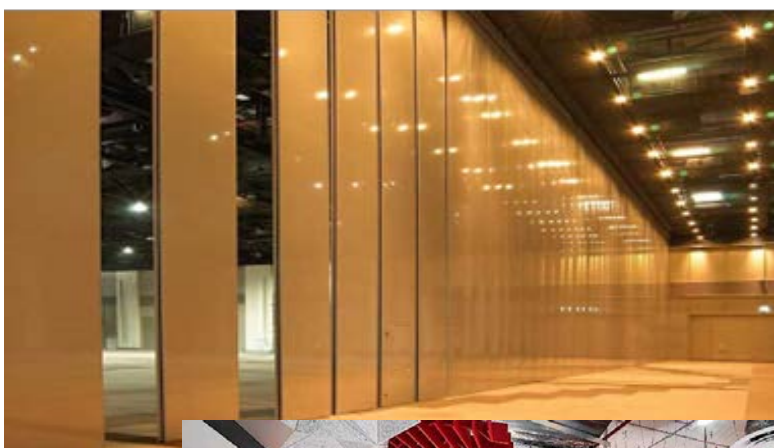


Annual Registration Statement and Annual Report 2023
(Form 56-1 One Report)

PanelésMatic Solutions Public Company Limited



PANELÉS MOVABLE SILENCE BOOTH



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Message from the Committee

Panelesmatic Solutions Public Company Limited ("the Company") is a service provider specializing in the production, distribution, installation, and after-sales service of automatic door and wall products. Committed to developing environmentally friendly and high-quality products that meet customer needs, our goal is to achieve maximum customer satisfaction. As a company, we aspire to become a market leader and expand into related products and services in the future.

In addition to prioritizing the quality of products and services to ensure maximum customer satisfaction, the company maintains strong corporate governance and upholds business ethics. We encourage directors, executives, and employees to operate with integrity and adhere to ethical standards, conducting business transparently and in compliance with relevant laws and regulations. Additionally, we actively participate in environmental and community development initiatives. The company has developed a code of ethics manual to guide everyone in adhering to ethical standards, fostering a culture that promotes honesty and fairness. By upholding these values, we aim to build an organization that continues to grow sustainably, contributing positively to society and the country in the future.

The company underwent a transformation into a public entity, now known as Panelesmatic Solutions Public Company Limited. The company was officially registered on May 8, 2023, and acquired its common shares. The company is now listed as a security on the MAI Stock Exchange, under the Industry Group Real Estate and Construction. It is identified by the abbreviation "PANEL" on the stock exchange. This marks a positive milestone for the company in 2023.

- Mr. Piset Chiyasak -

Mr. Piset Chiyasak

Chairman of the Board

- Mrs. Julia W Petpaisit -

Mrs. Julia W Petpaisit

Chief Executive Officer

Board of Directors



Mr. Piset Chiyasak

Independent director
Chairman of the Board
Chairman of the Audit Committee



Assoc.Prof.Dr. Suneerat

Wuttichindanon
Independent director
Member of the Audit Committee



Mr. Karn Chusatakarn

Independent director
Member of the Audit Committee



Mrs. Julia W Petpaisit

Director
Chief Executive Officer



Mr. Amorn Kitkrua

Director
Managing Director



Mr. Aungsurus Areekul

Director



Miss Yanida Areekul

Director



Mr. Somsak Prikboonchan

Director

Part 1

Business and Operations and Performance

1. Structure and operations of the group of companies.

1.1 Policy and overview of business operations

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED (“COMPANY”) We are experts in Movable Acoustic walls. Automatic operating room door system and intelligent entrance and exit systems, founded in 1990 by a group of friends who were architects, interior designers, and construction contractors. We began our business of importing and trading interior decoration materials from Europe. Currently, the company produces and distributes products under the brand. PANELÉS along with importing and distributing products under a brand of MANUSA from Spain. There are 2 main product groups: interior products for hotels and office buildings and products for hospital facilities. One of the outstanding products is acoustic movable walls for room dividing purposes, to create appropriate functional spaces in hotels, offices, and government properties. Hermetic automatic doors are used for operating room doors as well as automatic doors for healthcare facilities, such as emergency rooms or surgery rooms. We also create intelligent entrance and exit systems such as pedestrian automatic sliding and swing doors. It is commonly used by users as entrance and exit doors for large buildings. We supply complete equipment and related services in order to offer a ‘One Stop Service’ for our clients. This includes the design, procurement, installation, and after-sales service, etc., thus resulting in a diverse group of customers, which covers the Bangkok metropolitan area and other provinces. The company has focused on maintaining and developing the quality and safety of products, in order to build trust from all our customers. The list below are the main customer sectors who have used our products:

- Hotel Industry



- Hospital Industry



- Others (Offices, Government Buildings, Schools)



1.1.1 Vision, objectives and goals in business operations

During the Company Meeting No. 1/2024, on February 28th, 2024, the Company's Board of Directors discussed and reviewed the future vision and operation plans to meet the company's goals further into 2024.

Vision

"The company is committed to being a leader in soundproofing systems and materials, along with door systems for hospital and public health work."

Mission

- We are committed to producing products and delivering excellent service, using an environment-friendly procedure and delivery on time to create greatest satisfaction for all customers
- We are committed to human resource and technological development to create sustainable growth and provide appropriate returns to meet expectations for shareholders.
- We are committed to creating opportunities and advancement for our employees, promoting teamwork and providing fair compensation to employees.

- We value social safety and are concerned about preserving the environment and natural resources. We promote the most cost-effective and efficient resource usage.

Business goals

The company is committed to being a leader in soundproofing products and medical door systems, with a continuous and sustainable growth in the Smart & Ecosystem business. A sales target aiming in 2024 at 180 million baht and a sales target of 400 million baht within the next 5 years. To support this goal, the company is constructing a new factory and increasing the number of employees and automated machines, to increase the production capacity aligning with the marketing plan and business growth plan in the future.

1.1.2 Company's history and developments

- 1990**
 - The company was registered under the name, J.N.V. International Supply Company Limited, with a capital of 5 million baht on May 10, 1990. The objective was to establish a trading business for imported European decoration used in interior design projects.
- 2000**
 - Started importing automatic doors and was appointed as a distributor for MANUSA, Spain.
- 2001**
 - Increased registered capital of 2 million baht from the original registered capital of 5 million baht to 7 million baht to be used as working capital for business expansion.
- 2005**
 - Started a business importing automatic hermetic doors used for operating room doors and ICU doors used in healthcare facilities
- 2006**
 - Increased registered capital of 1 million baht from the original registered capital of 7 million baht to 8 million baht to be used as working capital for business expansion.
 - Establishment of an Acoustic movable wall production in Pathum Thani province.
- 2019**
 - Changed the company name to Panelesmatic Solutions Company Limited on March 26, 2019
 - Increased registered capital of 42 million baht from the original registered capital of 8 million baht to 50 million baht to be used as working capital for business expansion.
 - Construction of a New headquarter building in Nonthaburi Province.

- 2020**
- Increased registered capital of 5 million baht from the original registered capital of 50 million baht to a registered capital of 55 million baht to be used as working capital for business expansion.
- 2021**
- Increase the registered capital by 5 million baht from the previous registered capital of 55 million baht to a new registered capital of 60 million baht, for the purpose of using it as working capital to expand business operations.
- 2022**
- Increase the registered capital by 10 million baht from the previous registered capital of 60 million baht to a new registered capital of 70 million baht, for the purpose of using it as working capital to expand business operations.
 - Constructing a showroom building in the Nonthaburi province area.
- 2023** Ordinary Shareholders' Meeting No. 1 for the fiscal year 2023, held on April 25, 2023, passed resolutions approving the following actions:
- Changed the company status to a public company limited, using the name "PanelésMatic Solutions Public Company Limited" and registered the change to a public company limited on May 8, 2023.
 - Adjusted the par value of shares from 5 baht per share to 0.50 baht per share.
 - Increased the registered capital by 25 million baht from the previous registered capital of 70 million baht to a new registered capital of 95 million baht.
 - Allocated ordinary shares for capital increase of 25 million baht, divided into 50 million shares with a par value of 0.50 baht per share, for the first time offering to the public (Initial Public Offering).
 - Resolution passed to register the ordinary shares of the company as securities listed on the Market for Alternative Investment (MAI).

1.2 Nature of business operations

1.2.1 Income structure

The company has sales income from manufacturing and distribution of products under the PANELES brand. We also import and distribute products under the MANUSA brand. Products under 2 product groups include products for healthcare facilities, the MANUSA brand and Products for interior decoration under the brand PANELES. Products for healthcare facilities under the brand MANUSA include Hermetic sliding and swing doors for the operating rooms as well as standard sliding door system corridors and entrance to the hospital buildings. Products for interior architecture under the brand PANELES include Acoustic sliding walls, Carpet tiles, Acoustic wall panels, Acoustic aluminum glazing office partition system, Acoustic doors. The company has income from providing installation and Maintenance and delivery services. The details are as follows:

Income type	2021		2022		2023	
	Million baht	%	Million baht	%	Million baht	%
1. Sales income	64.58	92.15	102.40	92.50	119.97	90.40
- Products for healthcare facilities	36.24	51.72	46.32	41.84	59.15	44.60
- Products for interior architecture	28.34	40.43	56.08	50.66	60.81	45.80
2. Service income	4.26	6.08	7.80	7.04	12.20	9.20
Total sales revenue and service	68.84	98.23	110.20	99.54	132.16	99.60
Other income	1.24	1.77	0.51	0.46	0.51	0.40
Total income	70.08	100.00	110.71	100.00	132.67	100.00

Note: Other income includes interest income, profit (loss) from selling assets, profit (loss) from exchange rates, and profits from investments and other income

1.2.2 Information about products and services

1.2.2.1 Product characteristics

- Hospital and Healthcare Product

The company is engaged in the business of importing, producing, distributing and installing product groups for use in healthcare facilities, including hermetic automatic doors. Imported products are under the brand MANUSA, which the company has been appointed as the only distributor of products of the brand MANUSA in Thailand. The company may order and import everything, or import some equipment and then assemble using the local production staff according to MANUSA standards, controlling the high quality standard. The customer group consists of building contractors and project owners, mainly for hospital and nursing home business groups which covers Bangkok, outskirts areas and other provinces. Our main customers are Chulalongkorn Hospital, Siriraj Hospital and Ramathibodi Hospital, and many private hospitals, etc.



- Hermetic Automatic Doors

Hermetic automatic doors products under the brand MANUSA are designed for various types of medical facilities, such as general operating room doors, x-ray room door hybrid operating room doors, cath lab room doors, clean room doors, negative and positive pressure room doors. The products use stainless steel or high-density compact laminate materials to improve hygiene, with a high standard of air permeability passed level 6 of air leakage test, The products have the lowest leakage rate and meet European standards. The automatic hermetic doors that the company uses are made with high quality MANUSA procedure and are divided into 3 types: Hermetic Automatic Swing Doors, Hermetic Automatic Slide Doors, and Clear View Hermetic Automatic Sliding Doors. In addition, the company also imports and distributes MANUSA brand of accessories, including touchless sensors for automatic door control systems and can be controlled by AI systems. The products are safe to use and meet international standards. Therefore, users can choose the right product for the right purpose. The company has kept the standards and distributed these products since 2000, with customers being building contractors and hospital project owners. In addition, the company also provides user training and provides user manuals to familiarize them with the automatic hermetic door system. These doors are normally made to order based on the project requirement (Made-to-order: MTO), where the company will order products from Manusa Spain in whole or partial and proceed with production when there is a project order from the customer, then carry out the installation for customers according to the schedule.

- Products for interior architecture (Interior Products)

The company operates a production business, distribute, and install interior design products for general buildings, which consists of 6 products: Acoustic Operable Wall, Acoustic Glazing Partition System, and standard automatic sliding doors, Movable Silence Booth, Acoustic Panel, and Carpet Tiles. The company seeks customers through offering high quality standard products. The customer group is interior contractors and project owners for hotels, schools, retail stores, offices, convention centers, exhibition halls, restaurants, and airports, covering Bangkok, surrounding areas, and other provinces.

The company manufactures products under the brand PANELÉS and may use products from MANUSA as key components in some products, such as automatic sliding door mechanisms, motor parts, etc. The importation and production processes of the company will follow the design and customization for each customer.



- Acoustic Operable Wall (Movable Wall)

Acoustic Operable Wall products, under the brand PANELÉS, is designed as a single wall with many panels according to the width of the room. Its height is equal to the height of the floor to the ceiling. (Floor-to-Ceiling) and have the same width for convenient storage. It is lightweight for easy use and has sound absorbing properties to block sound from passing through the walls, acting as the wall in the room. It meets international standards (European Standard) for the mobile soundproof walls. The product model can be divided into 6 types: solid mobile acoustic walls, Acoustic 80 and Acoustic 100, mobile acoustic walls with acoustic glass viewers, Acoustic 80G and Acoustic 100G, Transacoustic mobile soundproof walls, Transacoustic 80 and Transacoustic 100

The model Acoustic 80, Acoustic 80G, and Transacoustic 80 will have sufficient sound absorbing properties for meeting rooms, small conference rooms, or smaller properties.

The model Acoustic 100, Acoustic 100G and Transacoustic 100 will have the best sound absorption properties. They are suitable for large halls that require the room to be divided into complete silence and undisturbed by activities in other rooms.

Users can choose the properties of the mobile soundproof walls according to the customer's intended use. For small halls or conference rooms, choosing Acoustic 80 mobile soundproof walls will be appropriate. For large halls that require complete silence when partitioned, choosing Acoustic 100 mobile soundproof walls is appropriate. The main customers are contractors and project owners such as hotels, schools, universities, offices, convention centers, and exhibition rooms. The project will have a large hall to accommodate events such as meetings, performances or other events, which will have different objectives. When a meeting, performance, or other event requires a space that is smaller than the size of the entire room, or when events are held during the same time, our product can be used as a virtual room divider within the hall by sliding the mobile soundproof wall from the wall space along the track that is designed to be attached to the ceiling and connect the wall in a line. Users can divide rooms quickly due to the lightweight design.



- Acoustic Glazing Partition System (Acoustic Glazing Partition System)

Soundproof glass wall product (Acoustic Glazing Partition System), under the brand PANELÉS, is designed to enhance the look of the space and give it a modern look. It can be used in place of solid room partition walls and has soundproofing properties to prevent sound from passing through the glass walls as if they were the walls of the room. Soundproof glass walls at the company can be divided into 2 types: 1) Single Layer Acoustic Glazing Partition which is made from high quality safety glass with sound protection efficiency STC37 (Sound Transmission Class). 2) Double Layer Acoustic Glazing Partition which is made from high quality safety glass and has air spaces between the glass, resulting in the efficiency of level STC48 sound protection.

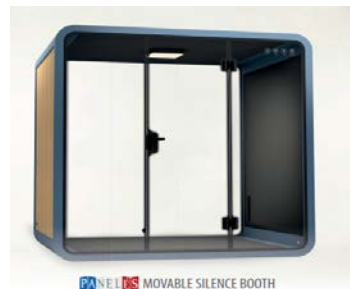
Users who want better soundproofing properties, choosing a higher STC value will result in better soundproofing. There are two types of high quality safety glass being laminated glass and tempered glass which have different special properties. In the case of broken glass, the laminated glass model has a laminated film inside the glass which supports the glass to not shatter to the floor. For tempered glass, there will be broken glass pieces, however, the glass will break into small pellets and no sharp edges to harm the users. Both types are highly safe for all users. Our main customers include hotels, schools, universities, offices, retail stores, and residences. The products are popularly used in lounges or conference rooms as interior decoration for a retail store or commercial unit.



- Standard Automatic Slide Doors

Standard Automatic Slide Doors products under MANUSA brand and PANELÉS are designed for entrances and exits of public buildings that have a high volume of foot traffic. In addition, such standard automatic sliding doors can also be used as a door to

divide areas within a building. There is an intelligent opening and closing control system such as a motion detection system, touch system, or contactless system from the brand MANUSA. Their exquisite look helps increase the perspective of the area in use. It has the European standard EUROPEAN STANDARD PrEN 1605 AIR PERMEABILITY CLASS 6 (EN 12426). The product has been standardized in air leakage testing level 6 (minimum leakage). This is the standard automatic sliding door that the company imports. Production and distribution can be divided into 6 types including Single Standard Automatic Slide Doors, Curved Single Standard Automatic Slide Doors, Bi-Parting Standard Automatic Slide Doors, Curved Bi-Parting Standard Automatic Slide Doors, Telescopic Standard Automatic Doors, and Revolving Standard Automatic Doors. The products are diverse, safe, and under international standards. Users have many choices to choose from to suit their location and purpose. The customer group is construction contractors and project owners for hospitals, hotels, schools, universities, retail stores, offices, convention centers, exhibition rooms, product showrooms, restaurants, and airports, etc.



- Movable Silence Booth

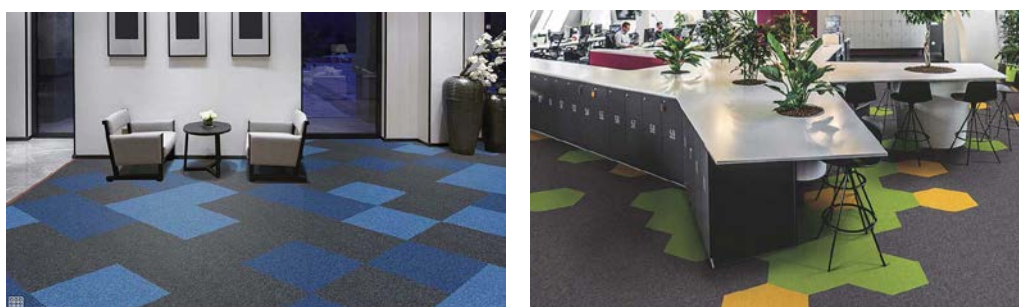
Mobile soundproof room products are designed to facilitate users who need a private and quiet space in a public or office area when they need to have a meeting, make a phone call, or just want to relax. and can facilitate users who want to practice musical instruments at home or in the music schools. Such mobile soundproof rooms have the ability to absorb both outside and inside sounds. This is because the nearby areas may be crowded with people and thus very noisy. Therefore, users can have private space in the portable soundproof room and do not cause the sound from inside the room to disturb people outside or vice versa. There are 4 available sizes: S (Small), M (Medium), L (Large) and e XL (Extra Large). Customers can choose the appropriate size according to the purpose of their use. Small mobile soundproof rooms can support 1 user, which is suitable for online meetings, talking on the phone with customers, Music practice with small equipment such as saxophones, singing instruments, etc. a medium-sized mobile soundproof room can accommodate 2 users, which is suitable for online meetings. private conversation Music practice with medium-sized equipment such as a Cello, etc., in a large mobile soundproof room. It can accommodate 4 users, which is suitable for team meetings. Online meetings,

interviews, music practice with large equipment such as pianos, etc., and for extra-large mobile soundproof rooms. It can accommodate 6 users, which is suitable for team meetings. Online meetings, interviews, music practice with extra-large equipment such as drum sets, etc. The main customer groups include offices, airports, and music schools. In addition, the company also provides training and supplies user manuals to customers to become familiar with mobile soundproof room products.



- Acoustic Silence Panel

Sound absorbing product is designed to absorb sound and reduce sound reverberation time in rooms where wall demolition cannot be carried out. The product has fast installation time. The panels can be attached directly to the walls such as in offices, conference rooms, home theater rooms, karaoke rooms, classrooms, music rooms, etc. They can also be used as room decoration. The product is produced from recycled polyester fibers from plastic bottles, Polyethylene terephthalate (PET), creating a Fibrous Absorber. It has the ability to absorb medium to high sound frequency, which is the frequency range that corresponds to the human voice. Users like to use sound-absorbing fiber sheets in various rooms, resulting in the main customer groups being offices, universities, schools, movie theaters, music academies, music practice rooms, recording rooms, etc.



- Carpet Tile

Flooring is a component within buildings that is heavily used on a daily basis. Carpet tiles are very popularly used as floor coverings in offices and conference rooms, with customized patterns to create beauty. It is soft and comfortable to walk on and has sound-absorbing, anti-slip properties, traps dust, and reduces the spread of dust. It also maintains the room temperature using air conditioners. The product has a lifespan of

approximately 7 to 10 years, depending on usage, and only minimal maintenance needed since it is easy to clean and highly durable. It is convenient to install or dismantle. If any of the carpets are damaged, the damaged ones can be replaced without the need to dismantle the entire unit, which saves budget and shortens installation time. The carpet tile products are imported and distributed in various sizes, patterns, and colors. Users can choose according to the theme of their location and its color tone. The diversity increases the choices to fit in many places such as residences, offices, hotels, movie theaters, airports, etc.

1.2.2.2 Nature of service

The company has included all related services with the sale of each project to be a One Stop Service for customers to complete interior decoration. We have a team of experts ready to provide services in various areas, including consulting, design, transportation, installation, training and delivering user manuals to users. Including product warranty After-sales support and repair. In addition, after the warranty period has expired. All project customers can purchase additional preventive maintenance contracts (Preventive Maintenance), where we can provide the service to keep the product in good condition to increase the life cycle of the product.



1.2.3 Marketing and Competition

1.2.3.1 Competitive strategy

Product Differentiation Strategy

The company is a manufacturer, designer and installer of Hermetic doors. Acoustic walls and doors with more than 30 years of experience. Automatic sliding door products received the European standard EUROPEAN STANDARD PREN 1605 AIR PERMEABILITY CLASS 6 (EN 12426). The product has passed the highest standard in the air leak test level 6, indicating that it has the lowest level of leakage. It can be seen that our products are of high

quality and have passed the various quality test standards. We can adapt to the customer's requirement and can also produce products according to custom sizes and finishes.

Strategy for creating growth through marketing (Marketing Development)

We partner with both large and small construction contractors. Owner of various projects, leading architects and design companies, we supported dealers to increase sales through the Agent system in the northern, northeastern, eastern and southern regions. Including distributors in foreign countries such as Cambodia, India, Singapore, Australia, etc. Our product has been chosen for use in various projects, both government and leading private sectors. Our products are well known and accepted by the architects and leading design companies including construction contractors and owners of various projects both domestically and internationally. Partnerships with related service companies will also allow the company to achieve more marketing channels. There are a lot of opportunities for customers to use our products. Not only through the recommendation of the building contractors, but also by the product distribution channels by the agents have been added to be able to reach more customers. By providing services through online channels would also make it easier for customers to find information and contact the company. Customers can also visit and view products directly on the company's main website <https://www.panelesmatic.com>

After Sales Service Development Strategy

The company is constantly improving after-sales services to provide customers with a good experience. We have a Technical Service department to provide the after-sales service to take care of customers. Including offering to provide product care services after the product warranty expires. The company has created a system to follow up on sales work and provide after-sales service. Recording customer information who has used the service for continuous follow-up and service provision. There is also a warranty label attached with a QR Code with contact details for the company's direct after-sales service, so that customers can call to inquire if they have questions or have problems using the product. Including expressing opinions or suggestions for using the service.

1.2.3.2 Target customer group of the company

The company has divided target customers according to product characteristics, including:

- 1) Hospital and Healthcare Product customer group
 - Construction contractor who specializes in healthcare facilities
 - Property owners and architects such as the Faculty of Medicine, universities, various agencies and hospital owners, etc.
- 2) Interior Products, specializing in Acoustic
 - Interior decoration contractor

- Property owners and architects, such as general companies and various stores
Multi-purpose building service provider Real estate developers, hotel businesses, industrial factories, etc.

1.2.3.3 Pricing policy

The company sets prices based on the cost of products and services used in the entire process, from design, production, transportation, and installation, etc., plus a gross profit margin (Cost-Plus Pricing) where the company takes product costs from production data collection statistics from the accounting department. Costs include raw material costs plus production overhead, labor, installation and allocated common expenses. Added with the gross profit which will make the company achieve the desired gross profit margin. and set the selling price (Price List) which has been approved by the management. Then take into account the discount according to the discount schedule. and we will also consider the competitive conditions in the industry and the economic conditions at that time. It would be subject to the regulations, approval by the management and policies set by the company. The company will consider setting the price to be a price that can compete in the market. and will be considered on a product-by-product basis.

1.2.3.4 Distribution channels

The company's distribution channels can be divided into 3 main channels.

1) Construction companies and construction projects

The company has a strong and highly professional marketing department. There are continuous marketing plans, including following up on building construction work both in Bangkok and other provinces. From construction information sources from the Construction Project Information Center (iCONS), which provides database services for new and ongoing construction projects in Thailand. This makes it possible to respond to market needs and present products and services to building contractors and project owners appropriately. With the quality and characteristics of the product being a competitive advantage, together with experience and a good reputation in the interior decoration business for more than thirty years, the company has always been trusted by construction contractors.

2) Regular customers and referrals

Our products are accepted for their quality as well as our following up and providing after-sales service that is impressive. Maintaining good relationships with customers and business partners allow us to gain trust in new projects from existing customers. Our service is sought after continuously. Including referrals from previous customers who have purchased our products or used our services. causing new customers to contact us when they have projects, through various channels such as telephone, email, website, etc. Our sales department provides service to customers immediately.

3) Distributor

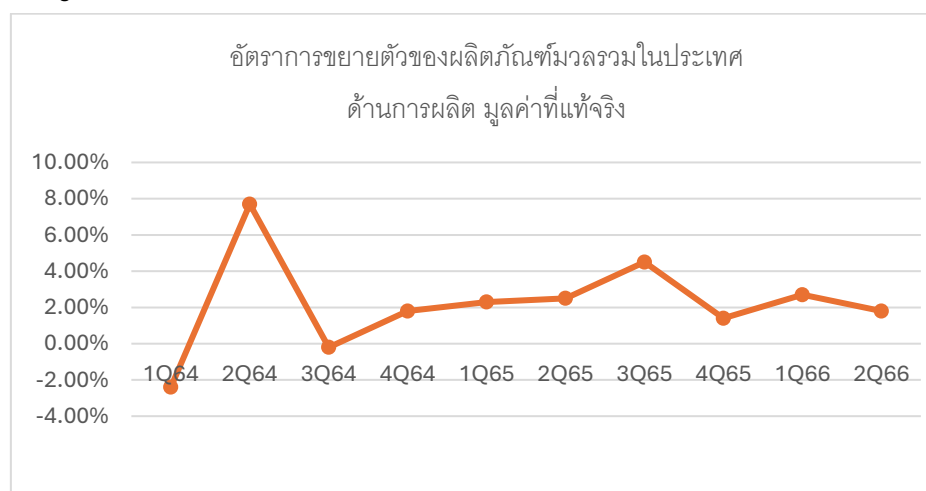
The company has distributor channels throughout the regions in Thailand, including the southern, northern, and northeastern regions. The agents will market and process orders for products with the company. Both are available for sale and ready to work with us with their own installation teams. Our distributors in foreign countries such as Cambodia, Singapore, India and Australia, etc. We also have plans to expand the area to cover even more markets. With a reputation for good quality and brand reliability, our products are popular and continuously receiving orders from many areas.

1.2.3.5 Industry conditions

Business selling Acoustic Movable walls, Automatic operating room door system and the intelligent entrance and exit system of PanelésMatic Solutions Public Company Limited is a business in which the country's economic situation is the main factor affecting our operations because our business is related to various industries in the country. Therefore, economic conditions are an important factor in measuring business activities of both the public and private sectors, including showing the purchasing power or spending of the household sector. In addition, the growth trend of our business is also reflected in the trend in choosing the products by the building contractors, architects and project owners who are in the building materials industry, which is one of the main businesses of our focus on expanding the current business.

1) Thailand's economic situation

According to the report of the National Economic and Social Development Council (NESDB), the Thai economy in the second quarter of 2023 expanded by 1.8 percent (YoY), decreasing compared to the expansion of 2.6 percent. In the first quarter of 2023, an important factor is the continued high expansion of household spending. Total investment expanded at a slower pace. But government spending continued to decline as government spending related to public health had a high base in 2022. The overall export sector expanded at a slower pace, with merchandise exports still shrinking. Meanwhile, services continue to expand at a high rate due to the increasing number of foreign tourists.



*Source: Thailand's economic expansion rate Office of the National Economic and Social Development Council
Retrieved on 21 August 2023.*

The overall trend of the Thai economy in 2023 is likely to expand better than in 2022, with important supporting factors from the clear recovery of the tourism sector, especially after the opening of China. This will help support the expansion of domestic consumption. Along with the support from investment, especially government investment that has returned to expand. The Thai economy has received supporting factors from (1) the recovery of the tourism sector. as demand for travel tends to return to normal. After the continuous opening of international travel for both Thailand and the country of origin of tourists. Since the middle of 2022 onwards, along with the trend of increasing flights from abroad. As a result, in the first quarter of 2023, there were a total of 6.478 million foreign tourists traveling to Thailand, or 63.60 percent of the number of foreign tourists before the COVID-19 outbreak. As a result, the value of tourism services received in this quarter was 304 billion baht, accounting for 60.87 percent of the value of tourism services received before the COVID-19 outbreak. The number of tourists is expected to increase significantly, in line with the projections of the United Nations World Tourism Organization (UNWTO), which estimated that the number of global tourists in 2023 will be approximately 1 billion, representing an increase of 71 percent compared to 2022. In addition, domestic tourism is likely to return to normal and is a supporting factor for the recovery. Thailand's tourism sector (2) Expansion of investment, both private and public investment. Private investment in 2023 is likely to expand continuously. This is reflected from the total investment promotion applications in 2021 with a total value of 636 billion baht, while in the first 9 months of 2022, the total investment promotion applications remained at a high level of 439 billion baht and approvals were given. Promotion Investment and investment promotion certificate issuance totaled 5.02 and 357 billion baht, representing an increase of 43.1 and 57.0 percent compared to the same period of the previous year, respectively. It is expected that investment promotion trends in 2023 will continue to expand under the 5-year investment promotion strategy (2023 - 2027) that will be effective from 3 January 2023 onwards. In addition, investment in the private sector is likely to receive support from the progress of joint investment projects between the public and private sectors (PPP), along with the trend Relocation of production bases by large foreign operators who have come to invest in many important industries such as electric vehicles and electronic components. As for public investment in 2023, it is likely to expand according to the investment budget for fiscal year 2023, amounting to

695 billion baht, compared to 613 billion baht in fiscal year 2022, or representing an increase of 13.5 percent. In addition, public investment also There are factors Supported by state enterprise investments in important infrastructure investment projects. It is expected that there will be continuous progress in 2023, such as the double-track railway project. Khon Kaen - Nong Khai section Purple Line Project Tao Poon - Rat Burana section Orange Line MRT Project, West Side, Cultural Center - Bang Khun Non Section Rama Expressway Project 3-Dao Khanong-Western Bangkok Outer Ring Road and the Transmission and Distribution System Development Project, Phase 2 of the Provincial Electricity Authority, etc. (3) Continuous expansion of domestic consumption. consistent with the level of economic activity and spending behavior the trend is to recover and return to normal. This is because the epidemic situation has continued to ease after the Ministry of Public Health issued Announcement of cancellation of COVID-19 disease from being a dangerous contagious disease As well as the Consumer Confidence Index regarding the overall economic situation is higher. In October 2022, it was at the level of 47.7, which was an increase for the 5th consecutive month and considered the highest level in 39 months. In addition, there is a supporting factor from the adjustment in the direction of the household income base. and business sector Especially income in the agricultural and tourism sectors are likely to expand.

The industries that are expected to affect the Company's business operations include the construction and construction materials industry. Hotel and tourism industry hospital business industry the industries mentioned above It is an industry related to the company's target customers, such as the construction and construction materials industry. It is the main industry that is directly related because the company has products that are part of construction materials, buildings, hotels, various condos, exhibition centers, auditoriums, etc. and in the hotel and tourism industry. It has a direct impact on the company. Because most of the company's products are for the hotel sector. This will be analyzed in the tourism sector. Various support Industry trends show additional hotel construction is needed, including the expansion of hotel branches that must be analyzed from the tourism industry. Number of tourists arriving to accommodate these increasing numbers of tourists for the hospital business industry. The company also has products used in the hospital industry. Therefore, it is necessary to analyze hospital business trends in both the public and private sectors, trend of business recovery Including supporting factors within the business to cope with future forecasts. Therefore, analysis of industry conditions related to the company is important and information on industry conditions should be studied for future competition.

2) Industry and related business conditions

A) Building Construction business.

The construction industry is one of the main industries that drives the domestic economy to expand. The situation in 2022 of the construction business from business and industry trends in Thailand from the Krungsri Business Research Center said that construction investment in the private sector expanded 0.6% YoY as a result of factors driven by the value of investment in construction projects. Private residences and commercial buildings continued to expand 5.6% YoY and 17.1% YoY, respectively, according to operators' investment plans. It is expected that in 2023-2024 the value of construction investment is likely to expand by an average of 4.5%-5.5%. The main driving factor comes from the government's acceleration of investment in large projects. Especially projects related to the Eastern Special Development Zone (EEC) and the economic situation that will gradually recover. This will encourage private construction investment in both residential and commercial projects to improve.



% YoY	2020	2021	2022F	2023F	2024F
Public	-4.8	6.4	4.5-5.0	5.0-5.5	5.5-6.0
Private	-2.9	0.9	0.5-1.0	3.5-4.0	4.0-4.5
Total	1.4	4.0	3.0-3.5	4.5-5.0	5.0-5.5

Source: Value of public and private construction investment Office of the National Economic and Social Development Council
Retrieved on 25 September 2023.

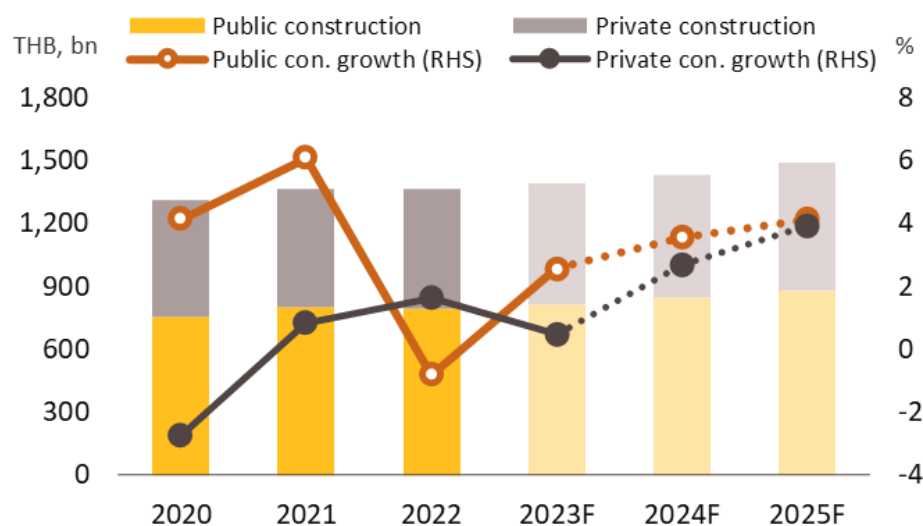
It is expected that public construction investment will expand by an average of 5.0-5.5% per year from large construction projects. Projects linked to the EEC under the EEC Infrastructure and Public Utilities Action Plan, Phase 2, 2023-2027, totaling 77 projects with an investment budget of 337.8 billion baht (construction only) are expected to accelerate. Including various mega projects in other areas

that are likely to progress further. As for private construction investment, it is likely to gradually recover and is expected to grow on average 4.0-4.5% per year, coming from (1) Accelerating investment in government infrastructure that will induce private construction work to expand accordingly. Especially residences along the electric train and new transportation routes. (2) Investment in the EEC that will encourage the construction of factories and industrial estates in those areas and (3) Investment in housing construction that is likely to improve. As for contractors for construction of large civil engineering plants, It is expected that income will recover following the acceleration of government infrastructure investment. By large and medium Income will continue to expand. This is because they are a group that is ready to bid for work and has the potential to manage large construction projects. Both continuous investment projects of the government sector Such as electric trains, double track railways, motorways and large transportation networks. (Megaprojects) linked to the EEC area including other basic infrastructure projects that still tends to expand As for private construction contractors in the general residential and building sector, Group of high-rise buildings and large buildings Income is likely to gradually recover in the year. 2023-2024, with income may remain stable in 2022 from bearing the burden of high oil costs and high prices of construction materials. It is expected that the income of large and medium-sized groups will recover first, especially groups that focus on mixed-use projects, which should have a continuously increasing backlog. In addition, large contractors have the opportunity to accept private construction work in neighboring countries. especially residential projects commercial building and industrial plants This will expand investment in line with the economic situation that tends to recover. As for the income of the small group, the trend is slowing down. This is because construction work on small projects tends to recover slowly. coupled with limitations in cost management and labor shortage This may result in this group of contractors still being at risk of operating results and financial liquidity problems.

B) Construction materials business

Situation trends in 2023-2025 of the construction materials business from the business and industry trends in Thailand of the Krungsri Business Research Center predict that the demand for construction materials in the country is likely to increase. The overall construction investment value is expected to expand by 1.5-2.0% in 2023 and will increase on average by 3.5-4.0% per year during 2024-2025, supported by large construction projects. Projects linked to the Eastern Special Development Zone (EEC) area under the EEC Infrastructure and Public

Utilities Action Plan, Phase 2, 2023-2027, are expected to begin accelerating. Including various mega projects in other areas, This will induce private construction work to expand accordingly. Especially residences along the electric train and new transportation routes. Including the construction of factories and industrial estates in related areas.



Source: *Investment trends in public and private construction projects Krungsri Business Research Center*

Retrieved on 25 September 2023.

The export sector of construction materials has a good growth trend. Supporting factors include accelerating investment in infrastructure construction in neighboring countries that are Thailand's main export markets. This is mainly driven by Chinese investors who are still interested in investing in residential projects, commercial buildings, and industrial estates. in neighboring countries. As for the construction material trading group It is expected that there will be a gradual recovery from the advantage of a variety of products and complete services. In addition, entrepreneurs also have the ability to adjust their operations and marketing strategies to be in line with consumer needs, such as (1) expanding small store branches into more communities (2) Increase the proportion of selling construction materials under our own brand (House brand) at prices that are more attractive than products under other brands (Non-house brand). (3) Developing distribution channels to meet the needs of customers who purchase products online. and (4) continued investment in expanding branches in the ASEAN market to support demand that is likely to increase.

C) Hotel and tourism business in Thailand

Business trends - the hotel industry in 2023 is likely to improve. This is a result of Thailand's full opening of the country on 1 July 2022, which has driven the number of foreign tourists to increase, especially in main tourist destinations

including Bangkok, Pattaya and Phuket. In the first quarter of 2023, there were a total of 6.478 million foreign tourists traveling to Thailand, or 63.60 percent of the number of foreign tourists before the COVID-19 outbreak. As a result, the value of tourism services received in this quarter was 304 billion baht, accounting for 60.87 percent of the value of tourism services received before the COVID-19 outbreak. In addition, the loosening of strict control measures on travel. This is because the vaccination coverage rate has increased. Thus building confidence among tourists. Including measures from the government itself that has tourism support projects such as the We travel together project to stimulate public spending through domestic tourism. Helps increase liquidity for hotel business operators and related businesses. As a result, the entire Thai travel market within the country and in 2023 foreign tourists travel to Thailand will increase almost double from 2022, which will be an important positive force for the business. The same is true for event organizing activities. Organizing conferences and seminars should gradually increase from 2022.

There are also government policies that have helped promote the tourism business industry in Thailand. Passed the enforcement of ministerial regulations specifying the characteristics of other types of buildings used for hotel business to the end of 2024 (from the original year 2021) to give hotel operators or small accommodation operators time to modify their buildings correctly. Entrepreneurs will be able to use the benefits to reduce taxes on investment expenses by two times and have the opportunity to participate in tourism promotion activities organized by the government. It is expected that this will result in fair competition in price and more investment. In addition, there has been an extension of the annual fee exemption period for hotel business in 2022 (40 baht per room) to help and alleviate the impact of the Covid-19 outbreak for hotel business operators in Thailand until 30. June 2024 from the original ending date of 30 June 2022

There is also another business branch of the tourism industry that can generate a large amount of income for the country, which is the MICE business, which consists of various businesses: corporate meetings (Meetings), which are meetings of groups of people or representatives from in the same company or within the same group of companies, Incentives Travel is a group tour organized for employees. In return for working according to the company's goals, professional conferences (Conventions or Conferencing) have the main objective of focusing on providing knowledge to attendees. Interaction between attendees that creates discussion Socializing or participating in other activities that was held and product display (Exhibitions) Showing work, products, products, or activities

for the target audience to see. Overview of the MICE business industry from the Thailand Convention and Exhibition Bureau (Public Organization) or TCEB said that in the first quarter of fiscal year 2023 (October to December 2022), there were a total of 7,934,099 MICE travelers, generating income of 28,528 million baht, of whom 183,618 were foreign MICE travelers, generating 12,028 million baht, divided into the trade exhibition group with 97,015 people, which is the group with the highest income of 6,876 million baht, followed by the corporate meeting group with 55,687 people with income of 3,238 million baht, the professional meeting group with 17,653 people with income of 1,063 million baht, and tourism. To reward 13,263 people with income of 851 million baht with this information, TCEB, the agency responsible for supporting and promoting conferences and exhibitions, Accelerating forward with the 5-year action plan (2023-2027) under the TCEB Go strategy and pushing the Thailand MICE to Meet You Year 2023 campaign to stimulate the economy and drive Thailand towards a world-class MICE destination. Through innovation and creating sustainability together Supporting global travel that has become active again.

D) Hospital business

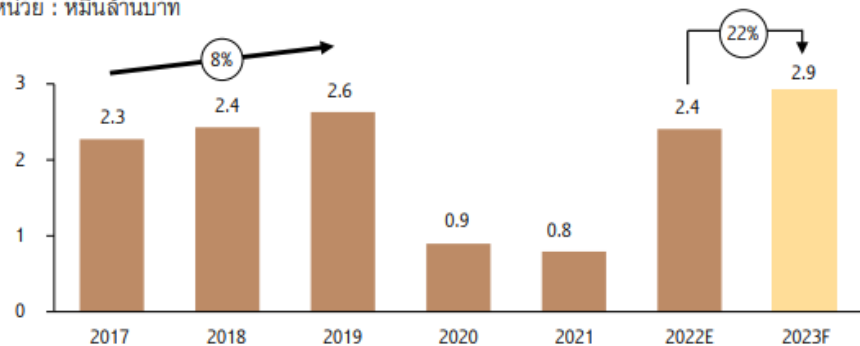
The private hospital business is one that has recovered quickly after the COVID-19 outbreak. With the outbreak occurring at the end of 2019, the government announced a national lockdown, limiting the travel and lifestyle of citizens in the country, including not allowing foreigners to enter the country to prevent a widespread outbreak. As a result, Thais and foreigners are unable to receive medical treatment in private hospitals. As a result, income in 2020 decreased by more than 14.3%. However, when the COVID-19 vaccination covers most of the country's population. The government therefore relaxed these restrictive measures. Including private hospitals benefiting from the treatment of COVID-19 patients. This causes income to recover and expand by 28.2% in 2021.

However, SCB EIC has assessed that The Thai medical tourism market in 2023 is likely to recover to a level higher than 2019 and will be worth approximately 29 billion baht, with continued growth from 2022 from the support of outstanding demand for medical treatment after Who are facing travel problems during the COVID-19 outbreak in 2020-2021, especially tourists from the CLMV, Middle East and China groups. This is an important target group. In addition, the Thai medical tourism market also has supporting factors from health mega trends in many areas that will help drive continued growth in the future, including: 1) Entering the aging economy (Silver economy) which drives demand for healthcare Including the increasing demand for technology and innovation for delaying aging.

2) The growth of the middle class and increased purchasing power around the world. This supports the demand for medical services with standard quality and increased convenience. 3) The trend of chronic non-communicable diseases (NCDs) is increasing around the world, such as diabetes, cancer, heart disease, which is caused by unhealthy lifestyle and eating food, drinking alcohol, not exercising or stress and causing higher medical and health care costs. 4) Consumer behavior tends to be more health-conscious after the crisis. COVID-19, which encourages the use of medical and health services (Wellness) is likely to increase, such as physical examinations, physical therapy, and preventive medicine.

มูลค่าตลาดด้านการท่องเที่ยวเชิงการแพทย์ไทย (เฉพาะคำรักษาพยาบาล)*

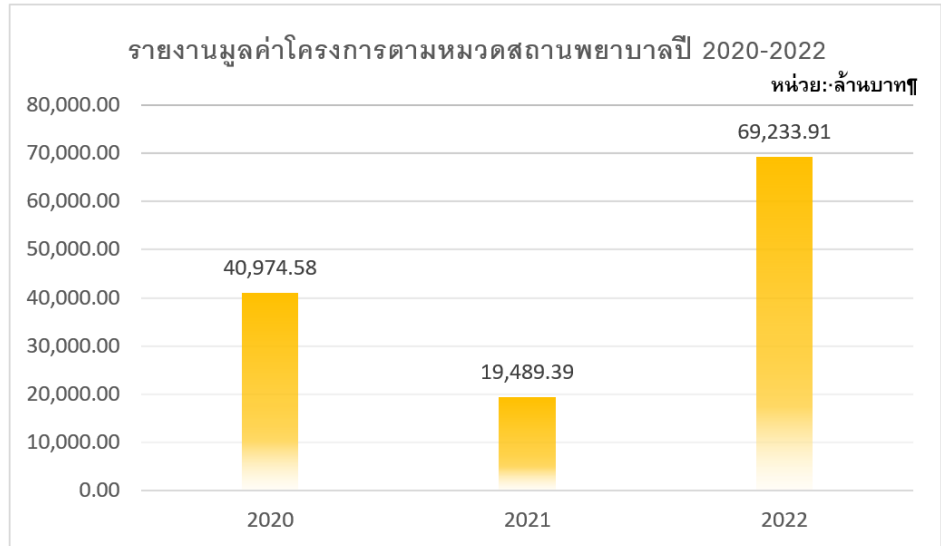
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Source: SCB Economic Intelligence Center

Retrieved on 25 September 2023.

In addition, the government sector also has a policy to support and push Thailand to become an international health center (Medical hub) by 2026 by promoting investment through BOI. In 2022, the government sector has announced the establishment of the Andaman Health Economic Corridor (AWC) covering 6 provinces. southern region to develop expertise in treating specific diseases It has begun to approve the Andaman International Health Center project in Phuket. Including reducing visa fees for medical treatment for a period of 1 year, which allows foreign patients to travel to Thailand multiple times. and no more than 90 days at a time. Private hospital operators are rushing to expand their service capabilities to attract medical tourists around the world. Even though at present Thai private hospitals have quite good potential and readiness to accommodate medical tourists, many hospitals are accelerating their development and upgrading their services in various formats to seize this opportunity, such as Developing the hospital into a specialized medical center, expanding cooperation with business partners, creating a comprehensive medical and health center and the application of digital technology.



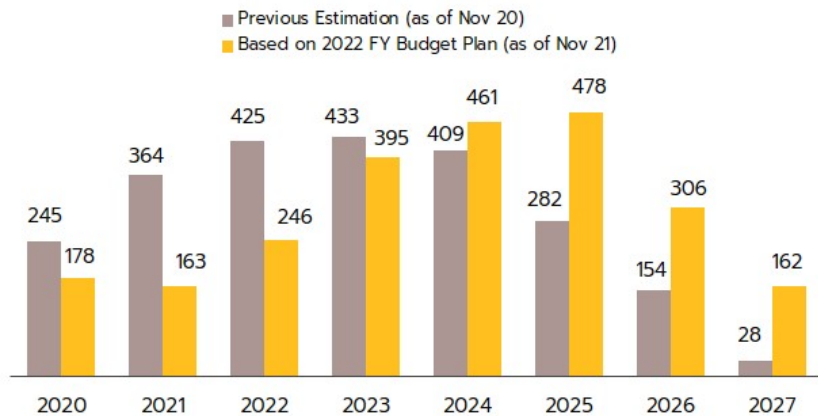
Source: Information Construction ICONS Information as of 30 May 2023

Project value report by hospital category for 2020-2022 from the construction project information center that provides database services for new construction projects occurring in Thailand during 2020-2022. In 2022, the project value of medical facilities in the country was Valued at 69,233.91 million baht, compared to 2021 with a value of 19,489.39 million baht, of which the project value has increased in proportion. which is beneficial to the company's business. It reflects that there is a continuous increase in the construction of medical facilities.

3) Supporting factors of the domestic market

A) Expansion of investment, both public and private investment.

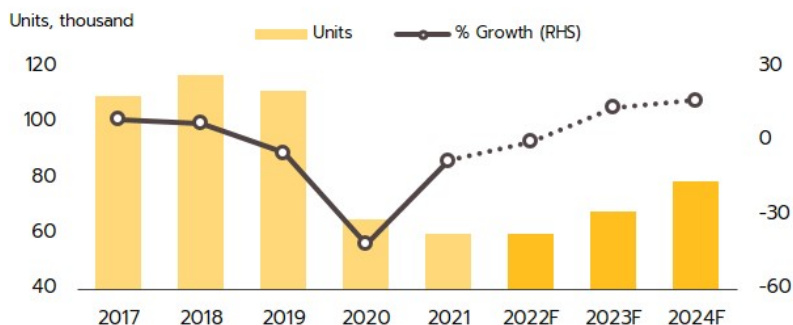
The value of public construction investment during 2022 - 2024 is expected to expand by an average of 5.0 - 6.0 percent per year. The key driving factor comes from continued investment in large construction projects to achieve goals according to the accelerated transportation action plan. Urgent, latest edition, 2019, under the strategy for developing Thailand's transportation system for a period of 20 years (2018 - 2037).



Source: *Investment in large construction projects worth 3.2 trillion baht, 2020 - 2027, Ministry of Transport (MOT)*
 Retrieved on 25 September 2023.

Large construction projects linked to the EEC area according to the transportation infrastructure action plan in the Eastern Economic Corridor (EEC) Phase 1 (2017 - 2021) are expected to begin gradually starting in 2022 for the entire system. Rail and roads, such as (1) the high-speed rail project connecting 3 airports (Don Mueang-Suvarnabhumi-U-Tapao), with the first phase starting construction during Suvarnabhumi-U-Tapao (2) the Laem Chabang Port Development Project, Phase 3, as for the plan phase 2 (2022 - 2026) aims to make Thailand a center for trade, investment, transportation and logistics in the region. Including supporting the future growth of EEC, initially set for 131 projects with a total investment amount of 386,565 million baht, which is the largest investment in rail and mass transit, accounting for 43 percent of the total investment amount.

Value of private construction investment There is a tendency to gradually recover. It is expected to expand by an average of 3.0 - 4.0 percent per year during 2022-2024.



Source: *Forecast of new residential construction projects 2017 - 2024, Krungsri Research Retrieved on 25 September 2023.*

Residential construction projects are expected to grow with the opening of new projects and will continue to increase by an average of 10.0 percent per year, or approximately 70,000 units per year, during 2022 - 2024, with real estate developers likely to increase the proportion of low-rise home construction. Especially in suburban areas Supports purchasing needs for actual living This was driven by the expansion of the government transportation network. Both the electric rail extension project and the motorway connect faster travel between the suburbs and the city. Condominium construction will improve in some areas. Especially in the city center area and some electric train routes. This will mostly benefit large contractors. However, in 2022, overall construction investment may

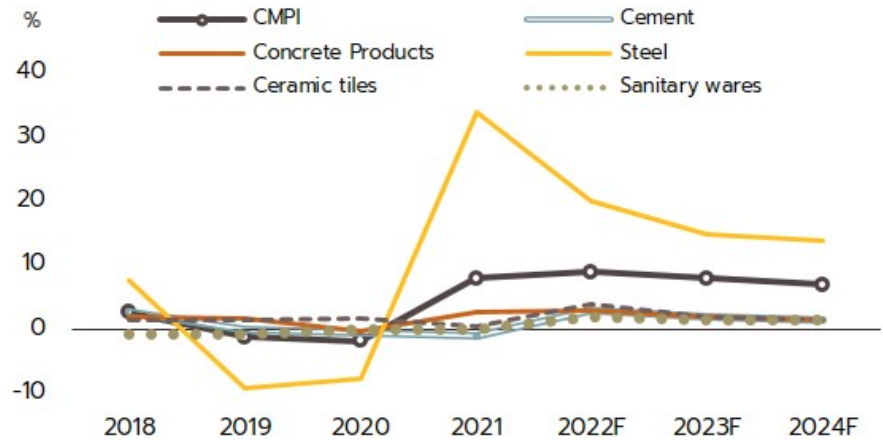
be delayed. This is due to increased costs from the price of oil and construction materials. Even though entrepreneurs have the opportunity to push on costs by increasing housing prices. But this may be limited because purchasing power is still slowly recovering. The Home Builders Association stated that house prices are likely to increase by 5 - 8 percent from April 2022.

Construction of factories and industrial estates has benefited from accelerated government infrastructure investment. Especially the EEC project, where industrial estate operators plan to invest in new industrial estates and continuously develop land for sale and build industrial plants. To support the expansion of investment in the target industries of the S-Curve group, such as the Nong Lalok Industrial Estate in Ban Khai District, Rayong Province, it is expected to take time to develop the area and open for service within 2 years. Apex Green Industrial Estate Stereal Estate, Plaeng Yao District, Chachoengsao Province (joint operation model with the Industrial Estate Authority of Thailand or IEAT, expected to open for operation in 2023)

Commercial building construction projects are divided into (1) retail space construction, which tends to expand according to the project developer's investment plan. to support the recovery of private consumption and the tourism sector, and (2) office building construction is expected to increase in line with the recovery of investment in the business sector. Current commercial building construction projects will be mixed-use projects, supporting the format. Modern life in an increasingly urban society the projects with investment plans for the period 2022-2024 are both currently under construction and about to begin construction. It has a total area of approximately 1 million square meters.

Overall construction material prices in 2023 - 2024 are expected to decrease slightly from 2022 but will remain stable at a high level. The main factors are (1) an increase in energy prices that affects production and transportation costs. However, during a period when the economic and investment conditions are still recovering gradually. This also allows large contractors to have the power to negotiate prices with manufacturers/construction material dealers. This should make the price of construction materials likely to increase at a modest rate. (2) An increase in the price of imported raw materials according to world market conditions, such as scrap (Scrap) and round steel (Billet), which has an effect on the price of steel. will remain stable at a high level according to the world market price direction Although the problem of oversupply in the world market will be somewhat alleviated. from the reduction in steel production capacity in China; (3) the recovery of the construction sector Supporting the demand for construction materials, especially cement and construction steel, and (4) government measures

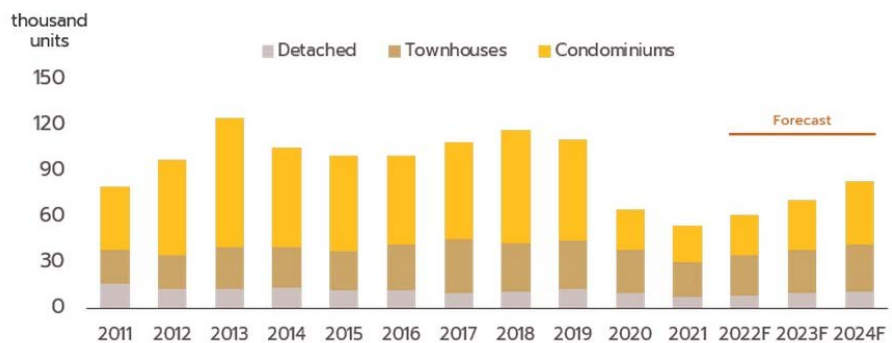
to support the use of products. (construction materials) produced domestically through the “Made in Thailand” measure.



Source: Forecast of construction material price index for 2023 - 2024, Ministry of Commerce (MOC) and Krungsri Research
Retrieved on 25 September 2023.

B) Recovery of the residential business

In 2023 - 2024, it is expected that housing market sales will recover gradually. It will grow at the level of 5 - 7 percent per year. The demand for housing is likely to increase from (1) purchasing power is likely to recover in line with the Thai economy that is expected to grow on average 3 - 4 percent per year, while investment and the tourism sector that is recovering will attract foreign purchasing power and push the condominium market back to growth (2) accelerating the progress of mega projects Especially in the area of transportation and (3) foreigners coming to invest/work in Thailand. (Expatriates) will be a positive factor promoting the condominium market to return to growth. The overall housing market direction can be summarized as follows.



Source: Forecasting new project launches in 2023 - 2024, Krungsri Research
Retrieved on 25 September 2023.

The launch of new projects is likely to increase by an average of 15 - 16 percent per year. It is expected that entrepreneurs will also give importance to launching the sale of low-rise housing projects. To support the demand for purchasing for actual living and the trend of living in the New Normal era that meets the needs of working from home (Work from home), while more clear signs of condominium recovery will be seen. It is expected that the number of new homes for sale will average at 84,000 units per year. This is still lower than the level of 100,000 units from 2014-2019 before the outbreak of the COVID-19 virus.

Low-rise houses (detached houses and townhouses) are gradually growing. Consumers view it as a solution to long-term living needs that focus on usable space. Functions that are more conducive to working at home Low-rise houses in suburban areas will become more popular because (1) land prices are not as high as in the city center and the project can be divided into phases for development. This is different from a condominium that must be completed. The entire project will then be able to transfer ownership, and (2) expand the electric train project routes to cover more outlying areas, such as the Light Red Line. (Bang Sue - Taling Chan), Pink Line (Khae Rai - Min Buri), Yellow Line (Lat Phrao - Samrong) and Orange Line (Ramkhamhaeng - Lam Sali).

Condominiums are expected to improve in some areas. Especially in the city center and some electric train routes. While some areas still have a high level of outstanding supply, such as the Blue Line. (Hua Lamphong - Bang Khae) Green Line (Bang Na-Samut Prakan) which is an outlying area and has comparatively lower geographic potential than other areas. Most condominiums will be developed by large developers who have potential in both project management. Marketing and working capital sources the condominium market tends to be in increasing demand among renters. (from higher oil prices, living expenses, and product prices Affects the purchasing power of housing) helping to support demand from buyers for long-term investment. This includes alternative condos (priced under 50,000 per square meter). In addition, the full opening of the country will help attract foreign purchasing power. This will help push the condominium market to become more lively again.

C) Recovery of the commercial building business

In 2023-2025, the business will be supported by growth at an average level of 4.0-5.0% per year as a result of (1) purchasing power is likely to recover in line with the Thai economy which is expected to grow at an average of 3.0-4.0% per year (2) The number of foreign tourists will increase at levels similar to pre-COVID-19 levels by 2025 (3) Investment in mega projects increases employment

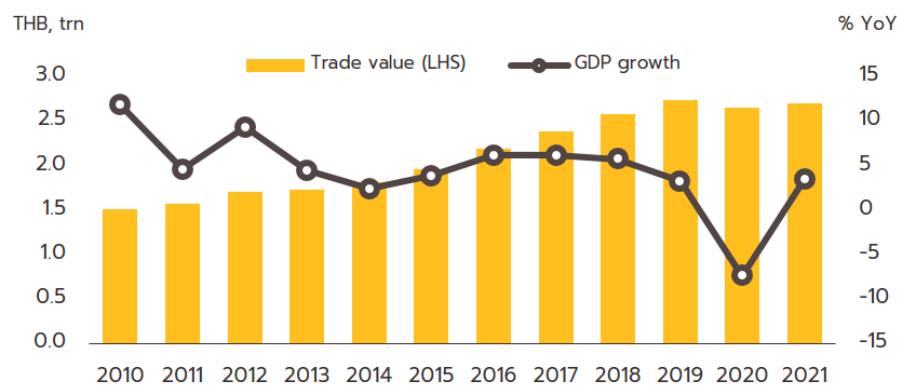
and the amount of money circulating in the system, and (4) Growth The economy of neighboring countries increases opportunities for business to generate income. However, business competition is likely to become more intense. Amidst the problem of household debt remaining at a high level the growth of each type of business is different.

Table 1: Retail Business Growth by Type of Business (%)

	2019P	2020E	2021E	2022E	2023-25F
Department stores	3.5	-14.0	-11.5	3.5	4.0-5.0
Discount stores/ Hypermarkets/Supercenters	2.7	-11.0	-9.0	3.0	3.0-4.0
Supermarkets	4.0	-11.0	-8.0	6.0	6.0-7.0
Convenience stores	2.9	-6.5	-4.5	4.5	4.5-5.5
Modern retail sales growth	2.8	-12.0	-9.0	3.0-4.0	4.0-5.0

ที่มา: *Forecasting retail business growth from 2020 - 2025 (% YoY) Thai Retailers Association and Krungsri research*
Retrieved on 25 September 2023.

Modern retail stores in Thailand are growing rapidly. Especially in the Bangkok area and the main city that is highly urbanized There are supporting factors from (1) government policy allowing foreign entrepreneurs with modern management technology to invest in the retail business; (2) store characteristics responding to consumer behavior that desires convenience, such as those Consumers can purchase many types of products in one place, from food personal items and household items In addition, product prices are often lower than traditional retail stores (Traditional trade) and (3) continuous investment in branch expansion to expand the customer base. Most modern retail store operators are large capitalists with stable business positions. They have the potential and ability to generate income. This is a result of the advantage in size, capital, and the network of branches. and continuous business expansion in many forms, such as Central Group, Charoen Pokphand Group (CP), Thai Charoen Corporation Group (TCC), The Mall Group, and Saha Pathanapibul Group.

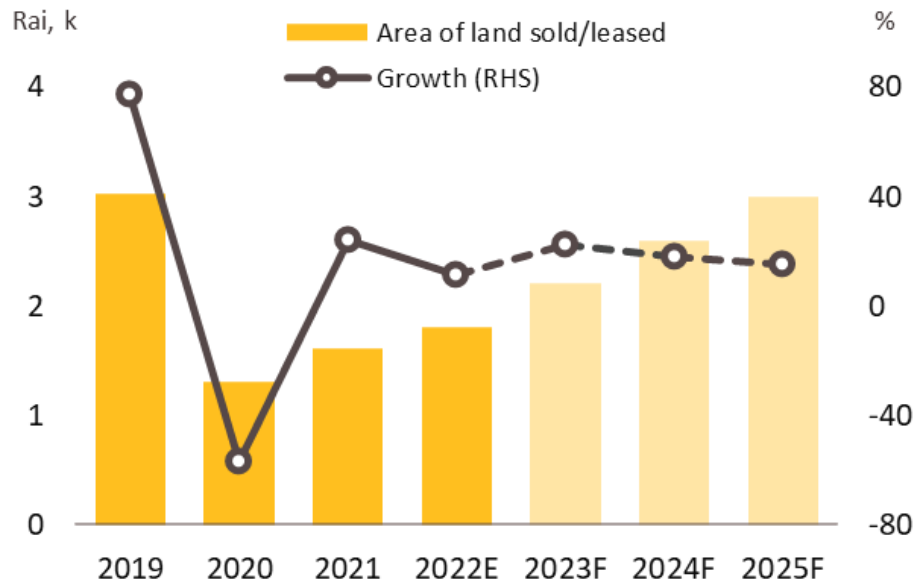


Source: *Value of retail stores and wholesale stores compared to GDP growth by Krungsri Research Center*

Retrieved on 25 September 2023.

D) Recovery of the industrial estate business

During 2023-2025, the industrial estate business is likely to recover. Investment in the manufacturing industry that expands in line with the economic situation will support demand for purchasing or leasing land. It is expected that sales and rental of land will return to good expansion of 18.0-20.0% per year at 2,200 rai, 2,700 rai and 3,000 rai in 2023, 2024 and 2025 respectively, with supporting factors coming from (1) investment in government infrastructure, especially in the EEC area, which has The trend will accelerate in 2024-2025 in the second phase of the development plan (2023-2027), which should induce more expansion of private investment in those areas. (2) Investor confidence is likely to recover after concerns about COVID-19 subside. (3) Foreign entrepreneurs are more likely to move/expand their production base to Thailand. Partly to avoid risk factors from trade and political tensions between the United States and China and (4) measures to stimulate continued investment from the government. by the industrial estate operators There is a trend of adapting to the SmartPark format that is modern in terms of production technology, transportation systems, communication systems, energy systems, as well as industrial estate development. that is more environmentally friendly in order to be in line with the government policy in aiming for the BCG Model goals (Bioeconomy, Circular Economy and Green Economy) including creating alliances with other business fields such as logistics service providers and basic utilities to support growth. of the industrial estate business in a sustainable way



Source: *Forecasting growth in sales and land rental in the industrial estate. Krungsri Business Research Center. Retrieved on 25 September 2023.*

The value of projects approved for investment promotion throughout the country in 2022 is at 620 billion baht, an increase of 20.8%, of which approvals in the EEC area increased by 16.9%, representing a value of 220 billion baht (36% of the value all approved projects) while the value of approvals In other areas, it has shrunk. (except for the Northeastern region, valued at 35 billion baht, an increase of 301.6%). There are a total of 67 industrial estates in Thailand (information as of September 2022) distributed in 16 provinces, consisting of 14 industrial estates that IEAT operates itself. and jointly operating with the private sector at 53 locations, totaling an area of 169,823 rai, an increase from the end of 2021 with an amount of 168,354 rai (+0.9%) by the industrial estate area Most of them are concentrated in the eastern region, amounting to 132,084 rai, accounting for 77.8%, followed by the central region (including Bangkok and surrounding areas), accounting for 16.0%. The accumulated sales and rental area is 132,083 rai, accounting for the occupancy rate. rate: OR) at 77.8%, slightly increased from 76.9% in 2021. Japanese investors came to invest in the industrial estate. in Thailand the most, followed by China and the United States, respectively, while the automotive and transportation industries are the groups that invest the most in industrial estates across the country.

1.2.3.6 Competitive situation

Competition in the construction materials industry in Thailand There are companies that sell a wide variety of products. Whether it is the distribution of products such as concrete, piles, floor and wall tiles, wood panels, ceilings, roofs, and paint, etc., by the nature of each company's business. Even though they are in the same industry, they will have different specialties. These companies will compete in both price and quality of service. including strategy and expertise in construction material products. However, competing companies that distribute automatic door products and soundproof sliding walls in Thailand consist of companies that can be classified as (1) domestic manufacturers (2) importers. The prices of the Importers are higher than domestic producers. But the prices of companies in the same group will not be different. Because it is a business that focuses on competing on the reliability of the distributors. For the company's products, they are priced similarly to other manufacturers in the country that have similar standards and test results. The imported products are priced similarly to other importers of leading foreign brands. The names of the company's competitors, products sold, type of manufacturer or importer, registered capital, sales revenue and net profit are as follows.

Company	Hermetic Door	Operation Wall	Other	Type
Hafele (Thailand) Ltd.	P	P	Furniture and sanitary equipment	Import
ACME INTERNATIONAL (THAILAND) LTD.	P	-	Welding wire	Import
NUMCHAI MARKETING CO.,LTD.	P	-	-	Manufactured
B.L.T. ASSOCIATES CO., LTD.	P	-	Automatic door parts swimming pool equipment	Import
ARM CORPORATION CO.,LTD.	P	-	Locker door entry system	Import
10 SEPTEMBER COMPANY LIMITED	P	-	Water heate Cash storage cabinet	Manufactured
RADIATION HOUSE CO., LTD.	P	-	Anti-radiation lead-resistant glass	Manufactured
TGD AUTOMATIC DOORS CO.,LTD.	P	-	Accessories for automatic doors	Import

Company	Hermetic Door	Operation Wall	Other	Type
KT INTERNATIONAL COMPANY LIMITED	P	-	X-ray protection suit	Import
ADS ENTRANCE COMPANY LIMITED	P	-	Automatic door switches and sensors	Import
PATOO COMPANY LIMITED	P	-	Smart glass, touchless switch	Import
VAANTHANA COMPANY LIMITED	-	P	Auditorium chairs, sauna room	Procure
PARTHOS (THAILAND) COMPANY LIMITED	-	P	Door accessories	Manufactured
PARTHOS (THAILAND) COMPANY LIMITED	-	P	Magnetic board storage cabinet	Manufactured
NAPATKITSIRI LIMITED PARTNERSHIP	-	P	sound absorbing sheet, soundproof rubbe	Import
FINN DECOR COMPANY LIMITED	-	P	-	Manufactured
EVERRED PARTITION COMPANY LIMITED	-	P	-	Procure

1.2.4 Product and service management

1.2.4.1 Production volume and production policy

The company has a production policy which is Contract production according to orders (Made-to-order: MTO) only because each product of the company There are different formats depending on the specifics of the project to be used. Some projects use many of the same parts. Some projects use parts with different details specific to the project. As a result, the preparation time will vary. Therefore, the company Production planning is done through the cooperation of the sales and production departments so that the products can be delivered on time as planned to the customers.

The company has a production factory in Pathum Thani province. Total: 1 factory, with production capacity divided by product type, including 1) products for healthcare facilities In the past, they were mainly made to order and imported from abroad. But from the situation of the

COVID-19 outbreak and transportation problems caused the company to have an increased proportion of its own production. It still imports equipment such as motors and door electromechanical equipment sets. The company produced to meet the standards that the imported brand has set. The Company's current production capacity for operating room doors is on average 30 doors/15 days, which time depends on the specification and complexity of the doors ordered. 2) Products for interior architecture, such as Acoustic sliding walls and doors, and glass movable walls are the products that the company produces locally. The current production capacity is 300 panels/15 days, which will depend on the specification and complexity of the customer's orders.

1.2.4.2 Procurement of raw materials and finished goods

Procurement of raw materials

The company will procure raw materials for production such as MDF wood, rubber wood, aluminum tracks, rollers, laminates, steel, pressed rubber for doors and other parts according to the plan that the marketing department has already concluded with the customer. The main raw materials that the company uses to produce products are already stored in reserve. There is a forecast for procurement of raw materials and minimum quantity for storing raw materials. The raw material reserve plan will be adjusted every 3-6 months to support the production work. In addition to the main raw materials that are reserved, they will also be ordered directly through the company's trading partners. By selecting only from those whose names are in the company's Approved Vendor List, which will be evaluated based on product quality. Delivery time and price for new distributors, they must register for approval first. Next, the purchasing department compares various distributors and service providers. Based on technical information Past trading history, product quality, delivery time, warranty, price, payment period, etc. throughout the past period. The company is able to maintain good relationships with raw material distributors. And the company has always had sufficient sources of raw materials for use in the production process and has never experienced a shortage of raw materials in the past 3 years. The proportion of raw materials purchased within Thailand by the company at the end of the fiscal year 2020 2021 and 2022 and the end of the accounting period as of December 31, 2023, accounting for 79.98 percent, 50.71 percent, 65.57 percent, and 47.13 percent of the total orders, respectively, while the proportion of raw material orders from abroad at the end of the accounting period Years 2020, 2021, and 2022 and the end of the accounting period on September 30, 2023 accounted for 20.02 percent, 49.29 percent, 32.43 percent, and 41.97 percent of the total orders, respectively.

Procurement of finished goods

The company will supply products or order products that meet the specifications or according to the style and brand that the customer desires. both domestically and abroad They will be those whose names are in the company's vendor list (Approved Vendor List) only, with details as above.

1.2.5 Assets used in business operations.

The company has a headquarters building and a product showroom located in Pak Kret District, Nonthaburi Province, and rents land and warehouse buildings. Including factory buildings used in the production of various sliding doors and walls, located at Khlong Luang District, Pathum Thani Province. The main fixed assets used in the company's business operations include: (1) Buildings and building improvements (2) Machinery, tools and factory equipment (3) Furnishings, fixtures and office equipment (4) Vehicles (5) Assets under the right of use of the Company (Land and warehouse building lease contracts), (6) intangible assets, (7) trademarks, and (8) insurance for property used in business operations.

In this regard, information and details of assets used in business operations Appears in Attachment 4 (Properties used in business operations and details about property appraisal items)

1.2.6 Work that has not yet been delivered.

The company has outstanding work that has not yet been delivered, which are the products in both of the product groups, healthcare facilities and the interior architecture. It also includes various services that the company is responsible for. This is work that has received an order for products and a deposit has already been collected. Details of work that has not yet been delivered as of December 31, 2023 are as follows.

Product type	Revenue will be recognized in 2024. (Unit: Million baht)
Products for healthcare facilities Hospital and Healthcare Product	9.63
Product work for interior architecture Interior Product	14.76
Total	24.39

1.3 Group shareholding structure

1.3.1 Group shareholding structure

As of December 31, 2023, the Company has no shareholdings in subsidiaries. or associated company

1.3.2 Conflict of interest

The Company has no persons who may have conflicts of interest holding shares in subsidiaries or associated companies in excess of 10 percent of the number of shares with voting rights of the Company.

1.3.3 Relationship with the business group of the major shareholder

1.3.3.1 Doormatic Systems Company Limited (“Doormatic”)

Section	Details
Company name	Doormatic Systems Company Limited (“Doormatic”)
Business type	Operating room doors for sale
Founding date	18 May 2000
Company Director	Mr. Aungsurus Areekul, Mrs. Julia W. Petchapaisit and Mr. Amorn Kitkruea
Authorized director to sign	Mr. Aungsurus Areekul or Mrs. Julia W. Petchapaisit Sign and affix the company seal.
Registered capital	3,000,000 baht
List of shareholders/shareholding percentage of paid-up registered capital	Mr. Aungsurus Areekul 45.00 percent Mrs. Julia W. Petchapaisit 45.00 percent Mr. Amorn Kitkruea 10.00 percent

Doormatic It is a company that sells operating room doors. There are 3 directors of the company, namely: Mrs. Julia W. Petchapaisit, Mr. Aungsurus Areekul and Mr. Amorn Kitkruea Is a major shareholder of Doormatic. Doormatic Has not operated a business since 2019 and the Company has agreed to enter into a business agreement dated June 24, 2022 stating that Doormatic will not operate a business that is similar or competing with the business of Company, now or in the future and Dormatic Agree to register the dissolution of the company. After the ownership of the real estate has been transferred and outstanding debts have been paid.

1.3.3.2 Nicky International Co., Ltd. (“Nicky ”)

Section	Details
Company name	Nicky International Company Limited (“Nicky”)
Business type	Selling sliding walls
Founding date	15 January 1991
Company Director	Mrs. Julia W. Petchpaisit, Mr. Amorn Kitkruea and Miss Wandee Areephon
Authorized director to sign	Mr. Amorn Kitkruea or Mrs. Julia W. Petpaisit Sign and affix the company seal.
Registered capital	1,000,000 baht
List of shareholders/shareholding percentage of paid-up registered capital	Mrs. Julia W. Petchapaisit 39.00 percent Miss Marisa Kitkruea 30.00 percent Mr. Amorn Kitkruea 21.00 percent Miss Wandee Areephon 10.00 percent

Nicky It is a company that sells sliding walls. There are 2 directors of the company: Mrs. Julia W. Petyapaisit and Mr. Amorn Kitkruea are the major shareholders of Nicky. In this regard, Nicky Has not operated a business since 2019 and the Company has agreed to enter into a business agreement dated June 24, 2022 stating that Nicky will not operate a business that is similar or competing with the Company's business. Either now or in the future, Nicky agrees to register the dissolution of the company. After the ownership of the real estate has been transferred and outstanding debts have been paid.

1.3.3.3 A.S. ASSOCIATED ENGINEERING (1964) CO., LTD. ("A.S.")

Section	Details
Company name	A.S. Associate Engineering (1964) Company Limited ("A.S.")
Business type	Contracting for construction of large buildings
Founding date	July 15, 1964
Company Director	Mr. Aungsurus Areekul, Mr. Danuch Yontrarak, Mr. Chettha Phatidamrongkul, Mr. Pinit Kovitwanit, Mr. Charlie Raksuthi and Mr. Kittirat Thaweelap
Authorized director to sign	Mr. Aungsurus Areekul signs and affixes the company seal or Mr. Danuch Yontarak or Mr. Chettha Phatidamrongkul or Mr. Phinit Kovitwanit or Mr. Charlie Raksutee or Mr. Kittirat Thaweelap signs jointly. in five and affix the company seal
Registered capital	1,010,000,000 baht
List of shareholders/shareholding percentage of paid-up registered capital	J & Associates Company Limited 40.50% Mr. Aungsurus Areekul 26.49% Mrs. Karanee Areekul 24.01% Mr. Suchart Areekul 3.07% Mr. Chutipas Areekul 2.97% Miss Yanida Areekul 2.97%

A.S. is a construction company for construction of large structures such as roads and stations, railways, and deep-sea ports. water management system, National highways and others. There are 2 directors of the Company, namely Mr. Aungsurus Areekul, who is a director of A.S. and Mr. Aungsurus Areekul and Miss Yanida Areekul, who are members of the Areekul family. is a major shareholder of A.S., the company Real estate has been rented. The company has rented land and factory buildings in Pathum Thani Province at a rental rate that is lower than the reference price from an independent appraiser approved by the SEC. Because the company has a lease agreement which has been made for a long time and the contract has been renewed regularly. The latest contract has been renewed, ending on December 31, 2024, with the company Able to terminate the lease agreement before the expiration date of the contract. It is expected that the rental of this real estate will be terminated when construction of the new factory is completed and the Company has complied with the criteria in the related party transactions policy.

1.3.4 Shareholders

List of major shareholders as of February 27, 2024

No.	Shareholders	Shares	% Shares
1	Mr. Aungsurus Areekul	63,000,000	33.16
2	Group Mrs. Julia W Petpaisit	73,511,000	38.69
	Mrs. Julia W Petpaisit	56,140,000	29.55
	Mr. Amorn Kitkrua	14,000,000	7.37
	Ms. Marisa Kitkrua	3,371,000	1.77
3	Mr. Krengkai Hannunthawiwat	1,850,000	0.97
4	Mr. Sakchai Wongchamchareang	1,200,000	0.63
5	Ms. Siriwan Jungtheerapanith	1,000,000	0.53
6	Mr. Tanakarn Damrongrat	1,000,000	0.53
7	Mr. Wanon Wanpan	1,000,000	0.53
8	Mr. Voraphot Hirunphiwong	1,000,000	0.53
Major Shareholders		143,561,000	75.56
Other shareholders		43,561,000	24.44
Grand Total		190,000,000	100.00

1.3 Number of registered capital and paid-up capital

As of February 27, 2024, the company has registered capital. 95,000,000.00 baht divided into 190,000,000 common shares with a par value of 0.50 baht per share and a paid-up capital of 95,000,000.00 baht divided into 190,000,000 common shares with a par value of 0.50 baht per share.

1.4 Dividend payment policy

The company has a policy to pay dividends at a rate of not less than 40 percent of net profits from the separate budget. After deducting corporate income tax Legal reserve and various reserves (If specified and if any) However, the Board of Directors Will consider paying dividends or may change the dividend policy based on operating results. The company's financial position, cash flow, and need for working capital to manage the business. Investment plan to expand business in the future and changes in market conditions or economic conditions.

However, annual dividend payment must be approved by the shareholder meeting. Except it is an interim dividend payment. which the Board of Directors Payment may be approved from time to time. When you see that the company There is sufficient profit to be able to do so. The Company will report such interim dividend payment to the shareholders' meeting at the next meeting.

In 2023, the company had a profit according to the separate financial statements of 18,034,870 baht, which the board resolved to propose to the general meeting of shareholders on April 24, 2024 to approve the dividend payment of 0.04 baht per share, with the dividend payment ratio compared to the profit for According to the financial statements only for the year 2023, it is equal to 42.14 percent, which is higher than the company's dividend payment policy. Details of dividend payment are as follows:

Dividend payment details	2023
1. Net profit (Baht)	18,034,870
2. Number of shares (Shares)	190,000,000
3. Dividends paid per share (Baht)	0.04
4. Total dividends paid (Baht)	7,600,000
5. Dividend payout ratio compared to profit for the year according to specific financial statements (%)	42.14

2. The Risk Management

2.1 Risk management policy and plan.

Penelesmatic Solutions Public Company Limited (“the Company”) recognizes and sees the importance of effective risk management as a part of good corporate governance. which is an important basis that helps the company Able to achieve success objectives and sustainable growth of the organization By identifying and managing risks appropriately It will help support the company. Making decisions more effectively would also help build confidence in achieving goals under changes in the business environment. and prevent losses that may occur from various uncertainties in this regard, the company's risk management policy and risk management plan It has been reviewed and approved in accordance with the resolution of the Board of Directors' Meeting No. 1/2023 (after transformation) dated May 10, 2023, effective from that date. The Company has established a risk management policy as follows.

- 1) Establish that risk management is the responsibility of employees at all levels to be aware of the risks inherent in their work in their departments and the organization. By giving importance to various aspects of risk management, they are managed under systematic internal controls. to be at a sufficient and appropriate level
- 2) To have an organizational risk management process that meets good standards according to international practices. to achieve management Efficiently manage risks that may affect the company's operations. Risk management has been developed and implemented throughout the organization in the same direction. By using the risk management system as part of decision making. Strategic planning, plans and operations of the company Including focusing on achieving the stated objectives, goals, vision, mission and strategies. To create operational excellence and build confidence among those involved.
- 3) Guidelines for preventing and mitigating risks from the company's operations are established. To avoid damage or loss that may occur. Including regular monitoring and evaluation of risk management results.

- 4) Promote and develop the use of modern information technology systems in the company's risk management process. and support personnel at all levels to have thorough access to risk management information sources. as well as setting up a risk management reporting system for the Risk Management Committee to be informed effectively.

2.2 Risks to the company's business operations

- 1) Risk from reliance on large manufacturers (suppliers)

The Company purchases raw materials and finished goods from Manusa Door Systems, S.L.U. ("MANUSA") from Spain, 18.29 – 37.63 percent of the Company's total orders. And it is the only company in Thailand that has a letter appointing a distributor from MANUSA. If MANUSA does not produce or deliver products to the company It will affect the business and operating results. Especially products in the product group for healthcare facilities, the company has therefore reduced the proportion of imports of finished products by increasing the import of only raw materials to produce in the company's factories in some cases, while maintaining the standard quality of the products. and maintain a good relationship with MANUSA by maintaining excellent service practices and building a positive reputation for MANUSA. Therefore, the chance of the distributor appointment being canceled is quite low.

- 2) Risk from the spread of COVID-19 disease.

The COVID-19 outbreak situation has resulted in the government ordering the closure of construction sites. When construction work was delayed, the company was unable to deliver products because the building was not yet completed. and imports were halted due to the temporary shutdown of manufacturers and a shortage of containers. As a result, the company's income decreased and the cost of importing goods increased. The company was aware of the problem and therefore prepared a plan to estimate the purchase of raw materials. and effective production and delivery plans Follow construction progress closely. To reduce the impact in case of construction delays and delayed transportation.

- 3) Business operating risks from sales growth

Currently, the current space and production capacity of the factory has been used to its fullest potential. As a result, there is a risk of not being able to receive orders from customers because there is not enough product production to meet the higher demand for products in the future. Therefore, a plan was made to move the factory to increase production capacity in line with business growth. The new factory will have more than double the usable space and use automated machineries.

- 4) Risk from delays in construction projects.

If the construction site is delayed, the company will not be able to deliver the products. This is because placing products in construction zones may damage the company's products. Can be damaged In the case that there are a large number of products waiting to be delivered, the company will be at risk in terms of product storage costs. and lose the opportunity to produce and deliver to other customers. The company is aware of the problem and therefore creates an efficient production and delivery plan. By closely following the construction progress. If any work is found to be delayed,

the product production plan will be changed to another customer instead. The company There is always money to be collected in advance to reduce the impact on cash flow.

2.3 Management risks

1) Risk from relying on executives and staff with business expertise.

Ms. Julia W. Petpaisit, position of Chief Executive Officer, and Ms. Amorn Kitkruea, position of Managing Director, are executives who are respected in the door and wall business, not only being a policy maker, but also Direction and business operations of the company, Therefore, he is an important person for the growth and success of the company. If the said executive is unable to perform his duties It will affect the management and operating results of the company. The company has therefore developed a team of eligible staff to continue carrying out the important work for the company and also to find additional talented personnel. Personnel training: Create a plan and process for recruiting successors to important positions (Succession Plan) to be able to operate the business and expand it continuously and sustainably.

2) Risk from relying on skilled workers.

Producing high quality products requires a skilled workforce. It employs full-time employees with experience and expertise in each part of production. If the company does not have expert employees, it will affect product production. Therefore, employee training is planned. Motivated with benefits and rewards and make personnel plans to respond to the human resource needs of the company to reduce the risk of labor shortages There are also plans to use more automatic machines. To reduce dependency on labor

3) Risk from having a major shareholder holding more than 25 percent of shares.

After the public offering of shares the group of Mrs. Julia W. Petchapaisit will have a shareholding proportion of 40.53 percent, which will result in influential votes in opposition or disapproval for agenda items that use special resolutions. or 3 out of 4 votes of the meeting to approve. Therefore, for other shareholders of the company, there may be risks in gathering votes to balance and check matters that major shareholders can propose at the meeting. However, the company and there are measures for related transactions. There is a board of directors. The Audit Committee Including independent directors creates a transparency balance of power and has efficient management.

4) Risks from relying on the Chief Financial and Accounting Officer, who holds the position along with the position of Company Secretary and investor relations.

Mr. Somsak Phrikboonchan Serves as Chief Financial and Accounting Officer, who holds the position in conjunction with the position of Company Secretary. and investor relations Because he is a person with knowledge and ability If Mr. Somsak is unable to perform his duties, all 3 positions will be vacant. It may have a negative impact on management, especially in accounting and finance. and may cause the company There is decreased reliability due to the absence of a person in charge of documentation. Control compliance with regulations and communication with investors, the company has determined appropriate compensation. Develop the accounting and finance department teams to have expertise. Prepare a succession plan for important positions (Succession Plan). Prepare a

detailed operational manual. and transfer work by working together as a team with successors in each position to ensure continuity of work. In addition, the company plans to recruit a company secretary within the first quarter of 2024 and recruit investor relations within the first quarter of the year. 2024 if unable to recruit investor relations will hire an investor relations consulting firm within the second quarter of 2024, making it likely that in the future the Chief Financial and Accounting Officer will hold the position of Chief Financial and Accounting Officer only. To reduce reliance on the Chief Financial and Accounting Officer, who holds the position alongside the position of Company Secretary. and investor relations in the future

2.4 Financial risks

1) Risk from default on trade debtors.

The Company provides credit terms to most customers from 30 days to 45 days. Therefore, the Company may be at risk of defaulting on debt payments. However, the Company has criteria for determining credit limits and granting credit terms. This is based on past payment history and order volume. In addition, the company's billing Payment for products will be collected in advance. and collect the remaining amount according to the agreed upon installments. The company also closely follows up on customer payments according to the procedures. Including setting up a policy to set aside allowance for credit losses that are expected to occur. This is based on the age of the debtor and the company's past debt tracking results.

2) Risk from fluctuations in foreign currency exchange rate.

The company imports products and parts from abroad in Euro currency. and the US dollar Representing 20.02 - 49.29 percent of the total product order value. While income from sales and services of products produced in Thailand sold abroad is denominated in US dollars, 3.18 - 5.54 percent of income from sales and services. Therefore, exchange rate fluctuations may affect the Company's operating results. The Company plans to reduce the proportion of imported finished goods from abroad and produce more products itself, and closely follow news on movements of foreign currency exchange rates In addition, the company Product prices are set at cost plus gross profit margin, allowing the company to maintain operating results despite fluctuations in raw material prices.

2.5 Risks related to securities offerings.

1) Risk from the company Currently in the process of applying for permission from the MAI Stock Exchange.

The Company intends to offer additional common shares to the public this time. Before being informed of the results of the consideration of the MAI Stock Exchange in accepting the Company's ordinary shares. These are securities listed on the Market for Alternative Investment (MAI), which investors may be at risk from the uncertainty of the Company's securities. will be allowed to be listed on the Market for Alternative Investment (MAI) and may result in investors not receiving returns from the sale of the Company's common shares. As expected There may also be liquidity risk if there is no secondary market for trading the Company's common shares. The Company has submitted a request for permission to accept the Company's common shares. It is a listed security on the Market for Alternative Investment (MAI), with S14 Advisory Company Limited serving as a financial advisor who

has considered that the company Have all the qualifications to be listed on the Market for Alternative Investment (MAI)

- 2) Risk from stock price fluctuations and may not be able to sell shares equal to or higher than this offering price.

After taking the Company's common shares already listed on the Stock Exchange of Thailand, Investors will be able to buy and sell the company's shares. obtained in the secondary market at the price of the Company's common shares. There may be fluctuations. It depends on many factors such as the company's operating results. Changes in government policy and changes in related rules and regulations may result in the share price of the Company's common stocks falling. There are all fluctuations, so investors should study the company's basic information. Including carefully considering the above factors to reduce risks that may arise from stock price fluctuations in the future. That may cause investors to not receive returns or rights that they should receive or lose all or part of their investment.

- 3) Risk from the opportunity for existing shareholders residing outside Thailand to be limited in subscribing to new shares offered for sale in the future.

In the future, the Company may offer newly issued securities by offering them to existing shareholders in proportion to their shareholding (Rights Offering) according to reasons and necessity in each period. If the Company offers the right to reserve Purchase new securities or any other rights to existing shareholders. The Company has discretion in considering the method of offering such rights to existing shareholders. In the case where the right to subscribe for new securities or rights is offered or any other rights of the same nature to existing shareholders, the Company may be restricted from offering such rights to existing shareholders outside of Thailand and/or the Company may be restricted by legal provisions in certain countries which Some investors are prohibited from subscribing to new shares offered to existing shareholders in proportion to their shareholding in the future.

2.6 Risks after the securities offering.

- 1) Risk from the Company's major shareholders Selling common shares after the public offering of common shares.

The shares of those involved in the management of the company, such as major shareholders, directors and executives, are prohibited from selling their common shares totaling 55.00 percent of the issued and sold shares. all of the Company's shares after the offering of new common shares to the public for a period of 1 year from the date the Company's common shares begin trading on the Market for Alternative Investment. However, persons who are prohibited from selling will be able to gradually sell their common shares. This amount will be 25.00 percent of the number of shares that are prohibited from being sold after the expiration of the period of 6 months and may sell the remaining shares, amounting to 75.00 percent of the number of shares that are prohibited from being sold after the expiration of the period of 1 year from The date that the Company's common shares begin trading on the MAI Stock Exchange.

3. Driving business for sustainability

3.1 Sustainability management policies and goals

Penelesmatic Solutions Public Company Limited (“the Company”) recognizes and gives importance to conducting business under the principles. sustainable development at every level of the organization by considering risks and opportunities for improving work development. The short-term and long-term needs and expectations of all stakeholders. and use the information to determine operational strategies. Business based on good corporate governance to create stable and sustainable growth for the company. and achieve balance in economic, social and environmental aspects as follows:

1. The company provides an efficient, transparent, and concise management system by prescribing business ethics. Anti-corruption policy There is a standardized internal control and internal audit process to build confidence among the company's stakeholders.
2. The company places importance on operations to achieve sustainability in every process throughout the business chain, as well as promoting and supporting stakeholders throughout the business chain. Operate according to sustainable development guidelines to create Value and growth for the company continuously and steadily.
3. The Company promotes compliance with human rights principles as guaranteed and protected by the Constitution of the Kingdom of Thailand. Give with consideration to human dignity, rights, and freedom. Equality of persons and non-discrimination People who are different due to gender, age, race, religion, skin color, beliefs.
4. The company treats employees fairly, considering employees as an important factor in creating value and to drive business, the company must take care of the working environment. Promote happiness to have a good quality of life and give importance to potential development and training to enhance working skills and provide opportunities with growth advances equally.
5. The company gives importance to stakeholders. The stakeholder groups were identified. needs in each group and create a comprehensive response to the needs of all stakeholders, including establishing channels Listen to suggestions and complaints from stakeholders.
6. The company conducts business with fairness, adhering strictly to legal compliance in trade terms, competition, and fair trade. It does not consider any benefits derived from operations that are not legal.
7. The company develops products that cater to consumer needs by prioritizing quality and standardized services to ensure customer satisfaction. Our product designs are easy to use, durable, strong, and reusable, with an emphasis on recyclability to provide consumers with high-quality, safe, and environmentally friendly products.
8. The company actively engages in community and social development to foster strength and sustainability. We participate in diverse activities such as education, religious endeavors, sports, and human resource development, while also promoting employment and organizing community projects. Our focus extends to caring for the local community surrounding our factories, fostering harmonious living environments. We value open dialogue and collaborative problem-solving, prioritizing sustainable social development.

9. The company prioritizes environmental quality management and actively promotes the prevention and reduction of environmental impacts resulting from its operations, including waste management and greenhouse gas emissions. Additionally, we collaborate with other sectors of society to organize activities aimed at preserving and improving environmental quality.
10. The company emphasizes and promotes the efficient utilization of resources and energy, while also establishing guidelines and methods for reducing their usage.
11. The company fosters innovation in both product development and work processes, while also collaborating with stakeholders to support the creation of new ideas. This approach aims to generate value for the company, society, and the environment.
12. The company prioritizes comprehensive risk management across all work processes, establishing guidelines and implementing continuous monitoring of risk management outcomes. This approach aims to enhance opportunities and minimize losses in business operations.
13. The company collaborates and coordinates with communities, government organizations, business partners, and external agencies interested in sustainable development guidelines, aiming to serve as a positive role model.

Greenhouse gas management

The company prioritizes conducting business in line with the principles of sustainable development, emphasizing environmental management and addressing climate change. This includes protecting ecosystems and biodiversity. Our policy underscores our commitment to social and environmental responsibility, aiming to contribute to the mitigation of global warming by efficiently managing greenhouse gas emissions. We adhere to the following guidelines:

1. Conduct business in compliance with all legal requirements, including regulations related to environmental management systems, and align with significant environmental concerns at the local, national, and international levels.
2. Modify the process and various equipment to have higher energy efficiency.
3. Promote responsible business operations towards society and the environment, support the efficient use of natural resources, energy and water.
4. Organize activities to create awareness of energy conservation and dealing with climate change to the board of directors, executives, employees, and business partners.
5. Invest in, develop, and enhance environmental management systems to support the adoption of modern clean technologies. This will increase the efficiency of managing and controlling environmental quality in all business operational activities.
6. Collaborate in reforestation efforts and the restoration of forested areas to serve as a vital carbon dioxide absorption source.
7. Promote and advocate for the collection and proper management of waste for reuse.
8. Communicate, campaign, and promote awareness and active participation in environmental management, energy conservation, the adoption of clean energy, and climate change response. This initiative aims to empower employees, customers, partners, business associates, and stakeholders to collectively recognize and assume responsibility for the risks associated with

business operations, as well as the opportunities and impacts on environmental issues and climate change.

9. Organize activities to campaign and raise awareness of environmental conservation among the new generation and youth around the factory.
10. Prepare a report on greenhouse gas emissions according to international standards or equivalent that covers the scope of the Company's operations and disclose such information in the annual report.
11. Report operating results to the Risk Management Committee at least once a year.

3.2 Managing impacts on stakeholders in the business value chain

3.2.1 Business value chain

The main activities in the company's value chain are as follows:

Main activities	Details
1. Procurement of raw materials and products	<ul style="list-style-type: none"> ● The company prioritizes efficient and transparent procurement processes to obtain quality products. We focus on sourcing from reputable distributors (suppliers) to ensure product quality and value. Building long-term relationships with suppliers fosters sustainable growth. ● Several suppliers of materials and equipment were searched, to reduce the risk of relying on a single distributor. ● Manage the amount of materials and equipment used in the job in accordance with the production plan.
2. Production	<ul style="list-style-type: none"> ● The company focuses on the entire production process, from product design and development to meet customer needs for materials, sizes, and prices. Quality inspection ensures standardized products. Utilizing the Made to Order method enhances production efficiency and reduces product storage damage. ● The company designs comprehensive solutions that encompass all aspects of work, including the production process. This approach enables efficient and effective utilization of materials and equipment in production.
3. Product storage and delivery	<ul style="list-style-type: none"> ● The company stores products in its warehouse, ensuring the appropriate conditions that do not compromise product quality. ● Product quality is tested post-production to ensure adherence to the project plan. Upon achieving satisfactory results, the delivery process commences. ● Product delivery is managed according to schedule.

Main activities	Details
4. Sales and service	<ul style="list-style-type: none"> The company prioritizes communication and delivering excellent customer service, especially during new construction projects. Our sales team proactively engages with clients to discuss designs and provide advice on products that meet market demand, ensuring customer satisfaction and meeting their needs effectively.
5. Product delivery	<ul style="list-style-type: none"> The company will determine the delivery date by making an appointment with the customer. The customer can set the desired delivery date. The company has a quick installation service. The installation process is planned in advance.
6. After-sales service	<ul style="list-style-type: none"> The company places importance on customer satisfaction. We regularly conduct surveys of opinions and complaints from customers. There is also a channel to allow customers to give suggestions to help us improve efficiently. The company provides work guarantees or ongoing services based on the maintenance service contract ("MA") agreed upon, which specifies the warranty period. Additionally, we offer services as per the organization's requirements, such as monitoring usage outcomes to ensure they align with objectives. Customers have the option to request additional services as needed. The company has a team of technicians providing services through various channels. Enabling customers to report problems from use or need for timely technical assistance.

The company is dedicated to adding value to its products and conducting business ethically to meet stakeholders' expectations to the fullest extent possible, ensuring efficiency, stability, and sustainability.

3.2.2 Analysis of stakeholders in the business value chain:

Through business value chain analysis, the Company has categorized stakeholders into six groups based on their significance to our operations. This includes assessing sustainability impacts both on the company by stakeholders and from the company's operations on these groups. Below are the details:

Stakeholder group	Expectations	The company's response
Stakeholders within the organization		
Shareholders	<ul style="list-style-type: none"> Good operating results and has continuity. There is good corporate governance. 	<ul style="list-style-type: none"> There is systematic corporate governance. Be transparent and fair to shareholders.

Stakeholder group	Expectations	The company's response
	<ul style="list-style-type: none"> ● The company maintains stability and pursues continuous, sustainable growth. ● There is comprehensive risk management. ● There is transparency in operations. ● Dividends are paid to shareholders. ● Create good returns for shareholders under acceptable risk. ● Treat shareholders equally, to preserve the benefits of investors 	<ul style="list-style-type: none"> ● The company has a well-defined and meticulously managed business strategy. ● Comprehensive risk management in all aspects. ● Perform duties with honesty, integrity, transparency, and fairness to ensure that all decisions and actions are best interests of all involved groups have been taken into account. ● Perform duties with professionalism, expertise, determination, and caution, applying knowledge and skills in managing the company to the best of your ability. ● Regularly report the status of the organization. complete according to reality Publish report and provide transparent information. ● Do not seek personal benefits or benefits for others using any non-public information belonging to the organization. ● A shareholder meeting was held and paid dividends regularly. ● Committed to creating maximum satisfaction for investors. ● Treat investors equally, to preserve the benefits of investors.
Employee	<ul style="list-style-type: none"> ● Provide fairness to all employees equally. ● Appropriate remuneration, rights, welfare and benefits are determined. ● Provide knowledge and understanding of work. There is training to enhance knowledge. 	<ul style="list-style-type: none"> ● Provide fair compensation. and appropriate according to the knowledge, abilities, responsibilities. and performance of each employee. ● Support the continuous development of professional working abilities. Ensure that the quality of work life of

Stakeholder group	Expectations	The company's response
	<p>Promote the development of employees' potential regularly.</p> <ul style="list-style-type: none"> ● Treat employees based on human rights principles. ● Follow labor ethics. ● There is protection and supervision of safety during work. ● Have job security. ● Career advancement opportunities ● Employee work-life balance. 	<p>employees is on par with leading companies.</p> <ul style="list-style-type: none"> ● Appointment, transfer, reward and punishment of employees must be done with equality, honesty and based on knowledge, ability and suitability, including the actions or practices of that employee. ● Treat employees on the basis of fairness and attach importance to the development of knowledge transfer and employee's ability by giving opportunities to employees thoroughly and regularly. ● Maintain a working environment that is safe for life, physical health and property of employees at all times. ● Manage work by avoiding unfair actions. Treat all employees equally. Do not discriminate, do not discriminate based on origin, race, gender, age, skin color, religion, disability, status, ethnicity, educational institution, or any other status that is not directly related to work performance. ● There is a channel for complaints if there is unfairness in the work. ● Listen to opinions and suggestions of employees at all levels equally and equitably. ● Promote employees' understanding of ethics and roles, to promote behavior that is within the framework of ethics thoroughly. ● Encourage employees to participate in determining work direction,

Stakeholder group	Expectations	The company's response
		including solving problems of the agency and the company as a whole. <ul style="list-style-type: none"> ● Comply with labor laws. and various regulations strictly related.
Stakeholders outside the organization		
Customer	<ul style="list-style-type: none"> ● Products and services meet the highest standards and quality requirements. ● Products that are socially and environmentally responsible. ● Has a reasonable and fair price. ● Strictly follow the terms and conditions with customers. ● Good service is provided. Respond quickly to customers and provide full assistance. ● After-sale service is available. ● Maintain strong and enduring customer relationships while upholding customer privacy. 	<ul style="list-style-type: none"> ● Produce quality products and services as well as maintaining quality standards at all times. ● Disclose information about products and services completely, correctly and without distorting facts. ● Provide warranty service under appropriate conditions and time by providing compensation for the use of products or services during a specified period as appropriate for each type of product or service. ● Do not deliver products or services to customers if they are aware that the items are defective or damaged. ● Product quality is tested before delivering products to customers. ● Organize a system so that customers can provide information about products and services that can be responded to quickly. ● Maintain customer confidentiality. Not using customer information for the wrongful benefit of yourself and those involved. ● Adhere strictly to customer conditions, and if unable to meet them, notify customers in advance to collaboratively explore solutions to any arising issues.

Stakeholder group	Expectations	The company's response
		<ul style="list-style-type: none"> ● Customer opinions are valued in the development and improvement of products and services.
Partners	<ul style="list-style-type: none"> ● Maintain strong business relationships. ● All business processes ensure fairness and equality for all parties involved. ● Support and grow together sustainably ● Operate with consideration to the best interests of both the company and its trading partners. ● Order products regularly. 	<ul style="list-style-type: none"> ● Conduct business with honesty, ethics and straightforwardness. ● When selecting corporate partners, prioritize those offering high-quality products from reputable brands and capable of providing excellent after-sales service. Partners should adhere to ethical business practices, operate within a framework of honest trade, and support fair competition among trading partners. ● Do not demand or receive or pay any benefits that are dishonest in trading with trading partners, debtors, or creditors. ● Report financial information that is accurate and complete. ● New products are replaced or repaired in the case of damaged or lost products.
Community and environment	<ul style="list-style-type: none"> ● Be responsible to the community. and environment ● Does not cause any impact on the community in any aspect. ● Listen to the opinions of people in the community through various channels. ● Do not emit excessive greenhouse gasses. ● Do not release wastewater into the community. 	<ul style="list-style-type: none"> ● Provide support for activities that create public benefits, such as reducing the use of energy and natural resources, etc. ● Continuously promote social and environmental responsibility among all levels of the organization and employees. Avoid actions that harm natural resources and the environment. ● Do not support any activities that pose a threat to society or promote immoral behavior or vices.

Stakeholder group	Expectations	The company's response
		<ul style="list-style-type: none"> ● Cooperate and control to ensure strict compliance with the intent of the law and related regulations. ● Conduct business carefully. Do not cause any negative impact on the community and environment.

3.3 Sustainability management in the environmental dimension

3.3.1 Environmental policies and practices

The company prioritizes environmental quality management and actively promotes the prevention and reduction of environmental impacts resulting from its operations, including waste and greenhouse gas management. Additionally, we collaborate with other sectors of society to organize activities aimed at preserving and improving environmental quality. We also emphasize the efficient use of resources and energy, establishing guidelines and methods for their reduction.

3.3.2 Environmental performance

Power consumption

The company prioritizes the responsible use of electrical energy and has implemented a service process for managing electricity usage internally. We educate our employees and provide advice, as well as post informative signs across our facilities, encouraging energy-saving practices. Our aim is to utilize electricity efficiently, minimizing wastage and maximizing effectiveness.

Water use

The company is dedicated to minimizing wasteful use of water resources and maximizing its beneficial usage. We provide training to educate employees on water conservation and encourage awareness and maximum efficiency in water usage. Additionally, we display signs throughout our facilities promoting water-saving practices and implement controls to prevent wasteful use of water resources within the organization.

Garbage, waste and pollution management

The company is committed to minimizing waste and pollution generated from the printing process. Employees are encouraged to reduce material use and waste from office equipment. To promote a paperless work environment at the headquarters, an online storage system has been installed to facilitate efficient and environmentally friendly collaboration. Technologies like Microsoft Office and Google Drive are utilized to reduce waste, while proper waste management practices are in place to minimize pollution to society.

Management to reduce greenhouse gas problems.

The company prioritizes greenhouse gas management and recognizes the urgency of addressing global warming and climate change. A plan has been initiated to assess the company's carbon footprint, with a committee being appointed to determine reporting scope. This evaluation encompasses manufacturing plants, office buildings, and employee vehicle fuel usage. The company is committed to promoting various activities aimed at reducing global warming and has established guidelines to optimize energy usage. Additionally, efforts are underway to study greenhouse gas emissions measurement for future goal setting, guideline development, and strategy formulation to mitigate greenhouse gas issues in the future.

Since June 2023, the company has studied and prepared a plan to report greenhouse gas emissions and has determined the scope of preparing a report on greenhouse gas emissions at present, data is being collected to calculate the amount of greenhouse gas emissions.

3.4 Sustainability management in the social dimension

3.4.1 Social policies and practices

The company actively engages in community and social development to foster strength and sustainability. This includes participating in various activities such as education, religion, sports, and human resource development, as well as promoting employment and organizing community development projects. We prioritize caring for the communities surrounding our facilities and collaborating with related groups to enhance harmonious living. Furthermore, we emphasize sustainable social development and cooperate with communities, government organizations, business partners, and external agencies interested in sustainable development guidelines, aiming to serve as a positive role model.

3.4.2 Social performance

Employee training

The company prioritizes the development of employees and officials at all levels by organizing training, seminars, and academic programs to enhance skills, knowledge, and abilities. A training plan for employees in 2023 has been prepared, with training scheduled to commence in May and continue annually. Training sessions, held from May to October each year, cover topics such as communication, leadership, and work safety to foster continuous personnel development.

Safety, occupational health and working environment.

The company prioritizes the continuous development and enhancement of safety operations to mitigate the risk of illness, injury, or fatality and ensure the well-being of employees. We provide workplace safety training and guidelines to serve as a framework for work, including fire prevention, flood response, and first aid plans. Additionally, measures are in place to transport injured individuals promptly. These initiatives aim to raise awareness of potential hazards, minimize risks, and prevent injuries in the workplace. Furthermore, the company has implemented preventive measures and policies to address the spread of COVID-19, ensuring a safe working environment and the continuity of operations.

1. Require all personnel to wear masks at all times.
2. Clean and ventilate the office and various locations of the company regularly.
3. Minimize face-to-face meetings.
1. Stay updated on the latest information published by relevant government agencies and promptly notify company personnel of important updates, such as quarantine measures or closures of designated places in various areas.

However, when the Center for COVID-19 Situation Administration (CCSA) announced the relaxation of businesses and activities to prevent the spread of COVID-19, the company, which closely monitors the situation, made adjustments accordingly.

Employee engagement

In 2023, the company's workforce increased from 62 to 64 employees. The company values its human resources and upholds their rights in accordance with human rights principles and labor laws. Fair compensation is determined, and opportunities for career stability and advancement are provided. Various welfare arrangements are in place, including social security benefits as required by law, as well as additional benefits such as a provident fund, group life insurance, food, room, and gas allowances. Moreover, various financial assistance programs are offered to employees. The company also encourages employees to voice their opinions or raise concerns about unfair treatment or improper actions, providing protection to those who report such matters.

Community and society

The company is dedicated to corporate social responsibility (CSR) and actively organizes initiatives to benefit society and the environment. We prioritize fostering positive relationships with all stakeholders, including partners, shareholders, and communities. Additionally, we prioritize hiring workers from the local community where our factory is located, further contributing to social and economic development in the area.

4. Management Discussion and Analysis: MD&A

4.1 Key Financial Information

1) Statement of Financial Position

Statement of Financial Position	31 Dec 2021		31 Dec 2022		31 Dec 2023	
	Million Baht	%	Million Baht	%	Million Baht	%
ASSETS						
Current Assets						
Cash and cash equivalents	8.78	6.29	32.79	23.86	15.00	10.23
Current investments	30.58	21.90	0.00	0.00		0.00
Trade and other current receivables - net	11.83	8.47	25.09	18.26	26.57	18.12
Inventories	22.15	15.86	19.75	14.37	10.45	7.13
Loans to related parties	9.88	7.07	-	-	-	-
Other current assets	0.19	0.13	-	-	-	-
Total current assets	83.40	59.72	77.64	56.49	52.02	35.48
Non - current assets						
Restricted deposits with banks	2.52	1.80	1.94	1.41	5.05	3.44
Investments properties	4.96	3.55	4.96	3.61	4.96	3.38
Property, plant and equipment - net	47.02	33.67	47.87	34.83	79.83	54.45
Right-of-use assets	-	-	0.33	0.24	0.16	0.11
Intangible assets - net	0.07	0.05	2.55	1.85	2.38	1.62
Deferred tax assets	1.09	0.78	1.29	0.94	1.10	0.75
Other non - current assets	0.59	0.42	0.87	0.63	1.11	0.76
Total non - current assets	56.25	40.28	59.80	43.51	94.59	64.52
Total assets	139.65	100.00	137.44	100.00	146.61	100.00
LIABILITIES AND SHAREHOLDERS'						
EQUITY						
Current liabilities						
Trade and other current payables	5.13	3.67	16.01	11.65	16.67	11.37
Advance deposit received	9.88	7.08	6.53	4.75	-	-
Current portion of long - term loans from financial institutions	-	-	-	-	3.59	2.45
Current portion of lease liabilities	-	-	0.16	0.12	0.17	0.12
Income tax payable	2.10	1.50	2.70	1.96	2.00	1.36
Other current liabilities	0.34	0.24	0.80	0.58	1.81	1.23
Total current liabilities	17.45	12.49	26.20	19.06	24.23	16.53

Statement of Financial Position	31 Dec 2021		31 Dec 2022		31 Dec 2023	
	Million Baht	%	Million Baht	%	Million Baht	%
Non - current liabilities						
Long - term loans from financial institutions - net of current portion	-	-	-	-	25.78	17.58
Lease liabilities – net of current portion	-	-	0.17	0.13	-	-
Non - current provision for employee benefits	2.77	1.98	3.43	2.49	3.70	2.52
Other non - current liabilities	4.45	3.19	4.79	3.48	1.01	0.69
Total non - current liabilities	7.22	5.17	8.39	6.10	30.48	20.79
Total liabilities	24.67	17.67	34.59	25.17	54.72	37.32
Shareholders' equity						
Authorized share capital	60.00		70.00		95.00	
Issued and paid-up share capital	60.00	42.97	70.00	50.93	70.00	47.75
Retained earnings						
Statutory reserve	0.80	0.57	2.41	1.75	4.76	3.25
Unappropriated	42.71	30.58	30.44	22.15	17.12	11.68
Non-controlling interest	11.47	8.21	-	-	-	-
Total shareholders' equity	114.98	82.33	102.85	74.83	91.89	62.68
Total liabilities and shareholders' equity	139.65	100.00	137.44	100.00	146.61	100.00

2) Statements of comprehensive income

Statements of comprehensive income	2021		2022		2023	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues from sales and services	68.84	98.23	110.20	99.54	132.16	99.61
Cost of sales and services	42.69	60.92	67.84	61.28	81.74	61.61
Gross profit (loss)	26.15	37.31	42.36	38.26	50.41	38.00
Other income	1.24	1.77	0.51	0.46	0.51	0.39
Selling expenses	2.37	3.38	3.39	3.06	5.39	4.06
Administrative expenses	7.62	10.88	15.17	13.70	18.11	13.65
Management benefit expenses	3.42	4.88	3.92	3.54	3.96	2.98
Profit (loss) from operating	13.98	19.94	20.39	18.42	23.47	17.69
Finance costs	0.01	0.01	0.03	0.02	0.72	0.54
Profit (loss) before income tax expenses	13.97	19.93	20.36	18.39	22.75	17.15
Income tax (expense) revenue	3.01	4.29	4.43	4.00	4.71	3.55
Profit (loss) for the year	10.96	15.64	15.94	14.39	18.03	13.59
Other comprehensive income (expense) for the year						
Items not do be reclassified to profit or loss subsequent year:						
Gain (loss) on remeasurement of defined benefit plan	(0.26)	(0.37)	(0.39)	(0.56)	-	-
Total comprehensive income (expense) for the year	10.70	15.27	15.54	22.18	18.03	13.59
Profit (loss) attributable to						
Owners of the Company	10.96		15.94		18.03	
Non - controlling interests	0.02		-		-	
Profit (loss) per share	0.10		0.12		0.13	
Number of ordinary share (million shares) ^{1/}	114.33		129.04		140.00	

3) Statements of cash flows

Unit: million Baht

Statement of cash flow	2021	2022	2023
Cash flows from operating activities:			
Profit (loss) before income tax	13.97	20.36	22.75
Items to reconcile profit (loss) before income tax to cash			
received (disbursement) from operating activities			
Finance costs	0.01	0.03	0.72
Interest income	(0.18)	(0.11)	(0.13)
Trade and other current receivables (increase) decrease	(0.64)	(14.83)	(2.25)
Inventories (increase) decrease	1.52	3.16	9.20
Other current assets (increase) decrease	1.02	0.03	-
Other non - current assets (increase) decrease	(0.27)	(0.28)	(0.24)
Trade and other current payables increase (decrease)	(13.49)	(2.92)	3.13
Other current liabilities increase (decrease)	(0.05)	0.52	1.00
Other non - current liabilities increase (decrease)	3.43	0.33	(3.78)
Depreciation and amortization	3.19	4.66	5.10
(Reverse) Loss on adjustment of product value	1.00	(1.33)	0.10
(Reverse) Allowance for expected credit losses	(0.39)	1.54	0.78
Loss on impairment - work in process	-	0.57	-
Loss on amortization of fixed assets	-	0.03	0.04
Provisions for employee benefit	0.13	0.17	0.27
(Gain) loss on disposals of fixed assets	0.20	0.03	-
Total item to reconcile profit (loss) before income tax	9.45	11.96	36.69
Cash receive form interest income	-	0.11	0.13
Cash paid for interest expense	-	-	(0.34)
Cash paid for income tax expense	(3.51)	(3.92)	(5.22)
Net cash provided by (used in) operating activities	5.94	8.15	31.26

Unit: million Baht

Statement of cash flow	2021	2022	2023
Cash flows from investing activities:			
Cash received from loans to directors	0.12	-	-
Cash received from disposals of property, plant and equipment	0.10	0.07	-
Cash paid for purchase of property, plant and equipment	(14.51)	(5.18)	(36.64)
Cash paid to purchase intangible assets	(0.57)	(2.76)	(0.12)
Cash receive form interest income	0.18	-	-
Restricted deposits with banks (increase) decreased	(2.52)	0.58	(3.11)
Current investments (increase) decreased	(0.11)	30.57	0.00
Net cash provided by (used in) investing activities	(17.31)	23.28	39.87
Cash flows from financing activities:			
Cash received from capital increase	5.00	10.00	-
Cash received from long - term loans to financial institution	-	-	30.43
Cash paid for long - term loans to financial institution	0.00	(17.20)	(1.42)
Cash dividend payment	(0.18)	(0.18)	(38.00)
Cash payments to reduce lease liabilities	-	-	(0.18)
Net cash provided by (used in) financing activities	4.82	(7.38)	(9.18)
Net increase (decrease) in cash and cash equivalents	(6.55)	24.05	(17.79)
Cash and cash equivalents at beginning of the year	15.33	8.78	32.79
Cash and cash equivalents of subsidiaries as of the date of dissolution	-	(0.04)	-
Cash and cash equivalents at ending of the year	8.78	32.79	15.00

4) Key Financial Ratios

Key Financial Ratios	Unit	2021	2022	2023
LIQUIDITY RATIO				
Current ratio	times	4.78	2.96	2.15
Quick ratio	times	2.87	2.14	1.56
Cash flow ratio	times	0.24	0.37	1.24
Account receivable turnover ratio	times	6.99	6.04	5.38
Average collection period	days	52.20	60.42	67.90
Inventory turnover ratio	times	1.82	3.24	5.41
Average sale period	days	200.10	112.72	67.43
Payable turnover ratio	times	12.06	17.62	12.10
Average payment period	days	30.26	20.72	30.17
Cash cycle	days	222.04	152.42	105.16
PROFITABILITY RATIO				
Gross profit margin	%	37.98	38.44	38.15
Operating profit margin	%	18.50	18.04	17.37
Other income ratio	%	1.77	0.46	0.39
Cash to profitability	%	46.63	40.47	136.16
Net profit margin	%	15.64	14.39	13.59
Return on Equity	%	10.23	14.63	18.52
EFFICIENCY RATIO				
Return on assets	%	8.01	11.50	12.70
Return on fixed assets	%	32.33	42.09	34.75
Assets turnover	times	51.22	79.91	0.93
FINANCIAL POLICY RATIO				
Debt to equity ratio	times	0.21	0.34	0.60
Interest coverage ratio	times	2,291.26	983.75	39.54
Interest bearing debt to EBITDA ratio	times	-	0.01	1.03
Debt service coverage ratio	times	-	143.51	7.59
Dividend payout ratio	%	-	164.41	160.80

4.2 Management Discussion and Analysis

4.2.1 Overview

PanelésMatic Solutions Public Company Limited (“the Company”) import, assemble and distribute operation door, hermetic doors, and other special propose doors which from MANUSA, well-known brand from Spain. Also, produce and distribute various type of doors and movable soundproof partitions under the brand PANELÉS. The Company’s products divided to 2 types (1) Hospital and Healthcare Products (2) Interior Products. Furthermore, the company also provide related equipment and services to offer a One Stop Service, including design, procurement, installation, and after-sales services.

4.2.2 Result of Operation

1) Revenue

For the fiscal year ended 31 December 2022 - 2023, total revenues were THB 110.71 million and THB 132.67 million, respectively. Total revenue increased THB 22.04 million or 19.94% from the prior year, mainly from revenue from sales and services which increased THB 22.04 million.

Revenue Structure	For the year ended			
	31 Dec 2022		31 Dec 2023	
	Million Baht	%	Million Baht	%
1. Revenues from sales	102.40	92.50	120.31	90.68
- Hospital and Healthcare Product	46.32	41.84	52.03	39.22
- Interior Product	56.08	50.66	68.27	51.46
2. Revenues from services	7.80	7.04	11.85	8.93
Revenue from sales and services	110.20	99.54	132.16	99.61
Other income	0.51	0.46	0.51	0.39
Total revenue	110.71	100.00	132.67	100.00
Change in revenues from sales and services		60.08		19.92

- Revenues from sales and services

For the fiscal year ended 31 December 2022 - 2023, revenues from sales and services were THB 110.20 million and THB 132.16 million, respectively. Revenues from sales and services increased THB 22.04 millions or 19.92% from the prior year, mainly from increasing in each product types, revenues from sales – Hospital and Healthcare Product increased THB 5.71 million or 12.33% from the prior year, and revenues from sales – Interior Product increased THB 12.19 million or 21.74% from the prior year, since the Company received new projects and consecutive projects from the customers such as contractors who are specialized in hospital building and/or office building and/or others, furthermore, in 2023, sales and marketing team is

high-skills. Revenues from services increased THB 4.05 million or 51.92% from the prior year, since it varies according to revenues from sales and there is increasing in customers who received the goods thus demand for an after-sales services such as maintenance service is increased.

- Other income

For the fiscal year ended 31 December 2022 - 2023, other incomes were THB 0.51 million and THB 0.51 million, respectively. Other income is contained interest received, gain(loss) from exchange rate, gain(loss) on disposals from fixed assets, sales of scrap, and others.

2) Cost of sales and services and gross profit margin

For the fiscal year ended 31 December 2022 - 2023, cost of sales and services were THB 67.84 million and THB 81.74 million, respectively, gross profit margin were 38.44% and 28.15%, respectively. The main costs of the business are (1) raw material cost such as wood panel, aluminum door frames, rubber door seals imported door equipment and others (2) salary cost such as worker's salary, welfare benefit, and others and (3) overhead cost such as machinery's depreciation, utilities cost, and other overhead cost such as consumable parts, repairs and maintenance expense, insurances and taxes.

3) Operating expense

Operating expense	2022		2023	
	Million Baht	%	Million Baht	%
Selling expenses	3.39	3.06	5.39	4.06
Administrative expenses	15.17	13.70	18.11	13.65
Management benefit expenses	3.92	3.54	3.96	2.98
Total operating expense	22.48	20.30	27.46	20.70

- Selling expense

In 2023, selling expense increased THB 2.00 million or 58.99% from the prior year, aligned with an increasing in revenues from sales and services and an increasing in the number of employees in sales and marketing team since late 2022.

- Administrative expense and management benefit expense

In 2023, Administrative expense and management benefit expense increased THB 2.98 million or 15.60% from the prior year, mainly from an increasing in the number of employees and cost of preparation to list the shares on the Market of Alternative Investment (mai) such as the financial advisory fee and fees for applying for an offer for sale of newly issued shares to the public to the SEC Office.

4) Finance costs

For the fiscal year ended 31 December 2022 - 2023, finance costs were THB 0.03 million and THB 0.72 million, respectively. There is an increasing in finance cost as the Company have had interest expense from long - term loan from a financial institution since the borrowing contract dated as of 5 July 2023.

5) Net profit and net profit margin

For the fiscal year ended 31 December 2022 - 2023, net profit were THB 0.03 million and THB 0.72 million, respectively, and net profit margin were 14.39% and 13.59%, respectively. Decreasing in net profit margin in 2023 were mainly from increasing in selling and administration expense such as increasing in the number of employees and cost of preparation to list the shares on the Market of Alternative Investment (mai) such as the financial advisory fee and fees for applying for an offer for sale of newly issued shares to the public to the SEC Office.

4.2.3 Ability to manage assets

1) Assets

1.1) Cash and cash equivalents

As at 31 December 2022 and 2023, cash and cash equivalents were THB 32.79 million and THB 15.00 million, respectively, or 23.86% and 10.23% of total assets of each period, respectively. Cash and cash equivalent were affected from net change in cash flow from operating activities, investing activities and financing activities.

1.2) Trade and other current receivables - net

As at 31 December 2022 and 2023, Trade and other current receivables - net were THB 25.09 million and THB 25.57 million, respectively, or 18.26% and 18.12% of total assets of each period, respectively. Trade and other current receivables - net are contained trade receivables and other receivables, all of them are account receivables – third parties. The detail are as follows:

Trade receivables

Trade receivables	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
1) Accrued income				
Billed:				
Within 1 month	3.87	16.74	0.58	2.57
Within 2 months	0.04	0.16	-	
Within 3 months	0.14	0.60	6.32	27.79
Unbilled	0.41	1.75	0.41	1.78
Total accrued income	4.46	19.25	7.31	32.15

Trade receivables	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
<u>Less</u> allowance for expected credit loss	(0.41)	(1.75)	(0.51)	(2.26)
Accrued income - net	4.05	17.50	6.79	29.89
2) Trade receivables				
Within due	11.77	50.81	4.35	19.15
Overdue:			-	0.00
Not over 3 months	7.50	32.39	9.47	41.69
3 - 6 months	0.05	0.21	0.36	1.59
6 - 12 months	1.16	5.01	2.23	9.80
Over 12 months	0.26	1.11	0.26	1.14
Total trade receivables	20.74	89.53	16.67	73.37
<u>Less</u> allowance for expected credit loss	(1.63)	(7.03)	(0.74)	(3.26)
Trade receivables - net	19.11	82.50	15.93	70.11
Total trade receivables - net	23.16	100.00	22.72	100.00

As at 31 December 2022 and 2023, Trade receivables - net were THB 23.16 million and THB 22.72 million, respectively, or 16.85% and 15.50% of total assets of each period, respectively. Normally, the Company receive payment from the customer by payment periods or as described in sales order, which may include advance payment and billing per each delivery, the credit term is 30 days. The Company focus on cash collection period, closely monitor the payment of each customer and the Company applies a simplified approach in calculating ECLs. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

1.3) Inventories

Inventories	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
Finished goods	9.97	7.25	5.88	4.01
Raw materials supply and packing materials	8.55	6.22	4.02	2.74
Work in process	2.23	1.62	1.65	1.12
Total inventories	20.75	15.09	11.55	7.88
<u>Less</u> Allowance for obsolete inventories	(0.43)	(0.31)	(0.53)	(0.36)
<u>Less</u> Allowance for impairment - work in process	(0.57)	(0.41)	(0.57)	(0.39)
Total inventories – net	19.75	14.37	10.45	7.13
Change in total inventories - net	(2.40)		(9.30)	

As at 31 December 2022 and 2023, total inventories - net were THB 19.75 million and THB 10.45 million, respectively, or 14.37% and 7.13% of total assets of each period, respectively. Decreasing in total inventories – net THB 9.30 million was mainly from the improvement in planning of production and delivery to exactly meet the date customers' sites needed, thus finished goods waiting for delivery is lower from the prior year.

Policy of allowance for obsolete inventories is determining each item by shelf life of its category and by specific item method for custom-made finished goods.

1.4) Restricted deposits with banks

As at 31 December 2022 and 2023, restricted deposits with banks were THB 1.94 million and THB 5.05 million, respectively, or 1.41% and 3.44% of total assets of each period, respectively. Advance deposit received from some of the Company's customers would be guaranteed by banks for period as per agreement with the customers, thus the Company's saving account is restricted with the same amount that banks guarantee.

1.5) Investment properties

As at 31 December 2022 and 2023, Investment properties were THB 1.94 million. Investment properties are contained the land in Nonthaburi Province, the Company do not hold for use in the production or supply of goods or services or for administrative purpose or for sale in the ordinary course of business.

1.6) Property, plant and equipment

Property, plant and equipment - net	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
Land	9.89	7.19	45.67	31.15
Buildings and structures	27.65	20.12	25.99	17.73
Office equipment and supplies	0.69	0.50	0.52	0.35
Furniture	0.33	0.24	0.24	0.17
Tools	0.47	0.35	0.21	0.15
Machinery and equipment	2.30	1.67	1.80	1.23
Vehicles	1.77	1.29	0.89	0.61
Computer and equipment	0.32	0.23	0.66	0.45
Land improvement	0.27	0.20	0.22	0.15
Building improvement	2.48	1.80	3.63	2.48
Building in construction	1.70	1.24	-	-
Total Property, plant and equipment - net	47.87	34.83	79.83	54.45

As at 31 December 2022 and 2023, property, plant and equipment - net were THB 47.87 million and THB 79.83 million, respectively, or 34.83% and 54.45% of total assets of each period, respectively. Increasing in property, plant and equipment - net THB 31.06 million was mainly from acquisition of land for construction of new factory THB 35.78 million. Key items of property, plant and equipment are land, building and structure, building improvement, and machinery and equipment.

1.7) Right-of-use assets

The Company rent land and factory building from a related party which contract period is 1 January 2022 – 31 December 2024, thus as at 31 December 2022 and 2023, right-of-use assets were THB 0.33 million and THB 0.16 million, respectively, or 0.24% and 0.11% of total assets of each period, respectively.

1.8) Intangible assets

As at 31 December 2022 and 2023, intangible assets - net were THB 2.55 million and THB 2.38 million, respectively, or 1.85% and 1.62% of total assets of each period, respectively. Intangible assets are contained ERP system, operating system and other programs.

2) Liabilities

2.1) Trade and other current payables

Trade and other current payables	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
Trade payables	4.18	26.09	9.34	78.97
Other payables	2.10	13.12	2.13	17.98
Accrued expense	0.68	4.25	0.31	2.66
Accrued dividends	9.00	56.21	-	-
Other	0.05	0.33	0.05	0.39
Total - Trade and other current payables	16.01	100.00	11.82	100.00

As at 31 December 2022 and 2023, trade and other current payables were THB 16.01 million and THB 11.82 million, respectively. Decreasing in trade and other current payables THB 4.19 million was mainly from decreasing in accrued dividends as the Company paid dividends while there is increasing trade payables THB 5.16 million as the Company bought goods and raw material to prepare for production and distribution in 1st quarter of 2024.

2.2) Advance deposit received

As at 31 December 2022 and 2023, advance deposit received were THB 6.53 million and THB 4.84 million, respectively. Decreasing in advance deposit received THB 1.69 million was mainly from goods delivery in 2023. Normally, the Company may collect advance deposit from the customer since the date of sales order about 30% - 100% of the project value, by the way, the advance payment can be non-current liabilities as a large construction project could construct for more than 12 months, then the Company would record that advance deposit received as other non-current liabilities.

2.3) Long - term loans from financial institutions

As at 31 December 2023, long - term loans from financial institutions was THB 29.37 million or 20.03% of total liabilities and shareholders' equity. Loans from financial institutions consisted of long - term loans from financial institutions - current portion THB 3.59 million or 12.23% of long - term loans from financial institutions, and long - term loans from financial institutions - net of current portion THB 25.78 million or 87.77% of long - term loans from financial institutions which was not due within 1 year. The Company borrowed the loan from a domestic financial institution for acquisition of land for construction of new factory.

2.4) Lease liabilities

Lease liabilities	31 December 2022		31 December 2023	
	Million Baht	%	Million Baht	%
Current portion of lease liabilities	0.16	48.52	0.17	100.00
Lease liabilities - net of current portion	0.17	51.48	-	-
Total lease liabilities	0.33	100.00	0.17	100.00
Lease liabilities per total liabilities		0.98		0.32

As at 31 December 2022 and 2023, lease liabilities were THB 0.33 million and THB 0.17 million, respectively, or 0.98% and 0.32% of total liabilities of each period, respectively. Lease liabilities consisted of a land and factory building leasing contract with a related party.

2.5) Non – current provision for employee benefits

As at 31 December 2022 and 2023, Non - current provision for employee benefits were THB 3.43 million and THB 3.70 million, respectively, or 2.49% and 2.52% of total liabilities and shareholders' equity of each period, respectively. Non – current provision for employee benefits consisted of legal severance pay.

2.6) Other non-current liabilities

As at 31 December 2022 and 2023, other non-current liabilities were THB 4.79 million and THB 1.01 million, respectively, or 3.48% and 0.69% of total liabilities and shareholders' equity of each period, respectively. Other non-current liabilities consisted of employee deposit, retention fee and advance deposit received which delivery date is more than 12 months from the fiscal year ended date. Decreasing in other

non-current liabilities THB 3.78 million was mainly from a decreasing in advance deposit received THB 2.23 million since the remaining period before delivery date is less than 12 months and a decreasing in retention fee THB 1.39 million since the entire construction project was completed.

3) Shareholders' equity

As at 31 December 2022 and 2023, shareholders' equity were THB 102.85 million and THB 91.90 million, respectively, or 74.83% and 62.68% of total liabilities and shareholders' equity of each period, respectively. Decreasing in shareholders' equity THB 10.97 million was mainly from dividend payout THB 29.00 million while there is net profit in the period THB 18.03 million.

4.2.4 Liquidity and suitability of capital structure

Unit: million Baht

Transaction	31 DEC 22	31 DEC 23
Net cash provided by (used in) operating activities	8.15	31.26
Net cash provided by (used in) investing activities	23.28	(39.87)
Net cash provided by (used in) financing activities	(7.38)	(9.18)
Net increase (decrease) in cash and cash equivalents	24.05	(17.79)
Cash and cash equivalents at beginning of the year	8.78	32.79
Cash and cash equivalents of subsidiaries as of the date of dissolution	(0.04)	-
Cash and cash equivalents at ending of the year	32.79	15.00

Operating activities

For the year ended 31 December 2023, Net cash provided by (used in) operating activities was THB 31.26 million, from profit (loss) before income tax THB 22.75 million which was adjusted by non-cash items and non-operating transactions THB 6.88 million, adjusted by changing in working capital THB 7.06 million, cash paid for income tax expense THB 5.22 million, cash paid for interest expense THB 0.34 million and cash received from interest income THB 0.13 million. Adjusting from non-cash items and non-operating transactions was mainly from depreciation and amortization THB 5.10 million, Allowance for expected credit loss THB 0.78 million and finance costs THB 0.72 million. Changing in working capital was mainly from decreasing in inventories THB 9.20 million, increasing in trade and other current payables THB 3.13 million, while there are decreasing in other non-current liabilities THB 3.78 million and increasing in trade and other current account receivables.

Investing activities

For the year ended 31 December 2023, Net cash provided by (used in) investing activities was THB (39.87) million, mainly from cash paid for purchase of property, plant and equipment THB 36.64 million as the Company acquired land for construction of new factory, and increasing in restricted deposits with banks THB 3.11 million.

Financing activities

For the year ended 31 December 2023, Net cash provided by (used in) financing activities was THB (9.18) million, mainly from cash dividend payment THB 38.00 million and cash paid for long-term loans to financial institution 1.42 million, while there was cash received from long-term loans to financial institution THB 30.43 million.

4.2.5 Key Financial Ratios

1) Liquidity Ratio

Liquidity Ratio	Unit	31 DEC 22	31 DEC 23
Current ratio	times	2.96	2.15
Average collection period	days	60.42	67.90
Average sale period	days	112.72	67.43
Average payment period	days	20.72	30.17
Cash cycle	days	152.42	105.16

Current ratio

As at 31 December 2022 and 2023, current ratio were 2.96 times and 2.15 times, respectively, which were higher than 1.00 times, thus the Company have had good liquidity. Slightly decreasing in current ratio as at 31 December 2023 was from decreasing in cash and cash equivalents as there are dividend paid and land acquisition which source of fund are both working capital and loans from financial institution.

Cash cycle

For the year 2022 and 2023, cash cycle were 152.42 days and 105.16 days, respectively. Cash cycle tend to decrease, meaning that the Company well-done in managing of sale period, collection period and payment period thus cash cycle is lower. The main reasons are inventories management such as improvement in planning of production and delivery to exactly meet the date customers' sites needed, thus finished goods would be shortly delivered after production, and effectiveness of inventories level decision for production plan. Furthermore, the Company maintained good relationship with suppliers by payment on time.

By the way, average collection period slightly increased as trade account receivables increased from high volume of good delivered in December 2023.

2) Financial Policy Ratio

Financial Policy Ratio	Unit	31 DEC 22	31 DEC 23
Debt to equity ratio	times	0.34	0.60
Interest coverage ratio	times	983.75	39.54
Debt service coverage ratio	times	143.51	7.59
Dividend payout ratio	%	164.41	160.80

Debt to equity ratio

As at 31 December 2022 and 2023, debt to equity ratio were 0.34 times and 0.60 times, respectively. Increasing in debt to equity ratio was from long - terms loan from financial institution THB 30.43 million and dividend payment THB 29.00 million

Interest coverage ratio and debt service coverage ratio

For the year 2022 and 2023, interest coverage ratio and debt service coverage ratio remained higher than 1.00 times. In 2023, there was long - terms loan from financial institution THB 30.43 million thus interest coverage ratio were 39.54 times which was lower than 2022 but still higher than 1.00 times, and debt service coverage ratio were 7.59 times which was lower than 2022 but still higher than 1.00 times, meaning that the Company's ability to pay interest expense and repay loan are high since the Company had low amount of interest bearing debt and had enough profit for payments.

Dividend payout ratio

For the year 2022 and 2023, dividend payout ratio were 164.41% and 160.80%, respectively, from dividend paid THB 26.20 million and THB 29.00 million, respectively.

3) Efficiency Ratio

Efficiency Ratio	Unit	31 DEC 22	31 DEC 23
Return on fixed assets	%	42.09	34.75

Return on fixed assets

For the year 2022 and 2023, return on fixed assets were 42.09% and 34.75%, respectively. Key items of fixed assets are land, building and structure, building improvement, and machinery and equipment. Decreasing of return on fixed assets in 2023 was from acquisition of land for construction of new factory.

4.2.6 Factors that affect the financial statement or operating results in future

1) Decreasing of earning per share since total paid-up shares would increase after IPO

The Board of Directors passed a resolution to specify the subscription and payoff date of newly issued ordinary shares for the public on 14 - 16 February 2024, with an offer price of Baht 3.68 per share. The Company received payment for those newly issued shares and registered the increased share capital with the Department of Business Development on 19 February 2024. This makes up the paid-up share capital of Baht 95,000,000 and share premium of Baht 159,000,000 (exclusive of financial advisory and underwriting fees). The Company's shares were approved by the Securities and Exchange Commission ("SEC") on 13 February 2024, to the public offering.

Considering earning per share after IPO, the Company had THB 18.03 million of net profit for the year 2023, thus EPS was 0.129 THB/share, if number of shares changed to 190,000,000 shares, with the same net profit amount, EPS would be 0.095 THB/share.

Considering benefits of IPO and listing in the Market of Alternative Investment (mai) in long term, the Company received cash from subscriber of newly issued ordinary shares for the public to construct the new factory, procure new machines, repay loans from financial institution which the Company borrowed for acquired land of the new factory, and use as working capital, as described as objectives and reasons of IPO. Moreover, there are other benefits of listing in the Market of Alternative Investment (mai) such as liquidity in financing and business agility from good image of being a listed company with would lead the Company to higher revenues and net profit in the future which could offset the effect of increasing in number of shares after IPO.

5. General Information and Dispute

5.1 General Information

Company Name	บริษัท เพเนลส์มาติก โซลูชั่นส์ จำกัด (มหาชน) (the "Company" or "PANEL")
Company Name (English)	PanelésMatic Solutions Public Company Limited
Head Office	36 Moo 7, New Samakkhi road, Bang Talat, Pak Kret Nonthaburi 11120
Business type	Production, import and sale of sound insulation walls, sound insulation walls and building sound insulation materials, including automatic door systems and materials for hospitals and public health, and provide one-stop other related services.
Registration	0107566000259
Tel.	02-965-5578-80,82-84
Fax.	02-965-5584
Website	https://www.panelesmatic.com/

Registered capital	95,000,000 baht divided into 190,000,000 common shares
Paid-up capital	95,000,000 baht divided into 190,000,000 common shares
Par value per share	0.50 Baht

5.2 Other important information

5.2.1 Information of other references

(1) Registrar of securities

Company Name	Thailand Securities Depository Co., Ltd. (TSD)
Head Office	1st Floor, The Stock Exchange of Thailand Building Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400
Tel.	02-009-9000
Fax.	02-009-9991

(2) Audit

Company Name	Karin Audit Company Limited
Head Office	Head Office: 72 CAT Telecom Tower, Floor24, Thailand Charoen Krung Road, Bangrak, Bangkok. 10500 Thailand
Tel	02-105-4661
Fax.	02-026-3760

(3) Internal Audit

Company Name	KANDIT ADVISORY SERVICES CO.,LTD.
Head Office	637/1 Promphan 1 Building, 3rd Floor, Lat Phrao Road, Chomphon, Chatuchak, Bangkok 10900, Thailand.
Tel.	02-038-9388

(4) Financial Advisor

Company Name	S14 Advisory Company Limited
Head Office	170/37 Ocean Tower 1, 13th Floor, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road, Klongtoey, Bangkok 10110
Tel.	02-661-9955

(5) Legal Advisory

Company Name	ARAYA & PARTNERS CO., LTD.
Head Office	973 President Tower Building, 6th Floor, Room No. 6 G, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330
Tel.	02-656-0606

5.2.2 Information of other reference persons

- (1) Restrictions on foreign shareholders
- None

5.3 Legal disputes

The company does not have any legal disputes that could potentially exceed 5% of shareholders' equity or disrupt business operations. Furthermore, an independent legal advisor has confirmed the absence of any other issues or considerations that could negatively impact the company's involvement in the transaction.

Part 2

Corporate Governance

6. Corporate Governance Policy

6.1 Overview of corporate governance policies and practices

PanelésMatic Solutions Public Company Limited (the “Company”) recognizes the importance of conducting business in accordance with the principles of good corporate governance. We help promote the company's operations for sustainable growth and add value to shareholders, employees, customers, partners and all stakeholders. We ensure that stakeholders are confident that the company has the ability to compete and can adapt to various changing factors. At the same time, the company takes into account ethics in conducting business and impact on society and environment in the long term.

In this regard, the Company's Board of Directors Meeting No. 1/2023 on May 10, 2023 resolved to approve a policy of good corporate governance to cover operations in various areas of the organization in accordance with international rules. The Company has therefore established 8 principles as follows:

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

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

- 1.1 The Board of Directors understands its role and is aware of its responsibilities as a leader, which is to obligatory supervise the organization to maintain good management. The board covers setting objectives and goals which includes strategy planning, setting work policy, providing important resources then monitoring, evaluating and overseeing the reporting of operating results.
- 1.2 The Board of Directors has established corporate governance policies to create sustainable value for the business in order to be competitive and maintain good operating results in the long term. The board promotes ethical business operations and respects shareholders and stakeholders, by creating benefits to society, reduce environmental wastes, and adapt to any changing factors
- 1.3 The Board of Directors is responsible for supervising all directors and executives to ensure that they fulfill their duties with accountability and responsibility, exercising diligence, and upholding loyalty and integrity within

the organization. Their objective is to ensure that business operations comply with applicable laws, regulations, and resolutions passed during shareholder meetings.

- 1.1 The Board of Directors comprehends its role, including the scope of its authority, duties, and responsibilities, and establishes clear boundaries. It delegates duties and responsibilities to the management team, led by the Chief Executive Officer, and monitors the performance of these assigned tasks.

Principles 2: Define Objectives that Promote Sustainable Value Creation

- 2.1 The Board of Directors establishes primary objectives and goals for the organization's operations to foster sustainable growth aligned with societal needs. It aims to generate value and benefit for the organization, customers, partners, employees, shareholders, stakeholders, and society at large. This objective is in line with creating value for the entire business, customers, stakeholders, and society as a whole.
- 2.1 The Board of Directors supervises and ensures that the annual and long-term objectives, goals, and strategies align with the overarching business objectives, environmental factors, and various risks. It emphasizes the appropriate and safe utilization of innovation and technology to achieve these goals.

Principles 3: Strengthen Board Effectiveness

- 3.1 The Board of Directors comprises a minimum of 5 members, tasked with determining and evaluating the structure of the board in terms of composition, qualifications, expertise, experience, and appropriate number of directors for the business, including the proportion of independent directors. This structure is tailored to effectively achieve defined objectives and goals, following the established principles which can be summarized briefly as follows:
 - 3.1.1 The shareholder meeting deliberates on the appointment of company directors, each serving a term of 3 years. Directors who retire by rotation are eligible for re-election at the shareholders' meeting.
 - 3.1.2 Company directors must possess qualifications and must not have any prohibited characteristics as specified by law.
 - 3.1.3 The Board of Directors must include at least one-third of independent directors, with a minimum of 3 individuals. Independent directors must maintain autonomy from executives and major shareholders, and must not have any involvement of financial interest in the business management.

- 3.1.4 Directors and senior executives of the company have an obligation to disclose information regarding their status as executive directors, individuals with controlling interests in a limited or other public company, or managing partners in a general partnership.
- 3.1.5 The Board of Directors has clearly defined the scope of authority and duties of the Board of Directors. The Charter of the Company's Board of Directors. Details regarding composition, qualifications, appointment, term of office and retirement from office shall be as specified in the Charter of the Company's Board of Directors.
- 3.1.6 The board will disclose policies or criteria for determining the composition of the board, ensuring diversity and providing information about directors such as age, educational background, experience, shareholding percentage, number of years serving as a director, and holding directorship positions in other listed companies in the annual report and on the company's website.

The Board of Directors aims to appoint a suitable Chairman and structure the Board to enable independent decision-making, fostering a balanced distribution of power between the Board and management. This approach aligns with principles of good corporate governance for listed companies, promoting effective oversight, management, and transparency. The principle keys are outlined below:

Board of Directors: plays a crucial role in establishing the direction, policies, and strategies for business operations to generate return on investment and maximize benefits for shareholders. Additionally, it supervises and oversees the management team to ensure adherence to established policies and strategies, as well as compliance with company objectives, regulations, and resolutions of shareholder meetings.

Executive: has the responsibility to manage and achieve success in business in accordance with the direction, policies, and strategies for business operations set forth by the Board of Directors. Additionally, they oversee the company's daily operations to ensure efficiency and orderliness.

Chief Executive Officer: is appointed by the Board of Directors to oversee customary business operations, managing strictly in accordance with approved plans and budgets. He/She must uphold honesty, integrity, and prioritize the best interests of the company and shareholders. Additionally, the CEO must avoid engaging in any actions that could present conflicts of interest with the company, its subsidiaries, or associated companies.

- 3.2 The Board of Directors will oversee the recruitment and selection process for committee members to ensure alignment with established criteria. A Nomination and Remuneration Committee, predominantly comprising independent directors, will be considered to aid the Board in determining recruitment criteria and methods for qualified directors. This committee will assess candidates' qualifications, knowledge, expertise, and background, presenting recommendations to the Board for consideration before shareholder meetings.
- 3.3 The Board of Directors will oversee directors to ensure they fulfill their duties and allocate sufficient time. The company has set criteria for directors holding positions in other companies to ensure they can dedicate enough time to their responsibilities. Each director's involvement in listed companies should be appropriate to the company's nature and business conditions, with a limit of 5 listed companies in total.
- 3.4 The Board of Directors has implemented a framework and mechanism to supervise the operations of subsidiaries and associated companies, tailored to each business's needs. To ensure a clear understanding, written investment policies and operational supervision guidelines have been developed, covering the following areas:
- Appointment of individuals as directors, executives, or the authorized persons with controlling authority in subsidiaries is conducted by a committee. The committee specifies the scope of duties and responsibilities of these representatives and ensures that they adhere to the subsidiary's policies. In cases where the subsidiary has other investors, the committee establishes policies to guide the representatives in acting in the best interest of the subsidiary while aligning with the parent company's policies.
- The internal control system of the subsidiaries is appropriate and sufficiently stringent, ensuring that various transactions are conducted in accordance with the law and related criteria,
- as well as disclosure of financial status and operating results, transactions with related parties, acquisition or disposal of assets, and other significant transactions such as capital increases, reductions, or subsidiary dissolution.
- 3.5 The Board of Directors implements an annual performance evaluation policy for the Board, sub-committees, and individual directors. This evaluation framework assesses whether the company adheres to good practices and aims to enhance committee and company performance by identifying and

addressing issues and obstacles. The evaluation outcomes guide ongoing improvement efforts.

The Board of Directors will supervise each director to ensure they possess adequate knowledge and understanding of their roles, duties, the nature of business operations, and relevant laws. Additionally, they will support all directors in enhancing their skills and knowledge to effectively fulfill their duties on a regular basis.

- 3.6 The Board of Directors will ensure smooth operations by organizing meeting schedules and agendas in advance, allowing directors to manage their time effectively. The number of committee meetings, tailored to the duties and responsibilities of the board and the company's business nature, must not be less than 6 times per year.

The Board of Directors will appoint directors to serve on sub-committees, aiming to enhance the effectiveness of the company's governance. Each sub-committee will have a term equivalent to that of the Board and will be tasked with duties assigned by the Board, as outlined in written charters. These duties are summarized as follows:

The Audit Committee carries out various duties assigned by the Board of Directors, including reviewing financial reports and internal control systems, ensuring compliance with the law, considering auditor selection, overseeing company information disclosure, and preparing the audit committee report.

The Executive Committee fulfills various duties delegated by the Board of Directors, including administrative tasks related to the company's day-to-day operations and administrative functions. It also reviews policies, business plans, budgets, and management structures.

The Nomination and Remuneration Committee carries out various duties delegated by the Board of Directors, including the selection of suitable candidates nominated as new directors, senior executives, and individuals with management authority.

The Risk Management Committee executes duties delegated by the Board of Directors, including policy-making, management strategy development, and establishment of a risk management framework. It presents these to the Audit Committee and/or the Board of Directors and ensures continual assessment of risks and their impacts, including management of risk levels and organizational adequacy.

The Board will ensure transparency by disclosing the roles and responsibilities of both the Board of Directors and sub-committees. This

includes reporting the number of meetings held and each director's attendance throughout the past year, along with performance reports for every sub-committee.

Principles 4: Ensure Effective CEO and People Management

- 4.1 The Board of Directors will take measures to ensure that the Chief Executive Officer and executives are recruited and developed with a high level of knowledge, skills, experience, and qualifications necessary to propel the organization towards its goals.
- 4.2 The Board of Directors will supervise the establishment of an appropriate compensation structure and evaluation of personnel at all levels.
- 4.3 The Board of Directors comprehends the structure and relationships among shareholders that could impact business management and the authority to oversee business operations.
- 4.1 The Company's Board of Directors will monitor the management and development of personnel to ensure they possess the necessary knowledge, skills, experience, and motivation. A structured framework of duties and responsibilities has been established based on job positions, along with a fair and appropriate payment system for wages, compensation, rights, and welfare benefits.

Principles 5: Nurture Innovation and Responsible Business

- 5.1 The Board of Directors prioritizes and encourages innovation that adds value to the business, while also benefiting all stakeholders and fulfilling responsibilities to society and the environment.
- 5.2 The Board of Directors will oversee and ensure that the management conducts business responsibly toward society and the environment. This commitment will be reflected in the Operational Plan to ensure alignment of every department with the organization's core objectives and strategic plans.
- 5.3 The Board of Directors will supervise the management to ensure efficient and effective resource allocation and management throughout the value chain, considering resource impact and development to achieve sustainable objectives and goals.
- 5.4 The Board of Directors will establish a framework for international-level supervision and management of information technology (IT) aligned with business needs. This includes ensuring IT usage enhances business opportunities, develops operations, and manages risks to achieve the organization's objectives and goals.

Principles 6: Strengthen Effective Risk Management and Internal Control

6.1 The Board of Directors has appointed a Risk Management Committee comprising at least 3 members to oversee and ensure the company maintains an efficient risk management system and internal controls to achieve its objectives.

The Board of Directors has appointed an audit committee comprising at least 3 directors, all of whom must be independent and free from prohibited characteristics as stipulated by relevant laws. They must also possess qualifications and fulfill duties according to criteria set by the SEC Office and the Stock Exchange of Thailand.

The Board of Directors monitors and manages conflicts of interest that may arise between the Company and its management, Board of Directors, or shareholders. This includes preventing the improper use of company assets, information, and opportunities.

6.2 The Board of Directors has implemented a comprehensive anti-corruption policy, effectively communicated throughout the organization and externally to ensure practical implementation.

6.3 The Board of Directors has established a policy for receiving reports or complaints and protecting whistleblowers to ensure effective supervision. This includes establishing a mechanism for receiving complaints and taking necessary action upon receiving reports, as well as providing appropriate protection measures.

Principles 7: Ensure Disclosure and Financial Integrity

7.1 The Board of Directors is responsible for ensuring the accuracy, adequacy, timeliness, and compliance of the financial reporting system and disclosure of essential information with relevant rules, standards, and practices.

7.2 The committee monitors the adequacy of financial liquidity and debt repayment ability.

7.3 In the event of financial difficulties or anticipated challenges, the Board of Directors will ensure the business has a plan in place to address the issue. Additionally, they will explore alternative mechanisms to resolve financial problems if necessary.

7.4 The company's board of directors will oversee the policy and preparation of sustainability reports as appropriate for disclosure, ensuring compliance with disclosure norms, legal regulations, charter practices, business ethics (Code of

Conduct), anti-corruption policies, and fair treatment of employees and stakeholders.

7.5 The Board of Directors will oversee management to establish an investor relations department, responsible for communication and dissemination of information beneficial to shareholders, investors, analysts, and related parties in an equitable and timely manner.

7.1 The Board of Directors encourages the utilization of information technology to disseminate information. This includes publishing information according to specified criteria and through the channels of the Stock Exchange.

Principles 8: Ensure Engagement and Communication with Shareholders

8.1 The committee ensures shareholder participation in decision-making on significant company matters.

8.2 The board ensures that shareholders' meetings are conducted smoothly, transparently, and efficiently, facilitating shareholders in exercising their rights.

8.3 The committee ensures that meeting resolutions' disclosure and the preparation of meeting reports are accurate and complete.

6.1.1 Policies and guidelines related to the Board of Directors

(1) Selection of directors and senior executives

(1.1) Selection of directors

The Nomination and Remuneration Committee will select and nominate individuals with qualifications to enhance the board's efficiency in driving the company's operations in line with established strategy and direction. The qualifications specified in this charter are required for holding the position of company director. The committee will consider and approve the individual's name at a Board of Directors meeting and/or propose it to the shareholders' meeting for further elections.

(1.2) Recruitment of senior executives

Consider and approve the appointment of the Chief Executive Officer, as well as establish the framework and form of compensation policy for the Chief Executive Officer as proposed by the Nomination and Remuneration Committee.

(2) Determination of remuneration for directors and executives

(2.1) Determination of directors' remuneration

Review and determine the compensation or benefits of the Company's directors and sub-committee members, including establishing fair and reasonable criteria or methods for such compensation. This involves comparing with similar businesses listed on the Stock Exchange to maintain leadership in the industry and provide incentives for management. Proposals are presented to the Board of Directors for approval before submission to the annual general meeting of shareholders.

(2.2) Determination of executive compensation

Develop performance evaluation methods and assess performance, including determining compensation rates for the Chief Executive Officer or senior executives according to their employment contracts. Present the evaluations and compensation recommendations to the Company's Board of Directors for consideration.

(3) Evaluation of the performance of the committee

(3.1) The Board of Directors' performance is evaluated through both individual self-assessment and group assessment. The evaluation results, along with any identified obstacles hindering objective achievement, are reported annually to keep the Board informed.

(3.2) The company secretary is responsible for compiling the assessment, summarizing the evaluation results, analyzing ways to improve meeting performance, and reporting the evaluation findings to the Board of Directors for acknowledgment. Additionally, the evaluation results are disclosed in the annual report.

(4) Policies and practices regarding shareholders and stakeholders

The company has policies and guidelines regarding shareholders and stakeholders. The company aims to ensure the well-being of shareholders, equitable treatment of shareholders, facilitating the exercise of shareholders' rights, upholding responsibility to stakeholders, preventing the misuse of inside information, mitigating conflicts of interest, and implementing anti-corruption measures. In-depth details as follow:

(4.1) Disclosure and Communication

PanelésMatic Solutions Public Company Limited (the "Company") prioritizes conducting business according to principles of good corporate governance. It ensures that the disclosure of company information is accurate, complete, transparent, and fair, in accordance with legal and regulatory requirements. To achieve this, the company has established an information disclosure policy to guide the timely, transparent, appropriate, and impartial disclosure of company information to shareholders, general investors, and the public.

Disclosure of information

1. The Chief Executive Officer, Chief Executive of the Financial Accounting Department, and Investor Relations Officer, or any designated person authorized to disclose information, are responsible for providing explanations of the information. They may either personally provide the explanation or delegate the task to appropriate individuals.
2. The disclosed information must be accurate, comprehensive, clear, transparent, fair, and timely.
3. Follow the regulations regarding the disclosure of information correctly and completely.
4. All stakeholders have equal rights to access and receive company information conveniently.
5. Reporting information to official and regulatory agencies must adhere to specified deadlines as mandated by law or regulatory requirements.

6. Important company information that may impact stock prices, influence investment decisions, or affect shareholder rights and benefits can only be disclosed after it has been officially published to the Stock Exchange of Thailand.
7. In the event of significant news, important updates, or misinformation concerning the company that has not been officially disclosed and has potentially influenced securities prices, the designated authority for information disclosure should promptly clarify and provide accurate information through appropriate channels, such as the Stock Exchange of Thailand or other relevant disclosure platforms, to ensure immediate correction and accurate understanding.

Scope of application

1. The disclosure of company information encompasses various communication channels, including annual reports, performance reports, shareholder letters, meetings or discussions with analysts and investors, website postings, media interviews, and press conferences.
2. When disclosing information, the company must ensure the confidentiality of important business information and operational strategies. This complies with market disclosure guidelines and requirements set by the Stock Exchange of Thailand and the Securities and Exchange Commission.

(4.2) Policy to prevent the use of inside information

PanelésMatic Solutions Public Company Limited (the "Company") emphasizes the importance of supervising the use of inside information, adhering to principles of good corporate governance, and conducting business with honesty. It ensures that investors in the Company's securities receive reliable and timely information equally. To achieve this, the company has established governance regulations to oversee the use of inside information and securities trading by directors, executives, and employees, in accordance with securities and stock exchange laws, while emphasizing transparency in business operations.

Guidelines

The company will educate directors, executives, and managers in accounting or finance roles, who are at the manager level or above, on their obligation to prepare and report the company's securities holdings as per Section 59 and penalties under Section 275 of the Securities and Exchange Act B.E. 1992 and amendments. This includes reporting securities acquisition or sale under Section 246 and penalties under Section 298 of the Act.

1. Directors, executives, auditors, and those in managerial roles in accounting or finance departments at the level of department manager or above are required to prepare and disclose a report on their securities holdings in the company, as well as those of their spouses and underage children, as per Section 59. This report must be submitted to the company secretary upon their appointment and every

time there is a change. The company secretary will then submit these reports to the Office of the Securities and Exchange Commission within the specified period. Additionally, the company secretary will summarize these reports and any changes in securities holdings to be presented at the Board of Directors' meeting every six months for acknowledgment.

2. Directors, executives, and managers in accounting or finance, as well as relevant employees with knowledge of significant internal information impacting securities prices, are prohibited from engaging in buying, selling, offering, or inducing others to transact securities of the company directly or indirectly. This restriction applies during the period preceding the publication or release of financial statements concerning the company's financial position and operational results.
3. Directors, executives, and employees of the company and its subsidiaries are prohibited from using internal information that could affect the company's securities prices, which has not been disclosed to the public, for personal gain or to benefit others. This includes buying, selling, offering, or inducing others to transact securities of the company, directly or indirectly. They are also barred from disclosing such information to others for the purpose of trading securities, whether or not they receive any benefits in return.
4. Directors, executives, and employees of the company and its subsidiaries, including former ones, are prohibited from disclosing inside information or confidential data acquired during their tenure, even if such disclosure does not harm the company or its subsidiaries or business partners. They have a duty to maintain confidentiality and are forbidden from using such information for the company's benefit.
5. Directors, executives, and employees of the company and its subsidiaries are prohibited from disclosing inside information or using their positions to gain illegal benefits or disclose such information to third parties, whether for personal gain or for the benefit of others, directly or indirectly.
6. Directors, executives, and employees of the company and its subsidiaries are obligated to adhere to the Securities Act and the Stock Exchange Act B.E. 1992, Public Limited Companies Act, B.E. 2535, and other relevant regulations concerning the use of inside information.
7. In situations where external parties are engaged in tasks involving undisclosed information during negotiations, which are considered to be holding inside information potentially impacting the company's securities prices, those individuals must enter into a confidentiality agreement until the information is disclosed to the Stock Exchange and the Securities and Exchange Commission.

8. The Company emphasizes the importance of safeguarding information within its information system by controlling and/or preventing access to company information by external parties. It also establishes protocols for granting access to information to employees at different levels based on their authority, duties, and responsibilities.

Punishment

Establish disciplinary measures for violations involving the use of inside information for personal gain. The severity of the penalty will be determined by the intent and seriousness of the offense. Additionally, individuals found to have illegally used inside information for personal gain will face legal consequences.

(4.3) Preventing conflicts of interest

The company has a policy to prevent conflicts of interest, ensuring decisions prioritize the company's and shareholders' best interests. Individuals must disclose any involvement or interest in transactions that may lead to personal gain or loss. They are prohibited from participating in such transactions and have no authority to approve them. The audit committee oversees compliance with regulations set by the Securities and Exchange Commission and the Stock Exchange of Thailand. Quarterly reports on potential conflicts of interest transactions are submitted to the board for review.

Guidelines on preventing conflicts of interest

1. The company requires strict adherence to rules, procedures, and information disclosure regarding related transactions as mandated by law or regulatory bodies, aligning with the company's commitment to good corporate governance.
2. The company requires that its directors, executives, and employees disclose any relationships, interests, or those of related individuals that may lead to conflicts of interest.
3. The company requires that directors, executives, and employees adhere to its regulations and business ethics to maintain trustworthiness and credibility with all stakeholders. It also ensures the dissemination of information and promotes understanding of company practices among employees.
4. The company requires that directors, executives, and employees refrain from engaging in transactions that could lead to conflicts of interest with the company or its subsidiaries. If such transactions are unavoidable, they must be disclosed to the Audit Committee for evaluation and recommendation before seeking approval from the Board of Directors. This policy aligns with principles of good corporate governance and regulations set forth by the Stock Exchange of Thailand, Capital Market Supervisory Board, and Securities and Exchange Commission.
5. The Company requires that the Board of Directors meticulously oversee transactions that may present conflicts of interest. Written procedures for approving such transactions have been established to ensure thorough and careful evaluation.

6. The company requires that directors and executives abstain from attending meetings or expressing opinions on matters where they have a direct or indirect conflict of interest. This ensures that decisions made by the Board of Directors and executives are independent, fair, and genuinely in the best interest of the Company and its shareholders.
7. The company requires that directors and executives refrain from holding shares or holding positions as directors, executives, or consultants in businesses that engage in similar activities as the company or its subsidiaries, or are competitors. However, exceptions may be made if such actions do not conflict with the Company's interests or affect their performance of duties. Additionally, compliance with relevant laws is required for such actions.
8. The company requires that the Audit Committee report to the Board of Directors any transactions that may pose conflicts of interest or are connected transactions on a quarterly basis.
9. The company mandates that in the event of a certain transaction deemed as related, information must be disclosed or approval must be sought from shareholders as per the regulations of the Stock Exchange of Thailand, the Capital Market Supervisory Board, and related rules. The company will disclose details such as names and relationships of related persons, the policy for determining the value of items, the reason for making the transaction, and the opinions of the Board of Directors regarding the said items to be clearly communicated to shareholders.
10. The company requires disclosure of significant related party transactions, including details such as the names of individuals with potential conflicts of interest, their relationships, transaction nature, terms, pricing policy, transaction value, and reasons for necessity. This information is to be included in the notes to the audited or reviewed financial statements, the Company's annual information display form, or the annual report (Form 56-1 One Report).
11. The company requires that directors and executives must disclose their personal interests and those of related parties that could influence the management of the company or its subsidiaries.

(4.4) Anti-Corruption Policy

The company operates with transparency and adheres to fair competition principles, rejecting any contacts or business dealings that lack transparency or involve corruption. Such actions undermine both the organization's integrity and the country's reputation. The company prohibits engaging in any form of corruption, whether for direct or indirect personal gain, and pledges to strictly follow anti-corruption policies and business ethics (Code of Conduct). It implements a structure for responsible individuals and a robust internal control and auditing system to prevent and combat fraud or corruption within the organization.

Guidelines

1. Directors, Executives and employees will not be involved in corruption and illegal acts, whether directly or indirectly.
2. Directors, executives, and employees are obligated to adhere strictly to the principles of good corporate governance, business ethics, company regulations, and the authority granted by the company. This includes compliance with all related policies, measures, regulations, guidelines, and procedures.
3. The company establishes measures, regulations, guidelines, and procedures aligned with its policies to address risks adequately. It ensures that all stakeholders are informed and equipped with the necessary knowledge to understand and adhere to these protocols effectively.
4. The company employs specific criteria for evaluating and selecting partners and contractors. This includes assessing their commitment to responsible business practices, adherence to ethical standards, integrity, and absence of involvement in any corrupt activities.
5. The company has implemented a comprehensive personnel management process aligned with its anti-corruption policy. This process encompasses personnel selection, training, performance evaluation, compensation, promotion, and organizational structure. It ensures proper segregation of work duties to establish checks and balances, along with allocating resources and personnel with the necessary skills to effectively implement anti-corruption policies.
6. The company establishes an internal control system that encompasses finance, accounting, record-keeping, and other processes related to anti-corruption measures. The results of internal control are communicated to executives and responsible personnel to ensure awareness and accountability.
7. The Risk Management Working Group convenes quarterly to monitor the progress of risk management, with corruption risk being recognized as one of the company's principal risks.
8. The company conducts internal system audits covering key activities like contracting and procurement expenses to ensure the efficiency and effectiveness of the internal control system. These audits also provide recommendations for enhancing work systems. If any internal issues with significant potential impact on the company are identified, they are promptly reported to the Chief Executive Officer and the Audit Committee for further reporting to the Board of Directors.
9. Directors, executives, and employees are required not to overlook or disregard any wrongdoing, principles of good corporate governance, or business ethics of the company, including corruption. They are encouraged to report any suspicions or concerns through the designated channels for receiving complaints and cooperate fully in investigations to uncover the facts.

10. Directors, executives, and employees who report information through the designated channels provided by the company will be protected and shielded from any form of punishment or retaliation, even if their actions result in the loss of business opportunities for the company. The company has established a policy for receiving clues or complaints, ensuring the protection of information providers.
11. Directors, executives, and employees must adhere to specific guidelines to mitigate the risk of corruption and safeguard the company's reputation when engaging in the following activities:

Political assistance

The company promotes political neutrality among all employees, refraining from supporting or favoring any political party directly or indirectly. This extends to the use of company resources, ensuring that involvement in political activities does not result in losses or damage to the company.

Charitable donation

The company advocates for strict control over charitable donations, ensuring that they serve the public good and are not associated with corruption. The company does not have a policy to accept donations from external parties.

Giving or receiving financial support

The company has strict regulations regarding the provision or receipt of financial support, which should solely benefit the company's regular business activities and not individuals. Any transactions must be approved by senior executives and documented with reliable evidence to ensure transparency and traceability to the intended purpose.

Giving or receiving gifts/support

The company has implemented a policy regarding the giving or receiving of gifts, ensuring that hospitality expenses remain within reasonable limits and align with customary practices. There is a strict prohibition on giving or receiving items of excessively high value to prevent any potential incentive for corruption in the performance or avoidance of duties.

Interactions with government officials

The company accredits government officials appropriately, adhering to established business traditions by providing gifts according to etiquette. Cash gifts are strictly prohibited, and all transactions involving gifts require approval from designated senior executives based on their authority.

Threats to claim benefits

The company strictly adheres to a policy of not paying money in response to threats or demands for benefits from government or private sector officials.

Facilitation payment

The Company strictly prohibits the payment of facilitation fees to government officials or the private sector.

Procurement

The company has established regulations to oversee the procurement system, ensuring adherence to company policies, transparency, and verifiability. A dedicated department is assigned to manage procurement activities.

Hiring government employees or government officials (Revolving Door)

The Company allows the employment of government employees or officials when necessary to support, promote, or provide advice on business operations. However, if company employees engage in government policy work, it must align with company policy and not seek unfair business advantages.

Communication and training

The company supports the control over charitable donations, ensuring that contributions serve the public interest and are free from any suspicion of corruption. While continuing to maintain a policy of not accepting donations from external sources.

1. The company will ensure that its anti-corruption policy is effectively communicated to all personnel across the organization and its subsidiaries. This will be achieved through various channels including orientation sessions for new directors and employees, training events, annual seminars, as well as posting announcements on public relations boards, sending emails, and updating the company website.
2. The company will communicate and publish its anti-corruption policy, along with channels for reporting clues or complaints, to the public, subsidiaries, associated companies, business representatives, related business partners, and stakeholders. This dissemination will be done through various channels such as the company website, annual data display form, etc.
3. The company conducts regular training sessions for its employees and subsidiaries to raise awareness about different types of corruption, including bribery, improper gifts, and unethical behavior. Employees are educated on appropriate business practices, including entertainment and charitable donations, while also being informed about the risks associated with corruption. The training emphasizes the importance of reporting any suspicious activities through established channels.

Measures and channels for reporting clues or complaints

The company has announced channels for receiving complaints and providing information on its website, serving as a platform for employees, shareholders, investors, outsiders, and company directors. Both internal and external stakeholders can use these channels to report any suspicions or complaints to the company.

In addition to the mentioned channels for receiving clues or complaints, employees can also ask questions or submit complaints regarding suspected violations or non-compliance with business ethics to the Chairman of the Audit Committee through various avenues such as the Secretary of the Audit Committee, the internal audit department, the Human Resources Department, or directly to responsible supervisors at the managerial level or higher. Whistleblowers of corruption will receive protection as specified by the company.

Punishment

The company will impose sanctions on individuals who violate this policy, including direct supervisors who overlook wrongdoing or acknowledge it but fail to take corrective action, in accordance with relevant laws and disciplinary measures. The company will assess and apply appropriate actions, considering the nature of each case and the severity of the offense, along with the individual's past behavior and intentions.

(4.5) Policy for reporting wrongdoing

Complaints, clues to wrongdoing that will be considered.

1. Complaints regarding violations of the principles of good corporate governance or business ethics, including corruption.
2. Complaints about illegal acts, whether internally caused by company directors, executives, or employees, or externally caused by customers or other stakeholders, which could result in damage to the company or loss of expected benefits.
3. Complaints regarding legal matters, encompassing various criteria and requirements associated with the company's business operations.
4. Complaints regarding bullying, intimidation, disciplinary actions, or discrimination related to unfavorable employment conditions.
5. Complaints related to the company's established operational, accounting, and financial policies.
6. Complaints about transactions involving conflicts of interest or transactions related to companies that fall under Regulations of the Securities and Exchange Commission or the Stock Exchange of Thailand

7. Complaints concerning the accuracy or integrity of the company's financial statements and operating results, potentially stemming from fraudulent activities or misrepresentation in financial reporting.
8. Other complaints as specified by the Board of Directors or any additional oversight committee.

Channels for receiving clues or complaints

The Company has established channels for receiving complaints and reporting wrongdoing on its website, providing a means for employees, shareholders, investors, outsiders, and company directors to inform the company of any suspected violations or non-compliance with business ethics. In addition to the aforementioned channels, employees can also address concerns directly to the Chairman of the Audit Committee through various internal avenues such as the Secretary of the Audit Committee, the Internal Audit Department, the Human Resources Department, or a supervisor with direct responsibility at the managerial level or higher.

Procedures when receiving clues or complaints

When conducting investigations and gathering facts, the recipient of the complaint shall present the complaint to the designated individual who will act as the investigator and gather facts ("Inspector")

- In cases where the complainant holds a lower-level position than an executive, the Chief Executive Officer and/or individuals or the agency designated by the Chief Executive Officer will act as auditors.
- In situations where the complainant is an executive-level employee or higher, the audit committee and/or individuals or the agency appointed by the Audit Committee will act as auditors.

However, it's crucial that the complaint investigator remains impartial and without any personal interest in the complaint. If there are any uncertainties or inquiries, the investigator can enlist the help of any directly responsible employee or supervisor to provide information or request relevant documents for further investigation.

If upon investigation it is confirmed that the complaint is valid, the company will proceed as follows:

1. If a complaint involves dishonesty or violations of the law, rules, regulations, or the company's business ethics, the auditor will review the complaint and present it, along with their opinions, to the Audit Committee for further consideration.

2. If a complaint is significant, such as one impacting reputation, image, financial status, company finances, conflicts with business policy, or involves high-ranking executives, the auditor will review and present such matters, along with their opinions, to the Company's Board of Directors for further consideration.
3. The auditor will provide progress and outcome reports to complainants or whistleblowers who have disclosed their contact information. However, in certain cases where privacy and confidentiality are essential, the company may be unable to furnish detailed information regarding investigations or disciplinary actions.
4. In the event that the complaint results in harm to any individual, the inspector will recommend appropriate and fair measures to mitigate the damage to the affected parties.

Protection measures for whistleblowers and cooperators

Those who report clues or complaints and those who cooperate in investigating the facts will be protected based on the following criteria:

1. Individuals reporting clues or complaints and aiding in investigations may remain anonymous if they fear reprisal or harm. However, disclosing their identity can facilitate progress, clarify facts, or mitigate damage more efficiently.
2. The company will ensure the confidentiality of individuals reporting clues or complaints and those aiding in investigations by refraining from disclosing any identifying information. Subsequently, an investigation will be conducted to ascertain the veracity of the reported information.
3. The recipient of the complaint must safeguard relevant information and disclose it only as needed, prioritizing the safety and well-being of those who report clues or complaints and those who cooperate in investigations, as well as the confidentiality of related sources and individuals.
4. If individuals reporting clues or complaints, as well as those cooperating in investigations, perceive potential safety risks or harm, they may request the company to implement suitable protection measures. Alternatively, the company may proactively establish such measures if deemed necessary to address potential distress, harm, or insecurity without requiring a request from the individuals involved.
5. Those who have suffered any harm will receive appropriate compensation and fair relief.

6. If an individual provides a complaint or cooperates in an investigation honestly, the company cannot take any action detrimental to their employment, such as job transfer, demotion, suspension, or benefit reduction. Retaliatory actions against those who report concerns in good faith violate business ethics and may result in disciplinary action according to the company's personnel management regulations. Such actions will be considered and addressed according to the established personnel management processes.

6.2 Code of Conduct

PanelésMatic Solutions Public Company Limited (the "Company") has implemented a code of conduct outlining ethical standards for the board of directors, management, and employees. This code serves as a guide for conducting duties with honesty, integrity, and fairness towards the company and all stakeholders. Additionally, the company has established a monitoring system to ensure ongoing compliance with these guidelines.

Ethics towards stakeholders

The company acknowledges the rights and equality of all stakeholder groups. Accordingly, a policy has been established with guidelines for interactions with stakeholders as follows:

Code of Ethics on Responsibility to Shareholders

The company is dedicated to being accountable and ensuring maximum shareholder satisfaction while prioritizing sustainable growth and delivering consistent, appropriate returns to shareholders. This commitment entails operating transparently, maintaining a robust accounting system, and adhering strictly to the principles outlined above.

1. Sustainable growth of the company
 - Perform duties with honesty and fairness to all shareholders for the overall maximum benefit.
 - Manage the company by applying knowledge and management skills to the best of one's ability in every situation, exercising care and caution in decision-making processes.
 - Avoid taking any action that may create a conflict of interest for the company.
2. Disclosure
 - Regularly and accurately report the company's status and future prospects to all shareholders without bias or omission.
 - Avoid seeking personal benefits or advantages for yourself or others by utilizing undisclosed company information.
 - Do not disclose confidential information to outsiders.

Code of Ethics on Relations with Customers and the Public

The company is committed to ensuring customer satisfaction and public trust by delivering high-quality products and services at fair prices, fostering enduring relationships. The guiding principles include:

1. Committed to ensuring customer satisfaction by consistently delivering high-quality products and services at fair prices, and continuously improving standards.
2. Ensure that news and information regarding products and services are accurate, timely, and presented without distortion, fostering strong and enduring relationships.
3. Provide product and service guarantees under reasonable time conditions.
4. Establish an efficient system for customers and the public to lodge complaints about products and services, ensuring prompt and satisfactory responses.
5. Avoid excessive profits in relation to the quality of products or services within the same category, and refrain from imposing unfair trade conditions on customers.
6. Adhere strictly to the conditions set for customers and the public. If unable to do so, promptly inform them in advance to collaborate on finding solutions.
7. Take customer privacy seriously and consistently, refraining from using their information for personal gain or benefit to any involved parties.

Code of Ethics for Engaging with Business Partners, Competitors, and Trade Creditors

The company prioritizes equality, honesty, and mutual benefit in all business dealings, especially with partners. Our trading partners are expected to adhere strictly to all applicable laws and regulations, demonstrating ethical business conduct. We uphold fair competition practices and adhere to guidelines in our borrowing and repayment processes. To ensure compliance with these principles, the following guidelines have been established:

1. Relationships with partners
 - Do not demand, accept or pay any benefits. that is dishonest in trading with trading partners
 - Follow strictly to the terms and conditions set forth with trading partners.
 - Promptly notify trading partners in advance if unable to comply with conditions, aiming to collaboratively seek solutions to issues based on the principle of reasonableness.
2. Relationships with business competitors
 - Adhere to the principles of fair competition.
 - Avoid damaging the reputation of business competitors through false accusations.
 - Relationship with trade creditors
 - Adhere strictly to creditor agreements, including timely repayment and proper care of collateral, and refrain from using borrowed funds in a manner contrary to the agreement's objectives.
 - Report the company's financial position to creditors with honesty.

- Notify creditors promptly if unable to meet contractual obligations and collaborate to find mutually acceptable solutions to resolve the issues.

Ethics on promoting a good culture and working atmosphere

The company values its employees as key contributors to its success and is dedicated to fostering a positive work culture and environment. This includes promoting teamwork and building trust among employees. The company has established the following guidelines:

1. Ensure fair compensation for employees through salaries and/or bonuses.
2. Always prioritize maintaining a safe working environment for the lives and property of employees.
3. Appointment, transfer, rewards, and disciplinary actions for employees must be carried out equitably, honestly, and based on their knowledge, abilities, suitability, and conduct.
4. Prioritize employee development by providing regular and comprehensive opportunities for acquiring knowledge and skills.
5. Ensure equal and fair consideration of comments and suggestions from employees across all levels.
6. Adhere strictly to laws and regulations pertaining to employees.
7. Manage work operations to avoid any actions that may be deemed unfair and potentially impact job security for employees.

Code of Ethics on Social and Environmental Responsibility

The company acknowledges its responsibility towards society and is committed to ensuring safety and enhancing the quality of life by conserving natural resources and promoting efficient energy usage.

The guidelines are set out as follows:

1. The company will prioritize options for utilizing natural resources that minimize damage to the environment, society, and people's quality of life.
2. Regularly allocate a portion of profits towards initiatives that contribute to social and environmental improvement.
3. Continuously cultivate awareness of social and environmental responsibility among employees at all levels.
4. Prioritize transactions with business partners who share the company's commitment to societal and environmental responsibility.
5. The company views energy conservation as a fundamental policy for the benefit of future generations.
6. Actively cooperate to ensure strict compliance with the spirit of laws and regulations issued by regulatory agencies.
7. The company considers its duty and main policy to prioritize community and social activities, focusing on creative development and conservation of natural resources. Additionally, it

supports youth education and public benefit activities for underprivileged communities to foster strong, self-reliant communities.

8. The company is committed to democracy, and encourage personnel to exercise their voting rights. The Company has no policy to provide financial support, whether directly or indirectly, to any politician for the benefit of that politician or political party.

Code of Ethics on Conflicts of Interest

Employees and stakeholders must prioritize the interests of customers and the organization, ensuring impartiality in their duties. They should act to eliminate conflicts or perceived conflicts between personal interests and obligations to the organization and its stakeholders. Employees must avoid actions that could lead to conflicts of interest and disclose any potential conflicts, such as business ownership or interests in competitors. When uncertain, employees should seek guidance from their direct supervisor or the Internal Supervision and Audit Department.

Ethics regarding the use of inside information

Employees must refrain from using insider information for personal gain by trading the company's shares or sharing such information with others for trading purposes. They should avoid buying or selling company shares before the publication of financial statements or other significant information. Executives and employees privy to material inside information affecting security prices must refrain from trading company securities for one month before public disclosure and must not disclose such information to others. Compliance with the company's internal information usage policy is mandatory.

6.3 Important changes and developments in policies, practices, and corporate governance systems over the past year

The company upholds the principles of good corporate governance, ensuring that its Board of Directors periodically reviews and adjusts the application of these principles to align with the business context, conducting such reviews at least once annually.

During the period spanning 2021 to the 1st quarter of 2023, the company underwent significant changes and noteworthy developments related to corporate governance or the committee charter, as outlined below:

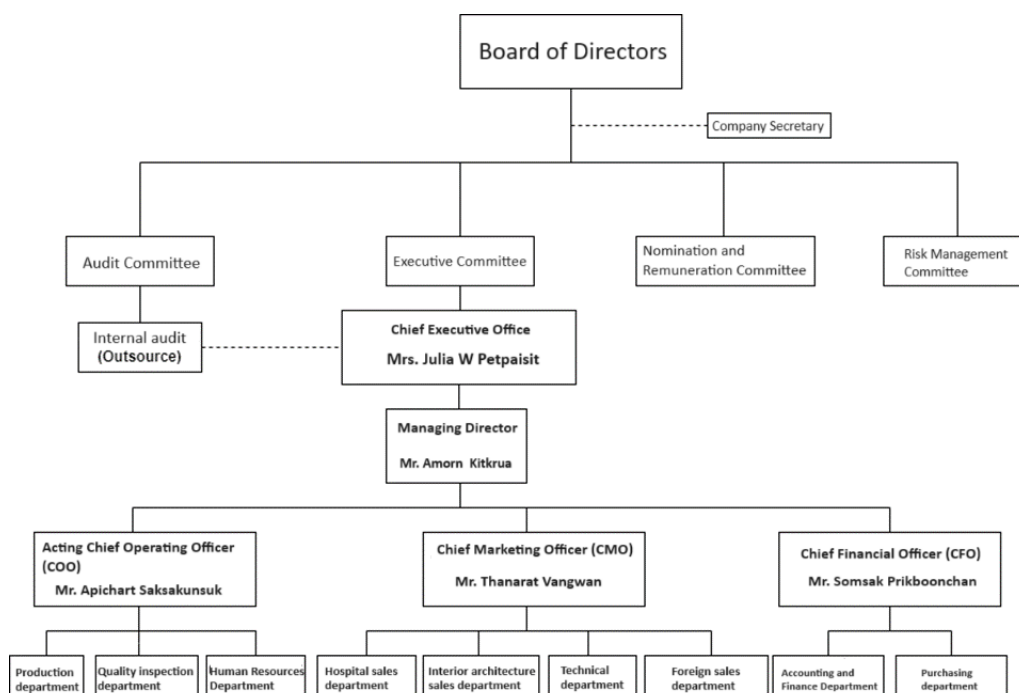
1. Management structure
2. Approval authority of the company
3. Review of the Charter of the Board of Directors, Sub-committee charter, as well as the scope of authority and duties of the Chief Executive Officer and the company secretary.
4. Review the operation manual.
5. Set the vision and create a written mission statement
6. Establish a risk management plan.
7. Establish a budget and the annual investment plan for 2023. Additionally, review reports on the utilization of funds according to the investment plan and compare actual operating results with the budget on a monthly basis.
8. Revise the policy as follows:

- 8.1 Investment policy and supervision of operations of subsidiaries and associated companies
- 8.2 Policy on succession plans
- 8.3 Risk management policy
- 8.4 Accounting policy
- 8.5 Policy on the use of inside information
- 8.6 Policy on related transactions
- 8.7 Business Ethics (Code of Conduct)
- 8.8 Dividend payment policy of the company and its subsidiaries
- 8.9 Investment policy and supervision of operations in subsidiaries and associated companies
- 8.10 Information disclosure policy
- 8.11 Policy on related transactions
- 8.12 Directors' securities trading policy Executives and employees
- 8.13 Policy on having interests and preventing conflicts of interests
- 8.14 Investor Relations Code of Ethics
- 8.15 Anti-corruption policy
- 8.16 Policy for reporting clues or complaints and providing protection to informants
- 8.17 Internal control policy
- 8.18 Human Rights Policy
- 8.19 Sustainability management policy (ESG) and greenhouse gas management
- 8.20 Policies and guidelines for maintaining information technology system security.
- 8.21 Personal Data Protection Policy PDPA

7. Corporate governance structure and information about the committee, sub-committee, executives, employees and others

7.1 Corporate governance structure

Company's corporate governance structure as of December 31, 2023



7.2 Information about the committee

7.2.1 Composition of the Board of Directors

As of December 30, 2023, the Board of Directors comprises 8 members, with 5 male directors representing 62.50% of all directors and 3 female directors representing 37.50% of the total directors.

- 4 Executive directors
- 4 non-executive directors, consisting of 3 independent directors (representing approximately 1/3 of the entire board)

Definition

Executive Director refers to directors who hold executive positions and are involved in the regular management of the company.

Independent Director refers to a director who is independent from regular management and is not a major shareholder in the company. Additionally, they must maintain independence from major shareholders or groups of major shareholders, as well as other stakeholder groups, in accordance with relevant announcements from the SEC Office and the Stock Exchange of Thailand.

Non-Executive Director refers to directors who do not hold executive positions and are not involved in the regular management of the company. These directors may or may not be independent directors.

As of December 31, 2023, the Company's various committees include the Board of Directors, Audit Committee, Executive Committee, Risk Management Committee, and Nomination and

Remuneration Committee. These committees comprise qualified experts who meet all the requirements outlined in Section 68 of the Public Limited Companies Act B.E. 2535, as well as in the announcement of the Capital Market Supervisory Board No. TorChor. 39/2016 regarding the issuance of shares. The new issue date is September 30, 2016.

Structure of the Board of Directors

1. The Board of Directors comprises a minimum of 7 directors, with at least half of the total number of directors residing in Thailand. All company directors must possess qualifications as required by relevant laws.
2. When nominating company directors, the Board of Directors will consider at least one aspect of experience that is vital and beneficial to the company, such as business, marketing, human resource management, finance, law, management, taxation, or management consulting.
3. The Company's Board of Directors comprises a requisite number of independent directors as mandated by law. Independent directors are those who have no business or any related work that may compromise their independent decision-making. The following directors are not considered independent directors:
 - Hold shares of more than 1 percent of the issued shares of the company, subsidiaries, associated companies or related companies, including shares held by related persons of the directors
 - Participate in the management of the company or its subsidiaries, associated companies, or related entities, or serve as major shareholders of the company, or receive a salary from any of these entities
 - Be a consultant who receives a salary from the company, subsidiaries, associated companies, related companies or major shareholders of the company
 - Have any direct or indirect in finance interest and management of the company, subsidiaries, associated companies, related companies or major shareholders of the company
 - Is a person related to or a close relative of a senior executive or major shareholder of the company
4. Executive directors are individuals who are actively involved in the management of the company on a full-time basis and receive regular compensation, typically in the form of a monthly salary or other forms of remuneration, directly from the company.
5. Board of Directors meetings must be held at least once every 3 months.
6. At least half of the company's directors are required to attend each board meeting to establish a quorum.
7. The Board of Directors may vote by a majority decision. Directors with a vested interest in a particular matter must abstain from voting on that matter.

Independent directors may be assigned by the board of directors to make decisions on the operations of the company, parent company, subsidiaries, same-level subsidiaries, major shareholders or controlling persons of the company. The decision can be made in the form of a collective decision.

If a person appointed as an independent director has or has had business relationships or professional services exceeding the value specified in Section 2, Section 4, Section 6, or Section 8, the Board of Directors may consider granting a waiver. This is contingent upon determining that the appointment of such a person will not compromise the performance of duties or the provision of independent opinions. The company must disclose this information in the shareholder meeting invitation letter on the agenda to consider appointing the aforementioned independent directors.

1. The nature of the business relationship or the provision of professional services renders such a person unqualified according to the specified criteria.
2. Reasons and necessity for retaining or appointing such a person as an independent director.
3. Opinion of the Board of Directors regarding the proposed appointment of an individual as an independent director.

Appointment and Office Term

1. To become a director, shareholders elect the directors through a majority vote, following the criteria and methods outlined below:
 - Each shareholder will have votes equal to 1 share per 1 vote.
 - Each shareholder may use all their votes to elect one or more persons as directors, but votes cannot be divided among directors. The person with the highest number of votes will be elected as a director. If multiple persons have the same number of votes exceeding the required number, the chairman will have the deciding vote.
2. Resignation from position Directors will leave their positions when
 - pass away
 - resign
 - lacks qualifications or has prohibited characteristics according to the law on public limited companies.
 - lacks qualifications or has prohibited characteristics according to the law on securities and exchange.
 - The court ordered him to leave his position.
 - retire according to the agreement.

At each annual general meeting, one-third of the directors serving at that time shall retire from office. If the total number of directors is not divisible by three, a similar number, but not less than one-third, shall retire.
3. Directors who are retiring from their positions are required to submit a resignation letter to the Chairman of the Board. The resignation becomes effective on the date the Chairman receives the letter.
4. In the event of a director vacancy for reasons other than retirement by rotation, the remaining directors will select a replacement at the next board meeting, provided the term of the vacant position is not less than two months. The replacement director will serve for the remaining term of

the vacated position. The resolution to appoint a replacement director must be passed by a vote of at least three-fourths of the remaining directors.

Authority

1. Manage the company in accordance with all applicable laws, company objectives, regulations, and lawful resolutions of shareholders' meetings, exercising honesty, diligence, and prudence to safeguard the company's interests.
2. Establish policies, objectives, guidelines, plans, and budgets for the company, and oversee their implementation. Supervise administrative functions and manage the Executive Committee in alignment with established policies, except for matters requiring shareholder meeting approval, such as capital increase or reduction, issuance of debentures, significant business transactions, and amendments to the memorandum of association or regulations.
3. The Board of Directors has the authority to appoint various sub-committees, including the Executive Committee, Audit Committee, and Nomination and Remuneration Committee, to fulfill specific duties delegated by the Board. The Board appoints the chairman of each committee and is accountable to the shareholders' meeting.
4. The Board of Directors has the authority to appoint individuals to manage the Company's operations under its supervision. These appointed individuals may be granted authority as deemed appropriate by the Board, within the designated time frame. The Board retains the discretion to modify, revoke, or amend such powers as necessary.
5. The Board of Directors is tasked with appointing a Chairman, one or more Vice Chairmen, and a President from among its members. This decision must be communicated to the shareholders' meeting.
6. The Board of Directors is responsible for appointing directors authorized to sign on behalf of the company, binding it legally. The Board also holds the authority to revise or amend this list as necessary, with such changes reported to the shareholders' meeting.
7. Appointing the President and determining their compensation and employment conditions are within the Board of Directors' responsibilities.
8. The Board of Directors is responsible for appointing and determining the remuneration of directors assigned to sub-committees and other individuals authorized to conduct the company's business under its supervision. This decision must be reported to the shareholders' meeting.
9. Consider certifying the quarterly and annual financial statements for presentation at the shareholders' meeting on the day of the annual general meeting.
10. Organize the annual general meeting of shareholders and convene extraordinary meetings as per the time frame and conditions stipulated in accordance with company laws and regulations.
11. Arrange a meeting of the Board of Directors at least once every 3 months, or according to the rules and regulations of the company.

Directors' remuneration

Directors have the entitlement to receive remuneration from the company, which may include prizes, meeting allowances, pensions, bonuses, or other benefits as determined by the shareholders' meeting

or company regulations. This compensation can be in the form of a fixed amount, rules for consideration over time, or ongoing entitlements until modified. Directors may also receive allowances and benefits according to company regulations without impeding the rights of employees who serve as directors to receive compensation and benefits as employees of the company.

Evaluation of the performance of directors

The performance of the Board of Directors and sub-committees undergoes annual evaluation to assess operational efficiency and adherence to corporate governance guidelines. This process aids in identifying past-year accomplishments, issues, and obstacles, facilitating improvements in committee duties.

A self-evaluation form, covering various aspects such as committee structure, roles, meetings, and director development, is utilized. Ratings range from 0 to 4, with scores categorized as excellent, good, moderate, fair, or requiring improvement based on predefined criteria. Results are reported as percentages, with thresholds indicating performance levels.

In 2023, the overall board evaluation averaged 97.36%, classified as excellent, with individual director evaluations averaging 97.10%, also in the excellent range. The Company Secretary oversees the summarization and presentation of evaluation findings to the board for action and improvement.

- The Audit Committee was evaluated at an average of 98.82 percent, at an excellent condition.
- The Nomination and Remuneration Committee has been evaluated at an average of 96.70 percent, at an excellent condition.

7.2.2 Information about the Board of Directors and those with authority to control the company

The Board of Directors as of December 31, 2023, comprised 8 individuals, detailed as follows:

Name	Position	Date of first appointment
1 Mr. Piset Chiyasak	<ul style="list-style-type: none"> ➤ Chairman of the Board ➤ Independent Director ➤ Chairman of the Audit Committee 	10 June 2022
2 Assoc.Prof.Dr. Suneerat Wuttichindanon	<ul style="list-style-type: none"> ➤ Independent Director ➤ Audit Committee ➤ Chairman of the Risk Management Committee ➤ Nomination and Remuneration Committee 	29 March 2023

Name	Position	Date of first appointment
3 Mr. Karn Chusatakarn	<ul style="list-style-type: none"> ➤ Independent Director ➤ Audit Committee ➤ Risk Management Committee ➤ Chairman of the Nomination and Remuneration Committee 	10 June 2022
4 Mrs. Julia W Petpaisit	<ul style="list-style-type: none"> ➤ Director ➤ Chairman of the Executive Committee ➤ Risk Management Committee 	10 May 1990
5 Mr. Amorn Kitkrua	<ul style="list-style-type: none"> ➤ Director ➤ Executive Committee ➤ Nomination and Remuneration Committee 	26 March 2019
6 Mr. Aungsurus Areekul	<ul style="list-style-type: none"> ➤ Director 	5 October 1990
7 Miss Yanida Areekul	<ul style="list-style-type: none"> ➤ Director ➤ Executive Committee 	20 February 2023
8 Mr. Somsak Prikboonchan	<ul style="list-style-type: none"> ➤ Director ➤ Executive Committee ➤ Risk Management Committee 	1 May 2022

With Mr. Somsak Phrikboonchan Being the company secretary

Note: There are 4 non-executive directors, namely directors no. 1 - 3 and 6, accounting for 50 percent of the total number of directors.

Authorized director to sign

Mrs. Julia W Petpaisit or Mr. Amorn Kitkrua co-signed with Mr. Aungsurus Areekul or Miss Yanida Areekul and affix the company seal.

In this regard, relevant information and details of the Company's directors appear in Attachment 1: "Details regarding directors, executives, controlling persons, the individual assigned the highest responsibility in the accounting and finance field, and the individual assigned to be directly responsible for supervising the accounting and company secretarial work."

7.2.3 Roles and duties of the Board of Directors and Chairman of the Board

Roles

1. Define, control, and supervise guidelines and strategic plans for the company's business operations, which are reviewed and approved annually.
2. Encourage employees at all levels to uphold ethical standards and moral values, adhering to the principles of good corporate governance and business ethics.
3. Establish policies and procedures across various domains to ensure the company's operations align with legal requirements, regulations, shareholder resolutions, and ethical standards, prioritizing honesty and prudence in decision-making.
4. Establish a reliable and confidence-inspiring control system within the company to ensure compliance with legal requirements and meet the expectations of shareholders and stakeholders.
5. Control, supervise and evaluate the performance of the management team as well as the operating results of the company.
6. Establish a structure and operating procedures to have an appropriate risk management, supervision and inspection, and internal control system.

Roles and duties of the Chairman of the Board of Directors

1. The chairman or secretary of the board of directors schedules a meeting of the Board of Directors as directed by the Chairman of the Board.
2. Appoint a secretary to the board of directors to assist in facilitating the work of the Board of Directors, including scheduling meetings, preparing agendas, distributing meeting documents, recording meeting minutes, and other assigned tasks.
3. Be the leader of the board of directors. and chairs meetings of the Board of Directors
 - a. Conduct meetings of the Board of Directors according to the agenda Company regulations and laws
 - b. Allocate sufficient time and encourage all company directors to engage in open discussions, exchange opinions freely, and exercise careful discretion.
 - c. Schedule periodic meetings of the Board of Directors without the presence of company directors from management as seen appropriate.
4. Strengthen positive relationships between the Board of Directors, management, and support staff to ensure adherence to company policies set forth by the Executive Chairman, Chief Executive Officer, Managing Director, and Senior Executives.
5. Support company directors and attend shareholder meetings as the chairman. Ensure adherence to the agenda, regulations, and laws, allocating appropriate time for each agenda item. Provide shareholders with equal opportunities to express their opinions and ensure transparent and appropriate responses to shareholder inquiries.

7.3 Structure and composition of sub-committees

There are 4 sub-committees under the Board of Directors: the Audit Committee, Executive Committee, Risk Management Committee, and the Nomination and Remuneration Committee has the following details:

1. Audit Committee

The Audit Committee of the company is appointed by the company's board of directors meeting. It consists of at least 3 company directors, all of whom must be independent directors and not executives. Miss Noppamas Chansiri assumed the position of secretary of the audit committee on May 10, 2023.

	Name	Position
1.	Mr. Piset Chiyasak	Chairman of the Audit Committee
2.	Assoc.Prof.Dr. Suneerat Wuttichindanon	Audit Committee
3.	Mr. Karn Chusatakarn	Audit Committee

Note: Mr. Kan Chusettakarn is an audit committee member who has sufficient knowledge and experience in accounting or finance to be able to perform his duties in reviewing the reliability of financial statements. Mr. Kan Chusettakarn has experience in auditing. Review the financial statements He holds the position of Managing Director of TYK Business Advisory Co., Ltd., Partner of Mac Millan Woods (Thailand) Co., Ltd. (Auditing).

Scope of powers, duties and responsibilities of the Audit Committee

The Board of Directors' Meeting No. 1/2023 (after conversion) on 10 May 2023 determined the scope of authority and duties of the Audit Committee as follows.

Authority

1. Have the authority to invite management or company officials to attend meetings for clarification, provide comments, or furnish requested documents as needed.
2. Consider proposing a list of auditors along with their remuneration to the Board of Directors for appointment and discussion in the general meeting of shareholders. Additionally, evaluate the performance of auditors and handle other tasks related to auditing.
3. Consider making decisions in cases where the management and the auditor have disagreements about financial reports.
4. Consider the disclosure of information about connected transactions or transactions that may have conflicts of interest in accordance with relevant laws or regulations.
5. Consider the report from the internal auditor and discuss with the management regarding risk assessment and management policies.
6. Hire outside consultants or professional experts to provide advice, consult, or give opinions as the Audit Committee considers appropriate.
7. Meet with the auditor to discuss without the participation of the management team.

Role

1. Review the company's financial statements for accuracy and completeness, both for quarterly periods and annually.

2. Review to ensure that the company has an appropriate and efficient internal control and internal audit system, and consider the independence of the internal audit unit. Additionally, approve the appointment, transfer, and dismissal of the head of the internal audit department or any other department responsible for internal audit work.
3. Review the company's compliance with the law on Securities and Stock Exchange, the regulations of the stock exchange and other laws related to the company's business.
4. Consider selecting, proposing, appointing, or terminating an independent person to serve as the company's auditor. Additionally, propose remuneration for such individuals and hold a meeting with the auditor, without management attending, at least once a year.
5. Consider connected transactions or transactions that may involve conflicts of interest, ensuring compliance with relevant laws and regulations set forth by the Stock Exchange. This ensures that such transactions are reasonable and provide maximum benefit to the company.
6. Prepare a report of the Audit Committee and disclose it in the company's annual report. This report must be signed by Chairman of the Audit Committee and must include at least the following information:
 - An opinion on the accuracy, completeness, and reliability of the company's financial reports.
 - An opinion on the adequacy of the company's internal control system.
 - Opinions regarding compliance with securities and exchange laws, regulations of the Stock Exchange, or other laws related to the company's business.
 - Opinion on the suitability of the auditor.
 - Opinions on items that may have conflicts of interest.
 - The number of Audit Committee meetings and the attendance of each Audit Committee meeting.
 - Overall opinions or observations received by the Audit Committee from performing their duties in accordance with the charter.
 - Other items that shareholders and general investors should know within the scope of duties and responsibilities assigned by the Board of Directors.

2. Risk Management Committee

The Risk Management Committee is appointed by the Company's Board of Directors meeting. It comprises a total of 4 company directors, including 2 independent directors and 2 directors with management authority. Miss Noppamas Chansiri held the position of Secretary of the Risk Management Committee on May 8, 2023.

Name	Position
1. Assoc.Prof.Dr. Suneerat Wuttichindanon	Chairman of the Risk Management Committee
2. Mr. Karn Chusatakarn	Risk Management Committee
3. Mrs. Julia W Petpaisit	Risk Management Committee
4. Mr. Somsak Prikboonchan	Risk Management Committee

Scope of powers, duties and responsibilities of the Risk Management Committee

The Board of Directors' Meeting No. 1/2023 (after transformation) on May 10, 2023 determined the scope of authority and duties of the Risk Management Committee as follows.

1. Establish a risk management policy and submit it to the Audit Committee for approval. Once agreed upon, present it to the Board of Directors for consideration and approval. Identify and assess important risks to the company's business operations, including strategic, financial, and compliance risks, as well as those impacting the company's reputation. Provide recommendations on risk prevention and management strategies to mitigate risks to an acceptable level.
2. Propose guidelines for managing various risks related to the company's business operations to ensure they are appropriate and efficient. Provide advice to the Audit Committee and management regarding risk management strategies and practices.
3. Establish a risk management plan and risk management process for the company.
4. Supervise and support effective risk management by monitoring and evaluating compliance with the risk management framework across the company. Review the adequacy of policies and risk management systems, and continually enhance operational plans to mitigate risks in alignment with the company's business operations.
5. Supervise the company's overall activities related to risks and ensure that the company operates under the risk management framework and policy
6. Communicate with the Audit Committee about key risks to determine the adequacy of Company's internal control system
7. Report the outcomes of risk assessments and operational measures to mitigate risks for the committee's examination. Ensure that the committee is regularly briefed on significant matters with a substantial impact on the company's financial status and operational results. Any such matters must be promptly reported to the Audit Committee and the Board of Directors.
8. The Risk Management Committee has the authority to appoint a secretary to the Risk Management Committee to assist in the operations of the Risk Management Committee.
9. The Risk Management Committee is empowered to seek independent advice from professional advisors when deemed necessary, with the Company covering the associated expenses, as outlined in the Company's regulations.
10. The Risk Management Committee has the authority to request information from various agencies of the company and its subsidiaries for further consideration in various matters.
11. Perform any other duties as assigned by the Board of Directors.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed according to the Company's Board of Directors' meeting. It comprises a total of 3 company directors, including 2 independent directors and 1 director with management authority. Mr. Chalermphon Kotcha-on serves as the secretary of the Nomination and Remuneration Committee.

Name	Position
1. Mr. Karn Chusatakarn	Chairman of the Nomination and Remuneration Committee
2. Assoc.Prof.Dr. Suneerat Wuttichindanon	Nomination and Remuneration Committee
3. Mr. Amorn Kitkrua	Nomination and Remuneration Committee

Scope of powers, duties and responsibilities of the Nomination and Remuneration Committee

The Board of Directors' Meeting No. 1/2023 (after transformation) on May 10, 2023 determined the scope of authority and duties of the Nomination and Remuneration Committee as follows:

Recruitment

1. Establishing criteria and methods for recruiting qualified individuals to consider holding various positions as follows:
 - a. Company Director
 - b. Company Director, to replace directors who have resigned from their positions
 - c. Chairman and members of various sub-committees assigned authority, duties and responsibilities from the Board of Directors
 - d. Chief Executive Officer
 - e. Senior executives
2. Reviews the adequacy of the Board of Directors' size, composition, and qualifications, ensuring alignment with the company's strategy and evolving needs.
3. Carefully assesses and defines the qualifications required for individuals serving as company directors and sub-committee members. This includes considering a diverse range of knowledge, expertise, skills, and experience that can contribute to the company's business operations. The committee ensures that candidates are committed to dedicating their time and are impartial in their duties.
4. Deliberates on and establishes the qualifications necessary for individuals competing for the roles of Chief Executive Officer or senior executives. Candidates, whether internal or external, are assessed based on their capabilities, experience, and leadership qualities to effectively fulfill their responsibilities.
5. In the case of holding the position of company director Sub-committees are vacant due to
 - a. Retirement at the end of their term, the company will undertake the process of recruiting and selecting qualified experts with suitable qualifications. Candidates for director positions will be presented to the Board of Directors for approval before being submitted for approval at the annual general meeting of shareholders. Similarly, for sub-committee positions, the company will consider recruiting and selecting qualified experts with appropriate qualifications and present them to the Board of Directors for approval.
 - b. In the event of a vacancy arising from reasons other than retirement, the company will carefully select and appoint qualified individuals with suitable qualifications to fill the vacant director or subcommittee positions. These selections will be presented to the Board of

Directors for approval. The company aims to appoint replacements for vacant positions within 90 days from the date of departure, except in cases where the remaining term of the departing director is less than 2 months.

6. Supports the company, minor shareholders are provided with the opportunity to propose names of individuals to be recruited and selected as company directors.
7. The consideration and selection of qualified company directors to serve on sub-committees are proposed to the Board of Directors for appropriate appointments, especially in cases of vacant positions.
8. Consideration and review of the succession plan for executive positions from the level of Assistant Managing Director or equivalent and above as assigned by the Board of Directors. along with a list of suitable people to be considered for succession as regularly proposed by the management and submitted to the Board of Directors Consider appointment when the position becomes vacant.
9. Evaluates the effectiveness of the system for developing senior executives. This ensures that senior leaders acquire the required skills and qualifications to support the company's growth and achieve its objectives.
10. Considers and reviews structure, duties and responsibilities, including the guidelines of the Board of Directors and sub-committees to ensure they are always appropriate and up-to-date
11. Considers and recommends organizational restructuring to support growth, aligning with changing business situations. This is done based on proposals from the management team responsible for the internal management of the company.
12. Disclosure of the report on the operations of the Selection Committee in the annual report
13. Supervision of orientation for company directors, including those taking new positions, and ongoing development of knowledge for current directors holding positions.
14. Performs other duties as assigned by the Board of Directors.

Compensation and welfare

1. Consideration of proposed criteria and performance evaluation methods, evaluating performance, and determining compensation rates for the Chief Executive Officer or high-level executives according to the terms of their employment contracts. These recommendations are presented to the Board of Directors for consideration.
2. Consideration, determination, or review of compensation or other benefits for company directors and sub-committees, including establishing criteria or methods for such compensation to ensure fairness and reasonableness compared to similar companies in the industry. These recommendations are presented to the Board of Directors for approval before being submitted for approval at the annual general meeting of shareholders.
3. Policy considerations involve evaluating criteria for compensation, adjusting salary rates, and determining annual compensation for the Chief Executive Officer and senior executives.
4. Consideration of the budget for adjusting annual salary rates and employee rewards should align with similar industries or businesses, inflation rates, the country's gross product growth, and the company's operational capacity.

5. Consideration of various conditions regarding the issuance of common shares and warrants to purchase common shares to directors and employees of the company should precede presentation at the Board of Directors meeting, followed by approval at the shareholder meeting.
6. Report on policies, principles, and reasons for determining remuneration for directors and top executives, including the Chief Executive Officer, according to the regulations of the Stock Exchange, is disclosed in the annual information disclosure form (56-1) and the company's annual report.
7. Performing other duties as assigned by the Board of Directors.

4. Executive Committee

The Executive Committee is appointed at a meeting of the Board of Directors, comprising a total of 5 company directors with full management powers, and Mr. Chalermphon Kocha-on serves as the secretary of the executive committee.

Name	Position
1. Mrs. Julia W Petpaisit	Executive Chairman
2. Mr. Amorn Kitkrua	Executive committee
3. Miss Yanida Areekul	Executive committee
4. Mr. Somsak Prikboonchan	Executive committee
5. Mr. Thanarat Wangwan	Executive committee

Scope of powers, duties and responsibilities of the Executive Committee

The Board of Directors' Meeting No. 1/2023 (after transformation) on May 10, 2023 determined the scope of authority and duties of the Executive Committee as follows.

Structure

1. The Board of Directors appoints a suitable number of directors to form the executive committee, tasked with specific assignments delegated by the Board. Additionally, the Board designates one executive director to chair the executive committee.
2. Directors are expected to possess knowledge, integrity, and ethical conduct in business dealings, alongside the capacity to devote adequate time and ability to fulfill their responsibilities for the Company.
3. Possesses qualifications and lacks disqualifying attributes as per the laws governing public limited companies and other relevant legislation.
4. Directors are prohibited from participating as partners or assuming directorship roles in other entities of similar status that compete with the company's business, whether for personal gain or on behalf of others. However, this restriction can be waived if disclosed to the shareholders before a resolution is passed to appoint the Executive Director for the approved term by the Company's Board of Directors.

Authority

1. Study the possibility of investing in new projects and possess the authority to assess and authorize all direct investments by the company, either independently or in collaboration with other entities, in various forms aligned with the company's objectives. This includes investments not exceeding 20 million baht per project and 100 million baht annually, as well as acquisitions of shares and completion of related legal transactions until fulfillment. There are conditions for investing in new projects, such as:
 - The investment project must be a business related to the main business of Panelesmatic Solutions Public Company Limited.
 - Investment projects must conduct a feasibility study to assess the viability of their business operations, which involves preparing a comprehensive and clear Feasibility Study document.
 - Projects invested must be invested in a joint venture manner, not with a loan or financial assistance.
 - Investment projects must be reported to the Board of Directors each time an investment is made in a project.
 - The investment project must not be a related transaction or connected to the directors or executives of the company. According to the rules and regulations of the Stock Exchange of Thailand or the Securities and Exchange Commission (SEC)

*If the above conditions are not met, it is essential to bring the matter back to the Board of Directors for thorough consideration and approval of the project beforehand.
2. Consider and scrutinize the business plan, annual budget plan, and investment plan of the company in order to present it for approval from the board of directors.
3. Supervise the company's operations in accordance with various plans, including operating in accordance with the laws, rules, regulations of the company and the rules of the Stock Exchange of Thailand.
4. Supervise the company to have an internal control operating system that is appropriate and concise and in accordance with the recommendations and objections of the Audit Committee.
5. Perform other duties as assigned by the Board of Directors.
6. Prepare a report on the company's operating results and present it to the Board of Directors for information every quarter. The authority to carry out these operations cannot be delegated to individuals who may have conflicts of interest with the company or its subsidiaries. This includes conflicts of interest in any other manner. However, it does not extend to actions regarding connected transactions or the acquisition and disposal of significant assets of listed companies. The company must comply with the rules and regulations of the Stock Exchange concerning these matters. Additionally, these powers do not encompass other issues stipulated in the company's regulations, which require approval from a resolution of the shareholder meeting.

1.4 Information about executives

7.4.1 Below is the list of Senior Executives as of December 31, 2023:

	Name	Position
1	Mrs. Julia W Petpaisit	Executive Chairman
2	Mr. Amorn Kitkrua	Managing Director
3	Mr. Somsak Prikboonchan	Chief Financial and Accounting Officer (CFO)
4	Mr. Thanarus Wangwan	Chief Marketing Officer (CMO)
5	Mr. Apichat Saksakoolsook	Acting in the position of Chief Operating Officer

Mr. Somsak Phrikboonchan is assigned with the highest responsibility in the accounting and finance department according to the announcement of the Capital Market Supervisory Board No. TorChor. 39/2016 regarding requesting permission and granting permission to offer newly issued shares dated 30 September 2016 (Including amendments) (“Announcement TorChor. 39/2016”) and has the qualifications according to Announcement TorChor. 39/2016 and Ms. Siriporn Thongtaluang is assigned to be directly responsible for controlling making an account according to the announcement of TorChor. 39/2016 and have qualifications according to the announcement of TorChor. 39/2016 (Details of qualifications, see attachment 1)

Scope of powers, duties and responsibilities of the Chief Executive Officer

The Board of Directors' Meeting No. 1/2023 (after conversion) on May 10, 2023 determined the scope of authority and duties of the Chief Executive Officer as follows.

1. Designated to be an individual with the authority to oversee the company's operations and/or day-to-day management, ensuring alignment with the company's objectives, regulations, policies, rules, directives, and resolutions of the Board of Directors' meetings and/or shareholder meetings.
2. Arrange for the preparation of the company's business policies, business plans, and budgets to present to the Board of Directors for consideration and approval. Responsible for reporting the progress of the approved business plan and budget to the Board of Directors within the specified timeframe.
3. Manage the company's business operations in accordance with the company's business policy, business plan, and budget to achieve financial goals approved by the board of directors.
4. Set operational goals and allocation of resources to be consistent with management policy
5. Ensure that the overall business growth of the company is in accordance with the company's business objectives and plans.
6. Maintain good relationships with the company's stakeholders.
7. Ensure that the company has complied with the law, standards of ethics, and transparency
8. Ensure that the company has determined its position as a public organization.
9. Become a leader in marketing strategies.
10. Establish, review, and enhance organizational standards essential for competitiveness and value creation within the organization. Continuously collaborate with personnel and products to achieve this objective.

11. Analyze the current and potential situation of global industry conditions to predict future changes within the industry and adjust company strategies.
12. Ensure that there are returns that create maximum wealth for investors.
13. Ensure that there are appropriate returns to all groups of stakeholders.
14. Work closely with Finance Executive and Operations Executive in every diverse business group to result in added value to the organization
15. Establish standards for evaluating employee performance and review such standards regularly.
16. Arrange for efficient operations according to the resolutions of the Board of Directors' meetings, recruiting, appointing, removing, transferring, adjusting, reducing or deducting salary or wages. Determine disciplinary punishment for employees, including dismissal from positions of employees in accordance with the rules and regulations set forth by the Board of Directors, except for the positions of executive officers or equivalent. or a higher position which may require approval from the Board of Directors.
17. Authorize to delegate tasks and grant authority within defined parameters via power of attorney or internal regulations from the Board of Directors or the Company. Delegation of authority, duties and responsibilities of the Chief Executive Officer may not be possible in the case of approving transactions that may have conflicts of interest, as outlined by the Securities and Exchange Commission or the Capital Market Supervisory Board. Any conflicts of interest must align with approved policies and criteria set forth by shareholder or Board of Directors meetings.

1.4.2 Compensation policy Executive Committee and Executives

Recruitment

1. Establishing criteria and methods for recruiting qualified individuals to consider holding various positions as follows:
 - a. Company Director
 - b. Company Director, to replace directors who have resigned from their positions
 - c. Chairman and members of various sub-committees with assigned authorities, duties and responsibilities from the Board of Directors
 - d. Chief Executive Officer
 - e. Senior executives
2. Consideration of the size, composition, and qualifications of the Board of Directors and sub-committees to ensure they are appropriate for the company's strategy and situations
3. Consideration and assessment of qualifications for individuals nominated as company directors or sub-committee members, emphasizing diverse knowledge, expertise, skills, and experience advantageous to the company's operations. Emphasis is placed on dedication and impartiality in carrying out their duties.
4. Assessment and determination of qualifications for candidates for the positions of Chief Executive Officer or senior executive, considering both internal and external.
5. In the event of vacancies in the company director or sub-committee positions:

- a. If a director retires at the end of their term, the board will evaluate and select qualified experts for directorship. Their nominations will be presented to the Board of Directors for approval before being submitted to the annual general meeting of shareholders. For sub-committee vacancies, the board will consider and approve the selection of qualified experts. ts will be considered and presented to the Board of Directors. to consider approval
 - b. In case of directors leaving for reasons other than retirement at term end, replacements will be sought within 90 days. Qualified experts will be considered for directorship and presented to the Board of Directors for approval, with appointments made promptly, except when the remaining term of the vacating director is less than 2 months.
6. Support for the company includes providing minor shareholders with the opportunity to propose individuals for recruitment and selection as company directors.
 7. Consideration and selection of company directors who have the appropriate qualifications to be sub-committees to propose to the Board of Directors Consider appointments as appropriate or when there are vacant positions.
 8. Consideration and review of the executive succession plan from the assistant director level and higher, as assigned by the Board of Directors. This includes maintaining a list of suitable candidates for succession, regularly proposed by management and submitted to the Board of Directors for consideration upon vacancy of a position.
 9. Consideration of an effective system for developing senior executives to ensure they possess the necessary skills and qualifications to support the company's growth and achieve its objectives.
 10. Consideration and review of the structure, duties, responsibilities, and guidelines of the Board of Directors and its sub-committees to ensure they remain relevant and up-to-date.
 11. Considering and recommending organizational restructuring to support growth and adapt to changing business conditions, as proposed by the management team responsible for internal company management.
 12. Disclosure of the report on the operations of the Selection Committee in the annual report
 13. Supervision of orientation for company directors and continuously developing the knowledge of current directors in their respective positions.
 14. Performing other duties as assigned by the Board of Directors.

Compensation and welfare

1. Consideration of proposed criteria and performance evaluation methods, including assessing performance and determining compensation rates for the Chief Executive Officer or other high-level executives as per their employment contracts. These recommendations are presented to the Board of Directors for review and consideration.
2. Consideration, determination, or review of compensation and other benefits for company directors and sub-committees, including the establishment of fair and reasonable criteria or methods for payment. This is achieved by benchmarking against similar companies listed on the Stock Exchange to ensure market competitiveness and to incentivize management. These

recommendations are presented to the Board of Directors for approval before being submitted for approval at the annual general meeting of shareholders.

3. Policy consideration criteria for evaluating compensation, adjusting salary rates, and determining annual compensation for the Chief Executive Officer and senior executives.
4. Consideration of the annual budget for salary adjustments and employee rewards to align with industries operating in similar or related sectors, inflation rates, and the country's gross domestic product growth, while also considering the company's operational capacity.
5. Consideration of various conditions regarding the issuance of common shares and warrants to purchase shares, including providing general information to directors and employees of the company before presenting to the Board of Directors meeting for consideration and approval at the shareholder meeting.
6. Report on policies, principles, and reasons for determining remuneration for directors and top executives, including the Chief Executive Officer, in accordance with Stock Exchange regulations. This information should be disclosed in the Annual Information Disclosure Form (Form 56-1) and the company's annual report.
7. Performing other duties as assigned by the Board of Directors.

1.4.3 Total remuneration of executive directors and executives

Monetary compensation

- Executive directors do not receive any compensation, in addition to compensation as an executive or director of the company
- Executive compensation is as follows:

List	2021		2022		2023	
	Number (person)	Compensation (million baht)	Number (person)	Compensation (million baht)	Number (person)	Compensation (million baht)
Salary	2	3.42	5	5.65	5	7.64
Bonus	-	-	-	-	-	-

Other compensation

- Provident fund

The Company has provided a provident fund for its executives, with the Company contributing at the rate of 3 percent of their salary. As of December 31, 2023, the Company has paid a total of 2 executives' contributions to the provident fund, 129,600 baht

In this regard, during the Extraordinary General Meeting of Shareholders No. 1/2023 on April 25, 2023, it was resolved to approve the allocation of an additional 50,000,000 common shares, equivalent to 26.32 percent of the total shares after the public offering. The authority to allocate these shares for sale to directors, executives, and employees of the company was

granted to the Board of Directors, executive committee, or other designated individuals. The number of shares offered will adhere to the guidelines outlined in the announcement of the Capital Market Supervisory Board No. Tor.Jor. 40/2014 regarding the sale of newly issued securities.

1.5 Information about employees

Total number of employees

Total number of employees of the company (excluding executives) as of December 31, 2021, December 31, 2022, and December 31, 2023, there were a total of 71 people, 62 people, and 64 people, respectively, consisting of employees by line of work as follows:

(Unit: Person)

Department	2021		2022		2023	
	Male	Female	Male	Female	Male	Female
Office of the Chief Executive Officer and Secretary				1		1
Finance department						
- Accounting and Finance Department	3	5	2	6	3	6
- Purchasing department	1		1	1	1	1
Marketing Department						
- Hospital sales department		2		2	1	2
- Interior architecture sales department		5		2		4
- Technical department	14	1	15	1	13	1
- Foreign sales department						
Operations Department						
- Production department	30	7	21	4	20	5
- Quality inspection department	1		1		1	
- Human Resources Department	1	1	3	2	3	2
Total	50	21	43	19	42	22

Note: Regular employees of the company

Employee compensation

Monetary compensation

Compensation of the company's employees (excluding executives) in 2021, 2022, and 2023 amounted to 14.36 million baht, 19.13 million baht, and 18.66 million baht, respectively, which is compensation in the form of salary, bonus, welfare, social security.

Other compensation

- None -

Provident fund

The Company has established a registered provident fund managed by SCB Asset Management Company Limited, in compliance with the Provident Fund Act B.E. 2530 (including amendments), since September 22, 2022. Employees participating in the provident fund contribute an amount equal to 3 percent of their salary, with the Company matching this contribution rate. As of December 31, 2023, the details are as follows:

Total number of employees (people)	Employees participating Company provident fund (person)	calculated as a percentage of the total number of full-time employees
64	34	53.13

Important labor disputes

As of December 31, 2023, the Company has no labor disputes.

Personnel development policy

The company prioritizes the development of employees and officials at all levels through various initiatives such as training sessions, seminars, and academic programs aimed at enhancing skills, knowledge, and abilities for improved efficiency and potential. An annual employee training plan is scheduled every year from May to October, covering areas such as work development, communication, leadership, and workplace safety. In 2023, the company prepared a training plan for employees, set to commence in May 2023.

Employee training topics for 2023

1. Personal Data Protection Policy (PDPA)
2. Information technology system security policy
3. Using Microsoft 365
4. Basic fire extinguishing/fire evacuation practice/first aid
5. Occupational Safety and Health Committee
6. Effective teamwork
7. Leadership
8. Communication skills within the organization

9. Document control in the ISO 9001:2015 system
10. Effective negotiation techniques
11. Calibration

7.6 Other important information

7.6.1 Accounting supervisor Secretary to the Board of Directors Company Secretary and head of internal audit

1. Accounting supervisor

Miss Siriporn Thongtaluang is appointed as the Accounting Department Manager and is tasked with overseeing accounting operations to ensure efficiency and compliance with the company's rules, regulations, and accounting standards. Her detailed responsibilities include direct supervision of accounting transactions. Further information regarding her role and responsibilities in accounting supervision is provided in Attachment 1 (Details Regarding Directors, Executives, and Individuals with Authorities).

2. Company Secretary

In the Board of Directors' Meeting No. 1/2023 held on February 20, 2023 (prior to conversion), a resolution was passed to appoint Mr. Somsak Phrikboonchan as the Company Secretary, effective from the same date. Mr. Phrikboonchan, an experienced individual who has received training in relevant courses, assumed the responsibilities outlined in Section 89/15 of the Securities and Exchange Act B.E. 2535. Further details regarding Mr. Phrikboonchan's training, experience, and responsibilities as the Company Secretary are provided in Attachment 1 (Details Regarding Directors, Executives, and Controlling Persons).

3. Head of Internal Audit

The Company has engaged Kandit Advisory Services Company Limited as its internal auditor, with Mr. Khamnueng Sarisara serving as the operational supervisor. Mr. Sarisara possesses a deep understanding of the Company's operations and holds expertise in internal auditing, corporate governance principles, risk assessment, and internal control. The appointment was approved by the Audit Committee, which also oversees annual performance evaluations. Further details regarding Mr. Sarisara's role and qualifications are provided in Attachment 3 (Details Regarding the Head of Internal Audit and the Head of Operations Supervision).

3.6.1 Head of Investor Relations

To ensure accurate, timely, and transparent disclosure of important information, Mr. Somsak Phrikboonchan, the Chief Financial Officer, has been appointed as the head of investor relations. In this role, Mr. Phrikboonchan serves as the central point for communicating crucial information to shareholders and investors, both locally and internationally. This encompasses financial data such as operating results, quarterly financial statements, and management discussion and analysis (MD&A) reports. Stakeholders can reach the investor relations department directly via telephone at 02-965-5578-9 ext. 410 during business hours (Monday to Friday, 9:00 a.m. - 5:00 p.m.) or through email at

somsak@panelesmatic.com. Additionally, investors can stay updated on company information through the website www.panelesmatic.com, which provides essential details in both Thai and English.

3.6.2 Auditor's remuneration

Compensation from auditing (Audit Fee)

For the fiscal year ending on December 31, 2023, the Company's 2023 Annual General Meeting of Shareholders on March 17, 2023, resolved to appoint the following certified public accountants as auditors:

- Mr. Jesada Hangsapruak (Registration number 3759)
- Mr. Komin Linprachaya (Registration number 3675)
- Mr. Jiroj Sirirorj (Registration number 5113)
- Mr. Poj Asawasantichai (Registration number 4891)
- Ms. Kannika Wiphanurat (Registration number 7305)
- Ms. Bongkocharath Samruamsiri (Registration number 13512)

These auditors, licensed by the Office of the Securities and Exchange Commission (SEC), are associated with Karin Audit Company Limited, the company's appointed auditor. The audit fee approved for Karin Audit Company Limited amounts to 1.23 million baht.

Non-Audit Fee

- None -

8. Report on important performance results in corporate governance.

8.1 Summary of the performance of duties of the committee in the past year

At the Board of Directors' meeting No. 2/2022 on January 15, 2022, the Board of Directors approved Operational policy, including business plan and annual budget.

8.1.1 Recruiting, developing and evaluating the performance of duties of the committee.

- (1) The Selection and Remuneration Committee will identify and recommend individuals who possess the qualifications required to enhance the board's effectiveness in steering the company's operations in alignment with the established strategy and direction. These nominees must meet the qualifications outlined in this charter to serve as company directors. The committee will review and approve the candidacy of these individuals at the Board of Directors meeting, and may propose them for election at the shareholders' meeting for further consideration.
- (2) The Sub-committee is tasked with reviewing and determining the compensation and benefits for the Company's directors, which are fair and reasonable. This includes establishing criteria and methods for compensation that align with comparable companies listed on the Stock Exchange in similar industries. The aim is to maintain a leading position in the industry and provide incentives for management. The Sub-committee will present its recommendations to the Board of Directors for approval before seeking final approval at the annual general meeting of shareholders.

- (3) The Board of Directors' performance should undergo evaluation through both individual self-assessment and group assessment. The results of this evaluation, along with any identified obstacles hindering the achievement of objectives, must be reported annually to the Board of Directors.

8.1.2 Meeting attendance and compensation for the company's directors

- (1) Meeting attendance for the Board of Directors is mandatory and occurs regularly, at least every quarter. The Company Secretary ensures that directors receive advance notice of the meeting schedule for the year, allowing them to plan their attendance accordingly. Each meeting has a well-defined agenda, and directors receive meeting invitations and documents at least 7 days beforehand to facilitate preparation. In urgent cases, alternative communication methods or earlier meeting dates may be arranged to safeguard the company's interests. During meetings, the Chairman ensures that all directors have the opportunity to voice their opinions before decisions are made. Directors with conflicts of interest must abstain from voting and leave the meeting during discussions related to those conflicts. Comprehensive meeting minutes are prepared, stored alongside meeting materials, and archived electronically for easy access by directors and auditors.

Attending board meetings

Name	Position	Board of Directors		Note
		Amount	%	
1. Mr. Piset Chiyasak	<ul style="list-style-type: none"> - Chairman of the Board - Independent Director - Chairman of the Audit Committee 	7/8 ¹	87.50	
2. Assoc.Prof.Dr. Suneerat Wuttichindanon	<ul style="list-style-type: none"> - Independent Director - Audit Committee - Chairman of the Board Risk management - Nomination and Remuneration Committee 	6/6	100	Appointed As of March 29, 2023

Name	Position	Board of Directors		Note
		Amount	%	
3. Mr. Karn Chusatakarn	<ul style="list-style-type: none"> - Independent Director - Audit Committee - Risk Management Committee - Chairman of the Nomination and Remuneration Committee 	8/8	100	
4. Mrs. Julia W Petpaisit	<ul style="list-style-type: none"> - Director - Chairman of the Executive Committee - Risk Management Committee 	8/8	100	
5. Mr. Amorn Kitkrua	<ul style="list-style-type: none"> - Director - Executive Committee - Nomination and Remuneration Committee 	8/8	100	
6. Mr. Aungsurus Areekul	<ul style="list-style-type: none"> - Director 	6/8 ^{1/2}	75	
7. Miss Yanida Areekul	<ul style="list-style-type: none"> - Director - Executive Committee 	7/7	100	Appointed As of February 20, 2023
8. Mr. Somsak Prikboonchan	<ul style="list-style-type: none"> - Director - Executive Committee - Risk Management Committee 	7/7	100	Appointed As of February 20, 2023

Note: ^{1/1} Mr. Piset Chiyasak was unable to attend Board of Directors' meeting No. 6/2023 due to a prior commitment.

^{1/2} Mr. Aungsurus Areekul was unable to attend Board of Directors' meetings No. 1/2023 and No. 5/2023 following the company's conversion to a public entity on May 10, 2023, due to a prior commitment.

Payment of remuneration to individual directors

The current remuneration rate for company directors and sub-committees complies with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023, dated February 20, 2023, for the year 2023, as follows:

- 1) Directors' remuneration in monetary terms

Directors	Compensation for 2023	
	Monthly compensation (Baht)	Meeting allowance per time (baht)
Board of Directors		
1. Chairman of the Board	-	10,000
2. Non-Executive Director	-	5,000
Audit Committee		
1. Chairman of the Audit Committee	-	10,000
2. Audit Committee	-	5,000
Nomination and Remuneration Committee		
1. Chairman of the Nomination and Remuneration Committee	-	10,000
2. Nomination and Remuneration Committee	-	5,000
Risk Management Committee		
1. Chairman of the Risk Management Committee	-	10,000
2. Risk Management Committee	-	5,000

Note:

- Meeting allowances are disbursed solely to directors upon their attendance at the scheduled meetings.
- The Executive Committee does not receive compensation. Executive directors are remunerated based on their managerial roles within the company.

2) Other compensation

- None

Directors' remuneration

Name	Board of Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Total
1. Mr. Piset Chiyasak	60,000	50,000	-	-	110,000
2. Assoc.Prof.Dr. Suneerat Wuttichindanon	30,000	25,000	20,000	-	75,000
3. Mr. Karn Chusatakarn	35,000	30,000	10,000	-	75,000
4. Mrs. Julia W Petpaisit	-	-	-	-	-
5. Mr. Amorn Kitkrua	-	-	-	-	-
6. Mr. Aungsurus Areekul	25,000	-	-	-	25,000
7. Miss Yanida Areekul	35,000	-	-	-	35,000
8. Mr. Somsak Prikboonchan	-	-	-	-	-
Total	185,000	105,000	30,000	0	320,000

1.1.3 Supervision of subsidiaries and associated companies

The Board of Directors establishes policies for overseeing subsidiaries and associated companies, ensuring adherence to corporate governance principles and maximizing stakeholder returns. Investment policies are considered, with a mechanism in place to oversee operations directly and indirectly, and maintain control over management to safeguard the Company's interests. Risk management and internal controls are implemented to prevent corruption and ensure efficient disclosure of information and execution of significant transactions. Directors and subsidiary/associate companies have access to necessary information for monitoring and decision-making. Internal auditors and independent directors oversee adherence to established procedures and report findings to the Board and management. The Company appoints representatives to subsidiaries/associates with defined powers and responsibilities, including submission of reports on business plans and performance. Close monitoring of operational results and information storage is maintained for inspection.

In this regard, the board of directors should appoint personnel representing the company to serve as directors, executives, or controlling persons of the company. The direction, scope of authority, and responsibilities of the directors and management representing the company should be determined based on the scope of authority of each company. Subsidiaries and/or affiliated companies should

submit business plans, business expansion, and joint venture reports with other entrepreneurs to the company through quarterly operating performance reports. The company has the right to request or submit documents for review.

In addition, the company will closely monitor the operating performance and performance of its subsidiaries and affiliated companies, and supervise the retention of information and records of subsidiary and affiliated company accounts for the company. Check.

1.1.4 Monitoring to ensure compliance with corporate governance policies and guidelines.

In previous operations, the Company's Board of Directors has adhered to legal requirements, corporate objectives, regulations, and resolutions of shareholder meetings. This was achieved through the establishment of policies and guidelines outlined in the company's corporate governance policy, focusing on business ethics and work practices.

The company's Good Corporate Governance Policy, approved during the Board of Directors' Meeting No. 1/2023 on May 10, 2023, serves as a foundational framework for the company's operations, ensuring the establishment of an effective operational system conducive to sustainable growth. Emphasizing ethical conduct and moral principles, the policy fosters collaboration and partnerships with customers, business associates, shareholders, investors, and society at large. With a focus on enhancing business competitiveness and fostering growth, the policy is guided by 8 principles of good corporate governance, which are as follows:

1. Be aware of the role and responsibility of the board of directors as an organization leader that creates sustainable value for the business.
2. Set the objectives and main goals of the business for sustainability.
3. Strengthen an effective board of directors.
4. Recruit and develop senior executives and manage personnel.
5. Promote innovation and responsible business operations.
6. Ensure that there is an appropriate risk management and internal control system.
7. Maintain financial credibility and disclosure.
8. Support participation and communication with shareholders.

The Company will continue to monitor and enforce adherence to the aforementioned good corporate governance policies and practices. For detailed information and guidelines regarding work policies, please refer to Attachment 5 titled "Corporate Governance Policy and Guidelines, and Business Ethics," which contains the comprehensive version prepared by the company.

1.1.4.1 Compliance with policies and guidelines for preventing conflicts of interest.

The company has implemented a policy to prevent conflicts of interest, prioritizing decisions that serve the best interests of the company and its shareholders. Directors and executives are required to refrain from actions that could lead to or create conflicts of interest to uphold fairness for all stakeholders. They must disclose any personal interests or those of related parties that may influence the management of the company or its subsidiaries, as outlined below:

- 1) First reporting: within 7 days from appointment to position
- 2) Annual reporting: as of December 31 of each year.
- 3) Reporting of changes in interest: within 3 business days of the change.

Such reporting aims to ensure compliance with regulations concerning connected transactions, which may result in conflicts of interest and the transfer of benefits from the company and its subsidiaries. Directors and executives are mandated to submit a report on their interests or those of related persons, as specified by the company, to the company secretary within the specified period. The company secretary will then process the submitted reports accordingly.

1.1.4.2 Compliance with the policy and guidelines regarding the use of insider information for profit.

PanelésMatic Solutions Public Company Limited ("the Company") has formulated this policy to prohibit the misuse of insider information by directors, executives, employees, and affiliates of the company. Insider information refers to undisclosed material information that could impact the price or value of the Company's securities. To uphold shareholder and investor confidence and ensure fair trading practices, the Company has implemented guidelines to prevent the unauthorized disclosure, use, or exploitation of insider information. The details are as follows:

1. Reporting of securities holdings and changes in holdings

1.1 The company will provide knowledge to directors, company executives, and individuals occupying managerial roles in the accounting or finance domains, at the level of department manager or higher, or its equivalent (as defined by the Capital Market Supervisory Board and the Stock Exchange of Thailand). This knowledge will pertain to the responsibilities involved in preparing and reporting the company's securities holdings.

1.2 Directors, executives, auditors, and individuals in managerial positions within the accounting or finance departments at the level of department manager or higher, or its equivalent within the company, are required to prepare and disclose a report on their securities holdings in the company. This report should also include the holdings of their spouses and children who are not yet of legal age.

2. Prohibition of using inside information

Directors, executives of the company, including those in management roles within the accounting or finance departments at the Manager level or equivalent, and relevant employees who possess crucial internal information that could influence changes in security prices are prohibited from engaging in buying, selling, offering to buy, or offering to sell shares or other securities (if any) of the company, whether directly or indirectly, in the period before the financial statements are published or released regarding the financial position and operating results of the company.

3. Maintaining internal information

Directors, executives, and employees of the company and/or its subsidiaries are prohibited from disclosing inside information or utilizing their positions to exploit undisclosed inside or important information acquired during work for illegal purposes or disclosing it to external parties for personal gain or for the benefit of others, whether directly or indirectly, regardless of any potential benefits they may receive in return.

4. Punishment

Establish disciplinary measures for violations involving the use of inside information for personal gain. Punishment will be assessed based on the intention and severity of the offense. Furthermore, individuals found to have used inside information for personal gain, as well as those complicit in such violations, will be subject to legal consequences in accordance with the law.

1.1.4.3 Compliance with anti-corruption policies and guidelines.

The company adheres to transparent business practices and operates within the framework of fair competition. As such, we strictly prohibit engaging in any form of non-transparent or corrupt activities. Such actions not only undermine fair competition but also tarnish the reputation and integrity of both the organization and the country. We reject any involvement in corruption, whether for direct personal gain or indirectly benefiting oneself, family members, friends, or associates. This applies to any form of bribery, whether monetary or non-monetary, offered to government or private entities with which the company conducts business or interacts.

We are committed to strictly adhering to our anti-corruption policy and business ethics, as outlined in our Code of Conduct. This includes establishing a framework for responsible individuals and implementing strong risk management, internal control, and internal auditing systems to prevent and combat fraud or corruption within the organization.

Guidelines

1. Directors, executives and employees will not be involved in corruption and illegal acts, directly or indirectly.
2. The company implements a comprehensive personnel management process aligned with its anti-corruption policy, commencing with personnel selection, training, and performance evaluation, extending to compensation, promotion, and organizational structuring. This includes ensuring an appropriate separation of duties to establish checks and balances, as well as allocating resources and personnel with adequate skills to effectively implement the policy.
3. The company establishes an internal control system in finance, accounting, and record-keeping, as well as other processes pertinent to anti-corruption measures. The outcomes of internal control are communicated to executives and designated personnel responsible for oversight.

4. The Risk Management Working Group convenes quarterly to monitor the advancement of risk management activities. Corruption risk is recognized as one of the company's primary risks.
5. The company conducts internal system audits, encompassing crucial activities such as contracting expenses, procurement, and more, to ensure the efficiency and effectiveness of the internal control system. Additionally, it offers guidance on enhancing work systems for greater efficiency. In instances where audit findings indicate issues with potential significant impacts on the company, they are promptly reported to the Chief Executive Officer and the Audit Committee for further review and presentation to the Board of Directors.

Putting the anti-corruption policy into practice

1. The company promotes political neutrality among all employees and prohibits support or favoritism towards any political party, whether directly or indirectly. This extends to the use of company resources in activities that could compromise the company's political neutrality or result in damage due to involvement in such activities.
2. The company advocates for the careful control of charitable donations, ensuring that donations serve the public good and are free from any suspicion of corruption. The company does not have a policy to accept donations from external sources.
3. The company has established regulations governing the provision or receipt of financial support, which should exclusively benefit the company's regular commercial activities and must not benefit any individual or raise suspicion of corruption. Approval from senior executives is required for such transactions, and there should be reliable documentation providing evidence of payments that can be traced back to their intended purpose.
4. The company strictly prohibits the payment of facilitation fees to government officials or individuals in the private sector. Such actions are strictly forbidden.
5. The company permits the employment of government employees or officials when necessary to support, promote, or advise on business operations. However, employees must refrain from engaging in activities that contravene company policy or seek unfair business advantages.

1.1.4.4 Receiving complaints and providing clues about wrongdoing. (Whistleblowing)

PanelésMatic Solutions Public Company Limited ("the Company") has instituted a whistleblowing policy to encourage the reporting of misconduct. This policy aims to safeguard and ensure fairness for employees or stakeholders who disclose information or provide leads concerning corruption or violations of laws, rules, regulations, guidelines, policies, and the Company's business ethics (referred to collectively as "wrongdoing"). The policy details are as follows:

1. How to file a complaint or report a clue

The Company has announced channels for receiving complaints and reporting wrongdoing on the Company's website, providing a channel for employees, shareholders, investors, outsiders, and Company Directors. Both internal and external stakeholders can report clues or complaints to the company through these channels.

- By post, address to the Chairman of the Audit Committee or the Audit Committee Secretary, and send to Panelesmatic Solutions Public Company Limited at the following address: No. 36, Village No. 7, Bang Talat Subdistrict, Pak Kret District, Nonthaburi Province, 11120.
- By email: noppamat.j@panelesmatic.com

In addition to the mentioned channels for receiving clues or complaints, employees can also ask questions or submit complaints regarding suspected violations or non-compliance with business ethics to the Chairman of the Audit Committee through the Secretary of the Audit Committee, the Internal Audit Department, the Human Resources Department, or a supervisor with direct responsibility at the manager level or higher.

2. Fact-checking procedures and penalties

2.1 In conducting investigations and gathering facts, the recipient of the complaint shall forward it to designated individuals to act as investigators and gather facts ("Inspectors") upon receiving complaints.

2.1.1 In the case where the complainant is an employee at a level lower than an executive. The Chief Executive Officer and/or persons or agencies assigned by the Chief Executive Officer to act as auditors.

2.1.2 In the case where the complainant is an employee at the executive level and above. The Audit Committee and/or the person or agency assigned by the Audit Committee shall act as the auditor.

However, the complaint investigator must not have any interest in the complaint.

2.2 In case of any doubts or questions, the inspector may invite any employee or directly responsible supervisor to provide information or request any relevant documents to aid in fact-finding.

2.3 Upon verification and confirmation of the complaint's validity, the company will proceed with the following actions:

2.3.1 In the event of a complaint concerning dishonesty or a violation of laws, rules, regulations, or the company's business ethics, the auditor will evaluate the complaint and provide it, along with their comments, to the Audit Committee for further review and consideration.

2.3.2 In cases where the complaint is deemed significant, such as issues impacting the company's reputation, image, or financial standing, conflicts with the company's business policy, or involves high-ranking executives, the auditor will

evaluate and present such matters, along with their opinions, to the Board of Directors for further deliberation.

2.3.3 In cases where the inspector provides updates and outcomes of the review to complainants or whistleblowers who have provided their names, addresses, telephone numbers, emails, or other contact information, the company aims to maintain transparency and communication. However, in certain situations, due to privacy and confidentiality concerns, detailed information regarding investigations or disciplinary measures may not be disclosed.

2.3.4 In situations where a complaint results in harm to any individual, the investigator has the authority to suggest suitable and equitable measures to mitigate the damages to the affected parties as deemed necessary.

3. Measures to protect complainants or whistleblowers

3.1 Individuals who report clues or complaints and those who assist in investigating the facts have the option to remain anonymous if they believe that revealing their identity would pose a risk or cause harm. However, choosing to disclose their identity enables the company to provide updates on the progress of the investigation, clarify facts, or mitigate damages more efficiently and promptly.

3.2 The company will keep the identity of individuals who provide clues or complaints confidential by not disclosing their names, addresses, or any identifying information. An investigation will then be conducted to verify the information provided.

3.3 The recipient of the complaint must maintain confidentiality of relevant information and disclose it only as needed, considering the safety and well-being of those reporting clues or complaints and cooperating in investigations. This includes safeguarding the identity of the source of information or individuals involved.

3.4 If individuals reporting clues or complaints, or those cooperating in fact-checking, perceive potential threats or risks to their safety or well-being, they can request appropriate protection measures from the company. Alternatively, the company may implement protection measures even without a request if deemed necessary to prevent harm or insecurity.

3.5 Individuals who have suffered harm will receive relief through a fair and appropriate process.

3.6 If individuals who report concerns or complaints and those who assist in investigations do so in good faith, the company cannot use this as a basis for any actions detrimental to their employment.

That individual should not face consequences such as job transfers, demotion of duties, suspension of work, or loss of entitled benefits. Moreover, retaliation against those who report concerns or complaints and those who assist in investigations is strictly prohibited.

8.2 Report on the performance of duties of the Audit Committee in the past year.

8.2.1 Number of Audit Committee meetings in 2023: 6 times as follows:

Name	Position	Number of meetings attended
1. Mr. Piset Chiyasak	Chairman of the Audit Committee	5/6 ^{/1}
2. Assoc.Prof.Dr. Suneerat Wuttichindanon	Audit Committee	5/5 ^{/2}
3. Mr. Karn Chusatakarn	Audit Committee	6/6

Note: ^{/1} Mr. Piset Chiyasak did not attend the Audit Committee meeting No. 5/2023 due to personal duties.

^{/2} Associate Professor Dr. Suneerat Wuttichindanon Appointed on March 29, 2023

8.2.2 Performance of duties of the Audit Committee

The Audit Committee conducted a total of 6 meetings in 2023, which included sessions with both internal and external auditors on select agendas. Additionally, the committee developed a self-assessment form to evaluate its performance, ensuring efficiency and goal attainment. The evaluation results were subsequently reviewed with the Board of Directors to incorporate suggestions for enhancement and to bolster the effectiveness of the Audit Committee's responsibilities.

In 2023, the Audit Committee performed its duties as specified in the Audit Committee Charter. The results of performing duties can be summarized as follows:

1. The Audit Committee acknowledged the Company's operating results.
2. Approve the internal audit plan, Internal Audit Charter, and review the internal audit report prepared by third-party experts.
3. Consider and approve financial statements quarterly and annually.
4. Approve the risk management plan and be informed of the risk management plan
5. Review and give opinions on related transactions between the Company and individuals or businesses that may have conflicts of interest.
6. Give opinions on the appointment and determination of the remuneration of the company's auditors.

8.3 Summary of the performance of duties of other sub-committees

8.3.1 Risk Management Committee

The Risk Management Committee had 2 meetings in 2023, as follows:

Name	Position	Times attending the meeting
1. Assoc.Prof.Dr.Suneerat Wuttichindanon	Chairman of the Risk Management Committee	2/2
2. Mr. Karn Chusatakarn	Risk Management Committee	2/2
3. Mrs. Julia W Petpaisit	Risk Management Committee	2/2
4. Mr. Somsak Prikboonchan	Risk Management Committee	2/2

Performance of duties of the Risk Management Committee

The Company established the Risk Management Committee on March 29, 2023, following the resolution of the Board of Directors' meeting. The committee has diligently fulfilled its duties as outlined in the Risk Management Committee Charter. The outcomes of these duties can be summarized as follows:

1. The Risk Management Committee considers appointing a risk management working group.
2. The Risk Management Committee reviews Enterprise Risk Management Policy.
3. The Risk Management Committee approves the risk management plan for the year 2023.
4. The Risk Management Committee approves Information technology risk management plans.

8.3.2 Executive Committee

The Executive Committee had 8 meetings in 2023 as follows:

Name	Position	Times attending the meeting
1. Mrs. Julia W Petpaisit	Executive Chairman	8/8
2. Mr. Amorn Kitkrua	Executive committee	8/8
3. Miss Yanida Areekul	Executive committee	8/8
4. Mr. Somsak Prikboonchan	Executive committee	8/8
5. Mr. Thanarus Wangwan	Executive committee	8/8

Performance of duties of the Executive Committee

The Company appointed the Executive Committee on March 29, 2023. There were 2 meetings in total and all 5 Executive Directors attended every meeting.

In 2023, following the appointment as per the resolution of the Board of Directors' meeting, the Executive Committee diligently executed its responsibilities outlined in the Executive Committee Charter. The outcomes of these efforts can be summarized as follows:

1. The Executive Committee receives the report on the operating results of the equity fund for the past month as well as planning and goals for the next month.
2. The Executive Committee acknowledges the comparison of actual expenses with the annual budget.
3. The Executive Committee considers land investment under the budget that the Board of Directors has approved and according to the approval authority granted by the Board of Directors.
4. The Executive Committee reviews the company's monthly operating results in comparison to the established budget.
5. The Executive Committee acknowledges the report of each department's information.

8.3.3 Nomination and Remuneration Committee

The Nomination and Remuneration Committee had 1 meeting in 2023, detail as follows:

Name	Position	Times attending the meeting
1. Mr. Karn Chusatakarn	Chairman of the Nomination and Remuneration Committee	1/1
2. Assoc.Prof.Dr.Suneerat Wuttichindanon	Nomination and Remuneration Committee	-
3. Mr. Amorn Kitkrua	Nomination and Remuneration Committee	1/1

Performance of duties of the Nomination and Remuneration Committee

The Company established the Nomination and Remuneration Committee on March 29, 2023, following the resolution of the Board of Directors' meeting. The committee has fulfilled its duties outlined in the Nomination and Remuneration Committee Charter. The outcomes of its responsibilities can be summarized as follows:

1. The Nomination and Remuneration Committee evaluates the qualifications of potential candidates to replace Mr. Sajja Suksong, who holds the positions of Director, Audit Committee Member, and Independent Director of the Company. Mr. Suksong submitted his resignation letter on March 16, 2023. In this regard, the committee has selected Associate Professor Dr. Suneerat Wuttichindanon as a suitable replacement.
2. The Nomination and Remuneration Committee considers and approves the remuneration of company directors and sub-committees for the year 2023.
3. The Nomination and Remuneration Committee approves the remuneration for the Chief Executive Officer.
4. The Nomination and Remuneration Committee considers and appoints the secretary of the Nomination and Remuneration Committee.
5. The Nomination and Remuneration Committee considers and approves the succession plan.

9. Internal Control & Related Parties Transactions

9.1 Internal Control

9.1.3 The adequacy and suitability of the company's internal control system

In the Board of Directors' meeting No. 2/2023 (after converting to a public limited company) on July 14, 2023, the Audit Committee and independent directors also attended the meeting. The Board of Directors assessed the adequacy of the Company's internal control system using the SEC Office's internal control system adequacy assessment form, which included gathering information from management and related agencies. The assessment considered various aspects of the Company's internal control system, comparing it with internal control guidelines. This evaluation was conducted

under the framework of COSO (The Committee of Sponsoring Organization of the Treadway Commission), which comprises:

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information & Communication
5. Monitoring Activities

The Board of Directors is of the opinion that the company has adequate and appropriate internal control systems, along with sufficient personnel to effectively operate the said system. These measures enable the company's business operations to comply with the principles of good corporate governance (Good Corporate Governance) and ensure transparency. Additionally, the company has a system for monitoring and controlling operations to protect its assets from misuse by executives or unauthorized personnel. Furthermore, there is an adequate control system in place for transactions involving individuals with potential conflicts of interest or connected persons. (Please refer to additional details in Attachment 7, Internal Control System Sufficiency Assessment Form)

9.1.4 The revision of the internal control system

Kaladit Advisory Services Company Limited ("KAS" or the "Internal Auditor") serves as the Company's internal auditor. They have been appointed to evaluate, inspect, and monitor the improvement of the company's internal control system from August 2022 to 2023. The internal auditor has conducted risk assessments and developed an annual internal audit plan. They perform inspections, follow up on system enhancements, and provide ongoing reports directly to the Audit Committee. The primary objective is to assess the effectiveness and adequacy of the existing internal control system, ensure compliance with relevant policies and procedures, and verify the accuracy and reliability of the company's financial reports.

In this regard, the work of the internal auditor covers the evaluation of the components of internal control (COSO) in 5 parts:

- (1) Control Environment
- (2) Risk Assessment
- (3) Operations Activities
- (4) information and Communication
- (5) Monitoring

Including in inspecting and evaluating internal control systems at the operating level on a quarterly basis, 9 work systems are as follows:

- (1) Revenue system from sales/services, debtor control and receiving money
- (2) Purchasing/hiring system, creditor control and payment
- (3) Warehouse management system
- (4) Production system and cost control
- (5) Fixed assets work system
- (6) Petty cash system and trial money paid

- (7) Account closing control system
- (8) Personnel management system Salary and compensation calculation
- (9) Control system – information technology

By conducting quarterly inspections of KAS's internal control system, they will monitor the outcomes of any corrections and enhancements implemented in response to observations outlined in previous inspection reports across all operational areas. Additionally, they will assess and evaluate the internal control systems within each operational area, as outlined in the quarterly inspection plan. Furthermore, internal auditors will conduct random inspections of various areas within the company.

The internal auditor provided recommendations to the company for rectification, enhancement, and the reinforcement of checks and balances in every operational system. This ongoing effort aims to continuously enhance the quality of the internal control system and ultimately foster a robust corporate governance framework within the company. The internal auditor issued a total of 3 audit reports, all of which were presented to the audit committee and subsequently reported to the Board of Directors for acknowledgment.

9.2 Related transactions

9.2.1 Nature of relationship

Related transactions that took place during the fiscal years ending on December 31, 2022, and December 31, 2023, between the Company and individuals or juristic persons who may have conflicts of interest are summarized below. This summary includes details regarding the characteristics of these individuals and juristic persons who may have conflicts of interest.

Persons who may have conflicts	Relationship
1. Mrs. Julia W. Petapaisit	<ul style="list-style-type: none"> • Directors with authority to sign. Executive committee and Chief Executive Officer • Major shareholders of the company in the proportion of 40.10 percent
2. Mr. Amorn Kitkruea	<ul style="list-style-type: none"> • Directors with authority to sign. Executive committee and Managing Director • Major shareholders of the company in the proportion of 10.00 percent
3. Mr. Aungsurus Areekul	<ul style="list-style-type: none"> • Directors with authority to sign. • Major shareholders of the company in the proportion of 45.00 percent
4. Miss Yanida Areekul	<ul style="list-style-type: none"> • Directors with authority to sign. Executive committee
5. A.S. Associate Engineering (1964) Company Limited (“A.S.”)	<ul style="list-style-type: none"> • Mr. Aungsurus Areekul is a director and major shareholder, holding direct shares in the proportion of 26.49 percent of A.S. The Areekul family holds shares in the proportion of 100.00 percent of A.S. and is an authorized director. and

Persons who may have conflicts	Relationship
	<p>major shareholders of the company in the proportion of 45.00 percent</p> <ul style="list-style-type: none"> Ms. Yanida Areekul is a shareholder, holding direct shares in the proportion of 2.97 percent of A.S. The Areekul family holds 100.00 percent of shares in A.S. and is an authorized director and executive director of the company.
6. J & Associates Company Limited (“J&A”)	<ul style="list-style-type: none"> Mr. Aungurus Areekul is a director and major shareholder, directly holding 23.00% of J&A's shares. The Areekul family holds 100.00% of J&A's shares and is a company director and major shareholder. The company's main in the proportion of 45.00 percent Ms. Yanida Areekul is a shareholder, directly holding 23.00% of J&A. The Areekul family holds 100.00% of J&A and is an authorized director and executive director of the company.

9.2.2 Details of the Company's related transactions with related individuals for the fiscal year ending 31 December 2022 and 31 December 2023

9.2.2.1 Normal business transactions or supporting normal business with general trading conditions.

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
1. A.S. Associate Engineering Company Limited (“A.S.”) (continued)	Rent for land and buildings on that land To be used as the company's factory and warehouse. <u>Details of land and building rental transactions</u>	0.18	0.18	The company has rented land and buildings, to use as the company's factory and warehouse. In late 2022, the company engaged Ultima Appraisal Company Limited to compare rental rates for land and	The audit committee ratified and approved it. It is necessary and the rental rate is appropriate. Compared to the appraised price by an expert asset

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
	<p>Land area 3,839 sq m, usable area 2,260 sq m.</p> <p>Rent 15,000 baht/month</p> <p>The rental period is 3 years (1 January 2022 - 31 December 2024).</p> <p>The contract can be extended for another 3 years and the company can terminate without penalty.</p> <p>Note - The company records accounts with TFRS16.</p>			<p>buildings with similar characteristics and locations. The comparison involved assessing rental rates with three other service providers for buildings and three land providers. Based on the appraisal report, the estimated monthly rent for the land was determined to be 76,780 baht, while the building rent was 210,000 baht, totaling 286,780 baht per month. It was observed that the rent charged to A.S. was lower than the appraised price. For further details, please refer to Attachment 4, which includes the land and building lease agreements and the valuation report for assets used in business operations.</p> <p>However, the company intends to terminate the lease upon completion of construction of the new factory. (Please see details in</p>	<p>appraiser and beneficial to the company.</p>

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
				2.2.1 Nature of business operations, subtopic, future projects)	

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
1. A.S. Associate Engineering (1964) Company Limited ("A.S.") (continued)	<p>The company sold products and services to A.S.</p> <p>1. Meeting room construction project of A.S.</p> <p>- Income from the sale of soundproof sliding doors and walls</p> <p>- Income from installation services</p> <p>2. Income from selling other spare parts</p> <p>Total income from sales and services</p> <p>Outstanding balance (trade receivables)</p>	<p>2.30</p> <p>0.24</p> <p><u>0.01</u></p> <p>2.55</p> <p>-</p>	<p>-</p> <p><u>0.00</u></p> <p>0.00</p> <p>-</p>	<p>1. The company sold and installed in the project to create soundproof sliding walls for conference rooms in the headquarters building of A.S. Products in the project include: Soundproof door and sliding wall set, Sliding door and wall equipment set, Soundproof room set (Silence Booth set) and Manusa brand automatic door set. The selling price is in accordance with the company's gross profit margin policy.</p> <p>2. Income from selling spare parts It arises from the sale of spare parts for equipment that A.S. previously purchased from the company. without thinking of profit However, the company There is no policy to conduct transactions of this nature in the future.</p>	<p>The audit committee ratified and approved as it is a normal business operation of the company. On normal trading conditions like other trading partners. The selling price is in accordance with the company's gross profit margin policy.</p>

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
2. J& Associates Company Limited (“J&A”)	<p>The company sold products and services to J&A.</p> <p>1. Project work for a temperature-controlled storage room (Cold Storage) of J&A.</p> <p>- Income from the sale of soundproof sliding doors and walls</p> <p>- Income from installation services</p> <p>Total income from sales and services</p> <p>Outstanding balance (trade receivables)</p>	<p>0.74</p> <p>0.05</p> <p>0.79</p> <p>-</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>1. The company sold and installed in the project to create soundproof sliding walls for temperature-controlled storage rooms (Cold Storage) for J&A. Products in the project include: Soundproof door and sliding wall set and sliding door and wall equipment sets</p> <p>The selling price is in accordance with the company's gross profit margin policy.</p>	<p>The audit committee ratified and approved as it is a normal business operation of the company. On normal trading conditions like other trading partners. The selling price is in accordance with the company's gross profit margin policy.</p>

9.2.2.2 Guarantee and insurance according to loan agreements.

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
1. Mrs. Julia W. Petpaisit 2. Mr. Amorn Kitkrua 3. Mr. Angsuras Areekul 4. Miss Yanida Areekul	Loan Guarantee with a financial institution in the country to the company According to the loan contract as of July 5, 2023, the amount of 30.43 million baht (please see additional details about the loan contract in Attachment 4, assets used in business operations and property appraisal report)	-	30.43	Such guaranteed items are in accordance with business traditions and according to the conditions set by the financial institution. It is beneficial to the company. This is a loan for use in purchasing land for construction of the company's new factory. (Please see details in 2.2.1 Nature of business operations, subtopic, future projects) The four guarantors do not charge a guarantee fee throughout the loan contract period.	The audit committee ratified and approved the guarantees as they were deemed necessary for entering into a loan contract with a financial institution. This loan would be used to purchase land for constructing the company's new factory. The conditions set by the financial institutions were adhered to, and the guarantor did not charge any guarantee fees, which was advantageous for the company. Consequently, the transaction was considered reasonable and beneficial for the company's business operations.
4. Miss Yanida Areekul	As of July 5, 2023, the Company (the premium payer) submitted an	-	0.26	Such insurance transactions provide significant benefits to the company's	The Audit Committee approved the payment of insurance premiums as it was beneficial for

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
	<p>application for life insurance and health insurance for Ms. Yanida Areekul (the insured) with an insurance company in the country.</p> <p><u>Health insurance</u></p> <ul style="list-style-type: none"> - Total premium 0.03 million baht <p>(Paid in the 3rd quarter of 2023)</p> <p>The beneficiary is Miss Yanida Areekul.</p> <p><u>Life insurance</u></p> <ul style="list-style-type: none"> - Warranty period 12 years - Total premium 0.23 million baht (paid in the 3rd quarter of 2023) - The initial insured amount is 5.75 million baht. <p>The beneficiary is the financial</p>			<p>financing strategy. In evaluating various financing options for acquiring land for the new factory construction, the company compared costs associated with different methods. Among these, the option involving a loan combined with insurance emerged as the most cost-effective. Considering factors such as insurance premiums, loan fees, and interest rates, this method offered the company the greatest advantage, making it the preferred choice.</p>	<p>securing a loan from a financial institution to purchase land for the construction of the company's new factory. This move ensured the company obtained financing at the lowest possible cost. Moreover, the financial institution serving as the beneficiary of the life insurance policy could use the compensation to repay the company's loan, further benefiting the company. Hence, the transaction was deemed reasonable and advantageous for the company's business operations.</p>

Persons who may have conflicts	Nature of related transactions	Value of related transactions (million baht)		necessity and Reasonableness of the item	Opinion of Audit Committee
		31 Dec 2022	31 Dec 2023		
	institution that lent the money. According to the loan contract as of July 5, 2023, the financial institution will use the compensation received to pay off the said loan first. If the remaining compensation is greater than the debt, the insurance company will give it to the insured's estate.				

9.2.2.3 Transactions regarding assets or services

- None

9.3 Related transactions

The Company's Board of Directors Meeting No. 1/2023 (after transformation) on May 10, 2023 considered and approved the policy for entering into related transactions. To make transactions between companies or subsidiaries with persons or juristic persons who may have conflicts in a transparent manner and to protect the Company's interests. The Company has a policy to have the Audit Committee give opinions on the necessity and appropriateness of the transactions that will occur. This will use the same price criteria and commercial terms that the company uses with general counterparties. There must be terms and conditions that are fair, reasonable and bring maximum benefit to the company. In the case that the Audit Committee does not have the expertise to consider related transactions that may occur. The Company will have people with special expertise such as independent auditors or property appraisers give opinions on such related transactions. appointed by the Company to provide opinions on related transactions to the Audit

Committee. For the Audit Committee to use in making decisions and giving opinions to the Board of Directors. and/or shareholders (as the case may be) to approve the said transaction before entering into the transaction. Directors, executives, or related persons may transact with the company or subsidiary only after such a transaction has been approved by the Board of Directors' meeting. and/or the shareholders (As the case may be) unless the transaction is a commercial agreement in the same manner that a reasonable person would deal with a general contracting party in the same situation. With trade bargaining power without being influenced by your status as a director, executive or related person. (As the case may be) and is a trade agreement approved by the Board or in accordance with the principles approved by the Board. and the size of the transaction does not require approval from the Board of Directors' meeting. and/or the shareholders (depending on the case)

The Company pledges adherence to securities laws, Stock Exchange regulations, and directives from the Capital Market Supervisory Board and the Stock Exchange of Thailand. Any involvement by directors, executives, or affiliated parties in related transactions will entail forfeiture of voting rights or participation in approval discussions. Additionally, the Company commits to disclosing information on such transactions in its annual reports, display forms, or other prescribed formats as per Stock Exchange and Securities and Exchange Commission regulations. These disclosures will be included in audited financial statement notes, aligning with accounting standards. Furthermore, connected transactions will undergo review as part of the audit plan, with findings reported to the Audit Committee by the internal audit department.

9.4 Policy and trends in future related party transactions

The company recognizes the significance of transparent business practices and considers the interests of all stakeholders. To this end, a policy governing related transactions, both past and prospective, has been formulated. Central to this policy is prioritizing the best interests of the company, its shareholders, and all stakeholders. Key principles of this policy include:

- 1) In the event of potential or future related transactions, the company commits to conducting them transparently and prudently. The Board of Directors will ensure compliance with securities and stock exchange laws, regulations, and directives from regulatory bodies such as the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand. This includes adhering to disclosure requirements for connected transactions and significant asset acquisitions or disposals by the company or its subsidiaries, as mandated in accounting standards set by the Federation of Accounting Professions.
- 2) In the event of potential conflicts of interest in future transactions, the Company's Board of Directors, in collaboration with the Audit Committee, will assess the necessity and fairness of such transactions. This includes determining pricing and terms to align with standard business practices and may involve comparing prices with third-party or market rates. Stakeholders will not partake in the approval process for these transactions.
- 3) The Board of Directors must comply with various regulations and the Board of Directors must not approve any transactions in which directors or any individual may have a conflict of interest with the Company.

- 4) In instances where the Audit Committee lacks the necessary expertise to evaluate potential related party transactions, the Company will engage an external specialist or the Company's auditor to provide an assessment of such transactions. This opinion will be utilized by the Board of Directors, the Audit Committee, and/or shareholders (as applicable) in their decision-making process.
- 5) The company will disclose related transactions in the notes to the financial statements that are audited or reviewed by the company's auditor.

Part 3

Financial Statements

Report of the Board of Directors' Responsibilities for the Financial Statements

The Board of Directors has placed top priority on supervising the Company's operations to ensure their compliance with good corporate governance policy and overseeing the accuracy, completeness, and adequacy of financial statements and financial information appearing in the 56-1 One Report 2023. It also has a responsibility to ascertain that the financial statements are carefully prepared in strict compliance with Thai Financial Reporting Standards, which is based on the International Financial Reporting Standards. In addition, the Board of Directors must establish and maintain an effective internal control system to ensure the reliability of its financial statements. and in compliance with relevant laws and regulations. The Audit Committee has already reported the result of its activities to the Board of Directors, and its opinions in the Audit Committee's Report are included in the 56-1 One Report 2023.

The Board of Directors is of the opinion that the Company's internal control system has been proved to be satisfactory. The Board was able to obtain reasonable assurance on the reliability of the consolidated financial statements as at 31 December 2023, which the auditor conducted an audit in accordance with Thai Standards on Auditing. The auditor is of the opinion that the financial statements present fairly the financial position and the results of its operations and cash flows in conformity with Thai Financial Reporting Standards.

- Mr. Piset Chiyasak-

Mr. Piset Chiyasak
Chairman of the Board

- Mrs. Julia W Petpaisit -

Mrs. Julia W Petpaisit
Chief Executive Officer

**PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023
AND INDEPENDENT AUDITOR’S REPORT**

Independent Auditor's Report

To The Shareholders of Panelesmatic Solutions Public Company Limited
(Formerly "Panelesmatic Solutions Company Limited")

Opinion

I have audited the financial statements of Panelesmatic Solutions Public Company Limited, which comprise the statements of financial position as at December 31, 2023, Statements of comprehensive income, Statements of changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as at December 31, 2023, financial performance and cash flows for year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

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Recognition of sales revenue

Risk

The revenue from sales is the significant amount in the statement of comprehensive income and is also the key indicator of business performance on which the users of financial statements focus. In addition, The Company has a large volume of customer. Therefore, the recognition of revenue is a material risk from my audit.

I focused our audit on the following area of revenue recognition related to

- Assessing and testing the Company's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Performed audit on the accuracy of customer bill generation on a sample basis and testing of a sample of the credit and discount applied to customer invoice.
- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the accounting period.
- Audit of accuracy by sample of credit notes that the Company issued after the period-end.
- Audit of accuracy of TFRS 15 "Revenue from contracts with customers" According policies for revenue recognition were disclosed in note 3.1 to the financial statements.

Other Information

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

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

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

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

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

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

In preparing the financial statements, management is responsible for assessing the 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 Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the overall financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

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



(Mr.Pojana Asawasontichai)

Certified Public Accountant

Registration No. 4891

Karin Audit Company Limited

Bangkok

February 28, 2024

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2023

		(Unit : Baht)	
	Notes	2023	2022
ASSETS			
Current assets			
Cash and cash equivalents	6	14,999,105	32,789,767
Current investments		-	2,000
Trade and other current receivables - net	7	26,566,956	25,094,283
Inventories	8	10,450,558	19,754,152
Total current assets		52,016,619	77,640,202
Non - current assets			
Restricted deposits with banks		5,050,044	1,938,519
Investments properties	9	4,960,000	4,960,000
Property, plant and equipment - net	10	79,832,844	47,871,413
Right-of-use assets	5.2	164,478	328,955
Intangible assets - net	11	2,375,021	2,545,767
Deferred tax assets	12	1,095,007	1,286,275
Other non - current assets		1,111,201	869,056
Total non - current assets		94,588,595	59,799,985
Total assets		146,605,214	137,440,187

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

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY "PANELESMATIC SOLUTIONS COMPANY LIMITED")

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2023

(Unit : Baht)

	Notes	2023	2022
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Trade and other current payables	13	11,824,883	16,010,804
Advance deposit received		4,840,538	6,525,737
Current portion of long - term loans from financial institutions	14	3,590,697	-
Current portion of lease liabilities	5,2	174,331	164,285
Income tax payable		1,996,816	2,697,821
Other current liabilities		1,806,445	802,000
Total current liabilities		24,233,710	26,200,647
Non - current liabilities			
Long - term loans from financial institutions - net of current portion	14	25,778,447	-
Lease liabilities - net of current portion	5,2	-	174,331
Non - current provision for employee benefits	16	3,700,135	3,427,325
Other non - current liabilities	15	1,006,272	4,786,104
Total non - current liabilities		30,484,854	8,387,760
Total liabilities		54,718,564	34,588,407

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

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY "PANELESMATIC SOLUTIONS COMPANY LIMITED")

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2023

(Unit : Baht)

	Notes	2023	2022
Shareholders' equity			
Share capital	17		
Authorized share capital			
Ordinary shares 190,000,000 shares, Baht 0.50 par value		95,000,000	
Ordinary shares 14,000,000 shares, Baht 5.00 par value			70,000,000
Issued and paid-up share capital			
Ordinary shares 140,000,000 shares, Baht 0.50 par value		70,000,000	
Ordinary shares 14,000,000 shares, Baht 5.00 par value			70,000,000
Retained earnings (deficit)			
Appropriated			
Statutory reserve	19	4,761,743	2,410,000
Unappropriated		17,124,907	30,441,780
Total shareholder's equity		91,886,650	102,851,780
Total liabilities and shareholders' equity		146,605,214	137,440,187

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

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY "PANELESMATIC SOLUTIONS COMPANY LIMITED")
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2023

(Unit : Baht)

	Notes	Consolidated		Separate
		financial statements		financial statements
		2022	2023	2022
Revenues from sales and services	20,24	110,202,043	132,158,271	110,202,043
Cost of sales and services		(67,844,654)	(81,744,428)	(67,844,654)
Gross profit (loss)		42,357,389	50,413,843	42,357,389
Other income		508,538	512,738	508,538
Gain from liquidation of subsidiary		-	-	1,452,136
Profit (loss) before expenses		42,865,927	50,926,581	44,318,063
Selling expenses	21	(3,391,354)	(5,391,874)	(3,391,354)
Administrative expenses	21	(15,170,366)	(18,105,081)	(15,152,926)
Management benefit expenses	5.1	(3,916,451)	(3,959,715)	(3,916,451)
Total expenses		(22,478,171)	(27,456,670)	(22,460,731)
Profit (loss) from operating		20,387,756	23,469,911	21,857,332
Finance costs		(25,457)	(722,522)	(25,457)
Profit (loss) before income tax expenses		20,362,299	22,747,389	21,831,875
Income tax (expense) revenue	22	(4,426,184)	(4,712,519)	(4,426,184)
Profit (loss) for the year		15,936,115	18,034,870	17,405,691
Other comprehensive income (expense) for the year				
Items not do be reclassified to profit or loss subsequent year :				
Gain (loss) on remeasurement of defined benefit plan	16	(391,196)	-	(391,196)
Total comprehensive income (expense) for the year		15,544,919	18,034,870	17,014,495
Profit (loss) attributable to				
Owners of the Company		15,936,115	18,034,870	17,405,691
Non - controlling interests		-	-	-
		15,936,115	18,034,870	17,405,691
Total comprehensive income attributable to				
Owners of the Company		15,544,919	18,034,870	17,014,495
Non - controlling interests		-	-	-
		15,544,919	18,034,870	17,014,495
Profit (loss) per share				
Basic earning (loss) per share (Baht per share)		0.12	0.13	0.13
Weighted average number of ordinary shares (shares)		129,041,096	140,000,000	129,041,096

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

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY "PANELESMATIC SOLUTIONS COMPANY LIMITED")

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2023

(Unit : Baht)

	Consolidated financial statements							Total shareholder's equity
	Owners of the Company			Other components of shareholder's equity				
	Issued and paid share capital	Retained earnings (deficit)		Unappropriated	Gains (losses) on remeasurements of defined benefit plans	Total other components of shareholder's equity	Total equity attributable to owner's of the Company	
		Appropriated Statutory reserves						
Balance as at January 1, 2022	60,000,000	800,000	42,706,861	-	-	103,506,861	114,976,434	
Capital increase	10,000,000	-	-	-	-	10,000,000	10,000,000	
Dividend paid	-	-	(26,200,000)	-	-	(26,200,000)	(26,200,000)	
Appropriated statutory reserve	-	1,610,000	(1,610,000)	-	-	-	-	
Liquidation of subsidiaries	-	-	-	-	-	-	-	
Comprehensive income (expense) for the year	-	-	15,936,115	(391,196)	(391,196)	15,544,919	15,544,919	
Transferred to retained earnings	-	-	(391,196)	391,196	391,196	-	-	
Ending balance as at December 31, 2022	70,000,000	2,410,000	30,441,780	-	-	102,851,780	102,851,780	

Notes - The statements of changes in shareholders' equity for the year ended December 31, 2022. The consolidated and separate financial statements by the same amount of Baht 102,851,780.

Due to the subsidiary registered its dissolution with the Department of Business Development on January 7, 2022. The liquidation process was completed on December 28, 2023.

**PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023**

	Notes	Issued and paid share capital	Retained earnings (deficit)			Total shareholder's equity
			Appropriated		Unappropriated	
			Statutory reserves	Statutory reserves		
Balance as at January 1, 2023		70,000,000	2,410,000	30,441,780	102,851,780	
Dividend paid	18	-	-	(29,000,000)	(29,000,000)	
Appropriated statutory reserves	19	-	2,351,743	(2,351,743)	-	
Comprehensive income (expense) for the year		-	-	18,034,870	18,034,870	
Ending balance as at December 31, 2023		70,000,000	4,761,743	17,124,907	91,886,650	

(Unit : Baht)

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

PANELEMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY "PANELEMATIC SOLUTIONS COMPANY LIMITED")
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

	Separate financial statements							(Unit : Baht)
	Issued and paid share capital	Retained earnings (deficit)		Other components of shareholder's equity			Total shareholder's equity	
		Appropriated Statutory reserves	Unappropriated	Gains (losses)		Total other components of shareholder's equity		
				on remeasurements of defined benefit plans	Total other components			
Balance as at January 1, 2022	60,000,000	800,000	41,237,285	-	-	-	102,037,285	
Increase in shares capital	10,000,000	-	-	-	-	-	10,000,000	
Dividend paid	-	-	(26,200,000)	-	-	-	(26,200,000)	
Appropriated statutory reserves	-	1,610,000	(1,610,000)	-	-	-	-	
Comprehensive income (expense) for the year	-	-	17,405,691	(391,196)	-	(391,196)	17,014,495	
Transferred to retained earnings	-	-	(391,196)	391,196	-	391,196	-	
Ending balance as at December 31, 2022	70,000,000	2,410,000	30,441,780	-	-	-	102,851,780	

Notes - The statements of changes in shareholders' equity for the year ended December 31, 2022. The consolidated and separate financial statements by the same amount of Baht 102,851,780. Due to the subsidiary registered its dissolution with the Department of Business Development on January 7, 2022. The liquidation process was completed on December 28, 2023.

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2023

(Unit : Baht)

	Consolidated		Separate
	financial statements		financial statements
	2022	2023	2022
Cash flows from operating activities :			
Profit (loss) before income tax	20,362,299	22,747,389	21,831,875
Items to reconcile profit (loss) before income tax			
to cash received (disbursement) from operating activities			
Finance costs	25,183	722,522	25,183
Interest income	(106,601)	(131,505)	(106,601)
Trade and other current receivables (increase) decrease	(14,825,897)	(2,252,453)	(14,825,897)
Inventories (increase) decrease	3,158,414	9,200,369	3,158,414
Other current assets (increase) decrease	33,327	-	33,327
Other non - current assets (increase) decrease	(275,948)	(242,145)	(275,948)
Trade and other current payables increase (decrease)	(2,915,757)	3,128,880	(1,463,621)
Other current liabilities increase (decrease)	521,394	1,004,445	521,394
Other non - current liabilities increase (decrease)	332,080	(3,779,832)	332,080
Depreciation and amortization	4,655,322	5,096,803	4,655,322
(Reverse) Loss on adjustment of product value	(1,332,806)	103,225	(1,332,806)
(Reverse) Allowance for expected credit losses	1,543,550	779,780	1,543,550
Loss on impairment - work in process	569,841	-	569,841
Loss on amortization of fixed assets	27,399	37,173	27,399
Provisions for employee benefit	169,108	272,810	169,108
(Gain) loss on disposals of fixed assets	28,254	-	28,254
Gain on liquidation of subsidiaries	-	-	(1,452,136)
Total item to reconcile profit (loss) before income tax	11,969,162	36,687,461	13,438,738
Cash receive form interest income	106,601	131,501	106,601
Cash paid for interest expense	-	(337,727)	-
Cash paid for income tax expense	(3,924,476)	(5,222,254)	(3,924,476)
Net cash provided by (used in) operating activities	8,151,287	31,258,981	9,620,863

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

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)
STATEMENTS OF CASH FLOWS (CONT.)
FOR THE YEAR ENDED DECEMBER 31, 2023

(Unit : Baht)

	Consolidated		Separate
	financial statements		financial statements
	2022	2023	2022
Cash flows from investing activities :			
Cash received from return capital of subsidiaries	-	-	1,452,136
Cash received from disposals of property, plant and equipment	65,422	-	65,422
Cash paid for purchase of property, plant and equipment	(5,180,713)	(36,639,263)	(5,180,713)
Cash paid to purchase intangible assets	(2,759,885)	(120,920)	(2,759,885)
Restricted deposits with banks (increase) decreased	580,994	(3,111,525)	580,994
Current investments (increase) decreased	30,574,474	2,000	30,574,474
Net cash provided by (used in) investing activities	23,280,292	(39,869,708)	24,732,428
Cash flows from financing activities :			
Cash received from capital increase	10,000,000	-	10,000,000
Cash received from long - term loans to financial institution	-	30,425,000	-
Cash paid for long - term loans to financial institution	-	(1,424,935)	-
Cash dividend payment	(17,200,000)	(38,000,000)	(17,200,000)
Cash payments to reduce lease liabilities	(180,000)	(180,000)	(180,000)
Net cash provided by (used in) financing activities	(7,380,000)	(9,179,935)	(7,380,000)
Net increase (decrease) in cash and cash equivalents	24,051,579	(17,790,662)	26,973,291
Cash and cash equivalents at beginning of the year	8,778,633	32,789,767	5,816,476
Cash and cash equivalents of subsidiaries as of the date of dissolution	(40,445)	-	-
Cash and cash equivalents at ending of the year	32,789,767	14,999,105	32,789,767
Supplemental disclosures of cash flows information :			
Items to non - reconcile cash			
Dividend paid - net of accrued dividend	9,000,000	-	9,000,000
Investment in subsidiary	-	-	(10,000,000)
Short-term loan to related party	-	-	10,000,000

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

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023

1. General information

Company information

The Company has been registered to be a limited company on May 10, 1990, in Panelesmatic Solutions Company Limited and registered change the name to “Panelesmatic Solutions Public Company Limited” on May 8, 2023. Commercial Code with Company registration number 0107566000259. The head office is located at No. 36 Moo 7, Bang Talat Subdistrict, Pak Kret District, Nonthaburi Province and has a branch office located at No. 10/12 Moo 5, Soi Bongkot 33, Klong Song Subdistrict, Klong Luang District, Pathum Thani Province.

The Company operates the business of manufacturing, selling, and installing, including after-sales service for door products, automatic door, operating room doors, soundproof walls, movable walls including other doors and walls.

2. Basis for preparation of financial statements and presentation of financial statements

2.1 Basis for preparation of financial statements

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

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

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

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

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

2.2 New financial reporting standards

2.2.1 Financial reporting standards that became effective in the current year

During the year, the Company has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after January 1, 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

2.2.2 Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company believes that adoption of these amendments will not have any significant impact on the Company’s financial statements.

2.3 Basis for presentation of consolidated financial statements

The consolidated financial statements (For the year 2022) have been prepared by combining the accounts of the Company and its subsidiaries. (“Group of Companies”) in which the Company has direct and indirect control over or holds shares in subsidiaries as follows:

<u>Company’s name</u>	<u>Nature of business</u>	<u>Head office location</u>
Subsidiary :		
Paneles Engineering Company Limited	Manufacturing and sales wall, door and window	Bangkok

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

The consolidated financial statements have been prepared using the same accounting policies that were applied for the same accounting transactions or similar accounting events for the preparation of the Company's separate financial statements.

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY "PANELESMATIC SOLUTIONS COMPANY LIMITED")
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

The Extraordinary General Meeting of Shareholders No. 2/2021 of subsidiary held on December 30, 2021, has a resolution to dissolution the subsidiary. the subsidiary registered its dissolution with the Department of Business Development on January 7, 2022. The liquidation process was completed on December 28, 2023, therefore financial statement is presented as comparative information for the year ended 2022, and recognize in "consolidated financial statement" and "separate financial statement" of statements of comprehensive income, statements of changes in shareholders' equity and cash flows.

3. Significant accounting policies

3.1 Revenue recognition

Recognized revenue excludes VAT. and shows the net of trade discounts.

- a) Revenue from sale of goods ordered by customers and sales finished good.

Revenue from sales of goods ordered by customers and sales of finished goods is recognized in the statement of comprehensive income when control of the goods has been transferred to the buyer. Revenue recognition is not appropriate if there is significant uncertainty about the consideration to be received or the amount of revenue and costs incurred cannot be reliably measured, or it is probable that the goods will be returned, or management has control of the goods sold.

- b) Revenue from service

Revenue from service is recognize when the services is rendered on the stage of completion which requires additional judgment the timing of the transfer of control - at a point in time.

- c) Revenue from installation service

Revenue from installation service is recognize when the services is rendered on the stage of completion which requires additional judgment the timing of the transfer of control - at a point in time or over time.

- d) Interest income

Interest income is recognized as interest accrues based on the effective rate method.

3.2 Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments with an original maturity of 3 months or less and not subject to withdrawal restrictions.

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY "PANELESMATIC SOLUTIONS COMPANY LIMITED")
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

3.3 Trade and other receivables

The Company are presented accounts receivables at net realizable value.

The Company are recognized accounts receivables initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at its present value.

The Company the TFRS 9 simplified approach to measuring expected credit losses which uses a simplified approach, which requires expected lifetime losses to be recognized from initial recognition of the receivables and accrued income. To measure the expected credit losses, trade receivables have been grouped based on the days past due. Accrued income has been grouped based on the date that the Company expect to collect a payment (not over 30 days). The expected loss rates are based on the payment profiles and the corresponding historical credit losses and accordingly adjusts the historical loss rates based on expected changes in these factors. The impairment losses are recognized in profit or loss within administrative expenses.

Accrued income

"Accrued income" arises from the delivery of goods at a particular point in time, but an invoice has not yet been created for collection. Normally, the Company prepares an invoice billing to the customer to collect a payment within 3 - 30 days after delivery.

The Company initially recognizes "accrued income" as the amount of consideration that is unconditional on receipt.

3.4 Inventory

Raw material, work in process and finished goods are stated at the lower of cost or net realizable value.

Cost of inventories is calculated using the FIFO method.

The cost of inventories includes all costs of purchase, which comprise the purchase price and expense directly attributable to the purchase of the goods, such as import costs, import duties, transportation, insurance, non-refundable taxes, deduct discounts, and refunds from purchase.

3.5 Investment property

Land is stated at cost less provision for impairment of assets (if any).

An investment property is a property that is held to earn rental income or from an increased value or both. It is not for sale in the normal course of business or used in the production or supply of goods or services or using in the administration.

PANELESMATIC SOLUTIONS PUBLIC COMPANY LIMITED
(FORMERLY “PANELESMATIC SOLUTIONS COMPANY LIMITED”)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

3.6 Property, plant and equipment

Land is stated at cost less provision for impairment of assets (if any). Building improvements and equipment are stated at cost less accumulated depreciation. The Company depreciate its equipment on a straight - line method over the estimated useful lives of the assets as follows:

	<u>Useful lives (Years)</u>
Buildings and structures	10-20
Land improvement	10
Vehicles	5
Furniture and equipment	5
Office equipment	5
Machinery	5-10
Computer	3

No depreciation is made for land and assets under construction.

Profits and losses on disposal are determined by comparing the proceeds received with the carrying amount and are included in the results of operations.

Expenses related to additions, renewals, or improvements to assets a significant increase in the current replacement price of the asset will be included in the cost of the asset. Repair and maintenance expenses are recognized as expenses in the accounting period in which they are incurred.

Depreciation is recorded as an expense in the statement of comprehensive income. Calculated by the straight-line method based on the expected duration of use.

3.7 Intangible assets

Intangible assets are stated at cost less accumulated amortization and allowance for decline in value (if any).

Amortization is recorded as an expense in the income statement. It is calculated using the straight-line method based on the expected period of economic benefits of each type of intangible asset. The expected period of economic benefits is shown below.

Software system	10	Years
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3.8 Foreign currency conversion

Transactions in foreign currencies are converted into Thai Baht at the exchange rate prevailing on the transaction date. Assets and liabilities in foreign currencies remaining at the end of the reporting period are translated into Baht at the exchange rate prevailing on that date. The exchange rate difference is recognized as profit (loss) and is presented in the statement of comprehensive income.

3.9 Impairment of non-financial assets

The Company have determined the impairment of assets if there is indicator that the carrying amount of asset exceeds its recoverable amount.

In case that the book value of an asset exceeds its net realizable value, the Company will recognize as impairment loss in the statements of income for the period. The Company will reverse the impairment loss whenever there is an indication that there is no longer impairment or reduction in impairment.

3.10 Leases

The Company as a lessee

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

The Company applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e., the date the underlying asset is available for use), the Company recognizes right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

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

Unless the Company is reasonably certain that it will obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis from the commencement date of the lease to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Land improvements under leased are amortized using the straight-line method throughout the contract period.

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Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of the lease payments to be made over the lease term, discounted by the interest rate implicit in the lease or the Company’s incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification or reassessment.

Short-term leases and Leases of low-value assets

Payments under leases that, have a lease term of 12 months or less at the commencement date, or are leases of low-value assets, are recognized as expenses on a straight-line basis over the lease term.

3.11 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses, and contributions to the social security fund are recognized as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Company, and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund’s assets are held in a separate trust fund and the Company and its subsidiaries’ contributions are recognized as expenses when incurred.

Defined benefit plans

The Company have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The treat these severance payment obligations as a defined benefit plan.

The Company calculates liabilities under a defined benefit plan. The projected unit credit method was used by an independent expert to assess such obligations based on actuarial principles.

Actuarial gains and losses arising from post-employment benefits are recognized immediately in other comprehensive income.

Past service costs are recognized in the income statement on the earlier of the date of the plan amendment or curtailment and the date that the Company recognizes restructuring-related costs.

The defined benefit obligations are measured at the present value of estimated future cash flows using a discount rate that is like the interest rate on government bond.

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3.12 Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable or receivable on 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

Deferred tax is recognized 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 recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Company considers the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. 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 realized.

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3.13 Basic earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing net profit (loss) for the year by weighted average number of ordinary shares issue and paid up during the year.

3.14 Financial instruments

The Company initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to trade receivables.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortized cost, fair value through other comprehensive income (“FVOCI”), and fair value through profit or loss (“FVTPL”). The classification of financial assets at initial recognition is driven by the Company’s business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortized cost

The Company measures financial assets at amortized cost if the financial asset is held to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified, or impaired.

Financial assets at FVTPL

Opened - End Fund and derivative measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Company’s financial liabilities are recognized at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. In determining amortized cost, the Company considers any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in profit or loss.

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Derivatives

Derivatives are recognized initially at fair value; attributable transaction costs are recognized in profit or loss when incurred. After initial recognition, they are remeasured at fair value. The gain or loss on remeasurement to fair value is recognized immediately in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or have been transferred and either the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Impairment of financial assets

The Company measures expected credit losses (ECLs) that result from default events that are possible within the next 12 months. For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

For trade receivables, the Company applies a simplified approach in calculating ECLs. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment. Impairment loss is recognized in profit or loss under the account. "Administrative expenses"

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

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3.15 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measure fair value using valuation technique that are appropriate in the circumstances and maximizes the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

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

- Level 1 Use of quoted market prices in an observable active market for such assets or liabilities.
- Level 2 Use of other observable inputs for such assets or liabilities, whether directly or indirectly.
- Level 3 Use of unobservable inputs such as estimates of future cash flows.

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

3.16 Provision

A provision is recognized when the Company has a present legal or constructive obligation because of a past event, the amount of which can be estimated reliably and an economic benefit will probably be paid to settle the obligation. Provisions are determined by discounting the expected future cash flows using the current market discount rate before income tax. To reflect current market assessments of the time value of money and the risks specific to the liability. The increase in provisions due to the passage of time is recognized as a finance cost.

4. Significant accounting judgments and estimates

The preparation of financial statements in conformity with generally accepted accounting principles at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures, and actual results could differ. The significant accounting judgments and estimates are as follows:

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Allowance for obsolete and obsolete inventory

The Company has estimated allowance for deteriorated and obsolete products to reflect the decrease in the value of inventories. The estimation is based on the aging of inventories, sales trends from economic conditions, and other factors that affect deteriorated and obsolete products.

Allowance for credit losses

Allowance for credit losses the management needs to use judgment and make estimates of expected credit losses for each receivable by considering past collection experiences aging of outstanding debt, the expected economic conditions of similar credit risk groups of customers, etc. Historical credit loss data and economic forecasts of the Company may not be indicative of Actual breach of contract by customers in the future Credit losses are recognized in the statements of comprehensive income as part of administrative expenses by setting up an allowance for credit losses for trade receivables and other receivables (Note 3.3) that expect to be uncollectible.

Impairment of assets

The Company considers impairment of assets if there are indicators that the assets are impaired when it finds that the fair value of the assets has significantly decreased, the Company estimates the expected recoverable amount of the assets. The estimation depends on the discretion of the management.

Depreciation

In calculating depreciation of plant and equipment, the management estimates useful lives and salvage values of the plant and equipment and reviews estimated useful lives and salvage values if there are any changes.

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5. Transactions with related person and parties

Related persons are individuals or companies related to the Company by being shareholders or having common shareholders or directors. During the year 2023, the Company had significant business transactions with related parties as follows:

<u>Company</u>	<u>Relationship</u>
Paneles Engineering Company Limited	Subsidiary
Doormatic Systems Company Limited	Related Company (Common directors)
Nicky International Company Limited	Related Company (Common directors)
Sanook sood Company Limited	Related Company (Common directors)
Paneles Asia Company Limited	Related Company (Common directors)
Jun (Thailand) Company Limited	Related Company (Common directors)
J and Associated Company Limited	Related Company (Common directors)
A.S. Industrial and mining Company Limited	Related Company (Common directors)
A.S. Associated Engineering (1964) Company Limited	Related Company (Common directors)
S.E.A Track Company Limited	Related Company (Common directors)
S.K. Consults and business Company Limited	Related Company (Common directors)
Oriental Residence Bangkok Company Limited	Related Company (Common directors)

During the year, The Company had major business transactions with related persons and parties which normal terms of commercial business and contracts, as follows:

5.1 Related incomes and expenses for year ended December 31, 2023 and 2022 are as follows:

		(Unit : Baht)		
		Consolidated financial statements		Separate financial statements
Transactions type / Company's name	Pricing policies	2022	2023	2022
Revenue				
Sales revenue				
Related parties	(1)	3,342,571	4,813	3,342,571
Gain from return capital of subsidiaries				
Subsidiaries		-	-	1,452,136

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		(Unit : Baht)		
Transactions type / Company's name	Pricing policies	Consolidated financial statements		Separate financial statements
		2022	2023	2022
Key management personnel compensations				
Short-term benefits		3,784,500	3,784,500	3,784,500
Benefits after leaving work for employee benefits		131,951	175,215	131,951
Total key management personnel compensations		<u>3,916,451</u>	<u>3,959,715</u>	<u>3,916,451</u>

Pricing policy

(1) Contract price

5.2 Right-of-use assets and lease liabilities to related parties

As at December 31, 2023, the Company has contracts affected the recorded of right-of-use assets are as follows:

The Company has entered a land and building lease agreement for use as a factory with a related company. with a period starting on January 1, 2022 ending on December 31, 2024 with a rental rate of Baht 15,000 per month (the rental rate between each other is lower than the market price).

Right-of-use assets

For the year ended December 31, 2023 and 2022, the movements as follows:

	(Unit : Baht)	
	2023	2022
Net book value as at January 1	328,955	-
Increase/(Decrease) during the year	-	493,432
Depreciation during the year	(164,477)	(164,477)
Net book value as at December 31	<u>164,478</u>	<u>328,955</u>

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Lease liabilities

As at December 31, 2023 and 2022, the Company has lease liabilities as follows:

	(Unit : Baht)	
	2023	2022
Lease liabilities	180,000	360,000
<u>Less</u> deferred interest	(5,669)	(21,384)
Total	174,331	338,616
<u>Less</u> current portion of lease liabilities	(174,331)	(164,285)
Lease liabilities - net of current portion of lease liabilities	-	174,331

6. Cash and Cash equivalents

As at December 31, 2023 and 2022, the Company has cash and cash equivalents as follows:

	(Unit : Baht)	
	2023	2022
Cash	9,810	10,000
Saving account	14,753,419	32,621,740
Current account	235,876	158,027
Total	14,999,105	32,789,767

7. Trade and other current receivables - net

As at December 31, 2023 and 2022, the Company has trade and other current receivables as follows:

	(Unit : Baht)	
	2023	2022
Trade receivables	16,671,753	20,736,241
<u>Less</u> allowance for expected credit losses	(741,420)	(1,628,980)
Trade receivables - net	15,930,333	19,107,261
Accrued income	7,305,480	4,458,168
<u>Less</u> allowance for expected credit losses	(513,160)	(405,380)
Accrued income - net	6,792,320	4,052,788
Total trade receivables - net	22,722,653	23,160,049

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	(Unit : Baht)	
	2023	2022
Other current receivables:		
Prepaid expenses	3,573,392	1,755,923
Other receivables	270,911	178,311
Total other current receivables	3,844,303	1,934,234
Total trade and other current receivables - net	26,566,956	25,094,283

	(Unit : Baht)	
	2023	2022
The aging of receivable are as follows:		
Within due	4,351,396	11,767,288
Overdue		
Not over 3 months	9,473,008	7,502,361
3 - 6 months	362,262	47,508
6 - 12 months	2,226,273	1,160,270
Over 12 months	258,814	258,814
Total trade receivables	16,671,753	20,736,241
<u>Less</u> allowance for expected credit losses	(741,420)	(1,628,980)
Total	15,930,333	19,107,261

As at December 31, 2023 and 2022, the Company has accrued income is Baht 7.31 million and Baht 4.45 million, respectively. The bills have been collected is Baht 1.13 million and Baht 4.05 million, divided by time period as follows:

	(Unit : Baht)	
	2023	2022
Within 1 month	584,800	3,876,788
Within 2 months	-	38,000
Within 3 months	6,315,300	138,000
Unbilled	405,380	405,380
Total	7,305,480	4,458,168

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As at December 31, 2023 and 2022, the Company has trade receivables - unbilled is Baht 0.41 million which belongs to one customer who has a lawsuit against the Company form as default on debt payments and the Company has recognized the full value of allowance for credit losses.

8. Inventories

As at December 31, 2023, and 2022, the Company has inventories as follows:

	(Unit : Baht)	
	2023	2022
Finished goods	5,879,781	9,966,880
Raw materials supply and packing materials	4,023,073	8,555,525
Work in process	1,647,465	2,228,283
Total inventories	11,550,319	20,750,688
<u>Less</u> Allowance for obsolete inventories	(529,920)	(426,695)
Allowance for impairment - work in process	(569,841)	(569,841)
Total inventories - net	10,450,558	19,754,152

9. Investment properties

For the year ended December 31, 2023 and 2022, the movements are as follows:

	(Unit : Baht)	
	2023	2022
Book value as at January 1,	4,960,000	4,960,000
Book value as at December 31,	4,960,000	4,960,000

As at December 31, 2023, such land was presented by the cost method according to the separate financial statements for Baht 4.96 million (the fair value is appraised by an independent appraiser using the market method according by an appraisal report 2022 for Baht 5.24 million).

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10. Property, plant, and equipment - net

For the year ended December 31, 2023 and 2022, the movements are as follows:

					(Unit : Baht)
	Balance As at January 1, 2023	Additions	Disposals	Transfer In/ (Out)	Balance As at December 31, 2023
Cost					
Land	9,888,000	35,784,000	-	-	45,672,000
Buildings and structures	29,026,481	-	-	-	29,026,481
Office equipment and supplies	1,011,733	31,312	-	-	1,043,045
Furniture	413,620	-	-	-	413,620
Tools	1,509,313	49,825	(136,194)	-	1,422,944
Machinery and equipment	3,855,560	-	-	-	3,855,560
Vehicles	7,927,785	-	-	-	7,927,785
Computer and equipment	613,210	642,800	(24,851)	-	1,231,159
Building in construction	1,700,480	56,326	-	(1,756,806)	-
Land improvement	285,593	-	-	-	285,593
Building improvement	2,826,000	75,000	-	1,756,806	4,657,806
Total	59,057,775	36,639,263	(161,045)	-	95,535,993
Accumulated depreciation					
Buildings and structures	(1,373,558)	(1,660,733)	-	-	(3,034,291)
Office equipment and supplies	(322,263)	(202,996)	-	-	(525,259)
Furniture	(86,932)	(82,673)	-	-	(169,605)
Tools	(1,033,911)	(283,791)	108,179	-	(1,209,523)
Machinery and equipment	(1,558,816)	(500,333)	-	-	(2,059,149)
Vehicles	(6,156,964)	(878,124)	-	-	(7,035,088)
Computer and equipment	(297,852)	(292,435)	15,693	-	(574,594)
Land improvement	(11,417)	(57,087)	-	-	(68,504)
Building improvement	(344,649)	(682,487)	-	-	(1,027,136)
Total	(11,186,362)	(4,640,659)	123,872	-	(15,703,149)
Net	47,871,413				79,832,844
Allocate depreciation					
Cost of sales					1,428,437
Administrative expenses					3,212,222
Depreciation for the year					4,640,659

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	(Unit : Baht)			
	Balance As at			Balance As at
	January 1,		Transfer In/	December 31,
	2022	Additions	Disposals	(Out)
	2022			2022
Cost				
Land	9,888,000	-	-	-
Buildings and structures	-	-	-	29,026,481
Office equipment and supplies	888,521	183,948	-	(60,736)
Furniture	310,945	102,675	-	-
Tools	1,453,064	56,888	(61,375)	60,736
Machinery and equipment	2,650,520	1,205,040	-	-
Vehicles	8,086,664	-	(158,879)	-
Computer and equipment	492,485	247,686	(126,961)	-
Building in construction	30,454,078	607,383	-	(29,360,981)
Land improvement	-	285,593	-	-
Building improvement	-	2,491,500	-	334,500
Total	<u>54,224,277</u>	<u>5,180,713</u>	<u>(347,215)</u>	<u>-</u>
Accumulated depreciation				
Buildings and structures	-	(1,373,558)	-	-
Office equipment and supplies	(162,655)	(159,608)	-	-
Furniture	(6,898)	(80,034)	-	-
Tools	(742,464)	(337,781)	46,334	-
Machinery and equipment	(1,104,978)	(453,838)	-	-
Vehicles	(4,932,914)	(1,289,254)	65,204	-
Computer and equipment	(256,876)	(155,579)	114,603	-
Land improvement	-	(11,417)	-	-
Building improvement	-	(344,649)	-	-
Total	<u>(7,206,785)</u>	<u>(4,205,718)</u>	<u>226,141</u>	<u>-</u>
Net	<u>47,017,492</u>			<u>47,871,413</u>
Allocate depreciation				
Cost of sales				1,320,600
Administrative expenses				2,885,118
Depreciation for the year				<u>4,205,718</u>

Land and buildings mortgaged as collateral for long-term loans (Note 14).

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11. Intangible Assets

For the year ended December 31, 2023 and 2022, the movements are as follows:

				(Unit : Baht)
	Balance			Balance
	As at January 1,	Additions/	Disposals/	As at December 31,
	2023	Transfer in	Transfer out	2023
Cost				
Computer program	3,332,855	120,920	-	3,453,775
Total	3,332,855	120,920	-	3,453,775
Accumulated amortization				
Computer program	(787,088)	(291,666)	-	(1,078,754)
Total	(787,088)	(291,666)	-	(1,078,754)
Net	2,545,767			2,375,021
				(Unit : Baht)
	Balance			Balance
	As at January 1,	Additions/	Disposals/	As at December 31,
	2022	Transfer in	Transfer out	2022
Cost				
Computer program	572,970	2,759,885	-	3,332,855
Total	572,970	2,759,885	-	3,332,855
Accumulated amortization				
Computer program	(501,961)	(285,127)	-	(787,088)
Total	(501,961)	(285,127)	-	(787,088)
Net	71,009			2,545,767

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12. Deferred tax assets

As at December 31, 2023 and 2022, the deferred tax assets are as follows:

	(Unit : Baht)	
	2023	2022
Deferred tax assets - net	1,095,007	1,286,275
Set off of tax	-	-
Deferred tax assets - net	1,095,007	1,286,275

During the year, the movement of deferred tax assets and liabilities are as follows:

	(Unit : Baht)				
	(Charged) / Credited to:				
	As at January 1, 2023	Gains or loss	Other comprehensive income	Shareholder's equity	As at December 31, 2023
Deferred tax assets					
Allowance for expected credit losses - trade receivables	325,797	(177,513)	-	-	148,284
Allowance for expected credit losses - accrued income	81,076	21,556	-	-	102,632
Allowance for impairment - work in process	113,968	-	-	-	113,968
Allowance for the value of obsolete goods	85,338	20,646	-	-	105,984
Provisions for employee benefits	685,465	54,562	-	-	740,027
Liabilities under finance lease agreements	67,723	(32,857)	-	-	34,866
Intangible assets	76,800	(9,600)	-	-	67,200
Building improvement	12,606	19,926	-	-	32,532
Total	1,448,773	(103,280)	-	-	1,345,493

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(Unit : Baht)

	(Charged) / Credited to:				As at December 31, 2023
	As at January 1, 2023	Gains or loss	Other comprehensive income	Shareholder's equity	
Deferred tax liabilities					
Right-of-use under lease liabilities - net	65,791	(32,896)	-	-	32,895
Improvement of sanitation and fire fighting	24,893	31,117	-	-	56,010
Electrical system improvements	35,026	43,782	-	-	78,808
Improvement of air conditioning and ventilation systems	36,788	45,985	-	-	82,773
Total	162,498	87,988	-	-	250,486
Total deferred tax assets - net	1,286,275	(191,268)	-	-	1,095,007

(Unit : Baht)

	(Charged) / Credited to:				As at December 31, 2022
	As at January 1, 2022	Gains or loss	Other comprehensive income	Shareholder's equity	
Deferred tax assets					
Allowance for expected credit losses - trade receivables	57,624	268,173	-	-	325,797
Allowance for expected credit losses - accrued income	40,538	40,538	-	-	81,076
Allowance for impairment - work in process	-	113,968	-	-	113,968
Allowance for the value of obsolete goods	351,900	(266,562)	-	-	85,338
Provisions for employee benefits	553,844	33,822	97,799	-	685,465
Liabilities under finance lease agreements	98,687	(30,964)	-	-	67,723
Intangible assets	86,400	(9,600)	-	-	76,800
Building improvement	-	12,606	-	-	12,606
Total	1,188,993	161,981	97,799	-	1,448,773

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(Unit : Baht)

	(Charged) / Credited to:				As at December 31, 2022
	As at January 1, 2022	Gains or loss	Other comprehensive income	Shareholder's equity	
Deferred tax liabilities					
Right-of-use under lease liabilities - net	98,686	(32,895)	-	-	65,791
Improvement of sanitation and fire fighting	-	24,893	-	-	24,893
Electrical system improvements	-	35,026	-	-	35,026
Improvement of air conditioning and ventilation systems	-	36,788	-	-	36,788
Total	98,686	63,812	-	-	162,498
Total deferred tax assets - net	1,090,307	98,169	97,799	-	1,286,275

13. Trade and other current payables

As at December 31, 2023 and 2022, the Company has trade and other current payables as follow:

	(Unit : Baht)	
	2023	2022
Trade payables	9,338,387	4,177,281
Other payables	2,126,315	2,099,842
Accrued expenses	314,345	680,009
Accrued dividends	-	9,000,000
Other	45,836	53,672
Total	11,824,883	16,010,804

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14. Long-term loans

As at December 31, 2023 and 2022, the Company has long-term loans as follow:

	(Unit : Baht)	
	2023	2022
Long-term loans from financial institutions	29,000,065	-
Increase (decrease) interest by effective interest rate	438,879	-
<u>Less</u> Deferred front-end fee	(69,800)	-
Total	29,369,144	-
<u>Less</u> Current portion due within one year - Long-term loans	(3,590,697)	-
Net	25,778,447	-

For the year ended December 31, 2023, the movement of long-term loan are as follows:

	(Unit : Baht)
Balance as at January 1, 2023	-
Drawdown	30,425,000
Repayment	(1,424,935)
Balance as at December 31, 2023	29,000,065

The Board of Directors’ Meeting No.1/2023 held on May 10, 2023, approve requesting a loan from a financial institution for the purchase of land. On July 5, 2023, The Company had entered into loan agreements with commercial banks credit line Baht 30.43 million. The interest rate is determined as follows:

Month 1-3	Interest rate	0.00% p.a.
Month 4-12	Interest rate	MRR - 4.46% p.a.
Month 13-144	Interest rate	MRR - 3.90% p.a.

The loans are secured by mortgages of the Company’s land and buildings (Note 10) and guaranteed by certain directors of the Company (free of charge).

The Company must pay a front-end fee for loans to financial institutions at the rate 0.25% of the above credit line. Which is recognized as an expense using the effective interest rate method.

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15. Other non-current liabilities

As at December 31, 2023 and 2022, the Company has other non-current payables as follow:

	(Unit : Baht)	
	2023	2022
Employee insurance	-	130,135
Other insurance	-	1,394,529
Long - term deposit received in advance	1,006,272	3,261,440
Total	1,006,272	4,786,104

16. Non-current provisions for employee benefits

An independent actuary carried out an evaluation of the Company’s obligations for employees’ long-term benefits using the projected unit credit method. The Company has provided the provision for employees’ long-term benefits as at December 31, 2023 and 2022 as follows:

	(Unit : Baht)	
	2023	2022
Obligation employee benefits - beginning	3,427,325	2,769,222
Employee benefit expense		
Current service cost	182,915	113,189
Interest cost	89,895	55,919
Actuarial losses arising from defined benefit plan	-	488,995
Obligation employee benefits - ending	3,700,135	3,427,325

Significant actuarial assumptions are summarized below:

	(Unit : Baht)	
	2023	2022
<u>Change in assumptions</u>		
Discount rate (%)	2.49	2.49
Future salary increase rate (%)	4.12	4.12
Retirement age (years)	60	60

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The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2023 and 2022 are summarized a follow:

	(Unit : Baht)	
	As at December 31, 2023	
	Increase	Decrease
<u>Change in assumptions</u>		
Discount rate (0.5 %)	(115,326)	119,971
Salary increases rate (0.5 %)	135,356	(130,880)
Turnover rate (0.5 %)	(62,190)	64,035

	(Unit : Baht)	
	As at December 31, 2022	
	Increase	Decrease
<u>Change in assumptions</u>		
Discount rate (0.5 %)	(122,041)	127,467
Salary increases rate (0.5 %)	124,461	(120,401)
Turnover rate (0.5 %)	(54,682)	56,165

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

The maturity analyses of undiscounted cash flows of benefit payments as at December 31, 2023 and 2022 are as follows:

	(Unit : Baht)	
	2023	2022
Within 1 year	-	-
Within 2-5 years	2,569,126	-
Within 6-10 years	3,041,029	5,445,413
Within 11-15 years	231,752	397,367

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17. Share capital

The Extraordinary General Meeting of Shareholders No.1/2023 held on April 25, 2023, has a resolution as follows:

- 1.1 Approved to convert the Company from a limited company to a public limited company and a resolution is made to change the name from “Panelesmatic Solutions Company Limited” to “Panelesmatic Solutions Public Company Limited”.
- 1.2 Approved the change of the registered capital value of the Company's shares from the original registered capital of Baht 70,000,000 divided into 14,000,000 ordinary shares with a par value of Baht 5 per share, to a new registered capital of Baht 70,000,000 divided into 140,000,000 ordinary shares with a par value of Baht 0.5 per share.
- 1.3 Approved increase of registered capital of Baht 25,000,000 from the original registered capital of Baht 70,000,000 to a new registered capital of Baht 95,000,000 by issuing 50,000,000 new ordinary shares with a par value of Baht 0.5 per share for Initial Public Offering (IPO).

On May 8, 2023, the Company registered its name change to Panelesmatic Solutions Public Company Limited and has increased its registered capital with the Ministry of Commerce.

18. Dividend payments

The Board of Directors' Meeting No.9/2022 held on December 15, 2022, approved the allocation of profits from the business for interim dividend payment to the Company's shareholders. In the amount of Baht 9,000,000 the dividend was paid on January 12, 2023.

The General Meeting of Shareholders No.1/2023 held on March 17, 2023, approved the allocation of profits from the business for the year dividend payment to the Company's shareholders. In the amount of Baht 29,000,000 the dividend was paid on March 21, 2023.

19. Statutory reserve

A legal reserve of the Company under the Public Companies Act B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. The legal reserve is non-distributable.

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Before convert the Company from a limited company to a public limited company a legal reserve according to the Civil and Commercial Code, the Company has appropriated its reserve as a legal reserve not less than 5% of the annual net profit deducted by the total accumulated deficit brought forward (if any) until the reserve reaches an amount not less than 10% of the authorized share capital.

20. Revenue from contracts with customers

For the year ended December 31, 2023 and 2022, the Company has revenue from contracts with customers as follows:

	(Unit : Baht)		
	For the year ended December 31, 2023		
	Domestic	Overseas	Total
Type of revenues			
Sales revenues	111,579,686	9,380,452	120,960,138
Service revenues	3,358,539	-	3,358,539
Installation service revenues	7,839,594	-	7,839,594
Total revenue from contracts with customers	<u>122,777,819</u>	<u>9,380,452</u>	<u>132,158,271</u>
A point in time	114,938,225	9,380,452	124,318,677
Over time	7,839,594	-	7,839,594
			(Unit : Baht)
	For the year ended December 31, 2022		
	Consolidated financial statements / Separate financial statements		
	Domestic	Overseas	Total
Type of revenues			
Sales revenues	91,687,884	11,261,882	102,949,766
Service revenues	2,289,170	-	2,289,170
Installation service revenues	4,963,107	-	4,963,107
Total revenue from contracts with customers	<u>98,940,161</u>	<u>11,261,882</u>	<u>110,202,043</u>
A point in time	93,977,054	11,261,882	105,238,936
Over time	4,963,107	-	4,963,107

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21. Expense by nature

Significant expenses by nature are as follows:

	(Unit : Baht)		
	Consolidated financial statements		Separate financial statements
	2022	2023	2022
Salary and wages and other employee benefits	24,771,650	30,186,456	24,771,650
Depreciation and amortization	4,655,322	5,096,803	4,655,322
Consulting fee	2,946,200	4,917,523	2,413,604
Service fee	1,010,302	1,199,956	1,010,302
Repair expenses	591,903	504,378	591,903
Operating wages	2,485,195	808,189	2,485,195
Utilities	1,343,287	1,338,727	1,343,287
Transportation expenses	1,465,943	1,335,676	1,465,943
Material quantity variance	1,865,000	266,771	1,865,000

22. Income tax

Income tax recognized in profit or loss.

	(Unit : Baht)		
	Consolidated financial statements		Separate financial statements
	2022	2023	2022
Income tax:			
Income tax for the year	4,524,353	4,521,251	4,524,353
Deferred tax:			
Expense (income) relating to origination and reversal of temporary differences	(98,169)	191,268	(98,169)
Expense (Income) tax in statements of comprehensive income	4,426,184	4,712,519	4,426,184

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Reconciliation of effective tax rate

(Unit: Baht)

	Consolidated		Separate		
	financial statements		financial statements		
	Tax rate (%)	2022	Tax rate (%)	2023	
Profit before income tax expense		20,362,299		22,747,389	21,831,875
Income tax using the Thai corporation tax rate	20	4,072,460	20	4,549,478	4,366,375
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit-net		451,893	(64,002)		157,978
Under provided in prior years		-	35,775		-
Total		4,524,353	4,521,251		4,524,353

23. Earnings (loss) per share

Basic earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net profit (loss) attributable to ordinary shareholders by the weighted average number of common shares outstanding issued and paid during the year.

24. Information classified by segment

The Company presents financial information in respect of its business segments and geographical segments. The main form of reporting considers the management system and the Company's internal reporting structure as the basis for determining the segment.

Business segment

Management sees that the Company operates in a single segment, which is manufacturing, distribution, installation, and after-sales service for door products, automatic door, operating room doors, soundproof walls, movable walls, and other doors and walls. Accordingly, management determined that the Company has only one reportable segment. And the type of revenue recognition of the segment according to the timing of the transfer of goods to the customer at a point in time for sales and revenue recognition. Over time for installation services.

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Geography segment

External customer revenue is determined based on the location of customer in the financial statement for year ended December 31, 2023 and 2022 as follows:

	(Unit : Baht)		
	Consolidated		Separate
	financial statements	financial statements	financial statements
	2022	2023	2022
External customer revenue			
Thailand	98,940,160	122,777,819	98,940,160
Overseas	11,261,883	9,380,452	11,261,883
Total	110,202,043	132,158,271	110,202,043

Major customer

For the year ended December 31, 2023 and 2022, the Company has 6 and 5 major customers, respectively. In the amount of Baht 36.26 million and Baht 40.91 million, respectively.

25. Commitments

As at December 31, 2023, contingent liabilities arising from the Company having a bank issue a letter of guarantee for receiving advance deposits to customers in the total amount of Baht 5.05 million by the business's savings.

26. Financial instruments

26.1 Fair value of financial assets and liabilities

The fair value of the following financial assets and liabilities approximates their book value.

- A) For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, trade and other current receivables, trade and other current payables, their carrying amounts in the statement of financial position approximate their fair value.
- B) For Restricted deposits with banks, lease liability with carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

Book value of the above financial assets and liabilities is measured at amortized cost.

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26.2 Interest rate risk

Interest rate risk incurs from the future interest rate instability, which may affect the Company operating result and cash flow. The Company also incurs interest rate risk from investment in financial institutes, bank overdraft, loan from banks, and promissory note - financial institute.

Since the financial assets and liabilities are held primarily in short - term and have fixed interest rates in relation with the current market interest rate, the Company has not used financial derivative to protect against such risk.

As at December 31, 2023 and 2022, significant interest-bearing financial assets and liabilities classified by type of interest rate are summarized in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Baht)

As at December 31, 2023							
Fixed interest rates							
Within 1 year	1-5 years	Over 5 years	Floating Interest rate	Non- interest bearing	Total	Interest Rate	
						(% per annum)	
Financial Assets							
Cash and cash equivalents	-	-	-	14,753,419	245,686	14,999,105	0.60
Restricted deposits with banks	-	-	-	5,050,044	-	5,050,044	0.60
	-	-	-	19,803,463	245,686	20,049,149	
Financial liabilities							
Long-term loans financial							
institutions	3,590,697	25,778,447	-	-	-	29,369,144	5.44
Lease liabilities	174,331	-	-	-	-	174,331	5.95
	3,765,028	25,778,447	-	-	-	29,543,475	

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(Unit: Baht)

	As at December 31, 2022						Interest Rate (% per annum)
	Fixed interest rates				Non- interest bearing	Total	
	Within 1 year	1-5 years	Over 5 years	Floating Interest rate			
Financial Assets							
Cash and cash equivalents	-	-	-	32,621,740	168,027	32,789,767	0.125 - 0.45
Fixed deposit	-	-	-	2,000	-	2,000	0.125 - 0.45
Restricted deposits with banks	-	-	-	1,938,519	-	1,938,519	0.125 - 0.45
	-	-	-	34,562,259	168,027	34,730,286	
Financial liabilities							
Lease liabilities	164,285	174,330	-	-	-	338,615	5.95
	164,285	174,330	-	-	-	338,615	

27. Capital management

The primary objectives of the Company capital management are to maintain their abilities to continue as a going concern and to maintain an appropriate capital structure.

As at December 31, 2023 debt to equity ratio in financial statements is 0.60: 1

28. Subsequent events

28.1 The Board of Directors passed a resolution to specify the subscription and payoff date of newly issued ordinary shares for the public on February 14 -16, 2024, with an offer price of Baht 3.68 per share. The Company received payment for those newly issued shares and registered the increased share capital with the Department of Business Development on February 19, 2024. This makes up the paid-up share capital of Baht 95,000,000 and share premium of Baht 159,000,000 (exclusive of financial advisory and underwriting fees). The Company’s shares were approved by the Securities and Exchange Commission ("SEC") on February 13, 2024, to the public offering.

28.2 At the Board of Directors Meeting No. 1/2024 held on February 28, 2024. Approved pay dividend from net profit for the year 2023. Dividend of Baht 0.04 per share a total amount Baht 7.60 million. The dividend is to be paid on May 15, 2024.

29. Approval of the financial statements

These financial statements have been approved by the Company’s Board of Directors on February 28, 2024.

Detail of the Directors, Management, Controlling Person and Company Secretary
1. Detail of the Directors, Management, Controlling Person
1.1 Detail of the Directors, Management, Controlling Person and Company Secretary as follows:

1.	Name-Surname	Mr. Piset Chiyasak
	Age.	60
	Position	<ul style="list-style-type: none"> ● Chairman ● Independent Director ● Chairman of Audit Committee Appointed on June 10, 2022
	Shareholding (%)	- None
	Education	<ul style="list-style-type: none"> - Bachelor of Law Thammasat University - Master of Faculty of Law, Temple University, United States of America - Ph.D IN Organization Development, SAIDI, Philippines - Director Certification Program (DCP 213/2015) - Risk Management Program for Corporate Leaders (RCL 2/2015)
	Relations	- None
	Work Experience 5 Years up	
	2022 - present	Chairman / Independent Director / Chairman of Audit Committee PanelésMatic Solutions Public Company Limited
	2018 - present	Director PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED
	2023 - present	National Astronomical Research Institute of Thailand (Public Organization)
	2003 - present	Managing Director INTER LAW BIZ COMPANY LIMITED
	2020 - 2021	Senior Director CARABAO GROUP PUBLIC COMPANY LIMITED
	2017 - present	Legal Advisor MUSIC COPYRIGHT (THAILAND) COMPANY LIMITED
	2016 - 2020	Director MCOT PUBLIC COMPANY LIMITED
	2016 - 2018	Legal Advisor Electronic Transactions Development Agency (ETDA)

2.	Name-Surname	Assoc.Prof.Dr. Suneerat Wuttichindanon
	Age.	47
	Position	<ul style="list-style-type: none"> ● Independent Director ● Audit Committee ● Chairman of the Risk Management ● Member of the Nomination and Remuneration Committee Appointed on March 29, 2023
	Shareholding (%)	- None
	Education	<ul style="list-style-type: none"> - Bachelor of Faculty of Business Administration Kasetsart University - Master of Accounting, University of Arkansas, United States of America - Ph.D Accounting, Cardiff University, England - Director Accreditation Program (DAP 203/2023)
	Relations	- None
	Work Experience 5 Years up	
	2022 - present	Independent Director / Audit Committee / Chairman of the Risk Management / Member of the Nomination and Remuneration Committee PanelesMatic Solutions Public Company Limited
	2022 - present	Department Head Accounting Department, Faculty of Business Administration, Kasetsart University
	2001 - 2022	Lecturer Accounting Department, Faculty of Business Administration, Kasetsart University
3.	Name-Surname	Mr. Karn Chusatakarn
	Age.	34
	Position	<ul style="list-style-type: none"> ● Independent Director ● Audit Committee ● Member of the Risk Management ● Chairman of the Nomination and Remuneration Committee Appointed on June 10, 2022
	Shareholding (%)	- None
	Education	<ul style="list-style-type: none"> - Bachelor of Faculty of Commerce and Accounting, Thammasat University - Advanced Audit Committee Program (AACP 42/2021) - Director Accreditation Program (DAP 179/2021)
	Relations	- None

Work Experience 5 Years up	
2022 - present	Independent Director / Audit Committee / Member of the Risk Management / Chairman of the Nomination and Remuneration Committee PanelésMatic Solutions Public Company Limited
2022 - present	Managing Director TYK BUSINESS ADVISORY CO., LTD.
2021 - present	Independent Director / Audit Committee V BEYOND DEVELOPMENTS PUBLIC COMPANY LIMITED
2019 - present	Partner MA MILLAN WOODS (THAILAND) COMPANY LIMITED
2019 - present	Consultant FLASH EXPRESS COMPANY LIMITED
2017 - present	Managing Director KARN AUDIT AND TAX COMPANY LIMITED
2017 - 2019	Tax Manager AYUDHYA CAPITAL SERVICES CO.,LTD.
4. Name-Surname	Mrs. Julia W Petpaisit
Age.	61
Position	<ul style="list-style-type: none"> ● Director ● Chairman of the Executive Committee ● Member of the Risk Management ● Chief Executive Officer (CEO) Appointed on May 10, 1990
Shareholding (%)	29.55% (56,140,000 Shares) As of February 27, 2024
Education	<ul style="list-style-type: none"> - Bachelor of Engineering, Faculty of Electrical Engineering, University of Kansas, United States of America - Master of international business, Rockhurst University, United States of America - Director Accreditation Program (DAP 204/2023)
Relations	Married (Not Registered) with Mr. Amorn Kitkrua
Work Experience 5 Years up	
1990 - present	Director / Chairman of the Executive Committee / Member of the Risk Management / Chief Executive Officer (CEO) PanelésMatic Solutions Public Company Limited
2000 - present	Director Doormatic Systems Co., Ltd.
1991 - present	Director Nicky International Co., Ltd.

1990 - present	Director PANELES ENGINEERING COMPANY LIMITED
5. Name-Surname	Mr. Amorn Kitkrua
Age.	58
Position	<ul style="list-style-type: none"> ● Director ● Member of the Executive Committee ● Member of the Nomination and Remuneration Committee Appointed on March 26, 2019
Shareholding (%)	7.37% (14,000,000 Shares) As of February 27, 2024
Education	<ul style="list-style-type: none"> - Bachelor of Business Administration (Finance) Dhurakij Pundit University - Director Accreditation Program (DAP 204/2023)
Relations	Married (Not Registered) with Mrs. Julia W Petpaisit
Work Experience 5 Years up	
2019 - present	Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee PanelésMatic Solutions Public Company Limited
2000 - present	Director Doormatic Systems Co., Ltd.
2011 - present	Director PANELES ASIA COMPANY LIMITED (Dissolve the business)
1991 - present	Nicky International Co., Ltd.
6. Name-Surname	Mr. Aungsurus Areekul
Age.	64
Position	<ul style="list-style-type: none"> ● Director Appointed on October 5, 1990
Shareholding (%)	33.16% (63,000,000 Shares) As of February 27, 2024
Education	<ul style="list-style-type: none"> - Bachelor of Engineering, Civil Engineering, Portland State University, USA - Course for defense college students Kingdom of the Joint Public-Private Sector, Class 23, 2010 – 2011 - Senior Budget Executive Course, Class 1, 2015 - Capital Market Academy Programs, Class 21, 2016 - Advanced Master of Management Program, AMM, Class 4, 2019 - Director Accreditation Program (DAP 53/2006)
Relations	Father of Miss Yanida Areekul
Work Experience 5 Years up	

1990 - present	Director PanelésMatic Solutions Public Company Limited
2018 - 2020	President of the association THAI CONTRACTORS ASSOCIATION UNDER H.M. THE KING'S PATRONAGE
2018 - present	Director Tripartite Committee as stipulated in the Labor Protection Law B.E.2541 (1998) of the Ministry of Labo
2007 - present	Director Board Member of the International Federation of Asia and Western Pacific Contractors' Associations (IFAWPCA)
2007 - present	Director Board Member of ASEAN Constructors Federation (ACF)
2002 - present	Director A.S. ASSOCIATED ENGINEERING (1964) CO., LTD.
1994 - present	Director J AND ASSOCIATED COMPANY LIMITED
2009 - present	Director A.S. INDUSTRIAL AND MINING COMPANY LIMITED
2004 - present	Director SANOOK SOOD COMPANY LIMITED
2000 - present	Director Doormatic Systems Co., Ltd.
2006 - present	Director PANELES ENGINEERING COMPANY LIMITED
2011 - present	Director PANELES ASIA COMPANY LIMITED (Dissolve the business)
2001 - present	Director S.E.A.TRACK CO.,LTD.
2007 - present	Director ORIENTAL RESIDENCE BANGKOK COMPANY LIMITED

7.	Name-Surname	Miss Yanida Areekul
	Age.	28
	Position	<ul style="list-style-type: none"> ● Director ● Member of the Executive Committee Appointed on February 20, 2023
	Shareholding (%)	- None
	Education	- Bachelor of Engineering (Materials), Loughborough University, United Kingdom

- Master's Degree in Environmental Technology Imperial College London, United Kingdom
 - Director Accreditation Program (DAP 204/2023)
- Son of Mr. Aungsurus Areekul

Relations**Work Experience 5 Years up****2023 - present**

Director / Member of the Executive Committee
 PanelésMatic Solutions Public Company Limited

2023 - present

HR Manager
 A.S. ASSOCIATED ENGINEERING (1964) CO., LTD.

2022 - present

Systems Analyst
 A.S. ASSOCIATED ENGINEERING (1964) CO., LTD.

2020 - 2022

Consultant
 ERM-SIAM CO., LTD.

8.	Name-Surname	Mr. Somsak Prikboonchan
	Age.	38
	Position	<ul style="list-style-type: none"> ● Director ● Member of the Executive Committee ● Member of the Risk Management ● Chief financial officers (CFO) ● Company Secretary <p>* Appointed to Director on February 20, 2023 * Appointed to CFO on May 1, 2022 * Appointed to Company Secretary on February 20, 2023</p>
	Shareholding (%)	- None
	Education	<ul style="list-style-type: none"> - Bachelor of Accounting, Kasetsart University - Director Accreditation Program (DAP 204/2023) - CFO's Orientation for New IPOs 5 (5 - 6 March 2021) - Company Secretary Program (CSP 131/2022) The Thai Institute of Directors Association (Thai IOD) - Training course: Financial statement analysis 5 hours (5 June 2023) - Training course: Code of Conduct for Accounting Professionals 1 hours (6 June 2023) - Training course: Financial Reporting Framework 2 hours (9 June 2023) - Training course: Accounting standards related to land, buildings, and equipment 6 hours (13 June 2023) - Training course: income, differences between accounting and taxes, 6.30 hours (20 June 2023)

- Training course: Calculating employee benefits TAS 19, 6 hours (16 June 2023)

Relations

- None

Work Experience 5 Years up

2022 - present

Member of the Executive Committee / Member of the Risk Management / Chief financial officers (CFO) / Company Secretary

PanelésMatic Solutions Public Company Limited

2022 - present

Director

KASMOS AUDIT CO., LTD. ^{/1}

2021 - 2022

Chief financial officers (CFO)

V BEYOND DEVELOPMENTS PUBLIC COMPANY LIMITED

2018 - 2020

Audit. - Senior Accounting Manager.

MA MILLAN WOODS (THAILAND) COMPANY LIMITED

9.	Name-Surname	Mr. Thanarat Vangwan
	Age.	45
	Position	<ul style="list-style-type: none"> Chief Marketing Officer (CMO) Appointed on July 1, 2022
	Shareholding (%)	- None
	Education	- Bachelor of Engineering Industrial Engineering field Suranaree University of Technology
	Relations	- None
	Work Experience 5 Years up	
	2022 - present	Chief Marketing Officer (CMO) PanelésMatic Solutions Public Company Limited
	2012 - 2022	Sales Manager G-U (THAILAND) COMPANY LIMITED
10.	Name-Surname	Mr. Apichart Saksakunsuk
	Age.	36
	Position	<ul style="list-style-type: none"> Acting Chief Operating Officer Appointed on December 7, 2022
	Shareholding (%)	- None
	Education	- Bachelor of Engineering Industrial Engineering field Ramkhamhaeng University
	Relations	- None
	Work Experience 5 Years up	
	2022 - present	Production Assistant Manager PanelésMatic Solutions Public Company Limited

2022 - 2022	Draftsperson TRUST DEVELOPMENT COMPANY LIMITED
2021 - 2022	Senior Draftsperson S A P FURNITECH COMPANY LIMITED
2017 - 2021	Product Engineer ROCKWORTH PUBLIC COMPANY LIMITED
11. Name-Surname	Miss Siriporn Thongtalung
Age.	34
Position	<ul style="list-style-type: none"> ● Finance and Accounting Manager Appointed on June 17, 2019
Shareholding (%)	- None
Education	<ul style="list-style-type: none"> - Bachelor of Accounting from Walailak University - Training course on financial statement analysis, Count training hours: 5 hours (20 July 2023) - Training course on accounting standards related to land, buildings, and equipment, Count training hours: 6 hours (19 July 2023) - Training course on ethics of accounting professionals, Count training hours: 1 hours (21 July 2023)
Relations	- None
Work Experience 5 Years up	
2019 - present	Finance and Accounting Manager PanelésMatic Solutions Public Company Limited
2014 - 2019	Senior Accountant BETAGRO AGRO INDUSTRY COMPANY LIMITED

Note: ¹ Mr. Somsak Prikboonchan Working at KASMOS AUDIT CO., LTD. Is a Freelance

1.2 Duties and Responsibilities of the Company Secretary

The company secretary of Panelesmatic Solutions Public Company Limited ("the Company") was appointed by the Board of Directors. The secretary is required to fulfill duties as outlined in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) B.E. 2008, effective from August 31, 2008. These responsibilities include executing all company tasks with diligence, caution, and integrity in alignment with the law, company objectives, and regulations. Additionally, the secretary assists in disseminating board resolutions and shareholder meeting outcomes, and undertakes the following responsibilities:

1. Inform the policies of the Board of Directors and shareholders to the relevant executives. Provide preliminary advice and recommendations to the Board of Directors in accordance with the Company's policies and regulations and best solutions regarding corporate governance
2. Prepare and store documents such as director registration board meeting appointment letter, board meeting report, notice of shareholder meetings, minutes of shareholder meetings, and the company annual report.
3. Ensure that company directors and executives prepare reports on their interests and related subjects considered the law and policies. Keep reports and send a copy to the Chairman of the Board of Directors and Chairman of the Audit Committee.
4. Supervise the company and the committee has consistent practices and according to the law Relevant regulations as well as board/shareholder meeting resolutions and principles of good corporate governance.
5. Organize a shareholder meeting, Board of Directors Meeting, and various subcommittees to comply with the law of Company regulations Charter for each sub-committee Including best practices of recording minutes of meetings and following up to ensure compliance with meeting resolutions.
6. Ensure that information is disclosed and only report it to relevant agencies.
7. Contact and communicate with general shareholders to be informed of the various rights of shareholders.
8. Take care of the business of the Board of Directors. and as a liaison between the board and executives as well as providing news and information to the directors on issues related to the company's business operations. Including reporting significant changes to the directors.
9. Arrange for a performance evaluation of the Board of Directors and every sub-committee, including individual self-assessment and report the results back to the Board of Directors.
10. Support arrangements for directors/executives to receive knowledge and attend various training courses, related to the performance of duties as directors and specific committee members.
11. Organize orientation training as well as providing information necessary to perform duties to current and newly appointed directors.
12. Take any other actions in order to comply with the announcement of the Capital Market Supervisory Board, regarding securities, stock market policies, and other related laws and regulations.
13. Carry out any other actions assigned by the Board of Directors.

1.3 Directors, executives and those with controlling power of subsidiaries that are companies that operate core businesses

- None

2. Information on directorship positions and executives in related companies,

Company	Name									
	Mr. Piset Chiyasak	Assoc.Prof.Dr. Suneerat Wuttichindanon	Mr. Karn Chusatakarn	Mrs. Julia W Petpaisit	Mr. Amorn Kitkrua	Mr. Aungsurus Areekul	Miss Yanida Areekul	Mr. Somsak Prikboonchan	Mr. Thanarat Vangwan	Mr. Apichart Saksakunsk
A.S. ASSOCIATED ENGINEERING (1964) CO., LTD.						X				
Doormatic Systems Co., Ltd.				/	/	/				
Nicky International Co., Ltd.				/	/					
KARN AUDIT AND TAX COMPANY LIMITED			/							
SIMPLE DOT CO DOT TH (GROUP) COMPANY LIMITED			/							
TYK BUSINESS ADVISORY CO., LTD.			/							
V BEYOND DEVELOPMENTS COMPANY LIMITED			/							
SANOOK SOOD COMPANY LIMITED						/				
INTER LAW BIZ COMPANY LIMITED	/									
HIT MAN COMPANY LIMITED	/									
J AND ASSOCIATED COMPANY LIMITED						/,//				
A.S. INDUSTRIAL AND MINING COMPANY LIMITED						/				
S.E.A.TRACK CO.,LTD.						/				
KASMOS AUDIT CO., LTD.								/		
MA MILLAN WOODS (THAILAND) COMPANY LIMITED			/,//							

Company	Name									
	Mr. Piset Chiyasak	Assoc.Prof.Dr. Suneerat Wuttichindanon	Mr. Karn Chusatakarn	Mrs. Julia W Petpaisit	Mr. Amorn Kitkrua	Mr. Aungsurus Areekul	Miss Yanida Areekul	Mr. Somsak Prikboonchan	Mr. Thanarat Vangwan	Mr. Apichart Saksakunsk
PRARAM 9 HOSPITAL PUBLIC COMPANY LIMITED	/									
ORIENTAL RESIDENCE BANGKOK COMPANY LIMITED						/				
A.M.R. ASIA COMPANY LIMITED						/,//				

Note: / = Director X = Board of Directors // = Executive Committee

3. History of punishment of directors, executives, and persons with controlling authority in the past 5 years

- None -

Information on directors of subsidiary companies

- None -

Detailed information regarding the Head of the Internal Audit and Operation Governance of the Company

The Company has hired the internal audit service from Kandit Advisory Services Co., Ltd. in order to perform the assessment of the Company's internal control system. The head of the internal audit team has the following qualifications, education, and work experience.

1.	First and Last Name	Mr. Khamnung Sarisara
	Age (years)	57
	Position	<ul style="list-style-type: none"> Chief Executive Officer – Kandit Advisory Services Co., Ltd.
	Shareholding proportion (Percentage)	
	Educational Qualifications	<ul style="list-style-type: none"> Bachelor of Business Administration: B.B.A - Accounting Ramkhamhaeng University
		<u>Training</u>
		<ul style="list-style-type: none"> Certificate Senior Executives (Mini MBA) Thammasat University CERTIFIED INTERNAL AUDITOR – Institute of Internal Auditors Thailand Tax Auditor License - Revenue Department Certificate of Director Accreditation Program (DAP) Certificate of Advanced Audit Committee Program
	Relationship with other Directors and Executives	<ul style="list-style-type: none"> None
	Professional Experience during the Past 5 Years	
	2020 - Current	Chief Executive Officer Kandit Advisory Services Co., Ltd.
	2018 - 2019	Senior Director, Management S.Napa (Thailand) Co., Ltd.
	2016 - 2017	Chief Executive Officer Dharmniti Internal Audit Co., Ltd.
	2000 - 2015	Executive Director Dharmniti Auditing Co., Ltd.

1. Assets used in business operations
1.1 The main fixed assets of the company for core business

As of December 31, 2023, the Company has main fixed assets used in business operations consisting of land, buildings, headquarters, and machinery used in production. It has a net book value after deducting accumulated depreciation as shown in the financial statements. The details are as follows:

Property details	Net book value (million baht)	Ownership	Obligation
Land that is the headquarters, title deed number 110305 Address 36 Village No. 7, Bang Talat, Pak Kret District, Nonthaburi Province	9.89	owner	Mortgage with a financial institution in the country According to the loan contract in Section 1.4.4, financial contract as of July 5, 2023
Buildings and improvements to the main headquarters Address 36 Village No. 7, Bang Talat, Pak Kret District, Nonthaburi Province	29.60	owner	Mortgage with a financial institution in the country According to the loan contract in Section 1.4.4, financial contract as of July 5, 2023
Improvement of the land where the factory is located Address 10/12 Village No. 5, Soi Bongkot 33, Khlong Song, Khlong Luang District, Pathum Thani Province	0.22	Owner – Full duration of the lease contract for Khlong Song factory according to Section 1.4.3 the lease is with the potentially conflict individuals	No
Land title deed number 222243 Address 98/135 Village No. 13, Phahonyothin Road, Khlong Nueng, Khlong Luang District, Pathum Thani Province	35.78	owner	No
Office supplies and tools	0.98	owner	No
Machinery and equipment	1.80	owner	No
Vehicle	0.90	owner	No
Computers and equipment	0.66	owner	No
Total	79.83		

1.2 Right-of-use assets

As of December 31, 2023, the Company has assets with rights of use applied in business operations. It is land and buildings according to the Khlong Song Factory Lease Agreement Section 1.4.3. The lease contract with a person who may have a conflict of interest, consists of land, factory and office buildings, factory buildings, warehouse buildings, and other buildings. It has a net book value after deducting accumulated amortization as shown in the financial statements. The details are as follows.

Property details	Net book value (million baht)	Ownership	Obligation
Use rights assets - land and Khlong Song factory building together with 1) Land title deed number 35798 Area 9-2-39.0 rai (3,839.00 square wa) 2) There are 3 buildings with a usable area of 2,260.00 square meters. - One-story factory and office building - One-story warehouse building - One-story factory building With improvements and development on the land. Address 10/12 Village No. 5, Soi Bongkot 33, Khlong Song, Khlong Luang District. Pathum Thani Province	0.17	Tenant	The lessor has mortgaged it with a financial institution in the country.

1.3 Intangible assets

As of December 31, 2023, the Company has intangible assets used in business operations. It is a ready-made program and software. An ERP program with a net book value after deducting accumulated amortization as shown in the financial statements. The details are as follows.

Property details	Net book value (million baht)	Ownership	Obligation
Packaged programs and software	2.38	owner	No

1.4 Important contracts related to business operations.

1.4.1 Agent appointment letter

As of December 31, 2023, the Company has a letter of appointment as a distributor from Manusa Intelligent Access (Manusa Door Systems, S.L.U., Spain), which is a manufacturer of automatic doors such as operating room doors, hermetic doors, radiation protection doors, glass doors, building entrance doors, and others. The company orders products and imports them to sell to the customers in Thailand. The main points of the appointment letter can be summarized as follows:

Book issuer	:	Manusa Intelligent Access (“Manusa”)
Purpose of the book	:	Manusa appointed the company Become a distributor
book age	:	As of January 2020, there is no expiration date.
Essence of the contract	:	Manusa allows the company to import, distribute, install, and provide after-sale service for automatic doors to Manusa users. To fulfill these duties, the company receives training to maintain Manusa's excellency in customer service.

1.4.2 Insurance contract

The Company purchases insurance for Company's business operations. The Company believes that the insurance coverage is an appropriate resource to prevent damage during the manufacturing process, which may occur to the Company's main assets.

As of December 31, 2023, the Company has entered into an insurance contract with the main assets used in business operations. The main points of the contract can be summarized as follows:

number	Insured person	Insured property	Insurance limit	Insurance period
1	Company	At 36 Village No. 7, Bang Talat, Pak Kret District, Nonthaburi Province or the company's headquarters (Property risk insurance)	41.50 million baht	1 September 2023- 1 September 2024
2	Company	At 10/12 Village No. 5, Soi Bongkot 33, Khlong Song, Khlong Luang District, Pathum Thani Province, or the company's factory (Property risk insurance)	38.00 million baht	1 September 2023- 1 September 2024
3	Company	At 36 Village No. 7, Bang Talat, Pak Kret District Nonthaburi Province or the company's headquarters (fire insurance)	32.03 million baht	5 July 2023- 5 July 2024

1.4.3 Lease agreement with a person who may have a conflict

As of December 31, 2023, the Company has a total of 1 rental contract, which is the current land and factory building rental contract, utilized in production and storage. The details of the lease agreement are as follows:

Contract name	:	Klong Song Factory Rental Letter
Contracting party	:	A.S. Associate Company Engineering (1964) Company Limited (“Lessor”) and the Company (“Lessee”).
Nature of relationship	:	Mr. Angsuras Areekul is a director and major shareholder of the company who is the lessor
Contract period	:	3 year period from 1 January 2022 to 31 December 2024 and can be extended for another 3 years.
Rent	:	15,000 baht per month
Essence of the contract	:	<ul style="list-style-type: none"> - The lessor agrees to lease and the lessee agrees to rent land and buildings to use as the lessee’s factory. Located at house number 10/12 Village No. 5, Khlong Song, Khlong Luang District, Pathum Thani Province. Total usable area 2,2600 sq m. - The tenant will not have the right to sublet or do any legal transactions with others. The tenant is not allowed to modify or add to the property without consent from the lessor and if the tenant modifies or builds upon consent the lessee agrees to cede ownership of the asset to the lessor at the end of the lease agreement. - The tenant has the right to terminate the contract before the contract expiration date, but must notify 30 days in advance.

1.4.4 financial contract

As of December 31, 2023, the company has a loan agreement, from a financial institution in the country, 1 copy, the essence of the contract can be summarized as follows:

Contracting party	:	A financial institution (“Lender”) and the Company (“Borrower”)
Date of contract	:	5 July 2023
Type and limit	:	Loan 30,425,000 baht
Objective	:	Working capital - Domestic business
Interest rate	:	<ul style="list-style-type: none"> - 1st to 3rd month 0.00% per year - Months 4 to 12 are based on the MRR rate minus 4.46 percent per year. - Months 13 to 144 are based on the MRR rate minus 3.90 percent per year.

Contracting party	:	A financial institution (“Lender”) and the Company (“Borrower”)
Guarantees	:	<ul style="list-style-type: none"> - Mortgage of land and buildings, title deed number 119395, Bang Talat, District Pak Kret, Nonthaburi Province. Ownership belongs to the company - Guarantors Miss Yanida Areekul, Mrs. Julia W. Petpaisit, Mr. Ansurat Areekul, and Mr. Amorn Kitkrua
Other conditions	:	- If the borrower wishes to cancel a life insurance policy with a life insurance company (“insurance company”), he or she must notify the insurance company and the lender in written form. When the insurance company considers that it is possible to cancel the lender will notify the borrower immediately.
Other Conditions (continue)	:	- The borrower agrees to allow the insurance company to send any amount. that the borrower has the right to receive back from the insurance company, if the insurance company refused to guarantee the life of the borrower or if the borrower cancels a life insurance policy given to the lender to be used to repay debts according to the loan agreement.
Addendum to Agreement	:	The borrower agrees to The Small Industry Credit Guarantee Corporation Co., Ltd. (“TCG”) guarantees the repayment of the borrower's debt.
Financial ratios requirements	:	No.
Requirements regarding shareholding proportions	:	No.
Other requirements	:	<ol style="list-style-type: none"> 1) Fee for repaying debt before it is due <ul style="list-style-type: none"> - Within 3 years from the date of contract. Except, in case of paying to use loan services from other financial institutions, the rate is calculated at 3.00 percent of the remaining principal. - Within 5 years from the date of contract. In case of paying to use loan services from other financial institutions, the rate is calculated at 5.00 percent of the remaining principal. 2) In the case of default in paying any installment of the debt shall be deemed to have defaulted on all payments The financial institution has the right to terminate the contract and demand payment of all debts immediately. 3) The default interest rate is 9.00% per year.

2. Details regarding property appraisal

The Company has entered into a lease contract for land and the current factory building with a person who may have a conflict of interest according to Section 1.4.3 Lease contract with a person who may have a conflict. The Company has therefore hired an independent property appraiser, Ultima Appraisal Company. Co., Ltd., which is an independent property appraiser company approved by the Property Valuers Association of Thailand (“VAT”) and the main appraiser is approved by the Office of the SEC, reporting property valuation. The details can be summarized as follows:

Appraisal report	: Land and factory building Khlong Song
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Property details

Property : Land title deed number 35798, area 9-2-39.0 rai (3,839.00 square wah)
 Buildings 6 items 1/
 - One-story factory and office building 1,1200.00 sq m. 1/
 - Single-story warehouse building 300.00 sq m 1/
 - One-story worker housing building, 316.80 sq m. 1/
 - One-story worker housing building, 288.00 sq m. 1/
 - One-story factory building 840.00 sq m 1/
 - One-story guardhouse 10.56 sq m 1/
 With improvements and development on the land.

Location of the property : Number 10/12 Village No. 5, Soi Bongkot 33, Khlong Song, Khlong Luang District, Pathum Thani Province

Owner : A.S. Associate Company Engineering (1964) Co., Ltd.

Obligation : The mortgage is collateral with a financial institution in the country.

Valuation details

Appraisal company : Ultima Appraisal Company Limited

Main evaluator : Mr. Piyapong Rensitthai, main assessor, level 273
 It is an appraiser that has been approved by the Securities and Exchange Commission.

Assessment objectives : For public purposes

Method of property valuation : Use the method of considering leasehold income as the criterion for determining property value.

Property value : 7,274,871 baht as of the appraisal date

How to evaluate rental value : Market Price Comparison Method (Market Approach)

market rental rate : Market rental rate (land) 76,780 baht/month
 Market rental rate (warehouse) 210,000 baht/month
 Total 286,780 baht/month

Valuation date : 14 July 2022

note: 1/ The company rents buildings only: a single-story factory and office building of 1,1200.00 sq. m., a single-story warehouse building of 300.00 sq. m., and a single-story factory building of 840.00 sq. m., totaling 2,260.00 sq. m. M. only



Policy and Guidelines on Corporate Governance and Business Ethics

PanelésMatic Solutions Public Company Limited discloses a full report of corporate governance policies and guidelines on the PanelésMatic Solutions Public Company Limited website, <https://www.panelesmatic.com/> It can be viewed in the “Investor Relations” section, “Corporate Governance”

Audit Committee Report 2023

Attention: Shareholders, PanelésMatic Solutions Public Company Limited

Audit Committee of PanelésMatic Solutions Public Company Limited (the Company) has been appointed by Board of Directors of the Company, consisting of three independent directors with expertise in various fields as well as sufficient knowledge and experience to review credibility of consolidated financial statements. The Audit Committee has performed duties according to scope of authority assigned by Board of Directors, complied with Audit Committee Charter and the Stock Exchange of Thailand regulations. The name of the audit committee is as follows:

- | | |
|--|-----------------------------|
| 1. Mr. PISET CHIYASAK | CHAIRMAN OF AUDIT COMMITTEE |
| 2. Associate Professor Dr. SUNEERAT WUTTICHINDANON | AUDIT COMMITTEE |
| 3. Mr. KARN CHUSATAKARN | AUDIT COMMITTEE |

During the past year, the Committee has performed duties independently of reviewing financial reports, internal control and reviewing all other information apart from financial reports. The Committee advised the Management committee, with a view to control management and ensure compliance with company policies.

In 2023, six meetings were held with the management, internal auditors and auditors, and substantive opinions were put forward to the board meeting on the operation of the audit committee and opinions on matters, as follows:

1) The audit committee reviews the company's financial statements together with management and auditors to ensure the company's financial reporting Correctly prepared in accordance with recognized accounting standards, and fully, completely, and reliably disclosed information. The audit committee approved the review and audit of the financial statements by the certified public accountant.

2) Consider disclosing transactions and related party transactions between the company and individuals who may have conflicts of interest. The audit committee believes that disclosure of transactions and related party transactions between companies Accurate, complete, sufficient, and in compliance with business conditions.

3) Consider and review the scope of work, responsibilities, and accountability of the internal audit unit, as well as the implementation of the annual work plan. Kandit Advisory Services Co., Ltd. is a company that provides external internal audit services and serves as the company's internal auditor. The audit committee will review the annual internal audit plan, report on the internal audit results, and continuously follow up with management on the internal audit results. And provide recommendations to internal auditors to ensure the effective implementation of the internal audit plan. The internal audit did not detect any signs of fraud or significant internal control deficiencies.

4) Evaluate internal control systems, including internal controls, in accordance with the guidelines formulated by the Securities and Exchange Commission. Risk management, operational control, information systems and communication, and monitoring systems. The audit committee believes that: The company has sufficient and effective internal controls.

5) The Audit Committee considered the independence, knowledge and understanding of the business, the quality of work and the qualifications of the auditors as well as the appropriateness of the audit fees. It was agreed that the auditor from Karin Audit Company Limited would be the company's auditor for the year 2023, namely Mr. JADESADA HUNGSAPRUEK, CPA No. 3759. and/or Mr. KOMIN LINPHRACHAYA CPA No. 3675 and/or Mr. JIROTE SIRIROROTE CPA No. 5113 and/or Mr. POJANA ASAWASONTICHAH CPA No. 4891 and/or Miss KANNIKA WIPANURAT CPA No. 7305 and/or Miss BONGKOTRAT SUAMSIRI CPA No. 13512 and/or Other registered auditors designated by Karin Audit Company Limited, as well as auditors who sign the audit report on the company's financial statements. Office of the Securities and Exchange Commission

In summary, the Audit committee has fulfilled its responsibilities as stipulated in the audit committee's charter by carefully applying its knowledge and abilities. The audit committee believes that: The company (1) prepares accurate financial reports in accordance with generally accepted accounting standards and fully discloses important information. (2) Establish appropriate, concise, and effective internal control and audit systems, without any significant errors that may affect the company's financial statements and business operations. (3) Establish an effective enterprise risk management system; (4) appropriately comply with relevant laws and regulations.

- Mr. PISET CHIYASAK -

(Mr. PISET CHIYASAK)

CHAIRMAN OF AUDIT COMMITTEE