
Major shareholder	450	-	450	-
Other related parties	6,497	12,352	6,497	12,352
Total	6,947	12,352	6,947	53,255



	Interest rate At the end of the year (% per annum)	Separate financial statements			At 31 December
		At 1 January	Increase (in thousand Baht)	Decrease	
Loans to 2022					
Subsidiary	5.25 - 6.06	7,463,090	7,718,843	(4,009,260)	11,172,673
Loans to* 2021					
Subsidiary	5.25 - 6.09	4,772,412	4,206,776	(1,516,098)	7,463,090

* As at 31 December 2021, loans to a related party amounting to Baht 7,463 million were classified as long-term loans as the Company agreed not to demand payment within 31 December 2022.

Balances with related parties At 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Trade accounts payables				
Subsidiaries	-	-	-	71,373
Other related parties	53,057	234,471	45,207	176,706
Total	53,057	234,471	45,207	248,079
Other payables				
Subsidiaries	-	-	6,609	32,160
Other related parties	3,736	3,474	3,034	12
Total	3,736	3,474	9,643	32,172

Significant agreements with related parties

Business transfer agreement

On 14 December 2012, the Company entered into business transfer agreement with SG Capital Public Company Limited under which the Company agreed to transfer the business operation for hire-purchase of products to SG Capital Public Company Limited on 31 December 2012. SG Capital Public Company Limited agreed to acquire the certain business operation on the terms and conditions as described in the agreement. This transaction arises from the difference between the net of hire-purchase receivables and the employee benefit liabilities, and business transfer price of Baht 974 million. The Company recorded a reserve arising from business combination under common control in equity of Baht 974 million in the separate financial statement.

Loan agreement

The Company entered into loan agreements with SG Capital Public Company Limited in the amount of Baht 11,173 million (31 December 2021: 7,463 million), interest rate of 5.25% - 6.06% (31 December 2021: 5.25% - 6.09%). The interest rate shall be calculated from an average interest rate of the Company's debentures, which were issued each time, with a mark-up. The interest shall be paid by monthly. The loans will be matured in September 2024 to December 2025.



Notes to the financial statements

For the year ended 31 December 2022

Interest subsidy agreement

The Company entered into an interest subsidy agreement with the subsidiary. This agreement is effective for a year, and will be automatically renewed a year unless either party gives to the other party a written notice to terminate the agreements. Fees and conditions are specified in the agreements. Since 1 April 2021, the Company has terminated the interest subsidy agreement.

Agreements within the Group

The Group entered into several agreements within the group's company. The terms of these agreements are effective for 6 months to 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate the agreements. Fees and conditions are specified in the agreements. Services and building rental scope are as follows:

- 1.1 The service support regarding to operation support, finance and accounting, personnel service, information technology and others;
- 1.2 The service support regarding repair and maintenance services for new products and reverted products;
- 1.3 Supporting insurance business service;
- 1.4 Building rental and service.

Memorandum of agreement on the purchase-sale price of repossessed goods

On 1 April 2022, the Company entered into the Memorandum of understanding for the business support with a subsidiary. The Company agreed to distribute of confiscated goods from the hire-purchase receivables due to breach of contract. The Company obtained the commission as 15% of selling price from a subsidiary. The memorandum is effective, unless either party gives to the other party a written notice to terminate.

Agreements with other related parties

Service agreement

The Company entered into a service agreement with Jay Mart Public Company Limited, whereby Jay Mart Public Company Limited agrees to grant the service support regarding operations support, finance and accounting, marketing and management service and other to the Company. In consideration thereof, the Company is committed to pay service fees as specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

Receivable management and collection service agreement

The Company and SG Capital Public Company Limited entered into agreement with JMT Network Services Public Company Limited (JMT) for certain receivable management and collection services to be provided by JMT to the Company and SG Capital Public Company Limited in return for fees at rates specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

The Company and SG Capital Public Company Limited entered into agreements with JMT Network Services Public Company Limited (JMT) for certain collection services to be provided by JMT to the Company and SG Capital Public Company Limited in return for fees at rates specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.



Consignment agreement

The Company entered into a consignment agreement with Jay Mart Public Company Limited whereby the Company agreed to sell consignment products of Jay Mart Public Company Limited. In consideration thereof, Jay Mart Public Company Limited agreed to pay the remuneration for the consignment sale to the Company at the rates as specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

Jay Mart Public Company Limited transferred a partial of the business to Jaymart Mobile Company Limited which is a subsidiary of Jay Mart Public Company Limited and transferred its right and duty according to the consignment agreement as mentioned above.

Supporting insurance business service agreement

SG Capital Public Company Limited entered into a service agreement with Jaymart Insurance Broker Co., Ltd. whereby SG Capital Public Company Limited agreed to render the insurance premium collection service for Jaymart Insurance Broker Co., Ltd. Fees and conditions are specified in the agreement. The term of this agreement is effective for 1 year, and will be automatically renewed 1 year unless either party gives to the other party a written notice to terminate this agreement.

6 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Cash on hand	331	289	238	223
Cash at banks - current accounts	414,626	272,403	119,304	20,046
Cash at banks - saving accounts	1,123,883	953,765	966,425	755,032
Cash in transit - current accounts/ saving account	233	117	232	117
Highly liquid short-term investments	3,100,000	-	400,000	-
Total	4,639,073	1,226,574	1,486,199	775,418

7 Trade accounts receivable

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
		<i>(in thousand Baht)</i>			
Related parties	5	-	199	460,837	1,096,240
Other parties		75,830	79,027	75,379	77,413
Total		75,830	79,226	536,216	1,173,653
Less allowance for expected credit loss	29	(59)	(10,537)	(59)	(9,709)
Net		75,771	68,689	536,157	1,163,944
Expected credit loss (reversal of) for the year		(10,478)	109	(9,650)	6

Aging analyses for trade accounts receivable is described in note 29.



8 Hire-purchase contract receivables

	Consolidated financial statements					
	Portion due within one year	Portion due over one year but within two years	Portion due over two years but within three years	Portion due over three years but within four years	Portion due over four years but within five years	Portion due over five years
						Total
				(in thousand Baht)		
31 December 2022						
Hire purchase receivables	4,862,725	1,436,968	677,772	298,200	113,748	7,403,294
Less unearned interest income	(1,080,572)	(344,904)	(132,684)	(44,735)	(11,391)	(1,615,114)
	3,782,153	1,092,064	545,088	253,465	102,357	5,788,180
Less allowance for expected credit loss	(343,697)	(60,586)	(19,543)	(5,613)	(1,701)	(431,319)
Net	3,438,456	1,031,478	525,545	247,852	100,656	5,356,861
31 December 2021						
Hire purchase receivables	4,371,094	1,603,329	656,229	329,979	122,957	7,093,696
Less unearned interest income	(1,071,813)	(408,849)	(127,712)	(45,915)	(9,349)	(1,664,798)
	3,299,281	1,194,480	528,517	284,064	113,608	5,428,898
Less allowance for expected credit loss	(193,643)	(31,242)	(12,135)	(5,248)	(1,930)	(244,283)
Net	3,105,638	1,163,238	516,382	278,816	111,678	5,184,615



31 December 2022

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Singer Thailand Public Company Limited
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Hire-purchase contract receivables net of unearned interest income



Modification of hire-purchase contract receivables

The financial statements for the year ended 31 December 2022 and 2021 includes the following changes through various types of modification:

	Consolidated financial statements			
	2022		2021	
	Before modification	After modification (in thousand Baht)	Before modification	After modification
Modification of hire-purchase contract receivables net of unearned interest income for the year	863,024	796,921	134,056	125,702

Cash collection under modification of hire-purchase contract receivables for the year ended 31 December 2022 was Baht 61.48 million (2021: Baht 48.38 million).

As at 31 December 2022 modification of hire-purchase contract receivables have remaining balances was Baht 517.06 million (2021: Baht 159.48 million).

9 Loan receivables

	Consolidated financial statement					
	Portion due within one year		Portion due after one year		Total	
<i>At 31 December</i>	2022	2021	2022	2021	2022	2021
	<i>(in thousand Baht)</i>					
Loan receivables	1,988,788	1,207,735	7,070,395	4,294,957	9,059,183	5,502,692
Add accrued interest receivable	49,945	30,396	-	-	49,945	30,396
	2,038,733	1,238,131	7,070,395	4,294,957	9,109,128	5,533,088
Less allowance for expected credit loss	(32,473)	(12,289)	(39,922)	(15,979)	(72,395)	(28,268)
Net	2,006,260	1,225,842	7,030,473	4,278,978	9,036,733	5,504,820

At 31 December 2022 and 2021, carrying amount and allowance for expected credit loss for loan receivables were as follows:

	Vehicle						Debt consolidation			Other			Total		
	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets with credit impairment	Total	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets with credit impairment	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets with credit impairment	Total <i>(in thousand Baht)</i>	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets with credit impairment	Total
31 December 2022															
Loan receivables															
Within credit terms	6,784,089	31,049	-	6,815,138	309,525	-	-	9,588	-	-	309,525	7,103,202	31,049	-	7,134,251
Overdue:															
1 - 30 days	1,088,860	42,210	-	1,131,070	2,838	-	-	3,848	-	-	2,838	1,095,546	42,210	-	1,137,756
31 - 60 days	-	531,498	-	531,498	-	1,110	-	-	1,042	-	1,110	-	533,650	-	533,650
61 - 90 days	-	251,944	-	251,944	-	-	-	-	1,217	-	-	-	253,161	-	253,161
More than 90 days	-	-	45,753	45,753	-	-	-	-	-	2,962	1,595	-	-	50,310	50,310
Net carrying amount	7,872,949	856,701	45,753	8,775,403	312,363	1,110	1,595	13,436	2,259	2,962	315,068	8,198,748	860,070	50,310	9,109,128
Less allowance for expected credit loss	(28,445)	(25,881)	(14,555)	(68,881)	(1,908)	(11)	(1,595)	-	-	-	(3,514)	(30,353)	(25,892)	(16,150)	(72,395)
Net	7,844,504	830,820	31,198	8,706,522	310,455	1,099	-	13,436	2,259	2,962	311,554	8,168,395	834,178	34,160	9,036,733



บริษัท ซิงเกอร์ประเทศไทย จำกัด (มหาชน) และบริษัทย่อย
หมายเหตุประกอบงบการเงิน
 สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564

31 December 2021
Loan receivables

	Vehicle			Debt consolidation			Other			Total		
	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets with credit impairment	Total (in thousand Baht)	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets with credit impairment	Assets without a significant increase in credit risk	Assets with a significant increase in credit risk	Assets with credit impairment
Within credit terms	4,472,153	-	4,497,403	164,545	-	164,545	8,595	-	-	4,645,293	25,250	-
Overdue:												
1 - 30 days	517,926	-	538,918	-	-	-	5,134	-	-	523,060	20,992	-
31 - 60 days	-	-	221,618	-	164	164	-	4,966	-	-	226,748	-
61 - 90 days	-	-	68,445	-	-	-	-	31	-	-	68,476	-
More than 90 days	-	22,992	22,992	-	277	277	-	-	-	-	23,269	-
Net carrying amount	4,990,079	22,992	5,349,376	164,545	164	164,986	13,729	4,997	-	5,168,553	341,466	23,269
Less allowance for expected credit loss	(13,922)	(6,043)	(27,802)	(189)	-	(466)	-	-	-	(14,111)	(7,837)	(6,320)
Net	<u>4,976,157</u>	<u>16,949</u>	<u>5,321,574</u>	<u>164,356</u>	<u>164</u>	<u>164,520</u>	<u>13,729</u>	<u>4,997</u>	<u>-</u>	<u>5,154,242</u>	<u>333,629</u>	<u>16,949</u>
												<u>(28,268)</u>
												<u>5,504,820</u>



Notes to the financial statements

For the year ended 31 December 2022

Modification loan receivables

The financial statements for the year ended 31 December 2022 and 2021 includes the following changes through various types of modification:

	Consolidated financial statements			
	2022		2021	
	Before modification	After modification (in thousand Baht)	Before modification	After modification
Modification of loan receivables for the year	211,458	193,419	12,690	12,225

Cash collection under modification of loan receivables for the year ended 31 December 2022 was Baht 28.28 million (2021: Baht 3.95 million).

As at 31 December 2022, modification of loan receivables have remaining balances was Baht 193.29 million (2021: Baht 32.07 million).

10 Other receivables

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021 (in thousand Baht)	2022	2021
Related parties	5	4,554	5,565	9,856	9,106
Ex-employee		40,686	101,118	40,686	101,118
Employee		360,827	82,716	360,840	82,729
Other parties					
- Value added tax		113,229	89,958	84,739	15
- Rebate and royalty receivables		66,637	73,274	66,637	73,274
- Advance payment for goods		72	50,535	72	35,100
- Withholding tax		49,145	43,290	38,327	26,465
- Advance payment		44,950	24,032	36,191	19,910
- Advance payment for rendering service		8,404	8,685	8,404	8,685
- Others		95,122	78,315	41,621	35,941
Total		783,626	557,488	687,373	392,343
Less allowance for expected credit loss		(79,268)	(119,831)	(62,694)	(105,394)
Net		704,358	437,657	624,679	286,949
(Reversal of) expected credit loss for the year		(49,460)	(4,124)	(51,597)	(4,124)

As at 31 December 2022, the Company had long outstanding balance of employee and ex-employee's shortage remittance amounting to Baht 360.83 million and Baht 40.69 million, respectively (2021: Baht 75.51 million and Baht 101.12 million, respectively) and set up allowance for impairment for Baht 27.74 million and Baht 28.48 million, respectively (2021: Baht 10.22 million and Baht 82.92 million, respectively).



11 Inventories

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Finished goods	745,786	560,018	745,786	560,018
Reverted goods	1,054,906	119,180	1,009,415	96,363
Service parts	4,389	3,623	-	-
	<u>1,805,081</u>	<u>682,821</u>	<u>1,755,201</u>	<u>656,381</u>
<i>Less allowance for loss on decline in value</i>	<u>(50,299)</u>	<u>(39,455)</u>	<u>(20,948)</u>	<u>(16,299)</u>
Total	<u>1,754,782</u>	<u>643,366</u>	<u>1,734,253</u>	<u>640,082</u>
Inventories recognised in cost of sales of goods				
- Cost	1,496,375	1,473,760	1,498,573	1,487,494
- Write-down to net realisable value (reversal of)	10,844	(659)	4,649	(1,232)
Net	<u>1,507,219</u>	<u>1,473,101</u>	<u>1,503,222</u>	<u>1,486,262</u>



บริษัท ซิงเกอร์ประเทศไทย จำกัด (มหาชน) และบริษัทย่อย
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12 Investments in subsidiaries

Separate financial statements

	Type of business	Country of operation	Ownership Interest		Paid share capital		Cost method	
			2022	2021	2022	2021	2022	2021
			(%)		(in thousand Baht)			
SG Capital Public Company Limited*	Hire-purchase of home appliance, commercial products, mobile phones, hire-purchase of vehicle, loan receivables with vehicle collateral and others	Thailand	74.92	99.99	3,270,000	2,450,000	2,449,998	2,449,998
SG Service Plus Co., Ltd.	Repair and maintenance service of electronic appliances to a related company	Thailand	99.96	99.96	5,000	5,000	4,998	4,998
SG Broker Co., Ltd.	Life and non-life insurance broker	Thailand	99.99	99.99	14,000	14,000	14,000	14,000
Total					2,468,996	2,468,996	2,468,996	2,468,996

*On 14 October 2021, the Extraordinary General Meeting of a subsidiary approved the transformation of the subsidiary as a public company. The subsidiary registered the public company transformation with the Ministry of Commerce on 18 October 2021.



On 28 May 2021, the Company additionally invested share capital of SG Capital Public Company Limited, a subsidiary of the Company, totalling Baht 1,000 million. The percentage of holding interest of the Company remains unchanged.

On 8 December 2021, the Company additionally invested share capital of SG Broker Company Limited, a subsidiary of the Company, totalling Baht 10 million. The percentage of holding interest of the Company remains unchanged.

In 2022, the Company had Baht 441 million dividend income from subsidiaries.

In December 2022, SG Capital Public Company Limited, a subsidiary, offered the newly-issued shares through its initial public offering (IPO) in amount of 820 million shares, including the existing shareholders of the company. As a result, there was a change in the equity of the said subsidiary, whereas the controlling power in the subsidiary is not changed. The Group recognised non-controlling interests in amount of Baht 660 million and surplus on changes in ownership interests in subsidiary in amount of Baht 2,458 million.

13 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has a material non-controlling interest, before any intra-group eliminations:

	SG Capital Public Company Limited 2022 (in thousand Baht)
Non-controlling interest percentage	25.08%
Current assets	8,668,975
Non-current assets	9,114,389
Current liabilities	817,329
Non-current liabilities	11,214,639
Net asset	5,751,396
Carrying amount of non-controlling interest	666,554
Revenue	2,438,757
Profit	667,242
Other comprehensive income	(835)
Total comprehensive income	666,407
Profit allocated to non-controlling interest	6,143

Consolidated financial statements

	Land and land improvement	Buildings	Leasehold improvement	Office furniture and equipment <i>(in thousand Bahr)</i>	Tools and equipment	Vehicle	Asset under construction and installation	Total
<i>Cost / revaluation</i>								
At 1 January 2021	315,122	133,625	82,532	126,640	2,064	6,834	1,783	668,600
Additions	-	13,902	14,557	23,500	-	-	15,058	67,017
Transfers	-	-	1,783	-	-	-	(1,783)	-
Disposals	-	-	(206)	(5,538)	(26)	(5,792)	-	(11,562)
At 31 December 2021 and 1 January 2022	315,122	147,527	98,666	144,602	2,038	1,042	15,058	724,055
Additions	740	-	16,921	35,069	20,098	1,276	334,925	409,029
Transfers	-	-	13,419	-	-	-	(13,419)	-
Disposals	-	-	(13,036)	(11,213)	(2)	(575)	(12)	(24,838)
At 31 December 2022	315,862	147,527	115,970	168,458	22,134	1,743	336,552	1,108,246
<i>Depreciation and impairment loss</i>								
At 1 January 2021	534	58,810	64,954	102,677	1,741	6,799	-	235,515
Depreciation charge for the year	-	5,150	3,991	13,411	11	36	-	22,599
Disposals	-	-	(186)	(2,733)	(26)	(5,793)	-	(8,738)
At 31 December 2021 and 1 January 2022	534	63,960	68,759	113,355	1,726	1,042	-	249,376
Depreciation charge for the year	-	5,439	7,470	19,095	29	21	-	32,054
Disposals	-	-	(11,993)	(10,292)	(2)	(575)	-	(22,862)
At 31 December 2022	534	69,399	64,236	122,158	1,753	488	-	258,568
<i>Net book value</i>								
At 31 December 2021	314,588	83,567	29,907	31,247	312	-	15,058	474,679
At 31 December 2022	315,328	78,128	51,734	46,300	20,381	1,255	336,552	849,678



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Separate financial statements

	Land and land improvement	Buildings	Leasehold improvement	Office furniture and equipment (in thousand Baht)	Tools and equipment	Vehicle	Asset under construction and installation	Total
Cost / revaluation								
At 1 January 2021	315,122	133,625	71,915	107,832	-	6,834	1,783	637,111
Additions	-	13,902	14,132	14,495	-	-	12,562	55,091
Transfers	-	-	1,783	-	-	-	(1,783)	-
Disposals	-	-	(206)	(4,421)	-	(5,792)	-	(10,419)
At 31 December 2021 and 1 January 2022	315,122	147,527	87,624	117,906	-	1,042	12,562	681,783
Additions	740	-	14,192	24,682	20,098	-	334,866	394,578
Transfers	-	-	10,924	-	-	-	(10,924)	-
Disposals	-	-	(4,037)	(8,473)	-	(576)	(12)	(13,098)
At 31 December 2022	315,862	147,527	108,703	134,115	20,098	466	336,492	1,063,263
Depreciation and impairment loss								
At 1 January 2021	534	58,810	56,614	87,519	-	6,799	-	210,276
Depreciation charge for the year	-	5,150	3,419	10,101	-	36	-	18,706
Disposals	-	-	(186)	(1,782)	-	(5,793)	-	(7,761)
At 31 December 2021 and 1 January 2022	534	63,960	59,847	95,838	-	1,042	-	221,221
Depreciation charge for the year	-	5,439	6,734	13,751	55	-	-	25,979
Disposals	-	-	(3,982)	(7,742)	-	(576)	-	(12,300)
At 31 December 2022	534	69,399	62,599	101,847	55	466	-	234,900
Net book value								
At 31 December 2021	314,588	83,567	27,777	22,068	-	-	12,562	460,562
At 31 December 2022	315,328	78,128	46,104	32,268	20,043	-	336,492	828,363



Notes to the financial statements

For the year ended 31 December 2022

Measurement of fair value

Fair value hierarchy

The fair values of land and buildings were determined by independent professional valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

During 2019, the Company's lands and buildings were reappraised by an independent valuer using the market comparison approach. The value of the buildings was estimated using the cost of replacement, new less depreciation of the building, then the difference between the open market value and the building valuation was taken as the value of land, resulting in an increase in the carrying value of lands and buildings in the amount of Baht 314.59 million and Baht 78.86 million, respectively.

As at 31 December 2022, fair value measurement for land and buildings, net of Baht 393.46 million (2021: Baht 398.25 million) have been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

The following table shows the valuation technique used in measuring the fair value of land and buildings, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs
Land	
- Total market price less building value	• Open market value
Building	
- Cost of replacement, new less depreciation approach	• Cost of replacement

Movement of unrealised surpluses on revaluation of assets for the years 2022 and 2021 were as follows:

	Consolidated and Separate financial statements	
	2022	2021
	(in thousand Baht)	
Balance at 1 January	221,369	224,604
Depreciation	(4,044)	(4,044)
Decrease in deferred tax liabilities - depreciation	809	809
	(3,235)	(3,235)
Balance at 31 December	218,134	221,369



15 Leases

<i>Right-of-use assets</i> <i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Building	115,525	85,316	104,526	76,606
Equipment	9,960	3,442	7,608	1,925
Vehicle	36,883	13,667	30,110	7,707
Total	162,368	102,425	142,244	86,238

In 2022, additions to the right-of-use assets of the Group and the Company were Baht 148.1 million and Baht 128.9 million (2021: Baht 96.6 million and Baht 82.1 million), respectively.

The Group leases a number of warehouse and branch for 1 - 3 years, with extension options at the end of lease term. The rental is payable monthly as specified in the contract.

During 2022, The Group leases a number of copy machine for 3 - 5 years, and paid fixed and variable lease payment that are based on usage over the lease term. These payment terms are common in Thailand

Extension options

The group has extension options on property leases exercisable up to one year before the end of the contract period. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.

<i>For the year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
<i>Amounts recognised in profit or loss</i>				
Depreciation of right-of-use assets:				
- Building	70,683	56,581	58,849	43,476
- Equipment	3,004	3,693	2,186	2,649
- Vehicle	8,566	7,953	6,005	5,624
Interest on lease liabilities	7,896	6,813	6,528	5,462
Expenses relating to short-term leases	13,025	2,308	12,822	2,204

In 2022, total cash outflow for leases of the Group and the Company were Baht 89.8 million and Baht 73.9 million (2021: Baht 78.2 million and Baht 60.9 million), respectively.



Notes to the financial statements

For the year ended 31 December 2022

16 Interest-bearing liabilities

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Current				
Short-term borrowing from a financial institution	55,000	-	-	-
Current portion of long-term borrowing from a financial institution	10,476	9,891	-	-
Current portion of debentures	1,800,000	1,500,000	1,800,000	1,500,000
Current portion of lease liabilities	70,026	43,907	60,488	35,505
Non-current				
Long-term borrowing from a financial institution	3,919	14,439	-	-
Debentures	4,669,712	6,444,180	4,669,712	6,444,180
Lease liabilities	97,572	60,931	84,671	51,509
Total interest-bearing liabilities	6,706,705	8,073,348	6,614,871	8,031,194

As at 31 December 2022 and 2021, the Group and the Company had unsecured interest-bearing liabilities.

As at 31 December 2022, the Group had short-term loans from financial institutions at MLR-1 rates and at MRR rates of 4.85% to 6.12% per annum (2021: 5.95% to 6.22% per annum).

On 21 May 2021, a subsidiary of the Company entered into a loan agreement with a financial institution, amounting to Baht 30 million with repayment terms within 3 years ended May 2024 at MLR-3.85% to MLR-2.85% per annum. This loan is currently secured by the Company. On 12 January 2023, the subsidiary made full payment of the loan.

On 28 October 2022, a subsidiary of the Company issued a promissory note with a financial institution, amounting to Baht 55 million which will be due on 23 January 2023. The interest rates are 4.5% per annum.

As at 31 December 2022, the Group and the Company had unutilised credit facilities totalling Baht 286.15 million and Baht 281.15 million, respectively (2021: Baht 586.30 million and Baht 516.30 million, respectively).

The Group had obligated to comply with the conditions and restrictions that dominated in the short-term loan agreement from a financial institution of a subsidiary.

Debenture issued by Singer Thailand Public Company Limited

In the Board of Directors meeting on 23 February 2018 passed a resolution approving unsecured and senior debentures amounting to Baht 950 million at par value of Baht 1,000, interest rate at 5.50% per annum. The Company issued the debenture on 30 March 2018 and will be matured on 30 March 2021.



On 20 April 2018, the Annual General meeting No. 51 of the Company's shareholders passed a resolution approving the plan of debenture issuance with the issuance size limit not to exceed Baht 5,000 million. However, on 6 November 2020, the Extraordinary General meeting No. 1/2020 of the Company's shareholders passed a resolution approving the plan of debenture issuance with the issuance size limit not to exceed Baht 3,000 million and on 26 October 2021, the Extraordinary General meeting No. 1/2021 of the Company's shareholders passed a resolution approving the plan of debenture issuance with the issuance size limit not to exceed Baht 2,000 million total Baht 10,000 million. The detail of issued debentures in 2020 and 2021 are as follows:

1. The first series of 3-year debentures amounting to Baht 1,500 million at par value of Baht 1,000, interest rate at 6.00% per annum, unsecured and senior debentures. The Company issued the debenture on 25 July 2019 and will be matured on 25 July 2022.
2. The second series of 3-year debentures amounting to Baht 800 million at par value of Baht 1,000, interest rate at 5.90% per annum, unsecured and senior debentures. The Company issued the debenture on 28 May 2020 and will be matured on 28 May 2023.
3. The third series of 3-year debentures amounting to Baht 1,000 million at par value of Baht 1,000, interest rate at 5.80% per annum, unsecured and senior debentures. The Company issued the debenture on 11 September 2020 and will be matured on 11 September 2023.
4. The fourth series of 3-year and 3-month debentures amounting to Baht 1,000 million at par value of Baht 1,000, interest rate at 5.75% per annum, unsecured and senior debentures. The Company issued the debenture on 17 December 2020 and will be matured on 17 March 2024.
5. The fifth series of 3-year 6-month debentures amounting to Baht 2,000 million at par value of Baht 1,000, interest rate at 5.75% per annum, unsecured and senior debentures. The Company issued the debenture on 24 March 2021 and will be matured on 24 September 2024.
6. The sixth series of 3-year 6-month debentures amounting to Baht 1,700 million at par value of Baht 1,000, interest rate at 5.70% per annum, unsecured and senior debentures. The Company issued the debenture on 6 August 2021 and will be matured on 6 February 2025.

Under the Company's debenture's condition, the Company has to comply with certain conditions including maintaining debt to equity ratio of not more than 3:1.

17 Other payables

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2021	2020
		<i>(in thousand Baht)</i>			
Other payables - related parties	5	4,464	3,474	21,883	32,172
Accrued expense		63,539	54,423	51,669	35,363
Suspense payment - receivable a waiting car registration transfer		55,124	59,195	-	-
Accrued bonus		34,319	45,011	11,500	27,547
Accrued interest		28,316	45,080	28,309	45,071
Accrued commission		25,820	32,451	11,067	25,147
Accrued tradename and trademark expenses		24,571	25,898	24,571	25,898
Accrued advertising and sales Promotion expenses		18,003	36,169	18,003	36,169
Suspense account - transferred from customers		17,693	41,393	17,000	28,392
Insurance premium payable		13,447	11,374	-	-
Advance received		12,329	17,449	12,329	17,449
Others		73,739	94,360	18,830	51,084
Total		371,364	466,277	215,161	324,292



Notes to the financial statements

For the year ended 31 December 2022

18 Employee benefit obligations

Defined benefit pension plan

The Group operates a defined benefit pension plan based on the requirements of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group to actuarial risks, such as longevity risk and interest rate risk.

Present value of the defined benefit obligations

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
At 1 January	141,598	201,534	111,658	175,601
Recognised in profit or loss:				
Current service cost	14,162	14,222	9,711	9,536
Interest on obligation	1,131	1,067	859	834
Transfer to related parties	-	-	-	(3,514)
Recognised in other comprehensive income:				
Actuarial (gain) loss				
- Demographic assumptions	(479)	(15,615)	(2,026)	(11,228)
- Financial assumptions	(17,421)	8,546	(10,924)	5,499
- Experience adjustment	(25,721)	(59,435)	(30,503)	(58,916)
Benefit paid	(5,438)	(8,721)	(4,815)	(6,154)
At 31 December	107,832	141,598	73,960	111,658

Principal actuarial assumptions

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(%)</i>			
Discount rate	3.2 - 4.1	0.9	3.2 - 3.6	0.9
Future salary growth	5.0	5.0	5.0	5.0

Assumptions regarding future mortality are based on published statistics and mortality tables.

At 31 December 2022 and 2021, the weighted-average duration of the defined benefit obligations was 8 - 16 years (2021: 7 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amounts shown below.

	Consolidated financial statements			
	1% increase in assumption		1% decrease in assumption	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Discount rate	(7,022)	(9,200)	8,013	10,567
Future salary growth	6,047	9,918	(5,395)	(8,937)



<i>Effect to the defined benefit obligation At 31 December</i>	Separate financial statements			
	1% increase in assumption		1% decrease in assumption	
	2022	2021	2022	2021
		<i>(in thousand Baht)</i>		
Discount rate	(4,457)	(6,868)	5,050	7,862
Future salary growth	3,401	7,352	(3,056)	(6,569)

19 Share capital

	<i>Par value per share (in Baht)</i>	2022		2021	
		Number	Baht	Number	Baht
		<i>(thousand share/thousand Baht)</i>			
Authorised shares at 31 December		840,674	840,674	838,018	838,018
<i>Issued and paid-up shares</i>					
At 1 January					
- ordinary shares	1	800,095	800,095	412,525	412,525
Increase of new shares	1	-	-	293,451	293,451
Shares issued from exercised warrants	1	22,171	22,171	94,119	94,119
At 31 December					
- ordinary shares	1	822,266	822,266	800,095	800,095

On 26 October 2021, the Extraordinary General Meeting of the Company's shareholders passed a resolution approving

- the reduction of ordinary shares by to 169 million shares amounting to Baht 169 million from the existing ordinary shares of 702 million shares to 533 million shares, at the par value of Baht 1 per share by cancelling unsold ordinary shares for 169 million shares, the Company registered the reduction with Ministry of Commerce on 3 November 2021;
- the increase of ordinary shares amounting to Baht 305 million from shares 533 million to shares 838 million at the par value of Baht 1 per share which allocated for
 1. the rights offering to the existing shareholders in proportion to the number of shares they have been granted, in the amount not exceeding 96.34 million shares at Baht 36.3005 per share;
 2. offering private placement that allocates to an investor who subscribed and allotted the newly issued shares by private placement in the amount not exceeding 197.11 million shares at Baht 36.3005 per share and
 3. reserve for the third exercising of the Company's warrants (SINGER-W3) apportioned to the investors who subscribed and allotted the newly issued shares by private placement at the ratio of 1 newly issued ordinary shares to 1 unit of warrant in the amount not exceeding 11.56 million shares at Baht 36.3005 per share.

The Company registered the capital increase with the Ministry of Commerce on 4 November 2021.

On 17 December 2021, the existing shareholders and Rabbit Holdings Public Company Limited (Formerly "U City Public Company Limited") purchased newly issued ordinary shares of the Company amounting to Baht 96.34 million and 197.11 million, respectively with fully paid amount, which caused shareholding ratio of Rabbit Holdings Public Company Limited (Formerly "U City Public Company Limited") to be 24.64% of the Company's issued and paid-up shares and considered as a major shareholder of the Company.



Notes to the financial statements

For the year ended 31 December 2022

On 10 March 2022, the Extraordinary General Meeting of the Company's shareholders passed a resolution approving the increase of ordinary shares amounting to Baht 2.66 million from 838 million shares to 841 million shares at the par value of Baht 1 per share which allocated to reserved for the exercise of warrants under the SINGER-W2 project. The Company registered the capital increase with the Ministry of Commerce on 17 March 2022.

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

	2022	2021
	<i>(in thousand Baht)</i>	
Share premium		
At 1 January	11,996,410	801,143
Increase of new shares	-	10,358,937
Shares issued from exercised warrants	259,767	836,330
At 31 December	12,256,177	11,996,410

20 Warrants

The significant information of warrants are as follows:

1) Warrants SINGER-W1

Grant date:	17 May 2019
Number of warrants offered:	65,752,617 units
Offered price per unit:	Baht 0 (zero Baht)
Term of warrants:	Not exceeding 2 years from the date of initial offer of the warrants
Exercise rate:	1 unit of warrant per 1 ordinary share
Exercise price:	7 Baht/share
Number of reserved shares:	65,752,617 shares
Expired date of warrants:	23 April 2021

2) Warrants SINGER-W2

Grant date:	17 May 2019
Number of warrants offered:	65,752,617 units
Offered price per unit:	Baht 0 (zero Baht)
Term of warrants:	Not exceeding 4 years from the date of initial offer of the warrants
Exercise rate:	Since 29 April 2022: 1 unit of warrant per 1.10157 ordinary share (Previously: 1.10076 ordinary share)
Exercise price:	Since 29 April 2022: 12.70919 Baht/share Since 17 December 2021: 12.71849 Baht/share (Previously: 14 Baht/share)
Number of reserved shares:	65,752,617 shares
Expired date of warrants:	23 April 2023

**3) Warrants SINGER-W3**

Grant date:	17 December 2021
Number of warrants offered:	11,557,681 units
Offered price per unit:	Baht 0 (Zero Baht)
Term of warrants:	Not exceeding 1 year and 6 months from the date of initial offer of the warrants
Exercise rate:	Since 29 April 2022: 1 unit of warrant per 1.00073 ordinary share (Previously: 1 ordinary share)
Exercise price:	Since 29 April 2022: 36.27395 Baht/share (Previously: 36.3005 Baht/share)
Number of reserved shares:	11,557,681 shares
Expired date of warrants:	17 June 2023

Movements during the year ended 2022 and 2021 of warrants SINGER-W1, SINGER-W2 and SINGER-W3 were as follows:

<i>For the year ended 31 December</i>	Consolidated and Separate financial statements			
	2022		2021	
	Average exercise price per share (Baht)	Number (in thousand units)	Average exercise price per share (Baht)	Number (in thousand units)
SINGER - W1				
At 1 January	-	-	7.00	12,112
Exercised during the year	-	-	7.00	(12,111)
Expired	-	-	7.00	(1)
At 31 December	-	-	-	-
SINGER - W2				
At 1 January	12.72	15,405	14.00	65,734
Exercised during the year	12.72	(5,198)	14.00	(39,369)
Exercised during the year	12.71	(5,053)	12.72	(10,960)
At 31 December	12.71	5,154	12.72	15,405
SINGER - W3				
At 1 January	36.31	11,558	-	-
Issued during the year	-	-	36.31	11,558
At 31 December	36.31	11,558	36.31	11,558

On 23 April 2021, shares options of warrants SINGER-W1 in amount of 732 shares were expired.

On 17 December 2021, the Company adjusted the exercise price and/or exercise rate to maintain the returns of the holders of SINGER-W2 not to be inferior. The reason of the adjustment is because there were securities offered to private placement with a price lower than 90% of the Company's market price per share by calculating from the first day of the offering to private placement.



Notes to the financial statements

For the year ended 31 December 2022

On 29 April 2022, the Company adjusted the exercise price and/or exercise rate to maintain the returns of the holders of SINGER-W2 and SINGER-W3 not to be inferior. The reason of the adjustment is because there were securities offered to private placement with a price lower than 90% of the Company's market price per share by calculating from the first day of the offering to private placement.

Detail of exercised warrants SINGER-W2 for the year ended 31 December 2022 were as follows:

Warrants	Exercised period	No. of shares (million shares)	Cash for paid-up capital (million Baht)	Date registered additional paid up share capital with the Ministry of Commerce
SINGER-W2	December 2021	10.96	139.39	5 January 2022
	March 2022	5.72	72.77	5 April 2022
	June 2022	2.96	37.64	4 July 2022
	September 2022	2.53	32.14	4 October 2022
	December 2022	0.08	0.96	5 January 2023

*Cash for paid-up capital in amount of Baht 0.96 million in December 2022 presented under advance received from share subscription.

21 Treasury stock

The treasury shares account within equity comprises the cost of the Company's own shares held by the Company.

At the Board of Directors' meeting of the Company held on 19 December 2022, the Board of directors of the Company approved the share repurchase program for financial management purpose in accordance with the Section 66/1(2) of the Public Company Limited Act in the amount not exceeding Baht 640 million. The number of ordinary shares to be repurchased is not exceeding 18 million shares (par value of Baht 1 per share); equal to 2.19% of the total number of paid-up share capital of the Company. In this regard, the Company shall repurchase its ordinary shares through the main board of the Stock Exchange of Thailand during the period from 23 December 2022 to 23 March 2023.

As at 31 December 2022, the Company held 2.1 million of the Company's shares, comprising 0.26% of the Company's issued share capital, at a total cost of Baht 58.65 million.

22 Reserves

Legal reserve

Section 116 of the Public Limited Companies Act B.E. 2535 (1992). Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution. During the year 2022, the Company allocated legal reserve for Baht 41 million.

Other components of equity

Revaluation reserve

The revaluation reserve comprises the cumulative net change in the valuation of property and plant included in the financial statements at valuation until such property and plant sold or otherwise disposed of.



23 Segment information and disaggregation of revenue

The Group has three reportable segments which are the Group's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments.

- Segment 1 Trade sales
- Segment 2 Hire purchase and loans
- Segment 3 Service and others

Each segment's performance is measured based on segment profit (loss) before tax, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit (loss) before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.



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Year ended 31 December	Consolidated financial statements								
	Trade sales		Hire-purchase and loans		Service and others		Eliminations		Total
	2022	2021	2022	2021	2022	2021	2022	2021	
	(in thousand Baht)								
Revenue from sales of goods and interest income									
- External revenue	80,721	280,573	2,399,077	1,735,934	1,618	1,644	2,545,284	2,247,223	4,265,374
- Inter-segment revenue	2,621,532	2,435,320	-	-	-	-	(2,621,532)	(2,435,320)	-
Other income									
- External revenue	91,064	78,729	20,373	25,625	67,345	27,323	-	-	131,677
- Inter-segment revenue	1,102,431	440,025	19,307	20,258	70,486	94,648	(1,192,224)	(554,931)	-
Total segment revenue	3,895,748	3,234,647	2,438,757	1,781,817	139,449	123,615	(1,268,472)	(743,028)	4,397,051
Finance costs	458,657	422,560	600,215	353,295	84	131	(597,496)	(351,382)	424,604
Segment profit (loss) before income tax	923,278	348,192	801,728	725,514	25,926	(16,394)	(558,358)	(155,066)	902,247
Segment assets	22,140,919	23,814,501	17,783,365	11,430,239	125,876	116,505	(14,156,041)	(11,153,471)	24,207,774
Segment liabilities	7,184,352	9,099,155	12,031,969	9,016,252	80,553	94,718	(11,710,426)	(8,840,947)	9,369,178

Geographic segments

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in, foreign countries.

Timing of revenue recognition

The Group recognised the main revenue at a point time and recognised the interest income over the period.



24 Expenses by nature

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2022	2021	2022	2021
		<i>(in thousand Baht)</i>			
Changes in inventories of finished goods and work in progress		1,480,430	1,417,093	1,461,677	1,413,242
Employee benefit expenses		916,251	927,473	610,370	664,395
Advertising expense		125,305	57,099	106,052	55,047
Travel expenses		121,585	90,187	48,061	38,753
Lease expenses		100,374	70,238	87,372	60,816
Management service fee		57,787	43,113	57,787	43,113
Commission expense		47,311	16,366	-	-
Freight expenses		39,117	34,420	39,110	34,420
Pre-settlement fee		32,703	31,048	-	-
Depreciation of plant and equipment	14	32,054	22,599	25,979	18,706
Product installation fee		31,148	56,787	37,058	68,355
Amortisation of intangible assets		8,483	7,656	7,486	6,990
Product warranty expenses		-	-	32,943	24,928
Others		207,216	140,020	74,693	55,752
Total cost of sales of goods, cost of rendering of services, distribution costs and administrative expenses		<u>3,199,764</u>	<u>2,914,099</u>	<u>2,588,588</u>	<u>2,484,517</u>

During 2022, the Group and the Company has contributed provident funds for its employees amounting to Baht 13.43 million and Baht 7.37 million, respectively (2021: Baht 14.16 million and Baht 6.74 million, respectively), which is included in employee benefit expenses

25 Finance costs

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Finance costs:				
Debentures	451,422	416,647	451,422	416,647
Bank overdrafts and loans from Bank	2,019	797	541	55
Lease liabilities	7,894	6,813	6,528	5,462
Others	125	347	166	396
Total	<u>461,460</u>	<u>424,604</u>	<u>458,657</u>	<u>422,560</u>



Notes to the financial statements

For the year ended 31 December 2022

26 Income tax expense

<i>Income tax recognised in profit or loss</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Current tax expense				
Current year	251,045	104,129	83,682	2,415
Deferred tax expense				
Movements in temporary differences	105	97,526	7,758	61,212
Total tax expense	251,150	201,655	91,440	63,627

Consolidated financial statements						
<i>Income tax</i>	Before tax	2022	Net of tax	Before tax	2021	Net of tax
		Tax expense			Tax expense	
<i>Recognised in other comprehensive income</i>						
Financial assets at FVOCI	(18,871)	3,774	(15,097)	-	-	-
Defined benefit plan actuarial gains	43,621	(8,724)	34,897	66,504	(13,301)	53,203
Total	24,750	(4,950)	19,800	66,504	(13,301)	53,203

Separate financial statements						
<i>Income tax</i>	Before tax	2022	Net of tax	Before tax	2021	Net of tax
		Tax expense			Tax expense	
<i>Recognised in other comprehensive income</i>						
Financial assets at FVOCI	(18,871)	3,774	(15,097)	-	-	-
Defined benefit plan actuarial gains (loss)	43,453	(8,691)	34,762	64,645	(12,929)	51,716
Total	24,582	(4,917)	(19,665)	64,645	(12,929)	51,716



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Reconciliation of effective tax rate

	Consolidated financial statements			Separate financial statements		
	2022	2021		2022	2021	
	Rate	Rate		Rate	Rate	
	(%)	(%)	(in thousand Baht)	(%)	(%)	(in thousand Baht)
Profit before income tax expense			1,192,574			923,278
Income tax using the Thai corporation tax rate	20	20	238,515	20	20	184,655
Expenses not deductible for tax purposes			70,012			11,687
Double deduction expense for tax purposes			(36,530)			-
Income not subject to tax			-			(88,200)
Other			(20,847)			(16,702)
Total	21.06	22.35	251,150	9.90	18.27	91,440

Deferred tax At 31 December

	Consolidated financial statements			Separate financial statements		
	2022	2021		2022	2021	
	Assets	Assets	Liabilities	Assets	Liabilities	
			(in thousand Baht)			(in thousand Baht)
Total	189,516	184,338	(76,576)	38,605	52,088	(58,875)
Set off of tax	(57,115)	(59,556)	57,115	(38,605)	(52,088)	52,088
Net deferred tax assets (liabilities)	132,401	124,782	(19,461)	-	(19,461)	(6,787)



Notes to the financial statements

For the year ended 31 December 2022

		Consolidated financial statements		
		(Charged) / credited to:		
	At 1	Profit or loss	Other comprehensive income	At 31
	January	(in thousand Baht)		December
Deferred tax				
2022				
Deferred tax assets				
Expected credit loss allowance	81,245	46,457	-	127,702
Financial assets measured at FVOCI	-	-	3,774	3,774
Allowance for decline in value of inventories	7,891	796	-	8,687
Provision for employee benefit	28,075	2,082	(8,724)	21,433
Deferred revenue	62,059	(38,150)	-	23,909
Provision for provident funds	4,585	(1,620)	-	2,965
Right-of-use assets	483	563	-	1,046
Total	184,338	10,128	(4,950)	189,516
Deferred tax liabilities				
Property, plant and equipment	(58,875)	808	-	(58,067)
Deferred expenses	(7,468)	(11,041)	-	(18,509)
Total	(66,343)	(10,233)	-	(76,576)
Net	117,995	(105)	(4,950)	112,940
2021				
Deferred tax assets				
Expected credit loss allowance	83,518	(2,273)	-	81,245
Allowance for decline in value of inventories	8,024	(133)	-	7,891
Provision for employee benefit	39,891	(2,344)	(13,301)	24,246
Deferred revenue	91,006	(25,118)	-	65,888
Provision for provident funds	4,731	(146)	-	4,585
Right-of-use assets	890	(407)	-	483
Loss carry forward	62,062	(62,062)	-	-
Total	290,122	(92,483)	(13,301)	184,338
Deferred tax liabilities				
Property, plant and equipment	(61,300)	2,425	-	(58,875)
Deferred expenses	-	(7,468)	-	(7,468)
Total	(61,300)	(5,043)	-	(66,343)
Net	228,822	(97,526)	(13,301)	117,995



	At 1 January	Separate financial statements (Charged) / credited to:		At 31 December
		Profit or loss (in thousand Baht)	Other comprehensive income	
Deferred tax				
2022				
Deferred tax assets				
Expected credit loss allowance	21,918	(9,367)	-	12,551
Financial assets measured at FVOCI	-	-	3,774	3,774
Allowance for decline in value of inventories	3,260	930	-	4,190
Provision for employee benefit	22,332	1,017	(8,691)	14,658
Provision for provident funds	4,423	(1,574)	-	2,849
Right-of-use assets	155	428	-	583
Total	52,088	(8,566)	(4,917)	38,605
Deferred tax liabilities				
Property, plant and equipment	(58,875)	809	-	(58,066)
Total	(58,875)	809	-	(58,066)
Net	(6,787)	(7,757)	(4,917)	(19,461)
2021				
Deferred tax assets				
Expected credit loss allowance	22,742	(824)	-	21,918
Allowance for decline in value of inventories	3,506	(246)	-	3,260
Provision for employee benefit	34,860	401	(12,929)	22,332
Provision for provident funds	4,587	(164)	-	4,423
Right-of-use assets	897	(742)	-	155
Loss carry forward	62,062	(62,062)	-	-
Total	128,654	(63,637)	(12,929)	52,088
Deferred tax liabilities				
Property, plant and equipment	(61,300)	2,425	-	(58,875)
Total	(61,300)	2,425	-	(58,875)
Net	67,354	(61,212)	(12,929)	(6,787)



Notes to the financial statements

For the year ended 31 December 2022

27 Earnings per share

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht / thousand shares)			
Profit attributable to ordinary shareholders for the year ended 31 December				
Profit attributable to ordinary shareholders of the Company (basic and diluted)	935,281	700,592	831,838	284,565
Ordinary share outstanding				
Number of ordinary shares outstanding at				
1 January	800,095	412,525	800,095	412,525
Effect of shares issued	17,603	88,945	17,603	88,945
Effect of treasury shares	(46)	-	(46)	-
Effect of warrants exercised	2	267	2	267
Weighted average number of ordinary shares outstanding (basic) at 31 December	817,654	501,737	817,654	501,737
Effect of warrants issued	14,955	29,338	14,955	29,338
Weighted average number of ordinary shares outstanding (diluted) at 31 December	832,609	531,075	832,609	531,075
Earnings per share (basic) (in Baht)	1.14	1.40	1.02	0.57
Earnings per share (diluted) (in Baht)	1.12	1.32	1.00	0.54

28 Dividends

	Approval date	Payment schedule	Dividend rate per share (Baht)	Amount (in thousand Baht)
2022				
2021 Annual dividend	22 April 2022	20 May 2022	0.55	449,222
2022 Interim dividend	10 August 2022	9 September 2022	0.30	245,918
Dividend paid				695,140
2021				
2020 Annual dividend	23 April 2021	21 May 2021	0.15	74,215
2021 Interim dividend	10 August 2021	9 September 2021	0.15	74,721
Dividend paid				148,936

29 Financial instruments

(a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value



Fair value

Note	Carrying amount		Fair value					
	Financial instruments measured at FVTPL	Financial instruments measured at FVTOCI	Financial instruments measured at amortised cost	Total (in thousand Baht)	Level 1	Level 2	Level 3	Total
At 31 December 2022								
Financial assets								
	-	195,397	-	195,397	195,397	-	-	195,397
Current investments	-	-	497,364	497,364	-	497,212	-	497,212
Corporate bond	-	-	-	2,300,000	-	-	2,300,000	2,300,000
Structured note	2,300,000	-	-	2,300,000	-	-	-	-
Total financial assets	2,300,000	195,397	497,364	2,992,761				
Financial liabilities								
Debenture	-	-	6,469,712	6,469,712	-	6,475,729	-	6,475,729
Total financial liabilities	-	-	6,469,712	6,469,712				



Consolidated and Separate financial statements

		Carrying amount		Fair value			
	Financial instruments measured at FVTPL	Financial instruments measured at amortised cost	Total	(in thousand Baht)			Total
Note				Level 1	Level 2	Level 3	
<i>At 31 December 2021</i>							
<i>Financial assets</i>							
Current investments	10,350,942	-	10,350,942	10,350,942	-	-	10,350,942
Total financial assets	<u>10,350,942</u>	<u>-</u>	<u>10,350,942</u>				
<i>Financial liabilities</i>							
Debenture	-	7,944,180	7,944,180	-	8,024,003	-	8,024,003
Total financial liabilities	<u>-</u>	<u>7,944,180</u>	<u>7,944,180</u>				



The following tables present valuation technique of financial instruments measured at fair value in the statements of financial position:

Type	Valuation technique
Current investments	The net asset value as of the reporting date.
Marketable common shares	The fair value of marketable common shares is determined at last quoted bid price or close price of the each foreign stock exchange at the reporting date
Debentures	Derived by using Thai Bond Market Association as of the reporting date
Structured note	Market approach or cost approach or income approach, including using book value or adjusted book value that used significant unobservable inputs. This was because the structured note were not listed in The Thai Bond Market Association (ThaiBMA) and there were no recent observable transactions.

(b) Movement of investments

	Consolidated and Separate financial statements				At 31 December
	At 1 January	Purchase	Disposal (in thousand Baht)	Fair value adjustment	
2022					
Investments measured at fair value through profit or loss					
- Debt securities	10,350,942	42,279,733	(52,626,215)	(4,460)	-
- Structured note	-	2,300,000	-	-	2,300,000
Total	10,350,942	44,579,733	(52,626,215)	(4,460)	2,300,000
Investments measured at fair value through other comprehensive income					
- Marketable common shares	-	214,267	-	(18,871)	195,396
Total	-	214,267	-	(18,871)	195,396
Investments measured at amortised cost					
- Debenture	-	497,364	-	-	497,364
Total	-	497,364	-	-	497,364
2021					
Investments measured at fair value through profit or loss					
- Debt securities	401,478	13,200,000	(3,254,681)	4,145	10,350,942
Total	401,478	13,200,000	(3,254,681)	4,145	10,350,942



Notes to the financial statements

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(c) *Financial risk management policies*

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(c.1) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, hire-purchase contract receivables, loan receivable and other receivable.

(c.1.1) Trade accounts receivables, ex-employee's shortage receivables and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's regularly review sale limits which are established for each customer. Any sales exceeding those limits require approval from the risk management committee.

The following table provides information about the exposure to credit risk and ECLs for trade accounts receivables, ex-employee's shortage receivables and other receivables.



Consolidated financial statements

<i>At 31 December</i>	Trade accounts receivables (see note 7)	Ex-employee's shortage receivables (see note 10)	Other receivables (in thousand Baht)	Total carrying amounts	Allowance for expected credit loss
2022					
Within credit terms	3,179	-	344,906	348,085	-
Overdue:					
Less than 3 months	14,777	-	309,241	324,018	-
3 - 6 months	3	-	2,456	2,459	737
6 - 9 months	58	-	15,250	15,308	6,863
9 - 12 months	57,813	-	19,043	76,856	12,378
Over 12 months	-	40,686	52,044	92,730	59,349
Total	75,830	40,686	742,940		79,327
Less allowance for expected credit loss	(59)	(28,481)	(50,787)		
Net	75,771	12,205	692,153		
2021					
Within credit terms	63,599	-	341,412	405,011	-
Overdue:					
Less than 3 months	5,078	-	59,513	64,591	-
3 - 6 months	22	-	6,701	6,723	2,020
6 - 9 months	29	-	1,104	1,133	520
9 - 12 months	27	-	1,350	1,377	905
Over 12 months	10,471	101,118	46,290	157,879	126,923
Total	79,226	101,118	456,370		130,368
Less allowance for expected credit loss	(10,537)	(82,917)	(36,914)		
Net	68,689	18,201	419,456		

Separate financial statements

<i>At 31 December</i>	Trade accounts receivables (see note 7)	Ex-employee's shortage receivables (see note 10)	Other accounts receivable (in thousand Baht)	Total carrying amounts	Allowance for expected credit loss
2022					
Within credit terms	463,611	-	265,169	728,780	-
Overdue:					
Less than 3 months	14,731	-	309,298	324,029	-
3 - 6 months	3	-	2,456	2,459	737
6 - 9 months	58	-	15,250	15,308	6,863
9 - 12 months	57,813	-	19,043	76,856	12,378
Over 12 months	-	40,686	35,471	76,157	42,775
Total	536,216	40,686	646,687		62,753
Less allowance for expected credit loss	(59)	(28,481)	(34,213)		
Net	536,157	12,205	612,474		



Notes to the financial statements

For the year ended 31 December 2022

<i>At 31 December</i>	Separate financial statements				
	Trade accounts receivables (see note 7)	Ex-employee's shortage receivables (see note 10)	Other accounts receivable (in thousand Baht)	Total carrying amounts	Allowance for expected credit loss
2021					
Within credit terms	1,158,946	-	190,703	1,349,649	-
Overdue:					
Less than 3 months	4,998	-	59,513	64,511	-
3 - 6 months	-	-	6,701	6,701	2,010
6 - 9 months	6	-	1,104	1,110	497
9 - 12 months	-	-	1,350	1,350	878
Over 12 months	9,703	101,118	31,854	142,675	111,718
Total	1,173,653	101,118	291,225		115,103
Less allowance for expected credit loss	(9,709)	(82,917)	(22,477)		
Net	1,163,944	18,201	268,748		

The Company limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of 60 days. Outstanding trade receivables are regularly monitored by the Company. An impairment analysis is performed by the Company at each reporting date. The provision rates of expected credit loss are based on days past due for individual trade receivables/groupings of various customer segments with similar credit risks to reflect differences between economic conditions in the past, current conditions and the Company's view of economic conditions over the expected lives of the receivables.

Movement of allowance for expected credit loss of trade accounts receivables, ex-employee's shortage receivables and other receivables

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
At 1 January	130,368	134,383	115,103	119,221
Addition	30,873	12,350	28,669	12,232
Reversal	(11,771)	(16,365)	(11,771)	(16,350)
Write-off	(70,143)	-	(69,248)	-
At 31 December	79,327	130,368	62,753	115,103

(c.1.2) Hire-purchase contract receivables and loan receivables

<i>At 31 December</i>	Consolidated financial statements			
	12-months ECL	Lifetime ECL - not credit-impaired	Lifetime ECL - credit-impaired	Total
	<i>(in thousand Baht)</i>			
2022				
Hire-purchase contract receivables	3,495,541	1,651,288	641,351	5,788,180
Loan receivables	8,198,748	860,070	50,310	9,109,128
	11,694,289	2,511,358	691,661	14,897,308
Less allowance for expected credit loss	(103,358)	(147,659)	(252,697)	(503,714)
Net	11,590,931	2,363,699	438,964	14,393,594



<i>At 31 December</i>	12-months ECL	Consolidated financial statements		Total
		Lifetime ECL - not credit- impaired (in thousand Baht)	Lifetime ECL - credit- impaired	
2021				
Hire-purchase contract receivables	4,077,462	952,421	399,015	5,428,898
Loan receivables	5,168,353	341,466	23,269	5,533,088
	9,245,815	1,293,887	422,284	10,961,986
Less allowance for expected credit loss	(96,781)	(63,336)	(112,434)	(272,551)
Net	9,149,034	1,230,551	309,850	10,689,435

<i>Movement of allowance for expected credit loss</i>	12-months ECL	Consolidated financial statements		Total
		Lifetime ECL - not credit- impaired (in thousand Baht)	Lifetime ECL - credit- impaired	
Hire-purchase contract receivables				
At 1 January 2022	82,670	55,499	106,114	244,283
Change from stage reclassification	(7,418)	6,016	1,402	-
Change from remeasurement of ECL	(12,350)	44,493	93,593	125,736
Purchased or acquired	36,769	29,731	85,654	152,154
Repaid / Derecognition	(26,666)	(13,973)	(50,215)	(90,854)
At 31 December 2022	73,005	121,766	236,548	431,319

Hire-purchase contract receivables				
At 1 January 2021	61,730	48,179	153,247	263,156
Change from stage reclassification	231	840	(1,071)	-
Change from remeasurement of ECL	(23,379)	323	(19,541)	(42,597)
Purchased or acquired	59,839	17,865	7,353	85,057
Repaid / Derecognition	(15,751)	(11,708)	(33,874)	(61,333)
At 31 December 2021	82,670	55,499	106,114	244,283

<i>Movement of allowance for expected credit loss</i>	12-months ECL	Consolidated financial statements		Total
		Lifetime ECL - not credit- impaired (in thousand Baht)	Lifetime ECL - credit- impaired	
Loan receivables				
At 1 January 2022	14,111	7,837	6,320	28,268
Change from stage reclassification	1,416	163	(1,579)	-
Change from remeasurement of ECL	(1,454)	10,233	12,180	20,959
Purchased or acquired	20,816	8,811	358	29,985
Repaid / Derecognition	(4,543)	(1,152)	(1,122)	(6,817)
At 31 December 2022	30,346	25,892	16,157	72,395

At 1 January 2021	14,011	5,910	3,854	23,775
Change from stage reclassification	999	(1,173)	174	-
Change from remeasurement of ECL	(6,224)	1,185	2,084	(2,955)
Purchased or acquired	10,188	2,996	257	13,441
Repaid / Derecognition	(4,863)	(1,081)	(49)	(5,993)
At 31 December 2021	14,111	7,837	6,320	28,268



Notes to the financial statements

For the year ended 31 December 2022

<i>Expected credit loss (reversal of) for the year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Trade receivable	(10,478)	109	(9,650)	6
Hire-purchase contract receivables	378,846	175,228	-	-
Loan receivables	49,218	4,490	-	-
Ex-employee's shortage receivables and other receivables	(61,443)	(19,582)	(60,663)	(17,075)
Total	356,143	160,245	(70,313)	(17,069)

Loss rates are based on actual credit loss experience over the past 3 years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

(c.1.3) Cash and cash equivalent and derivatives

The Group's exposure to credit risk arising from cash and cash equivalents and derivative assets is limited because the counterparties are banks and financial institutions which the Group considers to have low credit risk.

Collateral held

In addition to determining counterparty credit quality through risk analysis, the Group also uses collateral as one type of credit risk mitigation to reduce potential credit losses to the Group. The Group considered the collateral value as at contractual effective date whether it is adequate to the Group's acceptable risk. Collateral is comprised of electronic appliances, vehicles and others whose values are appraised on an initial recognition of hire-purchase contract receivables and loan receivables with vehicle collateral.

For guarantee, the process for the analysis of guarantor's creditworthiness is aligned to credit assessment process for borrowers.

Concentrations of credit risk

The Group monitor concentrations of credit risk by type of financing which credit risk concentration of hire-purchase contract receivables more than 40% are in retail group comprising of day labour, and loan receivables with vehicle collateral more than 30% are the small and medium enterprises (SMEs).

Information related to ECL

Significant increase in credit risk (SICR)

When determining whether the probability of default on a financial instrument has increased significantly since initial recognition, the Group consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and including forward-looking information.



Definition of default

The Group consider a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group within 90 days from maturity date;
- it is becoming probable that the borrower will restructure the asset as a result of bankruptcy due to the borrower's inability to pay its credit obligations.

Inputs into the assessment of whether a financial instrument is in default and their significance may vary over time to reflect changes in circumstances.

Probability of default

Credit risk grades are a primary input into the determination of the probability of default. The Group have collected repayment performance data of each receivable and input into statistical models to analyse the data collected and generate estimates of the lifetime PD based on contractual repayment. Then, to estimate ECL.

Incorporation of forward-looking information

ECL has been estimated by the probability weighted of default over the expected life of the financial instrument. It is based on the present value of all expected cash shortfalls carried by historical loss experience data for the Group of assets that the Group consider credit risk to be similar such as types of financing and adjusted by current observed data, along with supportable and reasonable future forecasts if statistically correlated can be proved. Appropriate judgments are also incorporated to estimate ECL using macroeconomic data. The Group assess both the current situation and the forecast of future economic conditions and probability weighted for each situation. The Company has tested and found there is no significant correlation between economic factors and the assumption; therefore, the Company did not include the economic factors into the expected credit losses model on customers portfolios.

Moreover, the Group review the assumptions and forecasts of the future economic situations on a regular basis. In addition, the Group also provided the management overlay as a part of ECL for the receivables affected by the Covid-19.

(c.2) Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.



Notes to the financial statements

For the year ended 31 December 2022

The following table are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

Consolidated financial statements						
Contractual cash flows						
More than 2						
	Carrying	1 year	More than 1	years but	More than	
<i>At 31 December</i>	amount	or less	year but less	less than 5	5 years	Total
<i>(in thousand Baht)</i>						
2022						
Non-derivative financial liabilities						
Short-term loans from financial institutions	55,000	55,305	-	-	-	55,305
Long-term loans from financial institutions	14,394	10,980	3,958	-	-	14,938
Trade payables	193,311	193,311	-	-	-	193,311
Debentures	6,469,712	2,128,900	3,195,939	1,709,823	-	7,034,662
Lease liabilities	167,598	76,471	51,749	26,613	23,450	178,283
	<u>6,900,015</u>	<u>2,464,967</u>	<u>3,251,646</u>	<u>1,736,436</u>	<u>23,450</u>	<u>7,476,499</u>
2021						
Non-derivative financial liabilities						
Loans from financial institutions	24,330	10,980	10,980	4,032	-	25,992
Trade payables	577,732	577,732	-	-	-	577,732
Debentures	7,944,180	1,925,395	2,114,377	4,864,465	-	8,904,237
Lease liabilities	104,838	48,081	37,649	12,640	12,993	111,363
	<u>8,651,080</u>	<u>2,562,188</u>	<u>2,163,006</u>	<u>4,881,137</u>	<u>12,993</u>	<u>9,619,324</u>
Separate financial statements						
Contractual cash flows						
More than 2						
	Carrying	1 year	More than 1	years but	More than	
<i>At 31 December</i>	amount	or less	year but less	less than 5	5 years	Total
<i>(in thousand Baht)</i>						
2022						
Non-derivative financial liabilities						
Trade payables	175,701	175,701	-	-	-	175,701
Debentures	6,469,712	2,128,900	3,195,939	1,709,823	-	7,034,662
Lease liabilities	145,159	66,120	44,055	20,906	23,450	154,531
	<u>6,790,572</u>	<u>2,370,721</u>	<u>3,239,994</u>	<u>1,730,729</u>	<u>23,450</u>	<u>7,364,894</u>
2021						
Non-derivative financial liabilities						
Trade payables	575,466	575,466	-	-	-	575,466
Debentures	7,944,180	1,925,395	2,114,377	4,864,465	-	8,904,237
Lease liabilities	87,014	39,021	33,423	7,127	12,993	92,564
	<u>8,606,660</u>	<u>2,539,882</u>	<u>2,147,800</u>	<u>4,871,592</u>	<u>12,993</u>	<u>9,572,267</u>



(c.3) Market risk

The Group is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

(c.3.1) Foreign currency risk

The Group and the Company was not exposed to foreign currency risk in respect of financial assets and liabilities denominated in foreign currencies.

(c.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because debentures and loan interest rates are mainly fixed. So the Group has low interest rate risk. The sensitivity impact to the increase or decrease in interest expenses from borrowings, as a result of changes in interest rates is immaterial on financial statements of Group.

30 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 regularly monitors the return on capital, which the Group considers as return on operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

31 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Capital commitments				
Software	4,882	6,703	2,132	6,703
Total	4,882	6,703	2,132	6,703
Other commitments				
Purchase orders for goods and services	2,019,294	1,421,205	1,990,445	1,403,971
Bank guarantees	6,170	5,870	4,460	4,010
Total	2,025,464	1,427,075	1,994,905	1,407,981

The Company has committed with the local banks for letters of guarantee issued in favor of a local company and a state enterprise for guarantee the payment of goods and postage service that are their requirement for every customer to deal with them.



Notes to the financial statements

For the year ended 31 December 2022

Significant agreements

Trade name and trademark license agreement

On 1 August 2015, the Company entered into trade name agreement with Singer Company Limited S.a.r.l and trademark license agreement with Singer Asia Limited. These new agreements are based on a Master License Agreement between Singer Asia Limited and The Singer Company Limited (Isle of Man). Trade name license fee is US Dollar 0.25 million per year paid to Singer Company Limited S.a.r.l. and the term of the agreement is effective from 1 August 2015 to 31 July 2020. Trademark license fee is 0.5% of consideration revenue paid to Singer Asia Limited. The term of the agreement is effective from 1 August 2015 to 31 July 2025 unless either party gives to the other parties a written notice of termination of the agreement at least 12 months in advance.

On 1 January 2022, the Company has terminated the contract on 1 August 2015 and entered into Tradename and Trademark License Agreement with Singer Company Limited S.a.r.l. This agreement includes the payment for Trademark and Tradename fees at rate specified in the agreements. The term of this agreement is effectived from 1 January 2022 to 31 December 2032, unless either party gives to the other parties a written notice of termination of the agreement at least 90 days.

32 Contingent liabilities

As at 31 December 2022 and 2021, the Company has litigation cases as follow:

Patent infringement

On 4 May 2018, a company ("Plaintiff") filed a lawsuit against to the Company with three other defendants in a joint patent infringement case. According to the indictment, plaintiff claimed to be the owner of an invention patent concerning one device in the product that the Company hired first defendant to produce under the sale contract of automatic fuel vending machine as well as requested the damages in the amount of Baht 100 million.

Regarding the sale contract of automatic fuel vending machine, the Company is only the buyer of the first defendant and the plaintiff has confirmed that plaintiff is the owner of copyright, patent, and petty patent which licensed or legally represented by the real owner of a copyright, a patent, a petty patent in goods and equipment. Besides, the first defendant will be solely responsible for any damage to the company or its customers or outsiders in the case of products be alleged as piracy, patent infringement, or petty patent.

The Company assigned the attorney-at-law to apply statement of defence on 5 July 2018. Then, on 3 September 2018, the court fixed the day for settlement of issues and scheduled to take evidence from the plaintiff and the defendant.

On 23 December 2019, the Central Intellectual Property and International Trade Court rendered the judgement to dismiss a criminal case between the plaintiff and the Company with three other defendants.

However, on 25 December 2020, the Court of Appeal for Specialized The first defendant (S. Safe Oil Company Limited) is guilty of the Patent Act 2522, Section 85, Section 36, paragraph (1), a fine of 2,000 Baht for confiscation of the goods. In addition to the amendment to be in accordance with the Central Intellectual Property and International Trade Court.



On 19 December 2022, the plaintiff withdrew the lawsuit. Since the first defendant, S. Safe Oil Company Limited, paid damages to the plaintiff in the amount of 600,000 baht, the court ordered the case to be dismissed. The lawsuit is finally reached without the company being held liable.

The Criminal Case on 23 August 2022, the Court of First Instance read the verdict of the Supreme Court. Judgment to fine the second defendant, Mr. Nattawat Sanamphol, in the amount of 2,000 baht according to the law on criminal liability of juristic persons Act 2560, together with the Patent Act. The Criminal Case is final from the date the Supreme Court reads the verdict.

33 Events after the reporting period

- 1) In January 2023, the Company repurchased 3.50 million of the Company's shares according to the share repurchase program for financial management purpose, at a total cost of Baht 101.72 million.
- 2) At the Board of Directors Meeting held on 13 February 2023, the Board has approved the followings;
 - 2.1 Agreed to propose a dividend payment of Baht 0.26 per share, totalling not exceeding Baht 217.12 million. The Board of Directors will propose this matter to the Annual General Meeting of Shareholders for further approval.
 - 2.2 Amending the share repurchase program for financial management purposes by changing the amount of shares repurchased from no more than Baht 640 million to Baht 395.74 million, The number of ordinary shares to be repurchased changed from no more than 18 million shares to 13.89 million shares, including changing the period end of the share repurchase program is from 23 March 2023 to 28 February 2023.
- 3) On 27 January 2023, the Board of Directors of SG Capital Public Company Limited, a subsidiary, passed a resolution to the extraordinary shareholders' meeting No.1/2023 on 1 March 2023 to approve the issuance and offering of debentures of the subsidiary with the amount of, not exceeding, Baht 10,000 million.
- 4) On 13 February 2023, the Board of Directors of SG Capital Public Company Limited, a subsidiary, agreed to propose a dividend payment of Baht 0.11 per share, totalling Baht 359.70 million. The Board of Directors of a subsidiary will propose this matter to the Annual General Meeting of Shareholders for further approval.



34 Reclassification

Certain accounts in the financial statements for the year ended 2020 have been reclassified to conform to the presentation in the financial statements for the year ended 31 December 2022 were as follows:

	2021					
	Consolidated financial statements			Separate financial statements		
	Before reclassification	Reclassification	After reclassification (in thousand Baht)	Before reclassification	Reclassification	After reclassification
Statement of financial position						
<i>As at 31 December 2021</i>						
Deferred tax assets	117,996	6,787	124,783	-	-	-
Employee security deposits	(9,896)	9,896	-	(6,663)	6,663	-
Provident funds for staff	(41,351)	41,351	-	(40,680)	40,680	-
Deferred tax liabilities	-	(6,787)	(6,787)	(6,787)	-	(6,787)
Other non-current liabilities	-	(51,247)	(51,247)	-	(47,343)	(47,343)
		-			-	
Statement of comprehensive income						
<i>For the year ended 31 December 2021</i>						
Interest income from loans to related parties	-	-	-	-	(351,381)	(351,381)
Other income	(59,828)	-	(59,828)	(391,535)	351,381	(40,154)
Cost of sale of goods	959,831	(8,718)	951,113	759,988	-	759,988
Expected credit loss	151,527	8,718	160,245	235,330	-	235,330
		-			-	

The reclassifications have been made because, in the opinion of management, the new classification is more appropriate to the Group's business.

Annual Report 2022

(56-1 ONE REPORT)



ความสุขทุกสิ่ง
เป็นจริงที่
ซิงเกอร์

สดทำเงิน



Annex

- Annex 1:** Information of Board of Director, Board of Committee, Management, and Company Secretary
- Annex 2:** Information of Management team who has an authorize in subsidiary Companies
- Annex 3:** Details of the Heads of the Internal Audit and Compliance Units
- Annex 4:** Assets Used in Business Operations
- Annex 5:** Corporate Governance Policy
Other Policy and Code of Conducts
- Annex 6:** Report of the Audit Committee



Board of Directors



Mr. Adisak Sukumvitaya

Chairman of the board
Member of NRG



Mr. Kittipong Kanokvilairat

Chief Executive Officer, Director
Member of IRC



Mr. Chan Itthithavorn

Chairman of Audit Committee
Independent Director
Member of NRG



Mr. Preecha Prakobkit

Chairman of Nomination Remuneration and Corporate
Governance Committee
Independent Director
Member of Audit Committee

Board of Directors



Miss Somsri Shalapukdee

Chairman of Investment and Risk Management Committee
Independent Director
Member of Audit Committee



Admiral Prachachart Sirisawat

Independent Director



Admiral Navapol Damrongpong

Director
Member of IRC



Mr. Piya Pongacha

Director
Member of IRC



Mrs. Nonglak Laksanapokin

Director



Board of Directors



Mr. Adisak Sukumvitaya

Chairman of the Board

Member of Nomination, Remuneration and Corporate Governance Committee

Age : 67 Years

Nationality : Thai

Address : 79/125 Panya-Indra Road, Bangchan, Klong Samwa, Bangkok 10510

Company Shareholdings : 1,646,894 shares equal to 0.20%

Date of Appointment : August 13, 2015

Years of Directorship : 7 Year 8 months

(If re-elected for another term, he will serve for a total of 10 years and 8 months.)

Meeting Attendance Year 2022 : 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
3	1. Director, Chief Executive Officer Jaymart PCL. 2. Chairman of the Board JMT Network Services PCL. 3. Director JAS Asset PCL.	6	-

Educations :

1981	MBA (ECONOMICS), KASETSART UNIVERSITY
1979	B.E. (ECONOMICS), KASETSART UNIVERSITY

Certifications :

2013	Management Program (CMA.15), Capital Market Academy
2008	Director Accreditation Program (69/2008) Thai Institute Directors Association

Work Experiences in other Listed Companies :

Years	Listed Company	Position
1990 - Present	Jaymart PCL.	Director/ Chief Executive Officer
2004 - Present	Jaymart PCL.	Chairman of the Executive Committee
2012 - Present	JMT Network Services PCL.	Chairman of the Board
2012 - Present	JAS Asset PCL.	Chairman of the Board
1994 - 2012	JMT Network Services PCL.	Director
2002 - 2015	JAS Asset PCL.	Chairman of the Board
1981 - 1984	TISCO Securities PCL.	Research Officer

Other Working Experiences :

Years	Company	Position
2017 - Present	J Ventures Company Limited	Director
2016 - Present	Jaymart Mobile Company Limited	Chairman of the Board
2013 - Present	J Asset Management Ltd.	Chairman of the Board
2013 - Present	J Insurance Broker Ltd.	Chairman of the Board
1995 - Present	Singh Buri Cable T.V Co., Ltd.	Director
1995 - Present	JMART TAKSIN Co., Ltd.	Director
2002 - 2005	TAS Asset Ltd.	Director
1985 - 1989	Philips Electronics (Thailand) Ltd.	Product Manager

Relevant Important Positions :

Years	Company	Position
2016 - 2021	SG Capital Public Company Limited	Director

Not having any lawsuit case in the past 10 years.

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries.

Board of Directors



Mr. Kittipong Kanokvilairat

Chief Executive Officer, Director

Member of Investment and Risk management Committee

Age : 49 Years

Nationality : Thai

Address : 1/121 Private Lake Garden Village, Phra-ya Suren Road, Khlong Sam Wa, Bangkok 10510

Company Shareholdings : None

Date of Appointment : May 1, 2016

Years of Directorship : 6 Years 11 Months

(If re-elected for another term, he will serve for a total of 9 years and 11 months.)

Meeting Attendance Year 2022: 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
1	Director SG Capital Public Company Limited	-	-

2016 - 2017	Singer Thailand Public Co., Ltd.	Chief Marketing Officer
2015	Crown Tech Advance Public Co., Ltd.	Chief Commercial Officer
2002 - 2011	Jaymart Public Co., Ltd.	Chief Marketing Officer

Educations :

1991 - 1994	Bachelor Degree, Assumption University
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Training Experience :

2017	Director Certificate Program (DCP) 246/2017, Thai Institute Of Directors (IOD)
2019	Chief Transformation Officer Course (CTO), mai Listed Company Association (maiA)
2020	Advance Master of Management 5/2020, Institute of Public Administration, National Institute of Development Administration

Other Working Experiences (Non Listed Companies) :

Years	Company	Position
2012 - 2014	Brightstar (Thailand) Ltd.	General Manager
1996 - 2002	Motorola (Thailand) Ltd.	Account Manager
1995 - 1996	NEC (Thailand) Co., Ltd.	Marketing Executive

Relevant Important Positions :

Years	Company	Position
2016	SG Service Plus.Co.,th	Director
2017	SG Broker Co., th	Director

Work Experiences in other Listed Companies :

Years	Listed Company	Position
2021 - Present	SG Capital Public Company Limited	Chairman of Executive Committee
2018 - Present	Singer Thailand Public Co., Ltd.	Chief Executive Officer
2016 - Present	Singer Thailand Public Co., Ltd.	Director
2016 - Present	SG Capital Public Company Limited	Director
2017	Singer Thailand Public Co., Ltd.	Co-Chief Executive Officer

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.



Board of Directors



Mr. Chan Itthithavorn

Chairman of Audit Committee

Independent Director,

Member of Nomination Remuneration and Corporate Governance Committee

Age : 55 Years

Nationality : Thai

Address : 230 Ladprao Soi 12, Jompol Sub-district, Chatuchak District, Bangkok 10900

Company Shareholdings : 30,000 shares, 0.0036%

Date of Appointment : May 15, 2020

Years of Directorship : 2 Year 11 Months

Meeting Attendance Year 2022 : 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
-	-	2	-

Educations :

1995 - 1996	Chartered Financial Analyst (CFA), Level 1 and 2, Association for Investment Management and Research (AIMR) Virginia, USA
1992 - 1994	MBA Degree, Major in Finance and Management of Information System, University of Minnesota, Minneapolis, Minnesota, U.S.A.
1986 - 1990	BA Degree (First Class Honor), Major in Finance and Banking, Chulalongkorn University Bangkok, Thailand

Training Experience :

2019	Director Accreditation Program (DAP), Thai Institute of Directors (IOD)
2020	Advance Audit Committee Program (AACP) 38/2020, Thai Institute of Directors (IOD)

Work Experience in Other Listed Companies :

Years	Listed Companies	Positions
2010-2013	Eso (Thailand) Public Company Limited	Investor Relations Manager

Other Working Experience :

Years	Companies	Positions
2019 - present	PRTR Group Co., Ltd.	Independent Director & Chairman of the Audit
2015 - present	Fahbandansurp Co., Ltd.	Managing Director
2013 - 2015	ExxonMobil Limited	AP Financial Accounting Process Division Manager
2008 - 2010	ExxonMobil Limited	AP Chemical Financial Accounting Manager

Relevant Important Director Positions :

Years	Companies	Positions
2020 - 2021	SG Capital Public Company Limited	Director

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.

Board of Directors



Mr. Preecha Prakobkit

Chairman of Nomination, Remuneration and Corporate Governance Committee,
Independent Director, Member of Audit Committee

Age : 74 Years

Nationality : Thai

Address : 335 Soi Ladprao 101, Wang Thonglang Sub-district, Wang Thonglang District, Bangkok 10310

Company Shareholdings : None

Date of Appointment : August 8, 2016

Years of Directorship : 6 Years 8 Months

Meeting Attendance Year 2022 : 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
-	-	-	-

Educations :

1981	Bachelor Degree in Business Administration, Roosevelt University, USA
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Training Experiences :

2006	Director Accreditation Program (DAP) The Thai Institute of Directors Association
2006	Audit Committee Program (ACP) The Thai Institute of Directors Association

Work Experiences in other Listed Companies :

Years	Listed Companies	Positions
2012 - 2012	JMT Network Services PCL.	Director, Member of Audit Committee
2005 - 2011	G STEEL PUBLIC COMPANY LIMITED	Member of Audit Committee

Other Working Experiences :

Years	Companies	Positions
2011 - 2014	Amway (Thailand) Ltd.	Advisor
1989 - 2011	Amway (Thailand) Ltd.	Managing Director

Relevant Important Director Positions :

Years	Companies	Positions
2016 - 2021	SG Capital Public Company Limited	Director

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.



Board of Directors



Miss Somsri Shalapukdee

Chairman of Investment and Risk management Committee

Independent Director, Member of Audit Committee

Age : 64 Years

Nationality : Thai

Address : 66/48 Soi Bangwaek 79 Moobaan NisaChon, Bangwaek Rd., Khlong Khwang, Phasi Charoen, Bangkok 10160

Company Shareholdings : None

Date of Appointment : May 1, 2021

Years of Directorship : 1 Years 11 Months

(If re-elected for another term, she will serve for a total of 4 years and 11 months.)

Meeting Attendance Year 2022 : 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
-	-	1	None

Educations :

	Bachelor of Accountancy (second honor) Chulalongkorn University
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Certifications :

2021	Director Certification Program (DCP), DCP 307/2021 The Thai Institute of Directors (IOD)
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Other Working Experiences :

Years	Company	Position
2000 - Present	Mongkhon Chaipattana Company Limited	Vice Managing Director, Director

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.

Board of Directors



Admiral Prachachart Sirisawat

Independent Director

Age : 62 Years

Nationality : Thai

Address : 234/277 Moo. 6, Bangmuaeng, Meaung Samutprakan, Samutprakan

Company Shareholdings : None

Date of Appointment : March 10, 2023

Years of Directorship : -

Meeting Attendance Year 2022 : -

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
-	-	1	-

Educations :

2016	Certificate, National Defense College (NDC) Class 59
2008	Certificate, Naval War College, Class 39 (Honor)
1996	Certificate in maritime business course, Sasin Graduate Institute of Business Administration of Chulalongkorn University
1993	Certificate, Naval Staff College, Class 54
1985	Bachelor of Electrical Engineering Naval Cadet Program Class#78 Royal Thai Naval Academy
1978	High School, Armed Forces Academies Preparatory School, Class 21

Training :

2019	High-level executive courses Capital Market Academy (CMA), Class 30
2009	Public Relations Executive Course, Class 50, Department of Public Relations
1995	Security Psychology Courses National Defense Institute, Class 79

Work Experiences in other Listed Companies :

Years	Listed Company	Position
-	-	-

Other Working Experiences :

Years	Company	Position
2022 - present	Bravo Marine Co.,Ltd.	Director
2021 - 2022	Royal Thai Navy	Special Adviser
2019 - 2021	Royal Thai Navy	Deputy Chief of Staff, Navy and Spokesperson
2018 - 2019	The Naval acquisition management office	Director
2017 - 2018	Naval War College	Commander
2011 - 2013	Attache in Paris, Republic of France	Royal Thai Navy

Insignia :

Years	Description
2021	Insignia of France, class of knights Chevalier De l'Ordre National Du Mérite (Fait à Paris, le juillet 2021)

Relevant Important Positions :

Years	Company	Position
-	-	-

Relation among Family with other Directors and Executives : -

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.



Board of Directors

Annex 1



Admiral Navapol Damrongpong

Director

Member of Risk management and Investment Committee

Age : 65 Years

Nationality : Thai

Address : 10/2, Sukhumvit 55, Phra Konong Tai, Phra Kanong, Bangkok

Company Shareholdings : None

Date of Appointment : December 17, 2021

Years of Directorship : 1 Year 4 Months

Meeting Attendance Year 2022 : 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
1	1. Independent Director Aira Factoring Public Company Limited	1	-

Educations :

	Master of Public and Private Management Program, National Institute of Development Administration (NIDA)
	Naval Cadet Program Class #75, Royal Thai Naval Academy
	Cadet Program Class #18, Armed Forces Academies Preparatory School

Certifications :

	Director Accreditation Program (DAP) Class 177/2020 The Thai Institute of Directors (IOD)
	FO MWV CO/XO Designate Course, Australia
	Executive Relationship Development Course (ERDC) Class 7
	Naval Staff Program Class #53, Naval Command and Staff College
	Naval War Program Class #36, Naval War College, Royal Thai Navy
	The National Defence Course Class #55, National Defence College

	Capital Market Leader Program Class #25, Capital Market Academy
	Advance Master Management Program (AMM) Class #1, National Institute of Development Administration (NIDA)

Work Experiences in other Listed Companies :

Years	Listed Company	Position
2020 - Present	Aira Factoring Public Company Limited	Independent Director
2020 - 2022	Raja Ferry Port Public Company Limited	Independent Director, Audit Committee, Nomination and Remuneration Committee

Other Working Experiences :

Years	Position
2022 - Present	Chairman of Director, Nakhonchai Co., Ltd.
2018 - 2019	Deputy Chief of Defence Forces
2017 - 2018	Assistant Commander-In-Chief Royal Thai Navy
2016 - 2017	RTN Advisory Group Royal Thai Navy
2015 - 2016	Board of Malaysia -Thailand Joint Authority (MTJA)
2015 - 2016	Assistant secretary, Special Economic Zone policy committee
2015 - 2016	Advisor to Chairman, Industrial Estate Authority of Thailand
2014 - 2016	Director General Naval Logistic Department

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.

Board of Directors



Mr. Piya Pong-acha

Director

Age : 52 Years

Nationality : Thai

Address : 187, 189 Jaymart Building, Ramkhamhaeng Road, Ratpattana, Saphansung, Bangkok 10240, Thailand

Company Shareholdings : None

Date of Appointment : May 12, 2016

Years of Directorship : 6 Year 11 Months

Meeting Attendance Year 2022 : 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
2	1. Director, Executive Director Chief Executive Officer JMT Network Services PCL. 2. Executive Committee, Deputy Chief Executive Officer Jaymart PCL.	4	-

Educations :

1994	Bachelor Degree in Business Administration Kasem Bundit University
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Certifications :

2011	Director Accreditation Program (DAP) The Thai Institute of Directors Association
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Working Experiences in other listed Company :

Years	Company	Position
Jan 2018 - Present	Jaymart PCL.	Executive Committee, Deputy Chief Executive Officer
2018 - Present	บมจ. เจพีประกันภัย	กรรมการ ประธานกรรมการบริหาร
2012 - Present	JMT Network Services PCL.	Director, Executive Director, Nomination and Remuneration Committee
2012 - 2017	JMT Network Services PCL.	CEO
1998 - 2012	JMT Network Services PCL.	Marketing Director

Other Working Experiences :

Years	Company	Position
2021 - Present	KB J Capital Co., Ltd.	Director
2013 - Present	J Asset Company Limited	Director
2013 - Present	J Insurance Broker Co., Ltd.	Director
2011 - Present	JMT Plus Company Limited.	Director

Relevant Important Positions :

Years	Company	Position
2016 - 2021	SG Capital Public Company Limited	Director

Not having any lawsuit case in the past 10 years.

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries.



Board of Directors



Mrs. Nonglak Laksanapokin, Phd.

Director

Age : 62 Years

Nationality : Thai

Address : 8/555 Laddaville 5, Bang Kruai-Sai Noi Rd, Bang Bua Thong, Nonthaburi 11110

Company Shareholdings : None

Date of Appointment: April 28, 2016

Years of Directorship : 7 Year

Meeting Attendance Year 2022 : 9/9

Other present position in other Company :

Listed Company		None listed Company	Other company (competitive or similar company)
Total	Type of director	Total	Total
2	1. Chief Internal Audit Officer Jaymart PCL. 2. Advisor JAS Asset PCL.	-	-

Educations :

2016 - 2019	Doctor of Philosophy Program in Peace Studies, Mahachulalongkornrajavidyalaya University
1984 - 1987	Master of Science Prince of Songkla University
1980 - 1984	Bachelor of Science Prince of Songkla University

Training Certifications :

2004	Director Accreditation Program Thai Institute of Directors
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Work Experiences in other Listed Companies :

Years	Listed Company	Position
2016 - Present	Singer Thailand Public Company Limited	Director
2016 - 2017	Singer Thailand Public Company Limited	Chief Executive Officer
2018 - Present	Jay Mart Public Company Limited	Chief Internal Audit Officer
2016 - Present	JAS Asset Public Company Limited	Advisor
2012 - 2016	JAS Asset Public Company Limited	Director, Nomination and Remuneration Committee, Chief Executive Officer, and Executive Committee
2000 - 2012	Jay Mart Public Company Limited	Executive Committee
1997 - 2000	M Link Asia Corporation PCL.	Vice President of Operating Department

Other Working Experiences :

Years	Company	Position
1992-1997	Technic Telecom Co. Ltd.	Vice President of Operating Department

Relevant Important Positions :

Years	Company	Position
2016 - 2021	SG Capital Public Company Limited	Director
2016 - Present	SG Service Plus Co., Ltd.	Director
2016 - Present	SG Broker Co., Ltd.	Director

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.



Singer Thailand Public Company Limited



1. Mr. Kittipong Kanokvilairat
Chief Executive Officer

2. Mr. Rakkiti Tanglamlert
Chief Financial Officer

3. Miss Rapeepan Kantayaporn
Chief Information Officer

4. Miss Chanthornjira Kongtongsmut
Chief Operating Officer and Company Secretary

5. Miss Pittaya Jearkittimasak
Chief Marketing Officer

SG Capital Public Company Limited



1. Mr. Anothai Sritiapetch
Chief Executive Officer

2. Miss Auntikorn Phichetkorn
Deputy Chief Executive Officer

3. Miss Jatuporn Konghun
ผู้อำนวยการสายงานบัญชีและการเงิน



Management

Singer Thailand Public Company Limited

Mr. Rakkiti Tanglamlert

Director Type : Chief Financial Officer

Age : 53 Years

Nationality : Thai

Address : 91/1641 Soi Nuanchan 56 Yeak 1, Nuanchan Rd., Nuanchan, Bungkum, Bangkok 10230

Company Shareholdings : None

Date of Appointment : June 1, 2022

Educations :

2000	Master's Degree in Business Administration, Major in Accounting, Kasetsart University
1993	Bachelor Degree in Accounting, Major in Cost Accounting, Chulalongkorn University

Work Experiences in other Listed Companies :

Years	Listed Company	Position
2016 - May 2022	Khonburi Sugar Public Company Limited	Chief Financial Officer
2013 - 2015	Chumporn Palm Oil Industry PCL.	Chief Financial Officer

Other Working Experiences (Non Listed Companies) :

Years	Company	Position
2005 - 2012	Radicon Transmission (Thailand) Ltd.	Financial Controller
2003 - 2004	JohnsonDiversy (Thailand) Ltd.	Financial Manager

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.

Miss Rapeepan Kantayaporn

Director Type : Chief Information Officer

Age : 62 Years

Nationality : Thai

Address : 72/421, Soi Bung Khwang, Khwaeng Saen Saep, Khet Min Buri, Bangkok

Company Shareholdings : None

Date of Appointment : June 17, 2016

Educations :

- Master Degree in Business Management, Rangsit University
- Mini Software Engineering, Kasetsart University
- Bachelor Degree in Science, Price of Songkla University

Work Experiences in other Companies :

Years	Listed Company	Position
2016 - Present	Singer Thailand Public Company Limited	Chief Information Officer
2013 - 2016	CPS Consulting Co., Ltd.	Project Director
2011 - 2013	V-Smart Co., LTD.	Project Director
2005 - 2010	Innova Software Co., Ltd.	Project Manager
2003 - 2004	e-Discover Co., Ltd.	Project Manager
1995 - 2003	Semiconductor Venture International (Public) Co., Ltd.	Senior Manager of IT division
1987 - 1994	B Grimm Engineering (Public) Co., Ltd.	Senior System Analyze
1986 - 1987	Loxley Ltd.	Senior Programmer
1983 - 1986	Niyompanich Co., Ltd., Chiangmai	Head of EDP

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the director who involved to manage all staff, employee or consultants who receive regular salary.

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.



Singer Thailand Public Company Limited

Miss Chanthornjira Kongtongsmut

Director Type : Chief Operating Officer and Company Secretary

Age : 56 Years

Nationality : Thai

Address : 577/82 Soi Pongpetchniwet, Chatuchak, Bangkok

Company Shareholdings : 6,702 shares 0.000815%

Date of Appointment : May 15, 2016

Educations :

2019	Master of Business Administration, Industrial Business and Human Resource Development King Mongkut's University of Technology North Bangkok
	Bachelor of Business Economics, The Thai Chamber of Commerce University
	Special Courses Faculty of law "Law and Regulations for the Secretary of Company" Chulalongkorn University

Training :

1. Corporate Secretary Development Program(class2)
2. Fundamental Practice for Corporate Secretary (class22)
3. Fundamental of Law for Corporate Secretaries
Held by the Thai Listed Companies Association

Other Working Experiences :

Years	Company	Position
2016 - Present	Singer Thailand PCL	Chief Operating Officer
2008 - Present	Singer Thailand PCL.	Company Secretary & IR & Public - Communication Manager
2007 - 2008	Singer Thailand PCL.	IR & Public Communication Manager
2004 - 2007	DE Capital Public Company Limited	Investor Relation Director and HR & Admin Manager
1993 - 2004	Singer Thailand PCL.	Investor Relation Manager & Secretary of Audit Committee
1992 - 1993	Singer Thailand PCL.	Investor Relation officer

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the director who involved to manage all staff, employee or consultants who receive regular salary.

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.

Miss Pittaya Jearkittimasak

Director Type : Chief Marketing Officer

Age : 54 Years

Nationality : Thai

Address : 800/529 Ashton Chula Silom, Rama IV road, Si-Praya,
Bangrak, Bangkok, 10500

Company Shareholdings : None

Date of Appointment : May 5, 2021

Educations :

1993 - 1995	Assumption University, Bangkok Thailand. Master of Business Administration (MBA-Marketing Program)
1989 - 1992	Thammasat University, Bangkok, Thailand. Bachelor of Computer Science

Other Working Experiences :

Years	Company	Position
2021 - Present	Singer Thailand PCL	Chief Marketing Officer
2018 - 2019	Central Marketing Group	Head of Beauty
2016 - 2018	Luxasia (Siam) Ltd.	Country Manager
2013 - 2016	Boots Retail (Thailand) Ltd.	Commercial Director
2013 - 2013	Symphony EYC (Thailand) Ltd.	CRM Director
1992 - 2012	Procter & Gamble Trading (Thailand) Ltd.	Global Program Innovation Delivery Leader

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the director who involved to manage all staff, employee or consultants who receive regular salary.

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.



Management

SG Capital Public Company Limited

Mr. Anothai Sritiapetch

Director Type : Chief Executive Officer

Age : 44 Years

Nationality : Thai

Address : 81/141 Chuanchuen Modus Charan-Pinklao, Soi 8/1, Bangkrui Sai Noi Road, Wat Chalor, Bangkrui, Nonthaburi

Company Shareholdings : None

Date of Appointment : March 15, 2023

Educations :

Master's degree	Master degree of Accounting, Thammasat University
Bachelor's Degree	Bachelor Degree of Accounting, Chulalongkorn University

Other Working Experiences :

Years	Company	Position
Apr 2022 - Mar 2023	The Whitespace Co.,Ltd.	CEO
Jul 2021 - Mar 2022	KGI Securities Pcl.	SVP Investment Banking
Jul 2014 - Jun 2021	Asia Plus Advisory Co.,Ltd.	SVP Investment Banking
Feb 2012 - Jun 2014	OHTL Pcl.	Finance Manager
Oct 2005 - Jan 2012	The Stock Exchange of Thailand	Supervisor Analyst
Apr 2000 - Sep 2005	KPMG Thailand	Senior Assistant Auditor

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the director who involved to manage all staff, employee or consultants who receive regular salary.

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.

Miss Auntikorn Phichetkorn

Director Type : Deputy Chief Executive Officer

Age : 56 Years

Nationality : Thai

Address : 978/45 Baromrachchonanee Rd., Bangbunru, Bangpat, Bangkok

Company Shareholdings : None

Date of Appointment : January 1, 2021

Educations :

1989	Bachelor Degree of Arts in Home Economics Rajabhat Institute Suan Dusit Bangkok Thailand
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Working Experiences :

Years	Company	Position
Jan 2021 - Present	SG Capital Public Company Limited	Deputy Chief Executive Officer
2018 - 2020	SG Capital Co., Ltd.	Chief Credit and Asset Officer
2014 - June 2018	Chayo Asset Management Company Limited	Managing Director
2014	Bank of Ayudhaya PCL., Krungsri Auto Collection CR Team Management UPC	Assistant Vice President, Collection CR team
2012 - 2013	Bank of Ayudhaya PCL., Total Services Solution PCL.	Assistant Vice President, Collection R&L CoE team
2004 - 2012	The Hongkong and Shanghai Banking Corporation Limited	Assistant Vice President, Recovery Consumer Credit Risk
2003 - 2004	DBS Thai Danu Bank PCL.	Associates II Consumer Credit Quality Dept.
2002 - 2003	Citibank, N.A.	Collection & Support Manager
1996 - 2002	Citibank, N.A.	OA Supervisor
1989 - 1995	Dawa International Machinery Co., Ltd.	Assistant Credit Manager

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the director who involved to manage all staff, employee or consultants who receive regular salary.

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.



SG Capital Public Company Limited

Miss Jatuporn Konghun

Director Type : ผู้อำนวยการสายงานบัญชีและการเงิน

Age : 49 Years

Nationality : Thai

Address : 9/148 Phuthabucha Road, Bangmod, Chomthong, Bangkok

Company Shareholdings : 1,628 shares

Date of Appointment : March 1, 2023

Educations :

Master's degree	Master's degree of Science, Information Technology in Business (AIS), Chulalongkorn University
Bachelor's Degree	Bachelor's Degree of Business Administration, Major in Accounting, Thammasat University

Other Working Experiences :

Years	Company	Position
2021 - present	J Ventures Co., Ltd.	Chief Financial Officer
2017 - 2021	J Fintech Co., Ltd.	Chief Financial Officer
2015 - 2017	Any I Corporation Co., Ltd	Business advisor
2002 - 2015		ERP Senior Consultant (Freelancer)
1999 - 2002	Cement Thai Chemical Co., Ltd (Current name: SCG Chemicals Public Company Limited)	Managerial Report Section Manager
1997 - 1999	Rayong Olefins Co., Ltd	Cost Accountant and Analyst

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the director who involved to manage all staff, employee or consultants who receive regular salary.

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years.



Board of Directors and Management

Singer Thailand Public Company Limited

Board of Directors

Mr. Adisak Sukumvitaya	Chairman of the board
Mr. Kittipong Kanokvilairat	Chief Executive Officer
Mr. Chan Itthithavorn	Independent Director
Mr. Preecha Prakobkit	Independent Director
Miss. Somsri Shalapukdee	Independent Director
Admiral Prachachart Sirisawat	Independent Director
Admiral Navapol Damrongpong	Director
Mr. Piya Pongacha	Director
Mrs. Nonglak Laksanapokin	Director

Audit Committee

Mr. Chan Itthithavorn	Chairman of Audit Committee
Mr. Preecha Prakobkit	Member of Audit Committee
Miss. Somsri Shalapukdee	Member of Audit Committee

Nomination Remuneration and Corporate Governance Committee (NRGC)

Mr. Preecha Prakobkit	Chairman of Nomination Remuneration and Corporate Governance Committee
Mr. Chan Itthithavorn	Member of NRGC
Mr. Adisak Sukumvitaya	Member of NRGC

Investment and Risk Management Committee (IRC)

Miss. Somsri Shalapukdee	Chairman of Investment and Risk Management Committee
Mr. Kittipong Kanokvilairat	Member of IRC
Mr. Piya Pongacha	Member of IRC
Admiral Navapol Damrongpong	Member of IRC

Executive Committee

Mr. Piya Pongacha	Chairman of Executive Committee
Mrs. Nonglak Laksanapokin	Vice Chairman of Executive Committee
Mr. Kittipong Kanokvilairat	Chief Executive Officer and Member
Miss Rapeepan Kantayaporn	Member
Miss Pittaya Jearkittimasak	Member
Mr. Rakkiti Tanglamlert	Member
Miss Chanthornjira Kongtongsmut	Member and Secretary

Management

Mr. Kittipong Kanokvilairat	Chief Executive Officer
Mr. Rakkiti Tanglamlert	Chief Financial Officer
Miss Rapeepan Kantayaporn	Chief Information Officer
Miss Chanthornjira Kongtongsmut	Chief Operating Officer
Miss Pittaya Jearkittimasak	Chief Marketing Officer
นายณรรธิป วิรุฬห์ชาติตะพันธ์	ที่ปรึกษาทางด้านการตลาดและการขาย

SG Capital Public Company Limited

Mr. Anothai Sritiapietch	Chief Executive Officer
Miss Auntikorn Phichetkorn	Deputy Chief Executive Officer
Miss Jatuporn Konghun	ผู้อำนวยการสายงานบัญชีและการเงิน

Annex 2: Information of Management team who has an authorize in subsidiary Companies

Name of Management	Singer Thailand Public Company Limited	Subsidiary Company		
		SG Capital Public Company Limited	SG Service Plus Co., Ltd.	SG Broker Co., Ltd.
Mrs. Nonglak Laksanapokin, Ph.D	/	/	/	/
Mr. Kittipong Kanokvilairat	/, //	/, //	/, //	/, //
Mr. Rakkiti Tanglamlert	//	/	-	-
Ms. Chanthornjira Kongtongsmut	//	-	/	/
Ms. Rapeepan Kantayaporn	//	-	-	-
Ms. Pittaya Jearkittimasak	//	-	-	-
Mr. Anothai Sritiapetch	-	/, //	-	-
Ms. Auntikorn Phichetkorn	-	//	-	-
Miss Jatuporn Konghun	-	//	-	-

Remark; / = Director, Authorized Directors in subsidiary Companies
 x = Chairman of the Board
 // = Management Team

Annex 3: Details of the Heads of the Internal Audit and Compliance Units

Miss Gunnaree Thammachotdumrong

Position : Internal Audit Division Senior Manager

Education :

2000 - 2002	Master Degree in Finance, Ramkhamhaeng University
1994- 1997	Bachelor Degree in Accounting, Bangkok University

Working Experience :

Years	Company	Position
2022 - Present	Singer Thailand Public Company Limited	Internal Audit Division Senior Manager
2019 - 2022	Sahaviriya Steel Industries Public Company Limited	Internal Audit Division Senior Manager
2017 - 2019	AIRA Capital Public Company Limited	Vice President of Budgeting & Planning Division
2013 - 2017	Asia Plus Group Holdings Public Company Limited	First Vice President of Budgeting & Planning Division
2002 - 2013	Phoenix Commodities Limited	Assistant Finance Manager
1997 - 2002	HSBC Bank	Managerial Accounting
1995 - 1997	Bank of Thailand	Accounting Clerk

Contac :

Singer Thailand Public Company Limited
72, NT Bangrak Building, 17th Floor., Charoen Krung Rd., Bangrak, Bangkok 10500
Tel: 02-3524777 Email: gunnareet@Singerthai.co.th

Company Shareholdings : N/A

Not having any relation among family with other Directors and Executives

Not having any, direct or indirect, stake holder's benefit as a contract partner in any business concerning the Company and its subsidiaries.

Not having any relation among family with other Directors and Executives

Not being a director or executive in any business which may cause conflicts of interest or having a business competition with the company and its subsidiaries

Not being the director who involved to manage all staff, employee or consultants who receive regular salary.

Not being the specialist service provider such as the independent auditor or Independent Legal Consultant

Not having any significant business relationship which may result in an inability to make independent decisions

Not having any lawsuit case in the past 10 years

Annex 4: Assets Used in Business Operations

Assets Used in Business Operations



Land, Buildings and Machineries

The total number of stores is 154 branches. The Company owns the land and buildings for 56 locations in total; the rest are branches that the Company leases, including the building used as the head office. Now, the head office is located at 72 CAT Telecom Building, 17th Floor, Charoenkrung Road, Bangrak Subdistrict, Bangrak District, Bangkok 10500, which has been leased from National Telecommunications Public Company Limited (Formerly: CAT Telecom Plc.) with the expiration of lease on January, 14th, 2021. The renewal lease agreement is for three years, from January 15th, 2021, to January 14th, 2024, with an area size of 2,408 square meters at the original rental rate of 602,000 Baht per month and service fee of 385,950 Baht per month.

In addition, there will be a lease of a warehouse building in Phra Nakhon Si Ayutthaya with Jolly Land Co., Ltd. with a lease period of 3 years at the rental rate of 448,000 Baht per month with the expiration of lease on December 10th, 2023, and a lease contract of the front area of the building at a rental rate of 70,000 Baht per month with a period of 3 years, the expiration of lease on April 30th, 2023.

The book value of land, buildings, and equipment - the net value of Singer Thailand Plc. and its subsidiaries as of December 31st, 2019, and December 31st, 2020, amounted equal to 425.77 million Baht and 433.08 million Baht, respectively.

Such land, buildings and machinery have no encumbrances.

The Company or its subsidiaries does not operate real estate development business.

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Rights or restrictions on business operations

- Patent None
- Trademark

Trade Name and Trademark Fee Contracts

On August 1st, 2015, the Company entered into a Trade Name Fee Agreement with Singer Company Limited S.a.r.l and a Trademark Fee Agreement with Singer Asia Limited, which rights referred from the master royalty agreement between Singer Asia Limited, and The Singer Company Limited. (Isle of Man) with a separate payment of the trade name licensed fee of \$0.25 million per year to Singer Company Limited Sarl. This agreement is for a period of five years, from August 1st, 2015, to July 31st, 2020, with the payment of the trademark licensed fee of 0.5% of the revenue stated in the Agreement to Singer Asia Limited. This agreement is for a period of ten years, from August 1st, 2015, to July 31st, 2025, unless either party shall terminate the contract with the advanced notice of 12 months.

On January 1st, 2022, the Company terminated the previous contract of August 1st, 2015, and entered into a Trade Name Fee and Trademark Fee Agreement with Singer Company Limited S.a.r.l, which consisted of the payment of the Trade Name Fee and Trademark Fee Agreement with the agreed rate under the contract. The term of the contract is for a period of ten years, from January 1st, 2022, to December 31st, 2032, unless either party shall terminate the agreement with the advanced notice of 90 days.

- Investment Promotion Certificates None

Investments in Subsidiaries and Associated Companies

The details of investments in subsidiaries affiliates, associated companies and related companies are as follows:

Company Names	Type of business and Business Nature	Paid-up capital (Baht)	% Shareholding	Investment Value (at cost) (Baht)
Subsidiary				
SG Capital Public Company Limited	- Hire-Purchase of home appliance, commercial products, mobile phones, hire-purchase of vehicle, loan receivables with vehicle collateral and others	3,270,000,000	74.92	2,449,998,000
SG Broker Company Limited	- Life and non-life insurance broker	14,000,000	99.99	14,000,000
SG Service Plus Company Limited	- Repair and maintenance service of electronic appliances to a related company	5,000,000	99.96	4,998,000

Associated Company none

As of December 31st, 2020, the investment policy in the subsidiaries companies shall be retained at the same proportion ratio of previous shares. The Board of Directors and management of the subsidiaries is the management that the executives selected from the management team within the Company to be responsible for supervising the subsidiaries' operations to comply with the Company's core business operation policy. The Company has a total investment in subsidiaries equal to 2,468.99 million Baht, with a ratio of 9.53% of total assets.

Annex 5:

Corporate Governance Policy Other Policy and Code of Conducts

Corporate Governance Policy



<https://www.singerthai.co.th/th/corporate-governance/corporate-governance-policy>

Other Policy and Code of Conducts



<https://www.singerthai.co.th/th/corporate-governance/charters-and-documents>

Annex 6: Report of the Audit Committee



Audit Committee Report 2022

The Audit Committee of Singer Thailand Public Company Limited consists of three (3) independent directors who are experts and possess the necessary qualifications and experience in accordance with the regulations stipulated by the Stock Exchange of Thailand. The Audit Committee are independent to perform their duties under the Charter of Audit Committee, which includes:

- | | |
|-------------------------------------|------------------------------|
| 1. Mr. Chan Ittithaworn | Chairman of Audit Committee |
| 2. Mr. Preecha Prakobkit | Audit Committee |
| 3. Ms. Somsri Shalapukdee | Audit Committee |
| And Ms. Kulnaree Thammachotidamrong | Secretary of Audit Committee |

During the year 2022, the Audit Committee held a total of five (5) meetings, with full attendance from all members. Additionally, they conducted joint meetings with management and/or auditors as required on the relevant agenda and held separate meetings with the auditors and internal audit department without the attendance of management department.

In 2022, Singer Thailand Public Company Limited and its group companies continued to expand their existing business and venture into new areas to fulfill market and customer demands. The Audit Committee performed its duties independently by overseeing operations, evaluating the internal control system's sufficiency, and taking part in risk assessment and management. Additionally, the Committee offered recommendations for enhancing the internal control system and leveraged technology to improve efficiency and effectiveness.

The summarized key points of the activities are:

1. Conducting an audit to ensure that the Company's financial reports are accurate and sufficient

The Audit Committee conducted an audit of the quarterly financial statements and the 2022 financial statements before presenting them to the Company's Board of Directors for their review of the completeness and reliability of the financial statements, as well as the various risk issues, estimates, related accounting standards, changes in accounting standards, and the internal accounting and financial reporting control system. The Company's accounting records were properly prepared in accordance with accounting standards for financial reporting, and complete information was disclosed in the notes to the financial statements.

In addition, there has been monitoring of the management team's operations through the Management Letter from the external auditors, which includes the audit findings on the Company's operations in each year. The Audit Committee has had special meetings with only the auditors to inquire and receive explanations and/or comments on issues related to financial reports, as well as the audit reports. Furthermore, the Audit Committee has been informed by the auditors that there are no issues or observations that need to be reported to the Audit Committee, in accordance with Section 89/25 of the Securities and Exchange Act, which pertains to securities and stock market regulations.

2. Audit to ensure the Company has an adequate and appropriate internal control and internal audit system

The Audit Committee participates in the annual internal audit plan review, examines and verifies the audit reports of the internal audit department, evaluates the adequacy of the internal control system, monitors the performance of the internal audit department, ensures that the management team implements the audit results promptly, observes the internal audit team's work while conducting branch audits, and provides recommendations for improving the operational processes and audit methods of the operations department. Additionally, the Audit Committee improves the efficiency of the internal audit department's report preparation.

- Consider and provide suggestions to reduce redundant work among the group of companies.
- Consider and promote the inspection of various work processes, both IT and non-IT, including the inspection of inventory of the field team through the Peer-to-Peer method, in order to increase work efficiency.

- Evaluate the internal control system on information technology by comparing it to the international standard COBIT 5, which is a framework for IT governance and management of organizations in the year 2022.

The Audit Committee has opined that the internal control system is effective and adequate, and there are no significant defects that are relevant to the current business.

3. Auditing the Company's risk management system

The Audit Committee has conducted audits, assessments, and risk management activities tailored to the Company's nature of business by taking into account the Company's risk management framework in the three (3) areas of risks: Operation Risk, Credit Risk, and Compliance risk. Additionally, the Audit Committee has furnished recommendations aimed at mitigating such risks

In 2022, the Investment and Risk Management Committee (IRC) was established by the Audit Committee to consider the investment policies and cash management processes, ensuring that they align with the Company's objectives. The IRC monitored the slow-moving and second-hand product groups and recommended management plans to mitigate potential risks associated with these product groups.

4. Reviewing the related party transactions and transactions that may have conflicting interests to ensure compliance with securities and securities market laws and laws related to the Company's business, including regulations, announcements, and orders issued under the aforementioned laws.

The Audit Committee has examined the process of collecting data related to connected transactions and transactions that may present conflicts of interest. After a thorough examination of these transactions, the Audit Committee has concluded that such transactions are reasonable and beneficial for the Company's best interest and that all information has been disclosed in compliance with the requirements of the Stock Exchange of Thailand and the securities market.

5. Good Corporate Governance

The Audit Committee has been overseeing the execution of the Three Lines of Defense management framework, which delineates the roles, responsibilities, and accountabilities of the management and employees. This encompasses linking the work of the operational units, supervisory units, and audit units to improve performance and outcomes in operations and oversight.

In addition, the Audit Committee has been monitoring the performance of SG Capital Limited and SG Serviceplus Limited by providing feedback and suggestions and examining their adherence to upcoming laws that could affect their operations, such as the Personal Data Protection Act (PDPA), which is a law that affects business operations, in order to guarantee that the company has supervision to ensure that the practice is accurate.

6. Consider, select, and propose the appointment of the Company's auditors

Consider, select, and propose the appointment of Mr. Chokchai Ngamwuthikul and/or other auditors of KPMG Phoomchai Company Limited as the Company's auditors for the fiscal year 2023, which the Audit Committee has proposed to the Board of Directors further submission to the shareholders' meeting for the appointment.

The Audit Committee shall possess adequate knowledge, skills, expertise, prudence, and adequate independence to execute their duties and obligations as stipulated by the Board of Directors with transparency, accountability, comprehensibility, and verifiability, based on the principles of good corporate governance.

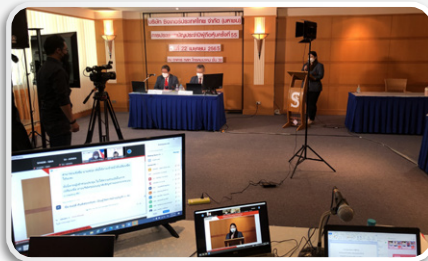
In the name of the Audit Committee

(Mr. Chan Ittithaworn)
Chairman of Audit Committee
13th February 2023

Company activities

Annual General Meeting of Shareholders No. 55

Singer Thailand Public Company Limited or SINGER has convened the Annual General Meeting of Shareholders of the year 2022 at Meeting Room, 30th Floor, CAT Tower, Bangkok. The attendees in the meeting are the Company's Board of Directors, which attend the meeting in person and online due to the awareness of the COVID-19 risks to the shareholders. The meeting approved all the resolutions proposed by the Board of Directors and approved the payment of dividends to the shareholders from the retained earnings of the year 2021 at the rate of 0.54 Bath per share.



The Extraordinary General Meeting of Shareholders 1/2022



Singer Thailand Public Company Limited or SINGER, together with the Company's Board of Directors, organized the Extraordinary General Meeting of Shareholders 1/2022 via online (E-EGM), in which the meeting agreed to approve the increase the Company's registered capital in the amount of 2,656,541 Baht from the existing registered capital of 838,017,578 Baht. The new registered capital shall be 840,674,119 Baht by issuing 2,656,541 newly issued ordinary shares with the par value of 1 Baht per share reserved for the exercise of warrants under the SINGER-W2 project of which rights had been adjusted by adjusting the price and the exercise ratio.

Company activities

The offering ceremony of the Royal Kathin robe of 2022 at Wat Pa Dararam, Chiang Mai Province.

His Majesty the King Maha Vajiralongkorn graciously bestowed the Royal Kathin Robe of the year 2565 to Jay Mart Public Company Limited, Singer Thailand Public Company Limited, SG Capital Company Limited and its subsidiaries. The offering ceremony took place at Wat Pa Dara Phirom in Rimtai Sub-district, Maerim District, Chiang Mai Province, where Ms. Yuvadee Pong-acha, Deputy Chief Executive Officer - Operations of Jay Mart Public Company Limited, presided over the ceremony. The Company's executives, staff, and individuals with virtuous mindsets also participated in the ceremony to present the Royal Kathin Robe as an offering to the monks. The amount of money donated for this year's Kathin ceremony was 6,060,933 baht, graciously provided by His Majesty the King for the purpose of offering to the monks, novices, and for the maintenance of the temple.



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บริษัท ซิงเกอร์ประเทศไทย จำกัด (มหาชน)

เลขที่ 72 อาคารโทรคมนาคม บางรัก ชั้น 17 ถนนเจริญกรุง แขวงบางรัก เขตบางรัก กรุงเทพฯ 10500

โทรศัพท์ : 0-2352-4777 โทรสาร : 0-2352-4799

Call Center: 66-2234-7171 Hotline: 668-1840-4555

Facebook: Singer Thailand Line Official: @SingerConnect

www.singerthai.co.th