



*“Beside
Thais’
Success.”*

30 YEARS
1992 - 2022



MUANGTHAI CAPITAL

56-1 One Report 2022



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Message from the Chairman of the Board

Muangthai Capital Public Company Limited has been listed on The Stock Exchange of Thailand for more than 8 years. The Company has a continuous and satisfactory operating result. In 2022, the Company has a loan portfolio of 120,613 million Baht, growing 31.37% compared to 2021 and having a total net profit of 5,093 million Baht

In 2022, the Company continues to closely monitor the news and situation of the COVID-19 epidemic in order to be able to determine the direction of operations and contingency plans that are consistent with the current situation. Continue to focus on expanding services to cover all areas continuously as well as expanding various business channels. In addition to the determination to conduct business professionally until the Company has continued to grow. The Board of Directors still adheres to and gives priority to sustainable business operations. By focusing on creating the right balance in 3 dimensions: Economy, Society and Environment. By adhering to management principles under the principles of good corporate governance, morality, ethics, transparency, social and environmental responsibility to elevate the business sustainability strategy to be more consistent with the sustainability framework of international standards and the company has a risk management of the Company that covers all aspects of operations. By emphasizing risk management related to corruption within the Company to build confidence among shareholders, investors and all stakeholders that the Company has managed risks in various aspects. In addition, the Company arranges to review important policies in various areas such as the Anti-Corruption Policy, Good Corporate Governance Policy and Business Ethics Risk Management Policy and Personal information protection Policy. This is an important law for the disclosure of personal information

that is effective in 2022. In order to comply with good corporate governance principles and keep up with the changing business environment and competition and provide manuals/guidelines on business operations for executives and employees to adhere to as a common practice as well as giving importance to developing the potential of employees to have knowledge and competence in order for the Company to be a stable and sustainable organization.

On behalf of the Board of Directors, I would like to thank you, shareholders, customers, as well as all stakeholders for the trust and always support the Company. Also, thanks to the management team, all employees who strive and dedicate to perform their work to the fullest potential to achieve the goal of both revenue growth, branch expansion and to the best customer service. Including jointly driving the business towards sustainability ready to effectively cope with changing circumstances.

I would like to assure you that I and all of the Board of Directors are committed to conducting business with economic, social and environmental responsibility. Including supervising the management of the company to be successful in accordance with the planned strategic plan based on virtue honesty and transparency in the business operations. Including strictly adhering to the principles of corporate governance. In addition, to maintain the leadership to be the number one in Microfinance business. I am very confident that Muangthai Capital Public Company Limited and subsidiaries will grow continuously and grow efficiently to be a sustainable organization in the future.

(Adm. Apichart Pengsritong)
Chairman of the Board of Directors

Part 1 Business Operation and Operational Performance

1. Structure and Operation of Muangthai Capital

1.1 Policy and Business Overview

Muangthai Capital Public Company Limited and the subsidiary (“the Company”) were established by Mr. Chuchat Petaumpai and Mrs. Daonapa Petampai on 22nd May, 1992. Currently, the Company is classified as the Non-bank Financial Institution service provider operating the business in providing Microfinance under the personal loan business license and retail loans for occupation mainly under the supervision of The Bank of Thailand. The Company’s principle of business operation is to be the service provider of Microfinance to help people with difficult access to finance from financial institutions be able to access loan sources more easily and conveniently with reasonable, fair, and transparent financial costs. Such philosophy has then become the code of practice for business operation based on the norms of good governance, appropriate risk management, and the Company’s sustainability strategy in order to become a “responsible microfinance loan service provider”. This means the creation of microfinance loan products that can respond to the development of the country’s financial inclusion with responsibility to all stakeholders agreeing with the policy of the Bank of Thailand. At present, the Company focuses on the growth by expanding the customer base through branch expansion to cover all areas of the country. The Company believes that the distribution of financial access to people will help reducing the financial inequality in the country which is the cornerstone of the economic system for sustainable development. As on 31st December, 2022, the Company has 6,668 branches (2021:5,799) located in 75 provinces nationwide.

Currently, the Company’s outstanding loans consist of 5 main products including vehicle title loans, personal loans (unsecured), Nano Finance, land title deed pledge loans, and new motorcycle hire purchase loans. The vehicle title loans are the main products having the largest proportion. The vehicles that can be used for insurance include motorcycles, cars, pick-up trucks and agricultural vehicles registered with the Department of Land Transport and ship vehicles registered Thai boats with the Marine Department.

As the group of customers of the Company are the retail customers both having regular and non-regular income and are the most important stakeholders, the Company pays great attention to the building of good and sustainable relationships with the customers by adhering to the practices following the Service Excellence Policy in line with the Company’s slogan “Intimate Services Like Closed Family Members” In addition, the Company is also committed to developing and elevating the fair service in Market Conduct for customers of the entire industry truly fairly and transparently. From this reason, the Company has been trusted by the customers who come to use the loan services of the Company for the Company to grow continually. Presently, the Company has more than 3.2 million of active customers from various occupations.

1.1.1 Vision and Mission

Vision

“We Will Be No. 1 Leader In The Microfinance Business.”



To deliver microfinance loan products with the consideration on corporate governance, social and environmental responsibilities with customer-centered excellent service standards and to focus on managing asset quality with full efficiency and sustainability.

Missions

1. The Company must expand the service area to cover the whole country by opening for operation, both the main branch and sub-branches, including the opening of service centers to cover all areas and regions of the country.
2. The Company must have the highest market share in each area where the Company operates already in operation and the customer base must increase every year.
3. Employees of the Company must conduct performance evaluation based on the highest loan amount per capita in the same business.
4. The Company will focus on the supervision of internal management and use the 20 standard figures as a guideline for operations.
5. The Company will provide customers with quality services and create the highest customer satisfaction.

5 Values



1.1.2 Changes and Important Development

1992

Muangthai Capital Public Company Limited (“the Company”) was formerly known as D.S. Leasing Company Limited and the name was changed to Muangthai Leasing Public Company Limited later. The Company was established by Mr. Chuchat Petaumpai and Mrs. Daonapa Petumpai and was registered for the company’s established on 22nd May, 1992, to operate the business in vehicle title loans. In the first phase, we focused on motorcycle registration loan products only.

2006

As the Company saw an opportunity to expand its business into personal loans under the supervision of the Bank of Thailand, therefore, the Company applied for a business license from the Ministry of Finance. The permission was granted on 31st August, 2006, and the expansion of personal loan service provision to various branches was begun.

2014

The Company was listed on The Stock Exchange of Thailand and started trading for the first time on 26th November, 2014.

2015

The Company added more products to respond various needs of customers including Nano Finance. The Company was granted the business license from the Ministry of Finance on 26th May, 2015, and the land title deed pledge loans.

2018

- The Company’s name was changed from Muangthai Leasing Public Company Limited to Muangthai Capital Public Company Limited on 26th April, 2018.
- The Company launched a mobile application “Muangthai Capital 4.0” which can be used on both Android and iOS systems for the first time to add more notification channels and check installments for facilitating customers more.
- The Company received the “Excellent” corporate governance assessment for the year 2018 by the Thai Institute of Directors Association (IOD) for the first time.
- The Company was also selected to be included and calculated in the MSCI Global Standard Indexes.

2019

- The Company was granted the personal loan license under the new supervision of The Bank of Thailand to undertake unsecured personal loans and vehicle title loans which were effective from 1st February, 2019.
- On 26th February, 2019, the meeting of the Board of Directors passed the resolution to approve the establishment of subsidiary of the Company, Muangthai Leasing Company Limited, with a registered capital of 20 million Baht divided into 200,000 ordinary shares, par value of 100 Baht per share, to operate a new motorcycle hire purchase business. The Company held the share in the proportion of 99.99 percent.
- The Company was upgraded from BBB to BBB+ by TRIS Rating, the credit rating company. This was the important factor that encouraged the Company to issue and offer debentures as Public Offering for the first time on 22nd February, 2019, in the amount of 4,000 million Baht. The result was that the Company could build a stronger capital base.
- The Company was selected to be included in the calculation of the FTSE Index and was rated A by MSCI ESG Index. We were also selected to be calculated in the Thailand’s Sustainability Investment Index or THSI organized by The Stock Exchange of Thailand for the first year. This was an important first step for the Company’s sustainable development.
- The Company was certified as a company passing the self-assessment process to have policies and practices in preventing corruption in the organization fully in accordance with the criteria set forth by Collective Action Coalition Against Corruption (CAC).
- The Company was awarded the prestigious award of Board of the Year 2018 organized by the Thai Institute of Directors Association (IOD). This was the only award in the capital market given to the board of directors of Thai listed companies who performed the operation in accordance with the principles of corporate governance and was able to perform the duties as a leader effectively.
- The Company was awarded the prestigious awards from the SET Awards 2019 including Outstanding Company Performance Award and Outstanding CEO Awards for the Company’s outstanding operational performance.

2020

- The Company was confirmed its rating on the BBB+ level with the stable outlook by TRIS rating, the credit rating agency, even in the situation of the Coronavirus epidemic which has caused fluctuations in the economy worldwide.
- The Company was rated A by MSCI ESG Index and was selected to be calculated in the Thailand's Sustainability Investment Index or THSI organized by The Stock Exchange of Thailand for the second consecutive year. The Company was also selected to be included and calculated in the FTSE4Good Index for the first year.
- The Company was awarded the Royal Award of Thailand Corporate Excellence Awards 2020.
- The Company received an honor award from SET Awards 2020.

2021

- The Company was confirmed its rating on the BBB+ level with the stable outlook by TRIS rating, the credit rating agency, even in the situation of the Coronavirus epidemic which has caused fluctuations in the economy worldwide.
- MTC has been ranked in the Thailand Sustainability Investment (TSHI) Index List from the Stock Exchange of Thailand for 3 consecutive years.
- MTC has been assessed by MSCI on its environmental, social and corporate governance performance or ESG, at "A" level in the Consumer Finance sector for 2 consecutive years.
- MTC has been selected as a member and ranked in the FTSE4 Good Index Series in the FTSE4 Good Emerging Index by FTSE Russell at a 3.5 out of 5 scale, or equaled to 1.4 times the industry average score.
- MTC received a 2021 GLOBAL BANKING & FINANCE awards, organized by Global Banking & Finance Review in the field of "The Next 100 Global Awards 2021", a group of non-bank financial institutions. and is the only Thai company to receive the award.
- The Company has been announced the result of corporate governance assessment of listed companies in the Stock Exchange of Thailand for the year 2021 as being in the "Excellent" level (5 stars) for the 4 consecutive years, which is assessed by institute of Directors Association Thai Company (IOD)
- MTC was awarded the "Thailand's Top Corporate Brands 2021" with the highest corporate brand value in The finance and securities business sector. This award is the result of a research worked on "Measurement of corporate brand values in ASEAN and in Thailand for the year 2021" of the Master of Science Program Brand Management and Marketing, the Faculty of Commerce and Accountancy, Chulalongkorn University.
- At the Company's Board of Directors' meeting held on 18th October 2021, the Board of Directors has a resolution to establish a new subsidiary, Muangthai Pay Later Co., Ltd. ("MTPL") with 99.99% ownership interest with a registered capital of 100 million Baht (1 million common shares at the price of 100 Baht per share) The Company paid for share subscription in the amount of 50 million Baht to MTPL in November 2021.

2022

- The Company was confirmed its rating on the BBB+ level with the stable outlook by TRIS rating, the credit rating agency, even in the situation of the Coronavirus epidemic which has caused fluctuations in the economy worldwide.
- MTC has been ranked in the Thailand Sustainability Investment (THSI) Index List from The Stock Exchange of Thailand for 4 consecutive years.
- MTC has been assessed by MSCI on its environmental, social and corporate governance performance or ESG, at "AA" level in the Consumer Finance sector.
- The Company has been announced the result of corporate governance assessment of listed companies in The Stock Exchange of Thailand for the year 2021 as being in the "Excellent" level (5 stars) for the 5 consecutive years, which is assessed by institute of Directors Association Thai Company (IOD)
- MTC was awarded the "Thailand's Top Corporate Brands 2022" for the 2 consecutive years, with the highest corporate brand value in the finance and securities business sector. This award is the result of a research worked on "Measurement of corporate brand values in ASEAN and in Thailand for the year 2022" of the Master of Science Program Brand Management and Marketing, the Faculty of Commerce and Accountancy, Chulalongkorn University.
- At the Company's Board of Directors' meeting held on 8th November 2022, the Board of Directors has a resolution to establish of the capital increase of, Muangthai Pay Later Co., Ltd. ("MTPL") as a subsidiary in the amount of 900 million Baht from the original registered capital of 100 million Baht to 1,000 million Baht (10 million common shares at the price of 100 Baht per share) The Company holds shares in the proportion of 99.99%.

1.1.3 Use of the Raised Funds Following the Purposes

The Company used the raised funds following the purposes stated in the registration statement of securities trading as detailed below.

Use of Money	Estimated amount of the spent money (Million Baht)	Estimated time of money spending	Details/Progress of Money Use/ Reasons and Measures in case of Money Spending not Following the Objective
1. To repay a loan or debt from issuing debentures	10,648.90	Within December, 2022	Use the money obtained from the issuance of debentures and / or bills of exchange at this time to repay the loan and / or debt from the issuance of debt that is due.
2. Other cases such as capital used in the business or the business expansion	16,538.70	Within February 2023	Use the money obtained from the issuance of debentures and / or bills of exchange for general business operations and / or for business expansion.

1.1.4 General Information of Head Office Location

Company Name :	Muangthai Capital Public Company Limited
Head Office :	332/1 Jaransanitwong Road, Bangplad, Bangplad, Bangkok 10700
Product :	Motorbike title loans, car title loans, personal loans (unsecured), nano finance, land title deed pledge loans and new motorcycle hire purchase loans
Registration Number :	0107557000195
Telephone :	+66 2 483 8888
Website :	www.muangthaicap.com

As of December 31st, 2022, the Company had a total of 2,120,000,000 Baht of ordinary shares, divided into 2,120,000,000 ordinary shares of 1 Baht each.



1.2 Nature of Business Operation

Medium-Term Business Plan (2021-2023)

Muangthai Capital has ended the second medium-term plan which is the business plan in 2018-2020 and has achieved as planned. However, the Company has follow-up processes according to the third medium-term plan which is the business plan in 2021-2023 covering all dimensions of being a non-institutional financial service provider to maintain the Growth Stage continuously and sustainably as follows.

1. The Company will maintain the number one leadership in the microfinance business.
2. The Company project the growth for the next three years (2021-2023), by maintaining growth rate at 25 percent, 30 percent and at 20 percent, respectively.
3. The Company will expand branches by opening more branches to cover all regions of Thailand. The goal is to expand an average of 500-600 branches per year to reach 7,200 branches by 2023.
4. The Company will maintain the standard of business operations by tightening credit and expedite debt collection to be effective by maintaining non-performing loan not more than 3.0 percent and as well as reduce the loss from the sale of seized vehicles to a minimum as well as accelerate the draining of assets acquired from customers as much as possible To reduce to reduce the credit cost

5. The Company focuses on building systems and mechanisms that encourage employees to use their full potential with the goal of increasing productivity in the competition of the organization. In addition, the Company will also develop employees to have the Resilience on the occurrence in various forms in the future.

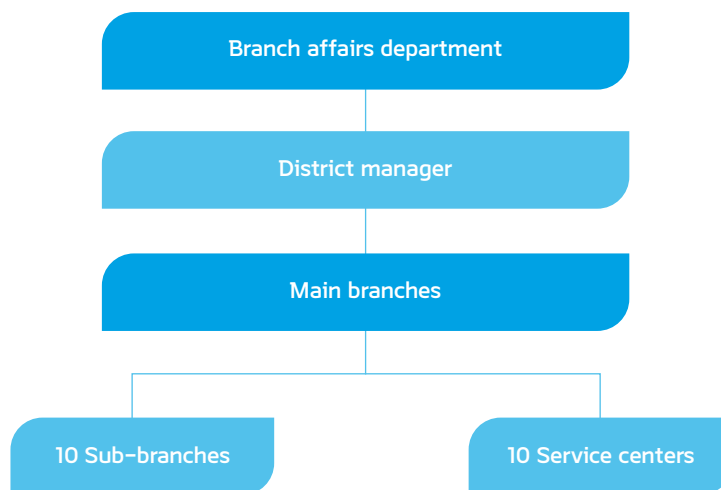
6. The Company pays attention to the diversity of channels or platforms focusing on integrating both offline channels such as media fields, print media, etc., and online channels such as mobile applications, social media, etc. to provide customer service and to expand the digital customer base in accordance with the policy of the Bank of Thailand. In addition, the Company supports the utilization of both digital and information for marketing benefit and the development of new products of the Company in the future.

7. The Company pays attention on increasing the proportion of revenue from hire-purchase loans for new motorcycles, Nano finance loan and personal loans

8. The Company operates on the basis of good corporate governance by focusing on value creation among economic, social and environment through company value chain.

Management Strategic

The Company operates in the vehicle title loan business under a personal loan business license from The Bank of Thailand to retail customers. Moreover, there are the loan products with title deed as collateral and the nano finance provided to retail customers through the company's branches spreading across the regions nationwide. The company is decentralized through branch managers, sub-branches and service centers. The full branches are supervised by the district managers who are under the branch affairs department. Each full branch is responsible for managing 10 sub-branches and 10 service centers.



Decentralization Management

As the business of financial service to retail customers, the Company emphasizes the close interaction with customers. This point reflects the decentralization to keep close with the retail customers and the Company focuses on the following strategies:

1. Strongly developing human resources and corporate culture so that middle-level executives can take care of their subordinates to serve their work at full efficiency to achieve the company's goals and to maintain competitiveness.
2. Strengthening the internal audit system to be efficient in order to build confidence among shareholders and other stakeholders.
3. Stabilizing and enhancing the safety especially in financial management and data management with the use of technology and information systems.

Strategies of Business Operation to Become the "Responsible Microfinance Service Provider"

The Company has stipulated the guidelines for sustainable development by considering the environmental, social and governance (ESG) impacts on business operations. The Company considers and views that the financial inequality problem is an economic problem that has long been rooted in Thailand and it is the origin of the microfinance business in Thailand. Thus, the Company's principle is the operation by adhering to the human rights policy. This includes the loan products, processes for loan approval, and service provision which must be thorough and equal without exclusion or differentiation on the customers by physical difference, gender, race, religion, social status or political attitudes to be used as a tool to reduce financial disparities among Thai people. This is to offer an alternative source of loans to increase opportunities for people to access loan sources more easily and conveniently.

1.2.1 Revenue Structure

In 2022, the Company's major revenue is Interest income from loan receivables and hire purchase receivables accounted for 95.67% of total revenue. The revenue from hire purchase loans grew as targeted, despite the COVID-19 pandemics, however, this did not significantly affect revenue growth. The Company's revenue structure is detailed as follows:

Source of Revenues	Operated by	% of shareholding by MTC	2022		2021		2020	
			Mil. Baht	%	Mil. Baht	%	Mil. Baht	%
Interest Income and Fee and Service Income								
Secured Loan	MTC	Parent Company	13,762	68.58	11,204	69.94	11,212	76.10
Unsecured Loan	MTC	Parent Company	4,387	21.86	3,520	21.97	2,704	18.35
Hire & Purchase Loan	MTLS	99.99	1,050	5.23	471	2.94	46	0.31
Total Interest Income and Fee Income			19,199	95.67	15,195	94.86	13,962	94.76
Fee and Service Income ¹⁾			719	3.58	705	4.40	677	4.60
Income from Insurance Brokerage	MTLI	99.99	72	0.36	64	0.40	49	0.33
Other Income ²⁾			78	0.39	55	0.34	45	0.31
Total Incomes			20,068	100.00	16,019	100.00	14,733	100.00

Note: 1) Fee and Service Income consists of collection income

2) Other Income consists of Gain from sales of assets, and other interest income

1.2.2 Product Information

(1) Product Characteristics and Business Development

Developing Credit Products with ESG in Mind with the Asset-Based Assessment Approach

In 2022, Muangthai Capital offers microfinance loan products for retail customers by focusing on using the unconventional loan approval method by considering the social impact through the asset-based assessment

instead of the conventional assessment. The Company believes that this assessment is a solution for this group to access alternative loan sources. In addition, it reduces the financial disparities in the country. The Company considers the collateral for the loan products with a low risk of default. The credit amount is compared with the appropriate collateral value. The maximum limit per contract is set for each customer. The interest rates are suitable for credit risk, debt collection process, and credit approval. These factors

contributed to the non-performing loan (NPL) rate of the Company's loan portfolio to keep below the industry. The NPL is the key indicator of credit analysts' performance.

The major product of the Company is the vehicle title loan or secured loan. However, in order to meet the needs of the existing customers, we have expanded the loan products into unsecured loans under the supervised personal loan license and the small credit license for occupation under supervision and new motorcycle hire purchase loan. The Company sees the potential for the growth of such new loan products in the future. Therefore, the Company's current retail finance products can be divided into 5 main credit products and 1 additional service as follows.

1. Vehicle Title Loans

The Company provides vehicle title loans to retail customers with a personal loan business license under the supervision of The Bank of Thailand. Such personal loan business license permits to collect interest rates up to 24 percent per annum (according to The Bank of Thailand Notification No. SorNorSor. 12/2563 on the regulations, methods and conditions for conducting personal loan business under supervision). The different types of vehicles covered by insurance include motorcycles, cars, pickups and agricultural vehicles registered with the Department of Land Transport and ownership of loan applicants must not be less than the period specified by the Company. However, the customers who apply for loans must deliver the original car registration booklets to the Company as a collateral without transferring the registration ownership in the vehicle registration to the Company. The customers will still own the vehicles used as collateral for credit applications and can use the vehicles as usual.

2. Land Title Deed Loans

The Company provides the loan service with the land title deeds as collateral. The customers requesting the loan must submit the original land title deeds to the Company as the collateral. The Company offers more choices for customers in mortgaging the land if the customer wants a high credit limit loan. The interest rate for loans with the land as collateral does not exceed 15 percent per year.

3. Personal Loans

The Company provides unsecured personal loans with a personal loan business license under the supervision of The Bank of Thailand since 31st August, 2006, for the customers who have a previous vehicle title loan installment history with the Company and good payment history only. As it is a grant of unsecured loan, such license to operate a personal loan business allows the interest collection for not more than 25 percent year (according to The Bank of Thailand Notification No. SorNorSor. 12/2563 on the regulations, methods and conditions for conducting personal loan business under supervision).

4. Nano Finance

The Company has provided nano finance loans with the microfinance business license under the supervision of the Bank of Thailand since 26th May, 2015. The nano finance business license permits for collecting the interest at the rate of not over 33 percent annum (according to The Bank of Thailand Notification No. SorNorSor. 13/2563 on the regulations, methods and conditions for conducting Nano finance under supervision) and it is an unsecured loan. The objective is to provide career loans only to customers who have a history of installment of vehicle title loans with the Company before and have a good payment history.

5. Motorcycle Hire Purchase Loans

The Company operates the motorcycle leasing business under the name of Muangthai Leasing Company Limited ("MTLS"). The Company registered to establish a limited company on 1st March, 2019, the authorized and paid-up capital of 1,000 million Baht divided into 10,000,000 ordinary shares with a par value of 100 Baht each. At present, the Company holds 9,999,997 shares in MTLS equivalent to 99.99 percent of the total number of the sold shares. MTLS operates the new motorcycle leasing to customers having the vehicle title loans with the Company who have good payment history and want to buy a new motorcycle by leasing through the Company's branches.

6. Non-Life Insurance Broker

The Company operates a life insurance brokerage business under Muangthai Leasing Insurance Broker Company Limited (“MTLI”) which was established on 4th February, 2011, with authorized and paid-up capital of 2 million Baht divided into 20,000 ordinary shares with a par value of 100 Baht each. Currently, the Company holds 19,998 shares in MTLI, equivalent to 99.99 percent of the total sold shares.

MTLI engages in the insurance broker business including Compulsory Third-Party Insurance (CTP) and personal accident insurance by being licensed as a non-life insurance broker referred to the Insurance Act B.E. 1992 from the Office of Insurance Commission (OIC) since 4th May, 2011. Currently, the non-life insurance policies having MTLI as the broker for distributing are the Victims Insurance Policy for Motorcycle Accident (Motorcycle Act), Victims for Automobile Accident (Automobile Act), Insurance

Policy for lost car, and personal accident insurance policy to facilitate customers

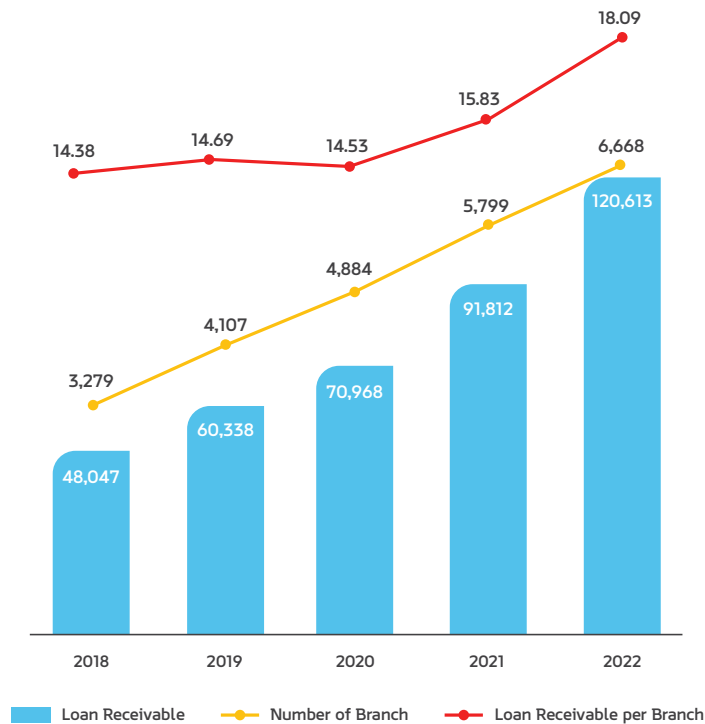
7. Installment loan for Electrical Appliances and General Equipment

The Company provides credit services under the name of Muangthai Pay Later Company Limited (“MTPL”), which will be registered capital on 22nd October, 2022 with a registered capital of 1,000 million Baht (paid-up amount of 550 million Baht). Divided into 10,000,000 ordinary shares with a par value of 100 Baht per share. Currently, the Company holds 9,999,996 shares in MTPL representing 99.99 percent of the total number of shares sold. MTPL installment loan service for electrical equipment and general equipment under the slogan “Buy Now Pay Later” by leasing through the Company’s branches.

Shares of Loan Products Approved by the Company's Asset-Based Assessment Approach in 2022	Shares of the Group of Company's Customers in 2022
<div data-bbox="256 1288 754 1400">Vehicle title loans (million Baht) 80,030, 66.35%</div> <div data-bbox="256 1406 754 1518">Land title deed loans (million Baht) 21,694, 17.99%</div> <div data-bbox="256 1525 754 1637">Hire purchase loans (million Baht) 5,636, 4.67%</div> <div data-bbox="256 1644 754 1756">Total outstanding unsecured loans (Baht) 13,253, 10.99%</div>	<div data-bbox="884 1288 1382 1400">Group of customers with regular income 22.38%</div> <div data-bbox="884 1406 1382 1518">Group of customers without regular income (ESG) 77.62%</div>

Development on the Customer's Access to Loan Resources by Expanding Branches

The Company continues to focus on accessing the customers through the strategies of expansion on the number of branches throughout the country. The Company performs the action following the Company's medium-term business strategy plan which covers from 2021-2023 resulting in customers and the public, especially customers who do not have access to commercial bank services or digital banking to be able to access the Company's services more easily and more conveniently.



In the year 2022, the Company has opened 869 new branches, consisting of 32 big branches, 374 sub-branches and 463 service centers. The average loan outstanding rate per branch was 18.09 million Baht compared to the end of the year 2021 that is equal to 15.83 million Baht. This reflects that the Company is able to maintain the stability in loan receivable growth through the branch expansion.



The business expansion strategy from 2021 to 2023 still maintain the growth rate through the opening of branches by opening on 500–600 branches per year averagely. The Company also increases the strategy in expanding the channels for credit launching and the increase of products and new credit services with the expectation that the above strategies will improve the efficiency of the branches or the ratio of credit per branch of the Company to be higher.

Appropriate Design of Loan Products, Conditions and Procedures for Controlling the Risk of Default Payment

The Company considers collateral for the loan products with low risk of default payment. The loan granting ratio is compared to the appropriate collateral value. The maximum credit limit per contract and per customer is set at a low level. The interest rates are set suitably for the credit risk, debt collection process, and credit approval process. These are all factors contributing to the non-performing debt rate of the Company's credit portfolio to stay below the industry. The Company's non-performing debt rate is the most important performance indicator of personnel.

Building the Great Customer Experience

On 31st December, 2022, the Company has a total number of 3.2 million outstanding customers. As the Company sees that enhancing the efficiency of customer experience development is an important sustainable development strategy, in 2022 we have performed the following operations

1. Focus on Providing Excellent, Thorough, and Equitable Services

1.1 Excellence Service Provision Policy

The Company focuses on building service standards by providing training for employees. The results of the service evaluation are included as part of Key Performance Indicator (KPI) for the service provision to customers.

1.2 Channel for Customer Engagement

Although most of the Company's customers are the offline group, in the past year, the Company finds that the number of customers who contacted the Company via online channels such as social media, telephone, and email were more than 770,000 persons.

2. Innovation Development and Digital Transformation

2.1 Muangthai 4.0 Application

This is the mobile application which has provided the service to the Company's customers since 2017 in order to facilitate the customers in checking the outstanding loans, payment date, and the locations of the Company's branches. However, the Company

has a policy to develop online modules more such as online loan payment and other services in the future. In 2022, there were more than 141.0 percent more user accounts for the Muangthai 4.0 application compared to the end of 2021. The Company has reviewed the suggestions from users to always improve the operation process under the application so that the customers of the Company get more convenience and speed of service in cooperation with commercial banks foreign bank and specialized financial institutions to increase bill payment channels across banks via automatic payment machines and conducting financial transactions through electronic channels. In addition, new marketing channels have been added with special offer updates new personal loans through the app to make it easier for customers to access.

3. Cultivating the Financial Awareness and Discipline to Customers

3.1 Project of Recognition for Income and Expense

The Company has conducted the project of recognition for income and expense which is the account program allowing the users to record income and expenses based on The Bank of Thailand's guidelines. This can respond the target of reducing household debt in the citizen sector of The Bank of Thailand. The Company's customers and general people can download the program from the Company's website without charge. The program can analyze spending behavior whether there is discipline or without discipline. The goal is for users to understand their spending habits. The users can monitor their expenses, income, and savings. If the customers and general people need the income–expense account book, they can be requested from every branch of the Company.

3.2 Project of “Debt Solving Clinic” with Sukhumvit Asset Management Co.,Ltd. (SAM)

Apart from social activities initiated by the Company for supporting the creation of financial discipline to the Company's customers and general people, the Company has also cooperated with SAM to join the Debt Solving Clinic Project to help debtors who have debts with many creditors. These are bad debts, credit cards, cash cards and unsecured personal loans. This is to provide an opportunity to solve debt problems along with promoting learning, planning, and creating good financial discipline for debtors and interested people. It also prevents economic and social problems of the country in the long run. In 2022, There are a total of 18 non-financial institutions participation.

4. Development on the Industry's Ethics

According to The Bank of Thailand (BOT), the Thai Bank Association and the International Bank Association are aware of the suffering of the debtor and see the urgent need to help with various measures to financial institution and business operators provide direct and indirect assistance to debtors from the situation of the COVID-19 epidemic continuously.

Providing assistance in accordance with the above guidelines debtors can contact financial institutions or entrepreneurs that is not a Non-bank to show the request for help.

5. Respect Given to the Customer's Satisfaction, Rights and Personal information

5.1 Feedbacks and Customer Satisfaction Survey Results



6. Customer's Personal Information

For the Company to operate business in accordance with the Personal Information Act, which was announced in the Royal Gazette on 24th May, 2019, and would come into effect from 1st January, 2020, onwards, the Company then formulates relevant policy of information protection and information security as well as disclosing such policy on the Company's website. Apart from the aforementioned policy, the Company has also raised risks associated with the protection of personal information having the legal department and technology information department to perform the operation for reducing or limiting the risks involved. The Company conforms to the law for the protection of personal information of customers.

Balance of Account Receivables Classified by Type of Loan Products

Type of loan products	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Vehicle title loans	80,030	66.35	62,498	68.07	50,985	71.84
Loans with land title deeds as collateral	13,253	10.99	9,389	10.23	5,277	7.44
Unsecured personal loans	15,720	13.03	9,794	10.67	6,928	9.76
Nano finance loans	5,974	4.95	5,921	6.45	7,417	10.45
Hire purchase loans for new motorcycles	5,636	4.67	4,210	4.59	361	0.51
Total account receivables	120,613	100.00	91,812	100.00	70,968	100.00

Note: The account receivables are calculated from the contract debts and accrued interest

(2) Marketing and Competition

Marketing and Competition in the Vehicle Title Loan and Personal Loan Industry

Conditions and trends of the Vehicle title loan/personal loan industry and market size in 2022.

The COVID-19 virus outbreak that affected not only the global economy but also the domestic economy including the entire supply chain significantly caused the slowdown in exports, tourism, and related industries arising from the lockdown of the country from foreign tourists as well as the slowdown in traveling of tourists and business people worldwide. Many institutions predict that private consumption will likely to slow down in line with lower income fundamentals. Since the household debt ratio will be higher. The Bank of Thailand therefore asked for cooperation from

financial institutes and non-financial institute entrepreneurs in issuing measures to assist retail debtors affected by the volatile economic conditions in Phase 1. The operators can apply for Soft Loan from The Government Savings Bank with low interest rates to compensate for liquidity from rescuing measures. The accounting practice guidelines can be applied for the measures of temporary relief for businesses that assist debtors affected by the situation affecting the Thai economy announced on 16th April, 2020. The measure to assist retail debtors in Phase 2 is the special aid to individual retail debtors.

At the end of December, 2022, the non-financial institute business entrepreneurs reported the outstanding loans of personal loans under supervision (excluding car registration as collateral) in the total amount of 315,744 million Baht compared to the outstanding loans of the same type of the Company in the amount of 15,720 million Baht or amounting 4.98 percent of the market share. The outstanding loans of the personal loans under the supervision of vehicle title loans with collateral was in the total amount of 209,704 million Baht compared to the outstanding loan of the same type of the Company for 80,030 million Baht or amounting 38.16 percent of market share. The Nano finance had a total value of 33,486 million Baht compared to the amount of outstanding loans of the same type of the Company in the amount of 5,973 million Baht or amounting 17.84 percent of the market share.

**Source: The Bank of Thailand*

However, in 2022, The Ministry of Finance determined that the car loan business with car registration as collateral was the business that must be operated under the personal loan business license under supervision of The Bank of Thailand in accordance with The Ministry of Finance's notification on the businesses that need to apply for a license under Clause 5 of the Notification of the Revolutionary Council No. 58 (Personal Loan under Supervision) (No. 3) to be effective on 1st February, 2019. This resulted in a number of loan service operators both old and new to show greater interest in entering the industry competition. These operators gathered on behalf of the vehicle title loan trade association to discuss business practices for the benefits of all stakeholders.

Competition Conditions within the Industry in the Past Year

In addition, The Ministry of Finance issued a business license under the provincial micro-credit license under supervision for the pledge loan business operators of car registration in the company form.

This is to add a channel for accessing public capital (Financial Inclusion) and to create the clarity and transparency in the business operation under supervision. Thus, the existing entrepreneurs including financial institute entrepreneurs and non-financial institute entrepreneurs as well as new entrepreneurs including entrepreneurs of hire purchase loans, motorcycles, insurance companies, operators of communication services, and other consumer products businesses turn their attention to enter the competition in the car registration and retail loan industry more. However, in this year of 2022, the competitive strategy which has begun to be developed can be described as follows.

1. Competition with Different Loan Products

Due to the more intense competition, the retail loan operators are trying to differentiate themselves by introducing new loan products or original loan products that each operator has special expertise to maintain customer base and occupy new customer groups such as expanding from vehicle title loan products to small business loans, title deed mortgage loans, group loans, or personal loans granted to private employees who receive their salary through their own banks, etc. In addition, the Company offers such credit products through advertisements various public relations media that is fair to customers to be a channel for communicating information about various types of credit products, which the Company has operated in providing detailed information about the products. and the provision of services of the business in full compliance with the Consumer Protection Act B.E. 1979 (as amended) ("Consumer Protection Act"). Must not use statements that are unfair to consumers, etc.

2. Competition with Technology

The new entrepreneurs both financial institutes and non-financial institutes who do not have sufficient potential to expand the number of branches or have a different target group possibly focus on reaching customers by using technology and data (Data Analytics) as a key competitive strategy such as lending via mobile

phone applications or merging with businesses that provide technology and communication services in order to obtain information of target customers, etc. However, the Company does not ignore competition with technology but has begun working on bringing technology to improve Customer Experience Management for the convenience and more transparency in service provision. With the introduction of “Muangthai Capital 4.0” mobile application, the customers can download the application to be used in checking the outstanding balance and other services. The Company is in the process of developing the application to create more value for accommodating the fierce competition in the industry.

In addition, The Bank of Thailand issued the criteria for the business operation of Digital Personal Loan since 17th September, 2020, to encourage people to access financial services in the system more easily. Especially those who do not have regular income, the group that cannot be proven for the income, and the group that does not have assets to be used as collateral can use the alternative data such as payment of water, electricity, telephone bills, income or online trading behavior in assessing the ability or willingness of debt repayment. This will result in the competition in the personal loan market to have more entrepreneurs and fiercer competition. However, the Company still sees an opportunity to use the information in considering the Company’s unsecured personal loans and expand channels to apply for the loans.

3. Competition with Prices and Service Provision

At present, the competition in the industry has not yet entered the price competition. Although, during the year 2022, some operators may have cut their interest rates down to comply with The Bank of Thailand’s regulation in lowering the personal loan interest rate throughout the system. The unsecured personal loans currently have the interest rate of 25 percent per annum. The personal loans with car registration as collateral have the interest rate of 24 percent per annum. Although the government banks have expressed interest in expanding their business into the car registration pledge loan business with

interest rates lower than the market average rate, the Company views that the customers do not pay attention to the interest rate equaling to the credit limit or service provision. Thus, the competitive nature of the industry during this year is mainly the competition in service provision. When the competition starts to enter the price competition, the Company sees that the big operators are competitively advantageous due to the lower cost, larger customer base, and more effective internal risk management in maintaining debt quality. The interest rate can be then reduced to be competitive. However, the Company presently charges the interest rates lower than the industry average.

Competitive Strategy

The Company’s competitive strategy is in accordance with the slogan of “Intimate Services Like Closed Family Members” which consists of the following strategies.

1. Convenient and Fast Service Provision

The key competitive strategy for retail loans is the speed of service provision to the customers in order to respond to the demands of customers in a quick and timely manner. The Company has the concise loan approval process allowing customers to know the approval results and receive the money within 20 minutes. In addition, the Company also maintains the tight loan approval process.

2. Careful and Friendly Customer Service

As the quality of service is the core of the Company’s business operations, the Company focuses on and gives importance to provide good service to the customers. All of the Company’s employees will receive regular service training enabling them to provide services to customers in a polite and friendly manner as the Company’s slogan “Intimate Services Like Closed Family Members”. From this reason, the customers return to use the Company’s service continuously. This includes introducing other people to use the Company’s service. Besides, the Company

also emphasizes on cultivating 5 values for employees; honesty, dedication to work, good attitude, unity, and strict discipline. In addition, the Company strictly pays attention to the quality and safety of customer service by providing a channel to assess customer satisfaction and customer complaints in order to improve the way of working to be more efficient and create more satisfaction for customers.

3. Effective Debt Collection and Respect for Customers' Human Rights

With experience in service provision business on the vehicle title loans and personal loans of the Company's executives, the Company can understand the behaviors and habits of customer well. The loan approval process, credit limit, and the debt collection process are efficient and suitable for the Company's customers. The Company has set up a debtor management policy called "MTC Model" which is a comprehensive debt management in the debtor's quality, ability of debt collection, and debt management. The MTC Model is an important tool for the Company to control the debtors to be in the criteria set by the Company.

4. Having Service channels covering all over the country

The Company has branches to provide services to customers covering most areas of the country including the North, the East, the West, the Central, the Northeast and the South. As of 31st December, 2022, the Company has the total of 6,668 branches. The Company can contact for using the services and paying the installments at every branch of the Company. Customers can use the Company's services more conveniently resulting in the Company to be able to continuously expand the customer base.

5. Development and Digital Adaptation

- Application on Mobile Phones

Since 2017, the Company has started to develop and adapt to the digital age completely. For the Company's sustainable growth, the "Muangthai Capital 4.0" application on iOS and Android operating systems was launched for the convenience and transparency in providing services to customers in reminders of payment due dates, amount due to be paid, and outstanding credit balance.

- New Service towards Cashless Society

The Company has started Cross Bank Bill Payment service to facilitate the customers in making loan payments more conveniently and faster through K-Plus online banking application of Kasikorn Bank without charges.

- Digital Marketing and Social Media Strategies

Apart from driving marketing through digital media and social media strategies to build brand confidence and credibility, the Company also uses social media to create a bond with the Company's customers. Previously, the Company found that the communication through online media did not only help in sales but it is also an important effective communication channel between the Company and the Company's customers in other aspects such as fraudulent reporting, complaint receiving, suggestion and comment receiving. The Company has set the guidelines and targets for the use of all social media channels including the Company's website, Facebook, and others in sending and receiving messages for the results and maximum benefits.

- AI Chatbot Development

In 2019, the Company started initiating AI Chatbot to help developing and improving the communication with customer groups through Social media channels to be more efficient and faster. The Company's AI Chatbot can answer basic customer questions about the loan products, steps for loan application, the Company's branches, etc. The Company believes that the AI Chatbot tool is an important communication tool capable for connecting and supporting the customer engagement so that the Company can maintain the interactions with customers thoroughly even during the Company's off-hours.

One of the Company's important business objectives is that the Company must have the largest market share in each area where the Company operates. already in operation and the customer base must increase every year. The amount of outstanding loans is 120,613 million baht, an increase of 31.37 percent from 2021.

(3) Procurement

Sources and Uses of Funds

As on 31st December 2022, the Company's major sources of funds are loans from financial institutes amounting 24.73 percent, borrowing by issuing the bonds (debentures and bills of exchange) amounting 51.19 percent with the finance sources from the shareholders amounting 24.08 percent. For the use of funds as of 31st December, 2022, the credits were granted for retail customers amounting and other properties.

Issued Bonds and Loans

As on 31st December 2022 and 2021, the outstanding bonds and domestic loans are as follows:

Unit: Million Baht	Interest rates (%)	Due	2022 (million Baht)	2021 (million Baht)
Debentures – Baht	2.35–4.30	2023–2027	59,725	47,028
Bills of exchange – Baht	1.75–1.90	2023	2,125	1,215
Loans from financial institutes	1.98–4.25	2023–2028	29,876	19,071
Total			91,726	67,314

Credit Policy and Credit Risk Management

The Company's operational goal is to be the Microfinance service provider helping people with difficulty in accessing the loans from financial institutes from them to access the loan sources more easily and conveniently with the fair and transparent financial cost. This is to become the 'responsible microfinance service provider' meaning creating a microfinance loan product that can respond to the development of Financial Inclusion of the country with the responsibility to all stakeholders.

Therefore, the Company's credit policy is the operation by adhering to the human rights policy. This includes the loan products, processes for loan approval, and service provision that must be thorough and equal without exclusion. The customers must not be discriminated by different physical, gender, race, religion, social status or political attitudes to be used as a tool to reduce financial inequality of Thai people by providing an alternative source of loans to increase opportunities for people to access loan sources more easily and conveniently.

The Company operates the microfinance loan business which means lending small loans to retail customers only. The credit approval process is based on social impact through the Asset-Based Assessment Approach mainly. The important loan products are vehicle title loans including motorcycles, cars, pickup trucks and agricultural vehicles registered with The Department of Land Transport. The interest rates and the Loan to Value (LTV) are set in accordance with the overall risks of default payment of each product.

The Company has set and reviewed the balance table to reduce the risk of debt default arising from the excessive credit limit. The market value of vehicles is collected from 6 in-house auction centers scattered throughout the country. LTV is centralized to set the credit limit to be the same standard with the rate suitable for the risks that is acceptable by the Company.

In addition, the Company has also established Internal Single Lending Limit to reduce debt repayment risk arising from credit concentration or provide a credit limit that exceeds the ability and intention of repayment of the customers. The credit limit per customer is set in the amount of not exceeding 550,000 Baht. Therefore, the Company does not depend on any customer that accounts for more than 30 percent of total income or total outstanding loans.

Significant Accounting Policies and Provisioning Methods

Bad Debt Amortization Policy: The Company has a policy to write off the debtor from the account when the group has pursued the debt repayment as appropriate to the case with clear evidence of collection and the debt has not been repaid.

Provisioning Policy: In accordance with the Financial Reporting Standard No. 9 on the Financial Instruments (TFRS 9). In the past, the Company pursued the debt collection and legal action promptly and could set up a lawsuit against the debtor within 2 months if there was a difference between the sales price and the outstanding receivables. Previously, the Company reduced the risk of damage caused to the Company by having the credit policy not exceeding 50 percent of the collateral value.

(4) Assets Used in Business Operation

License for the Loan Business Operation

The Company is the Non-Bank institute performing the loan service business operation with the business license under the supervision of The Bank of Thailand as follows:

License to Operate Personal Loan Business under Supervision

It is allowed to operate an unsecured personal loan business. Currently, the interest rate is not more than 25 percent per year and the interest rate for the vehicle title loan is currently for not more than 24 percent per year.

License to Operate Nano Finance Business under Supervision

It is allowed to operate a retail loan business for the purpose of occupation without security. The credit limit is not more than 100,000 Baht and the interest rate are not more than 33 percent per year.

Most of the industry competitors are the vehicle title loan operators who have the license to operate the personal loan business under supervision and the license to undertake the Nano finance business under supervision of The Bank of Thailand or the Pico Finance from The Ministry of Finance. Such licenses are one of the major barriers to entry. The operators who are interested in entering the industry competition or the operators having been licensed to undertake the loan business must have the ability to maintain and preserve various standards to comply with the supervised regulations.

Main Fixed Assets used in Business Operation

As of 31st December, 2022, the Company has fixed assets that are used in business operations. The net book value is 1,112.06 million Baht with the head office building located at 332/1 Jaransanitwong Road, Bangplad, Bangkok 10700. There are only 7 branches of the Company. Almost all of the Company's branch offices are the rented buildings.

Property list	Property features	Net book value (Million Baht)	Obligations
1. 7 plots of land	Owned by the Company	257.47	Without obligations
2. Office buildings	Owned by the Company	351.12	Without obligations
3. Building improvement	Owned by the Company	503.47	Without obligations

Investment in a Subsidiary in which the Company Holds 99.99 percent of Shares

The Company has invested in 99.99 percent of 3 subsidiaries; Muangthai Leasing Company Limited, with the registered capital of 1,000 million Baht and engaging in hire purchase loan business. At present, the Company operates a new motorcycle hire purchase loan through the aforementioned subsidiary and Muangthai Leasing Insurance Broker Company Limited has the registered and paid-up capital of 2 million Baht to operate the insurance brokerage business. The Company operates the non-life insurance sale through such subsidiary and Muangthai Pay Later Company Limited with a registered capital of 1,000 million Baht and Paid-up 550 Million Baht engaging in installment loan business electrical appliances and general equipment.

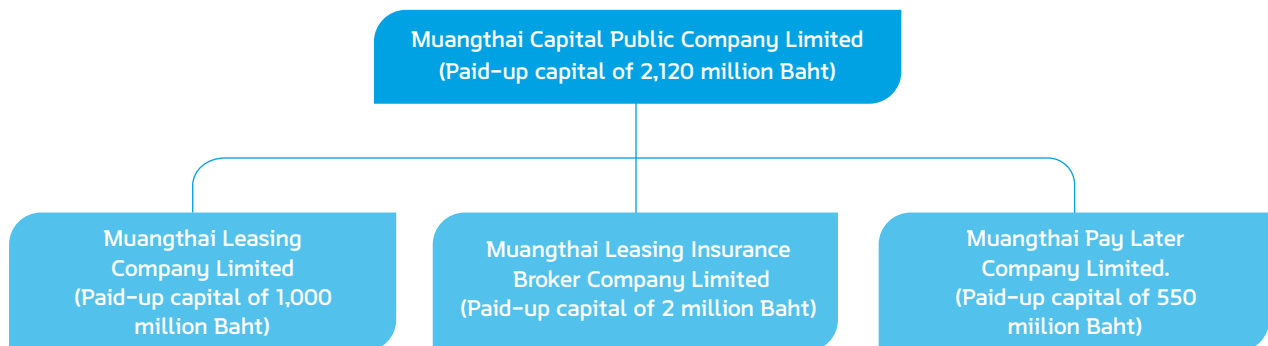
(5) Undelivered work

-Not any-

1.3 Shareholding Structure of the Group

1.3.1 Shareholding Structure of the Group

Regarding the investment of the Company in the subsidiaries as of 31st December, 2022, the Company has investments in subsidiaries by holding the shares of 10 percent or more of the issued and paid-up shares, Muangthai Capital Public Company Limited, operates a new motorcycle hire-purchase business directly holds 99.99 percent of 3 subsidiaries; Muangthai Leasing Insurance Broker Company Limited with the insurance broker business operation, Muangthai Leasing Company Limited and Muangthai Pay Later Company Limited with the installment loan business operation electrical appliances and general equipment. The shareholding structure of the group is as follows:



No.	Company's Name	Location	Nature of Business Operation	Registered Capital (Million Baht)	Paid-up Capital (Million Baht)	Total number of issued shares	Number of shares held	Share-holding Proportion (%)	Type of share
1.	Muangthai Leasing Insurance Broker Company Limited	Bangkok	Insurance brokerage	2	2	20,000	19,998	99.99	Ordinary share
2.	Muangthai Leasing Company Limited	Bangkok	Hire Purchase	1,000	1,000	10,000,000	9,999,997	99.99	Ordinary share
3.	Muangthai Pay Later Company Limited	Bangkok	Installment loan	1,000	550	10,000,000	9,999,996	99.99	Ordinary share

1.3.2 Persons possibly having conflicts hold more than 10 percent of Shares in the Subsidiaries or the Associates.

- Not any -

1.3.3 Relationship with the Business Group of Major Shareholders

- Not any -

1.3.4 Shareholders

(1) Major Shareholders

List of the Top 10 Major Shareholders

Source information: The Thailand Securities Depository Company Limited as of 9 November 2022

No.	Names of Shareholders	Number of Shares 9/11/2022	Shareholding Proportion (%)	Voting Rights (rights)
1	Mrs. Daonapa Petampai	720,000,000	33.96	720,000,000
2	Mr. Chuchat Petaumpai	710,056,400	33.49	710,056,400
3	Thai NVDR Company Limited	155,518,839	7.33	155,518,839
4	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	32,348,906	1.52	32,348,906
5	STATE STREET EUROPE LIMITED	20,909,910	0.98	20,909,910
6	Thai Life Insurance PLC	19,964,000	0.94	19,964,000
7	InnovestX Securities Co., Ltd.	11,997,400	0.56	11,997,400
8	THE BANK OF NEW YORK MELLON	10,487,049	0.49	10,487,049
9	Government Pension Fund	9,551,200	0.45	9,551,200
10	CITI (NOMINEES) LIMITED-CITIBANK LONDON RE FUND 208	8,208,779	0.38	8,208,779

Group of Major Shareholders Influencing Management Policy or Operation

No.	Names of Shareholders	Number of Shares 31/12/2022	Shareholding Proportion (%)	Voting Rights (rights)
1.	Mr. Chuchat Petaumpai	710,056,400	33.493	710,056,400
2.	Mrs. Daonapa Petampai	720,000,000	33.962	720,000,000
3.	Mr. Surapong Pechaumpai	980,100	0.046	980,100
4.	Mr. Parithad Petampai	3,650,000	0.172	3,650,000
5.	Mr. Suksit Petampai	902,100	0.043	902,100
	Total	1,435,588,600	67.72	1,435,588,600

The investors can view information of the Company's major shareholders at the closing date of the shareholders' register book for the shareholders' general meeting of the latest year available on the Company's website prior to the annual general meeting of shareholders for each year. This can be found in the topic of "Investor's Information / Shareholder's Information".

(2) Holding company

- Not any -

(3) Shareholding Agreement

- Not any -

1.4 Company's Securities

1.4.1 Registered Capital

The Company has registered capital of 2,120,000,000 Baht paid-up for 2,120,000,000 Baht divided into 2,120,000,000 ordinary shares at a par value of 1.00 Baht each.

1.4.2 Securities other than Ordinary Shares

- Not any -

1.4.3 Issuance and Offering of Shares or Convertible Securities to Mutual Funds for Investors who are Aliens (Thai Trust Fund)

- Not any -

Non-Voting Depository Receipt (NVDR)

As on 9th November, 2022, the Company's ordinary shares were issued as NVDRs in the amount of 155,518,839 shares. Since the issuance of NVDR is not under the control of the Company, the investors can check the number of NVDR shares from the website of The Stock Exchange of Thailand at www.set.or.th/nvdr

The effect on voting rights of having common NVDR shares is that the shares that have been issued as NVDR will not be exercised at shareholders' meetings except in case of voting on the delisting of shares from the listed securities on The Stock Exchange. If a large number of NVDRs are issued, the voting shares of the Company will decrease and voting rights of other shareholders will increase.

Company's Obligations on the Future Share Issuance

- Not any -

1.5 Issuance of Other Securities

1.5.1 Convertible Securities

- Not any -

1.5.2 Debt Securities

As the Company's business is to provide credit services, the source of funds is therefore an important supply chain in the Company's value chain. The fund source procurement and the proportion management of the Company must be conducted with caution in order to control the Company's burden of expenses for the financial cost not to be excessively high. Meanwhile, the stability of the Company's liquidity must be maintained appropriately. The Company's major sources of funds are the shareholder's equity and debts comprising loans from financial institutes. As of 31st December, 2022, the Company has outstanding credits approved by the commercial banks amounting 29,991 million Baht, issuance of debentures to financial institutes and major investors.

However, in the year 2022, the Company issued 4 public offerings (PO) of debentures in February, June, August and October in order to expand the Company's capital base to be stronger to support future business growth. In addition, in the year 2022, Thailand is plunged into an epidemic which causes fluctuations in the country's economy including the money market and capital market. As the Company has proven the strong business potential, the credit rating for the issuance of unsubordinated and unsecured debt instruments is still maintained by TRIS Rating Co., Ltd. to be BBB+ and it is likely to be stable. This positively affects the Company's financial stability in the Company's funding through the bond market in order to maintain liquidity, the cost of the bond offering, and the size of the market that supports long-term loans. The debentures have loan repayment periods between 18-48 months. The average loan period is appropriate for the liquidity risk management of the Company. As of 31st December, 2022, the details of the Company's registered capital and information about the Company's debt instruments offered for sale can be described as follows:

Information on the Company's Debt Instruments Offered for Sale

In 2022, the Company issued and offered debentures to the general public 4 times for the purpose of business operations to be used as working capital in business and to repay the loans or debts from the issuance of debt securities.

The total value of the unsecured debentures is 59,900.10 million Baht. All debentures are unsecured.

No.	Name of Debenture	Issuance Date of Debenture	Maturity Date of Debenture	Amount (Million Baht)	Interest Rate (%)	Offering Type
1	Debenture of Muangthai Leasing Public Company Limited No. 4/2019 , Series 3 due with the maturity date in 2023	11/7/2019	11/7/2023	1,756.70	4.00	Offering to institutional investors and / or major investors
2	Debenture of Muangthai Capital Public Company Limited No. 6/2019, with the maturity date in 2023	22/7/2019	14/7/2023	500.00	3.70	Offering to institutional investors
3	Debenture of Muangthai Capital Public Company Limited No. 10/2019, Series 2 due with the maturity date in 2023	14/11/2019	14/2/2023	1,500.00	3.40	Offering to institutional investors and / or major investors
4	Debenture of Muangthai Capital Public Company Limited No. 10/2019, Series 3 due with the maturity date in 2023	14/11/ 2019	14/11/2023	500.00	3.45	Public offering (general investors and / or institutional investors)
5	Debenture of Muangthai Capital Public Company Limited No. 10/2019, Series 4 due with the maturity date in 2023	25/11/2019	25/2/2023	1,000.00	3.40	Offering to institutional investors
6	Debenture of Muangthai Capital Public Company Limited No. 1/2020, Series 2 due with the maturity date in 2023	13/3/2020	13/6/2023	900.00	3.15	Offering to institutional investors and / or major investors
7	Debenture of Muangthai Capital Public Company Limited No. 1/2020, Series 3 due with the maturity date in 2024	13/3/2020	13/3/2024	900.00	3.25	Offering to institutional investors and / or major investors
8	Debenture of Muangthai Capital Public Company Limited No. 2/2020, Series 2 due with the maturity date in 2023	12/6/2020	14/11/2023	1,319.20	3.65	Public offering (general investors and / or institutional investors)
9	Debenture of Muangthai Capital Public Company Limited No. 3/2020, Series 2 due with the maturity date in 2023	26/11/2020	14/11/2023	2,836.60	3.40	Public offering (general investors and / or institutional investors)
10	Debenture of Muangthai Capital Public Company Limited No. 1/2021, Series 1 due with the maturity date in 2023	23/2/2021	25/2/2023	1,514.00	2.95	Offering to institutional investors and / or major investors

No.	Name of Debenture	Issuance Date of Debenture	Maturity Date of Debenture	Amount (Million Baht)	Interest Rate (%)	Offering Type
11	Debenture of Muangthai Capital Public Company Limited No. 1/2021, Series 2 due with the maturity date in 2024	23/2/2021	13/3/2024	2,486.00	3.23	Offering to institutional investors and / or major investors
12	Debenture of Muangthai Capital Public Company Limited No. 2/2021, Series 1 due with the maturity date in 2023	25/3/2021	24/3/2023	500.00	2.70	Offering to institutional investors
13	Debenture of Muangthai Capital Public Company Limited No. 2/2021, Series 2 due with the maturity date in 2024	25/3/2021	28/3/2024	500.00	3.20	Public offering (general investors and / or institutional investors)
14	Debenture of Muangthai Capital Public Company Limited No. 3/2021, Series 1 due with the maturity date in 2023	27/5/2021	30/5/2023	1,100.00	2.50	Offering to institutional investors
15	Debenture of Muangthai Capital Public Company Limited No. 3/2021, Series 2 due with the maturity date in 2024	27/5/2021	28/5/2024	1,600.00	2.90	Offering to institutional investors
16	Debenture of Muangthai Capital Public Company Limited No. 3/2021, Series 3 due with the maturity date in 2025	27/5/2021	27/5/2025	800.00	3.20	Offering to institutional investors
17	Debenture of Muangthai Capital Public Company Limited No. 3/2021, Series 4 due with the maturity date in 2026	27/5/2021	26/5/2026	500.00	3.65	Offering to institutional investors
18	Debenture of Muangthai Capital Public Company Limited No. 4/2021, Series 1 due with the maturity date in 2023	16/8/2021	15/8/2023	2,000.00	2.45	Offering to institutional investors
19	Debenture of Muangthai Capital Public Company Limited No. 4/2021, Series 2 due with the maturity date in 2024	26/8/2021	27/8/2024	1,641.80	3.20	Public offering (general investors and / or institutional investors)
20	Debenture of Muangthai Capital Public Company Limited No. 4/2021, Series 3 due with the maturity date in 2025	26/8/2021	26/8/2025	1,361.80	3.50	Public offering (general investors and / or institutional investors)
21	Debenture of Muangthai Capital Public Company Limited No. 4/2021, Series 4 due with the maturity date in 2026	26/8/2021	25/8/2026	996.40	3.70	Public offering (general investors and / or institutional investors)

No.	Name of Debenture	Issuance Date of Debenture	Maturity Date of Debenture	Amount (Million Baht)	Interest Rate (%)	Offering Type
22	Debenture of Muangthai Capital Public Company Limited No. 5/2021 due with the maturity date in 2023	25/10/2021	17/10/2023	2,000.00	2.35	Offering to institutional investors
23	Debenture of Muangthai Capital Public Company Limited No. 6/2021, Series 1 due with the maturity date in 2024	9/11/2021	5/11/2024	1,902.00	3.13	Public offering (general investors and / or institutional investors)
24	Debenture of Muangthai Capital Public Company Limited No. 6/2021, Series 2 due with the maturity date in 2025	9/11/2021	4/11/2025	1,598.00	3.45	Public offering (general investors and / or institutional investors)
25	Debenture of Muangthai Capital Public Company Limited No. 6/2021, Series 3 due with the maturity date in 2026	9/11/2021	3/11/2026	1,000.00	3.70	Public offering (general investors and / or institutional investors)
26	Debenture of Muangthai Capital Public Company Limited No. 1/2022, Series 1 due with the maturity date in 2024	26/1/2022	26/1/2024	2,500.00	2.38	Offering to institutional investors
27	Debenture of Muangthai Capital Public Company Limited No. 1/2022, Series 12 due with the maturity date in 2025	26/1/2022	26/1/2025	500.00	2.79	Offering to institutional investors
28	Debenture of Muangthai Capital Public Company Limited No. 2/2022, Series 1 due with the maturity date in 2025	23/2/2022	24/2/2025	1,609.00	3.13	Public offering (general investors and / or institutional investors)
29	Debenture of Muangthai Capital Public Company Limited No. 2/2022, Series 2 due with the maturity date in 2026	23/2/2022	23/2/2026	1,391.00	3.45	Public offering (general investors and / or institutional investors)
30	Debenture of Muangthai Capital Public Company Limited No. 2/2022, Series 3 due with the maturity date in 2027	23/2/2022	23/2/2027	1,000.00	3.70	Public offering (general investors and / or institutional investors)
31	Debenture of Muangthai Capital Public Company Limited No. 3/2022 due with the maturity date in 2024	7/4/2022	7/4/2024	2,500.00	2.40	Offering to institutional investors
32	Debenture of Muangthai Capital Public Company Limited No. 4/2022, Series 1 due with the maturity date in 2025	8/6/2022	8/6/2025	2,200.00	3.45	Public offering (general investors and / or institutional investors)

No.	Name of Debenture	Issuance Date of Debenture	Maturity Date of Debenture	Amount (Million Baht)	Interest Rate (%)	Offering Type
33	Debenture of Muangthai Capital Public Company Limited No. 4/2022, Series 2 due with the maturity date in 2026	8/6/2022	8/6/2026	1,831.10	3.75	Public offering (general investors and / or institutional investors)
34	Debenture of Muangthai Capital Public Company Limited No. 4/2022, Series 3 due with the maturity date in 2027	8/6/2022	8/6/2027	933.20	3.90	Public offering (general investors and / or institutional investors)
35	Debenture of Muangthai Capital Public Company Limited No. 5/2022, Series 1 due with the maturity date in 2024	24/6/2022	17/6/2024	960.00	3.00	Offering to institutional investors
36	Debenture of Muangthai Capital Public Company Limited No. 5/2022, Series 2 due with the maturity date in 2027	6/7/2022	6/7/2027	500.00	3.90	Offering to institutional investors
37	Debenture of Muangthai Capital Public Company Limited No. 6/2022 due with the maturity date in 2024	11/8/2022	8/8/2024	1,376.00	3.25	Offering to institutional investors
38	Debenture of Muangthai Capital Public Company Limited No. 7/2022, Series 1 due with the maturity date in 2024	24/8/2022	24/8/2024	2,728.20	3.50	Public offering (general investors and / or institutional investors)
39	Debenture of Muangthai Capital Public Company Limited No. 7/2022, Series 2 due with the maturity date in 2025	24/8/2022	24/8/2025	2,124.50	3.80	Public offering (general investors and / or institutional investors)
40	Debenture of Muangthai Capital Public Company Limited No. 8/2022, Series 1 due with the maturity date in 2024	27/10/2022	27/10/2024	2,367.00	3.65	Public offering (general investors and / or institutional investors)
41	Debenture of Muangthai Capital Public Company Limited No. 8/2022, Series 2 due with the maturity date in 2026	27/10/2022	27/4/2026	1,634.60	4.00	Public offering (general investors and / or institutional investors)
42	Debenture of Muangthai Capital Public Company Limited No. 9/2022 due with the maturity date in 2024	29/11/2022	28/10/2567	1,033.00	3.60	Offering to institutional investors
Total of net value				59,900.10		

The value of the bills that have not yet matured is totally 2,130 million Baht. The bills have maturity dates for not exceeding 270 days and are unsecured.

1.6 Dividend Policy

The dividend payment is in accordance with Article 35 of the Company's Articles of Association which prohibits the Company in paying dividends from other types of money apart from profits. In the case that the Company still has accumulated losses, it is forbidden to pay dividends. The payment of dividends shall be distributed according to the number of shares, each share equally. The payment of dividends must be approved by the shareholders' meeting. However, the Board of Directors may pay interim dividends to shareholders from time to time when the Company was profitable enough. After paying dividends, the shareholders' meeting shall be reported acknowledgment in the next meeting.

The Company has the policy of dividend payment at the rate of not exceeding 50 percent of the net profit from the separate financial statements of the Company and subsidiaries each year after corporate income tax deduction and the allocation of legal reserves and accumulated losses carried forward (if any). However, the dividend payment is subject to change depending on the business expansion plan, liquidity, the need for working capital to manage the business, and the Company's business expansion including the economic conditions and other suitability in the future.

The dividend payment policy has been revealed on the Company's website in the "Shareholder Information" section to ensure transparency and fairness to the Company's stakeholders, especially to individual shareholders and financial institutes that invest in ordinary shares of the Company in the decision for investment.

Company's Dividend Payment History

	Approval Date	Payment Schedule	Dividend Rate per Share (Baht)	Amount (Million Baht)
2022				
Annual Dividend 2022	19 th April, 2022	May, 2022	0.37	784.40
2021				
Annual Dividend 2021	20 th April, 2021	May, 2021	0.37	784.40
2020				
Interim Dividend 2020	8 th April, 2020	May, 2020	0.30	636.60
2019				
Annual Dividend 2019	18 th April, 2019	May, 2019	0.26	551.20

สินเชื่อเช่าซื้อ

อยากได้รถใหม่!

มาที่เมืองไทย แคปปิตอล



ไม่ดาวน์



ไม่ค้ำ



ไม่ต้องใช้เงินก้อน

2. Risk Management

Risk management plan is an important organizational management tool, which is widely used to manage uncertainty which will impact to operations and serve as a risk management guide to reduce the potential impact on the organization to an acceptable level. This is also an opportunity to create added value for the organization by developing more efficient and effective work processes.

Muangthai Capital Public Company Limited is committed to becoming a global organization by promote business growth by developing a risk management strategy that is consistent with international guidelines and practices and covers the entire financial business sector and produce long-term and stable returns, so the framework and guidelines for developing the organizational risk management system have been formulated. The Company's goal is to make the management, employees and stakeholders realize the importance of risk management. They also have mutual understanding and establish a comprehensive responsibility and direction in the whole organization.

Enterprise Risk Management culture

1. All executives and employees are responsible for risk management across the organization systematically managed continuously and have the same standard.

2. All executives and employees are required to implement risk management as part of their normal operations both the process of strategic planning, decision-making and daily work by applying information technology for maximum benefit.

3. All executives and employees are required to report the assessed risks. Prioritize along with specifying how to manage risks and who is responsible (Owner of risk) by this report must be submitted to the level supervisor.

4. The identification and management of risks that affect the realization of the Company's objectives must be systematically managed, maintain the risk at a level acceptable to the Company and prevent accidental business losses leverage existing opportunities to balance business growth, risk, and returns of the Company.

5. Executives and employees must be followed up evaluate risk management results, review and participation in the improvement and development of the risk management system to be efficient and effective on a continual basis.

6. The risk owner unit shall periodically report risks to the Board of Directors and the Executive Committee in accordance with the risk level through the channels specified in the Risk Management Manual.

2.1 Risk Management Policies and Plans

The current business environment is full of uncertainty such as technological changes, epidemics, laws and regulations of various departments, and intensified competition and changes in consumer behavior. Therefore, the Company must manage these risks to establish the stability and sustainable development of the organization under the principle of good governance which make the decision-making is more effective, increase confidence in achieving goals, reduce opportunities for damage to the organization, and develop prevention plans and good control plans.

Anti-corruption policy and report on complaints

In order to comply with the anti-corruption policy according to the approaches of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), the Company has established and disclosed the Anti-Corruption Policy and Whistleblower Policy on the Company's website. The mentioned Whistleblower Policy sets the guidelines for receiving complaints including the guidelines for protecting the whistleblowers as well. The Company has communicated and disclosed the whistleblowing channels on the Company's website as follows:

Link : <https://www.muangthaicap.com/contact-us/>

Whistleblowing channels : The whistleblowers can report complaints or clues by clearly stating that it is confidential document through the following channel:

Contact : President of the Audit Committee

Address : 332/1 Jaransanitwong Road, Bangplad, Bangplad, Bangkok 10700

Tel : 02 483 8888

Email : whistleblower@muangthaicap.com

In the year of 2022, the Company not found of whistleblowing were made through the whistleblowing channels and via the Company's social media.

Report and whistleblowing	Number (cases)	Process of action	Damage value (Baht)
Corruption, fraud/bribery	-	-	-
Conflict of interest	-	-	-
Human rights/operational safety	-	-	-
Security of the information technology system, personal information, and Phishing Scam	-	-	-
Inaccurate financial reports/defective internal control system/false financial documentation	-	-	-
Other offenses such as breaches of Company's rules and regulations, violation of duty	-	-	-

Follow up results of the whistleblowing and complaint management process in 2022

The Company has investigated and corrected all social media complaints. In addition, the Company also provides training for all employees, including probation employees, regular employees and contract employees. In order to make employees aware of and attach importance to excellent service, this is a practical guide for establishing good customer relations. Reduce complaints that may cause damage or negative impact on the company. The responsible agency needs to report the complaint or follow up the progress of complaints to relevant personnel every month.

In case of complaints the Company Secretary will report to the Board of Directors' meeting as well as report on the progress of the complaint handling, both complaints are in the process of investigation. or complaints that have already been resolved At least each quarter, the Board of Directors shall receive an overview of the various complaints and the types of complaints reported for that year and at the first Board meeting within the year. The Board of Directors is also required to receive an overview of complaints reported for the previous year.

Donation policy and subsidies to political parties, trade associations, or any other tax-exempt association

1. Supporting political parties

Referring to the approaches of Anti-Corruption Policy in the Company's Anti-Corruption Policy Guidelines Clause 3 on the caution in providing political support, the Company has a policy of political neutrality and will not provide support, not get involved, or an act of favoring political parties both direct and indirect. This includes the use of fund or use of the Company's resources in political related activities. Therefore, the Company has no expense for supporting any political party.

2. Support of car registration operator trade association

However, the Company is involved in developing fair and transparent service supervision to customers by collaborating with the vehicle title loan operator trade association to discuss, the opinions on various issues with the Bank of Thailand. This is for being able to formulate the regulations or approaches for governing businesses under financial institutes and non-institute business operators to be in the same direction. In 2022, measures discussed together, such as measures to help debtors affected by economic fluctuations and the spread of Coronavirus (Covid-19) and micro-loans for careers under supervision including the improvement of the tax tracking fee structure and default interest etc.

3. Support of personal loan operator trade association

The Company has joined as a member of the Personal Loan Business Operator Association. Through continuous discussion, listening and exchange of views on various issues with the members of the Association.

Tax Management Policy

The Company discloses the tax management policy on the Company's website to present the principles and standards of tax management of the Company including transparent disclosure and concise in tax management. In 2022, the Company has been selected as a member of the FTSE Thailand USD Net Tax Index from FTSE Russell calculated from the tax amount paid by the Company.

	2022	2021	2020	2019
Total revenue (million Baht)	20,068	16,019	14,733	12,688
Profit before income tax	6,360	6,201	6,516	5,293
Income tax	1,267	1,256	1,303	1,056
Actual tax rate (percentage)	19.92%	20.27%	19.99%	19.95%
Tax rate paid in cash (percentage)	19.92%	20.27%	19.99%	19.95%

Policy on the information protection and information security (IT Security)

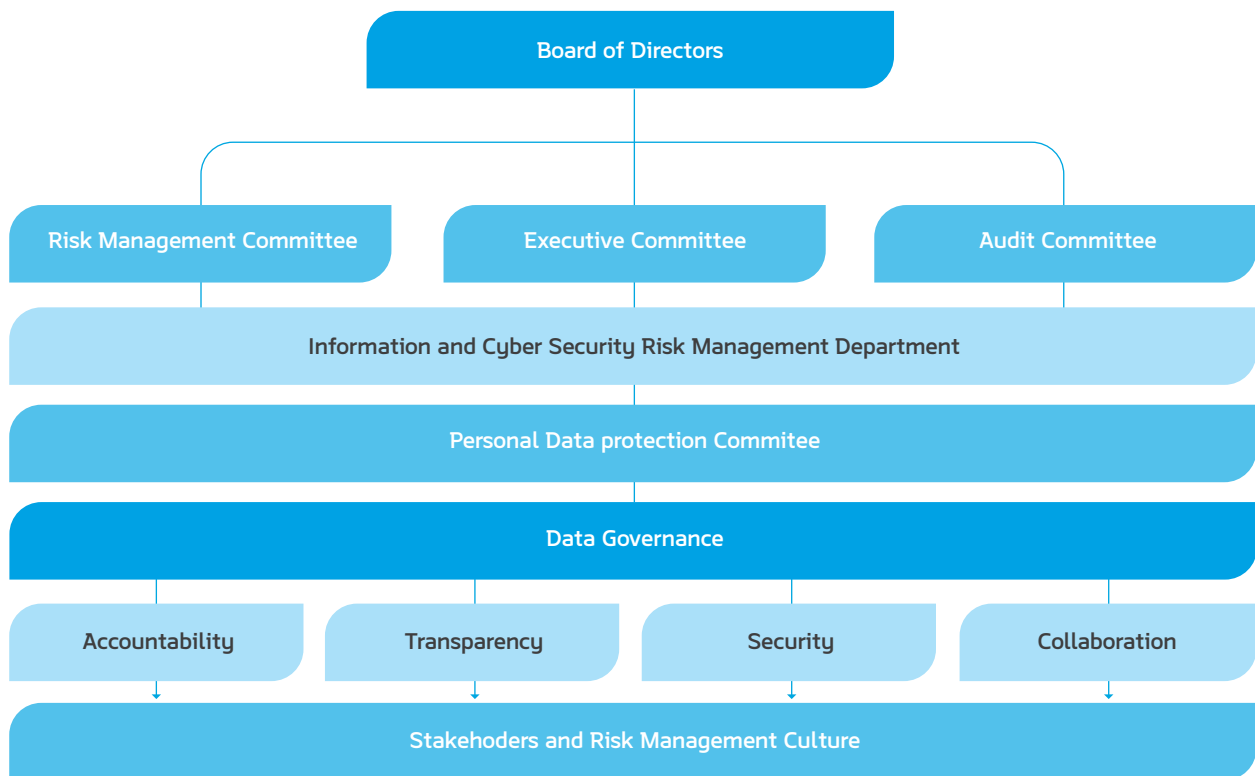
The Company is aware of the risks of information protection and information security which possibly have material impact on the Company's operational performance in case of personal information leakage or damage to the information security system. Therefore, the Company has set a policy and measures to supervise and prevent such risks to be disclosed on the Company's website in the section of "Investor Relations", topic of "Information Protection and Security Policy". The Company has established the Personal Information Protection Committee of the Company and personal information protection officers, procedures for breach of personal information in the Company, whistleblowing channel for stakeholders if there are suspicious events or damage through the Company's internal communication channel and the Company's whistleblowing channel as well as stipulating the penal penalties in case of personal data breach both the Civil Liabilities and the Criminal Liabilities. In 2022, the Company has arranged the training for the employees in the Information Security Department by ITC Training Center Co.,Ltd.. The training covers server efficiency and networking security.

The Company officer has arranged to follow up on operations and reported on the operational performance of data protection and information security to the management, Risk Management Committee, and the Board of Directors that to acknowledge at the meeting of the Risk Management Committee. and the Board of Directors on a quarterly basis.

In 2022 the Company has not received any complaint about the security of personal information. However, there is a whistleblowing of phishing scam which does not cause any damage or affect the Company's performance in any way. The Company has followed the risk prevention procedure by notifying the stakeholders on the Company's website and report it to the Technology Crime Suppression Division (TCSD).

In addition, the Company has arranged for the external auditors to audit the information system once a year and report to the audit committee and the management.

Personal Data and Information System Security Governance Structure



Procurement Policy

The Company has disclosed the procurement policy on the Company's website in the section of "Investor Relations" in the topic of "Policy for good corporate governance". The Company stipulates the procurement policy for the Company's procurement to be efficient, transparent and free from corruption considering the economic, social and environmental impact (ESG).

The procurement of goods and services is an important process that facilitates the existence of a company's business. Therefore, the procurement process is determined to be in accordance with the regulations. The operation is fair, reasonable, transparent and can be verified that there is no conflict of interest. and treat partners equally with fair competition in order to achieve the most beneficial operations for the Company.

In 2022, the Company improved the internal equipment procurement in the head office, corresponding with the new procurement policy to support the purchasing of environmentally friendly products. The products are certified green by the Ministry of Industry, and meet the products and service environmentally-friendly requirements set up by the Ministry of Natural Resource and Environment and Pollution Control. These products include toilet paper, energy saving electronics, cloth bags, use a color toner cartridge. which does not contains toxic amine. etc.

Practical Approaches

1. The purpose of the procurement must be clearly stated and presented to the authorized person according to the Company's procedures.
2. The prices from sellers or service providers are compared transparently and fairly to all parties.

Accepting financial benefits or other forms of benefits from sellers or service providers in exchange of goods or services that do not meet the terms of the agreement or the specifications not meeting the order or quality or not reaching the standard is prohibited. In the case that such event is found, the employee shall immediately notify the Assistant Purchasing Manager to cooperate in finding the solutions.

3. The Company has treated the vendors and creditors fairly, equitably and without taking advantage. We comply with trade conditions and/or strict contractual agreements made altogether in order to develop mutually beneficial business relationships. Besides, the Company has a policy to treat partners equally and fairly taking into account the best interests of the Company based on fairness to both parties. The situations that cause conflicts of interest are avoided including the compliance with commitments to provide real information, accurate report, strict compliance with the conditions agreed upon with the vendors. In case of failure to comply with any of the conditions, the advance notification is needed in order to jointly consider finding ways to revise the criteria for selection of vendors covering 6 areas as follows:

- Technical competence
- Financial status
- Expertise and experience
- History related to complaints
- Conflicts of Interest / Connected Transactions
- Anti-corruption policy and quality policy

4. The Company has a policy, practices and regulations in procurement taking into account social and environmental issues as an element in the consideration.

4.1) The Company has a risk assessment on major partners using the criteria considered from the top 10 annual purchase amounts to assess the risks from partners in all 3 aspects, partners economic, social and environmental aspects. According to the assessment results of all 3 aspects, the partners who will pass the evaluation criteria must have the level of risk within the criteria that is not high.

4.2) For the partners who purchase goods and services for the first time, the Company has criteria for selecting New Approved partners. Such assessment will cover social and environmental issues.

5. The Company has a policy to strictly comply with the conditions, contracts and obligations agreed upon with creditors whether it is about the purpose of using money, repayment, quality care, collateral and any other matters that have been agreed upon with creditors. In the event that one of the

conditions cannot be complied with, the Company will notify creditors as soon as possible to jointly consider finding a solution using the principle of reasonableness. The Company is committed to maintaining sustainable relationship with creditors and mutual trust. The approaches are determined for capital management to create strong stability and to prevent the Company from being in a difficult position of debt repayment to creditors and to give importance to financial liquidity management by planning to pay debts to creditors clearly and punctually.

6. The Company has a plan that helps develop sustainable business operation of partners. The Company will inform the plan for the number of branches to be opened within the Company policy year to partners in advance. Such plan is based on the branch opening policy plan from the branch affairs department for the policy year. Notification of such plan will help promote partners to be able to know the quantity of products or services to be sold this year. In addition, partners will be able to bring information about the obtained plans to plan the production and delivery in order to help prevent the problem of late delivery or the out-of-stock products insufficient for the delivery.

Policy to promote potential and ability to conduct sustainable business with partners.

In 2022, the Company formulated a policy to promote and encourage partners to implement business ethics as a driving force to create an ethical business environment, including promoting the Company's partners in recognize the importance of abiding by business ethics, which includes the following four aspects:

1. Business ethics

Guidelines

- Conduct legal business in a transparent and accountable manner.
- Treat stakeholders fairly.
- Protect personal information of stakeholders.
- Compliance with intellectual property law.
- Disclosure of information that may have conflicts of interest.
- Encourage responsible procurement partners.
- After delivery, check for partner-related errors.

2. Human rights and labour

Guidelines

- Respect differences, treat workers equally and do not discriminate.
- Not accept the benefits of any form of forced or oppressive labor.

- Child labour under the legal age shall not be used if appropriate protection is required.
- Provide employees and workers with appropriate and fair wages and remuneration, and enjoy the benefits prescribed by law.
- Do not employ illegal workers.

3. Occupational health and safety Guidelines

- Comply with laws and occupational health and safety standards
- Provide safe working environment and equipment according to the principles of occupational health and safety.
- Don't ignore workplace behaviors that may cause harm to employees.
- Formulate guidelines to prevent, correct and remedy occupational health and safety risks.

4. Community and environmental management Guidelines

- Conduct business in accordance with national and local environmental regulations.
- Consider the impact of business operation on the community and environment or on the business.
- The Company encourages partners to use socially and environmentally friendly products, services or processes.
- The Company encourages its partners to be certified for sustainability standards related to their business processes.

In 2022, the Company has set a plan to promote and push its partners. as a guideline for operations in 2023, such as pushing and promoting business partners environmentally friendly materials are used. In order to cooperate between each other in the conservation of the environment in order to drive business with sustainability.

Policy on risk management for establishing business ethics

The Company attaches great importance to anti-corruption. The anti-corruption guidelines have been set up in the Code of Business Conduct. The Company received the certificate from the Collective Action Coalition. The Board of Directors announced the mentioned policy for directors, executives and all employees to comply with the policy in general by communicating to all employees through internal journals and specifying the details in the Good Corporate Governance Manual including such topics in the training of new employees to realize anti-corruption. The Company prohibits directors,

executives and employees of the company to solicit, act or accept any form of corruption, directly or indirectly, whether monetary or non-monetary to government agencies or private entities or business partners with whom the company operates or is in contact with. This is for the benefit of the organization, self, family, friends and acquaintances or for the benefit of business. This covers all businesses and all related departments of the company and to regularly review the implementation of this anti-corruption policy and measure as well as reviewing practices and operating requirements. This is for complying with changes in business, rules, regulations and legal requirements. The violation of any action that supports and helps or cooperating with corruption will be considered punishable according to the Company's regulations.

Guidelines for practice

1. This Anti-Corruption Policy covers the process of personnel management from the recruitment and selection of personnel to work performance appraisal and promotion by requiring supervisors at all levels to communicate with employees for use in business activities under their responsibility and to supervise them to be effective.

2. The Directors, executives and employees must avoid giving or receiving things or any other benefits from partners or those related to the Company's business, except for the benefit of normal business operations or festivals or traditions.

3. The company provides for the management of corruption risks with a risk assessment prioritize and determine appropriate measures as well as continuously monitoring the results of the aforementioned matters.

4. Not conducting unlawful transactions related to government officials, other persons or other entities directly or indirectly.

5. Do not accept or give bribes in business of any kind. The Company operation and contacts with the government sector must be transparent and honest. The operation must strictly conform to the law.

6. Do not give and receive gifts of value beyond what a reasonable person should give between a superior and a subordinate, regardless of any occasion.

7. The employees who commit fraud will be punished in all cases without considering how much the amount of fraudulent activity and regardless of the position of the employee who commits fraud. There will be equal consideration and punishment. The penalty is dismissal.

8. The Company has cultivated and emphasized that all employees in the organization must be aware of and must perform duties with honesty, not seeking benefits from their own position or giving any benefit

to others. All employees are aware of the penalties as well as the impact, suffering and damage that will be received from the act of corruption.

9. Every employee has duties in helping and monitoring. If finding that there is an incident of corruption occurring in the department, it must be reported to the company immediately by reporting through the supervisor or through other channels specified by the company or the internal audit department.

10. The directors and executives of the Company at all levels must show honesty and be a good role model in compliance with anti-corruption policies and measures. The branch affairs department and the manager of the human resources department are assigned to be responsible for disseminating knowledge, creating understanding, and encouraging employees at all levels to seriously adhere to the Anti-Corruption Policy continuing and enhancing it as part of the corporate culture that all employees must adhere to and practice strictly.

11. For the clarity in operation in matters that have a high risk of corruption, The directors, executives and employees of Muangthai Capital Public Company Limited at all levels must proceed with caution in the following matters:

- Entertainment, gifts and expenses, giving or receiving gifts be in accordance with the stipulations in the Company's Code of Conduct.
- Charitable donations or financial support, giving or receiving donations or financial support must be transparent and legal by ensuring that the donation or the subsidy is not used as an excuse for bribery.
- For political assistance, the Company has a policy of not helping, supporting for political parties, political group, or politician whether directly or indirectly.
- Charitable donations public interest and financial support. The Company requires to donate to charity, public benefits and financial support as follows:

1. To be transparent, legitimate and not contrary to morality including not doing any act that will have a detrimental effect on the society entirely.
2. Giving or receiving donations for charity, public interest, or support are not allowed to be used as an excuse for bribery.
3. Follow the procedures for reviewing and approving charitable donations, public interest, or financial support according to the Company's regulations.
4. In case of doubt that may affect the law, the advice must be sought from the written legal or in other important matters to the discretion of the management division.

- For the business relationship and procurement with the government sector, it is prohibited to give or accept bribe in the conduct of business of any kind of the operation of Company. This includes contacts with the government sector which must be transparent, honest and must act in accordance with relevant laws.

Human Right Policy

Human rights are fundamental rights of everyone including stakeholders throughout the business value chain. The Company has set the regulations in every process to prevent human rights violations. The policy is formulated for the employees and executives to strictly follow based on the United Nation Framework and Guiding Principles on Business and Human Rights (UNGP).

1. Treat all parties equally.
2. Not violate the rights and liberties of relevant parties.
3. Be careful in business operation to prevent the risk of human rights violation.
4. Not use and support partners who use all types of illegal labor.
5. Communicate and publicize the policy to all stakeholders.
6. Supervise respect for human rights in every step of work.
7. Aim to create an organizational culture that adheres to respect for human rights.
8. Set up a process for assessing and identifying risks of rights violations and potential impacts.
9. Determine the maximum punishment for perpetrators of violations of human rights, i.e. termination of employment.
10. Provide appropriate remedies to those affected by human rights violations

Identification of risk issues

Issues related to human rights are quite sensitive issues and are linked to other issues that may have an impact as a result of doing business. Therefore, it is considered an important risk that will always be with the business operation. The Company therefore has identified such risks in the corporate risk management service to build confidence among all stakeholders.

Raised as a part of corporate culture

In order for the human rights principles to become part of the culture within the organization as well as helping develop the potential of employees within the organization, in 2022, the Company provided training to educate employees and executives on human rights principles. In addition, the topic of human rights has been added to the new employee training course. It has also been announced through the Company's journal to create the corporate culture.

Remedial measures

In the year 2022, the Company had no incident on discrimination and did not receive any complaint about human rights violations from the Company's business operation from both internal and external agencies. The Company has no legal dispute in terms of labor, forced or slave labor, child labor, consumer rights and business operation in any way. As the Company is aware of the impact from the operations of the organization, the Company therefore attaches importance to the remedial process by providing channels for receiving complaints and requiring appropriate remedies for those affected in terms of money such as compensation for damages and non-monetary compensation such as giving an opportunity to listen to opinion, counseling for victims through various channels.

Compliance

The Company has set it up as the duties and responsibilities of directors, executives and all employees to be acknowledged and strictly comply with the anti-corruption policy. It is important to encourage employees under their command to have knowledge and understanding and follow the good corporate governance manual and business ethics strictly. The Company will not take any action unlawful or contrary to good corporate governance principles. If the directors, executives or employees commit an offense, they will be subject to disciplinary action. If there is an action that is believed to be an offense, the Company will refer the matter to the police for further legal action. The Internal Audit Department assesses the risk of corruption throughout the organization annually.

Development of products and services by considering the risks

Regarding the Company's practical approaches in the development of new microfinance loan products and services, there are various factors to consider in order to limit the risks especially in credit and operation such as:

- Appropriate interest rates : The interest rate of each product is set to be appropriate for the credit risk of the customers and is not more than that required by law.
- Appropriate Loan-to-Value (LTV) : The LTV is determined based on the market price from the Company's auction center. This assures that the Company's LTV

is appropriate and is at the appropriate level for credit risk.

- Appropriate credit limit : The credit limit is set for not more than 550,000 baht per person. This can reduce the Cluster Risk. The average loan size per contract in 2022 is 22,000 baht. This increases from the average loan size per contract of the previous year only for 4.7%.

- Reasonable installment rates : A low interest rate together with the appropriate limit and flexible contract duration, the customer's installment rates are set suitably for the customer's payment ability. Therefore, the credit risk is not high.

- Appropriate selection and credit approval processes : The establishment of Know-Your-Customer (KYC) procedure and Authentication Process is required.

- Appropriate debt collection procedures : The establishment of appropriate debt collection procedures is required as prescribed by law.

Determination of employee performance appraisal with consideration of risks

The employee performance appraisal is divided into 3 main topics as follows.

1. Asset Quality based on the MTC Model.
2. Portfolio of credit based on the number of new customers.
3. Performance in maintaining the customer base.

The topic that is most important and affects employees' performance is the first topic which is directly related to credit quality and credit risk of the credit portfolio.

In addition, the Company also conducts the fraud risk assessment by considering the operating procedures that may cause frauds such as:

- Fraud in purchase / procurement
- Fraud in outsourcing of contractors / agencies
- Fraud in the loan approval
- Fraud in the credit collection
- Fraud in the cash storage in branches
- Fraud in the disbursement of expenses
- Fraud in property auctions
- Benefits between the Company and the government officers / government agencies / private agencies

If an employee is found to commit fraud, the Company has a policy to punish according to the punishment regulations until finalized.

2.2 Strategy and Framework

1. Arrange to provide a risk form in line with a comprehensive management process. Issues were identified, working groups were established, and assessments were made. Lead to planning cope with risks including monitoring and reporting results to develop plans to be effective continuously.

2. Organize workshops for all sectors to participate in identifying risk issues and proposing preventive measures, including the establishment of a working group suitable for the operation.

3. Take action at risk by simulating real-world scenarios in the appropriate frequency to be prepared to deal with potential risks efficiently and in a timely manner.

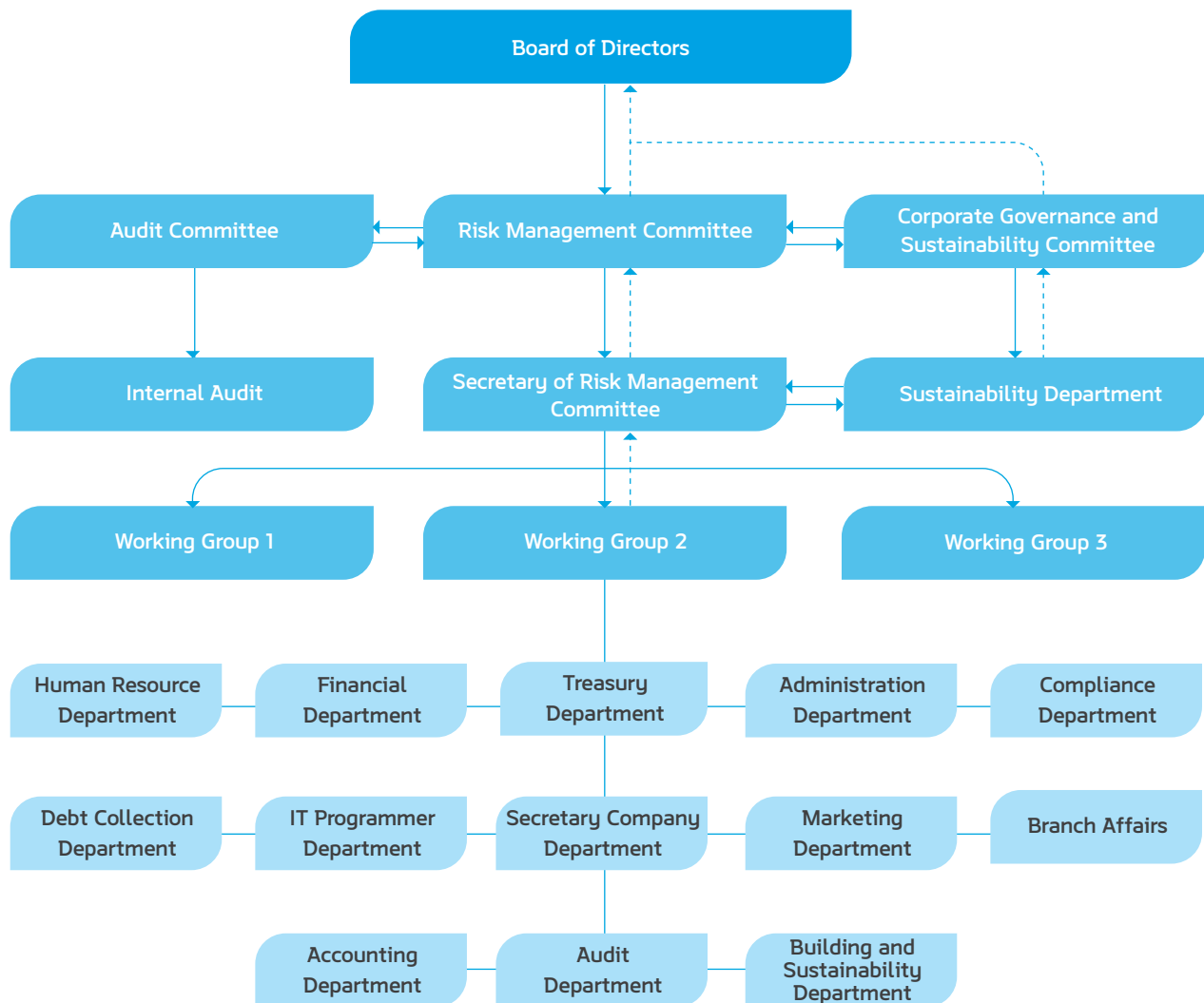
4. Review the risk management to be in accordance with the organization's vision and goals.

5. Monitor and evaluate the results of risk management according to the risk management plan.

6. Arrange to provide reports on the results of risk management at all levels and all parties at least twice a year.



2.3 Risk Management structure



The Company has established a risk management structure to be accepted internationally. The roles and responsibilities of the Risk Management Committee and related committees are clearly defined in the field of independent risk management. Currently, it is regularly reported to the Risk Management Committee in Dual Reporting at least once a quarter and also provide an internal audit department which perform duties independently report to the Audit Committee which consists of 3 independent committees and dual report executives. A Compliance Department has been set up for risk management. The Company uses the concept of risk management that can supervise the Company to achieve the desired strategic plan. Roles and duties of the Board of Directors must therefore look at the overall of corporate governance, risk management and compliance with the rules to be the same thing or Governance, Risk and Compliance (GRC), which creates a valuable drive for the organization in sustainability and promote operational and operational efficiency.

Currently, the concept of risk management is linked with corporate sustainability. It is therefore a concept that enables businesses to operate in all aspects. and effective this is to build confidence among all stakeholders which will lead to development into a sustainable organization and truly achieving the goals of the business.

For more details of roles and responsibilities of the Board of Directors or those who are related is published on “Sustainability Report 2022” which can be downloaded from the website: <https://investor.muangthaicap.com/en/report/sustainability-report>

2.4 Factors and Types of risk

2.4.1 Factors of risk

Internal factors : Technology, Operational, Organization Culture, Personnel Ethics, Work Environment

External factors : Competitive Conditions, Partners, Policies/Regulations, Economic and Political conditions, Healthy, Social and Environment

2.4.2 Types of risk

Strategic Risk : The risk arising from policy formulation and strategic planning including improper implementation or inconsistent with various factors, both internal and external factors which may affect the direction of development and achieve goals and/or objectives of the Company.

Operational Risk : Risks occurring in all normal work processes, covering factors related to processes, information technology, materials, equipment, personnel that operates that there is a control system how well it checks. If not good enough, the Company must find a way to manage. Otherwise, it may affect the success of the operation according to the Company's operational plan or strategic plan including corruption arising from the practice or omission of duty or the abuse of authority in any form of duty, fraud, concealment, concealment, evidence in order to obtain undue benefits or embezzlement that affects the efficiency of the work process.

Healthy Risk : The risk caused by chemicals workflow and the environment that affects the health of personnel within the organization. Including risks that affect the health of people in the business environment.

Policy and Compliance Risk : Risks arising from inability to comply with relevant regulations or requirements or existing regulations are inappropriate or an obstacle to the operation or unable to comply in time and may result in punishment according to the relevant laws as well as monitoring the results of compliance with relevant rules or regulations.

Financial Risk : Risks arising from financial unpreparedness excessive or inefficient budgeting and expenditure control including account decoration by neglecting to provide information or deliberately giving false information in reporting the Company's financial status.

Environment Risk : Risk or damage caused by the environment that affect organizational changes, such as climate change, which effect product design or operations.

Community Risk : Risks or damage from the operations of the organization that directly or indirectly affects surrounding communities, such as construction sites that the organization operates that affect surrounding communities.

Image and Reputation Risk : Risks or damages that affect reputation whether it is a result of direct or indirect operations. Affects the image and credibility of the organization.

2.5 Risk Management processes

In risk management, the Company has stipulated 6 risk management processes as follows:

1. Risk identification and analysis
2. Risk assessment
3. Risk response
4. Risk control activities
5. Communication data
6. Evaluation and monitoring

The risk management process starts with identifying potential risks. Then, a risk assessment was made based on impact level and frequency, next is the risk response. There are four risk response options: Accept, Transfer, Reduce, and Avoid. Then it is to determine control activities to reduce the risk to an acceptable level. Communicate to personnel within the organization to understand and apply to work processes. And finally, monitoring and evaluation to control risk management to be effective.

2.5.1 Event Identification and Analysis

Organizations shall establish clear organizational objectives to provide a framework for identifying and analyzing risks to be consistent with strategic goals and the risks that the organization can take. The process of identifying and analyzing risks is very important. It is a step in understanding the cause of the risk. Identify events or activities of operational processes that may result in failure, damage and failure to achieve the organization's objectives/goals. By way of identifying corporate risks, the process is as follows.

1. Workshop

It is a commonly used method for identifying risks. Workshops should be conducted by a skilled coordinator to ensure that the objectives can be achieved within the specified process and time. One thing to be careful about is the selection of workshop participants. This must be a person related to the objectives to be discussed. Each participant must be knowledgeable of the issues to be discussed at the workshop and be able to participate in such discussions.

2. Risk Self-Assessment

Interview and questionnaire, are useful technique for gathering risk information. Information collected from interviews or surveys can serve as an important starting point for discussions at risk workshops.

3. Benchmarking

Research and comparison with other companies within the country and abroad may be used to identify risks directly affecting the company such as study of research-based techniques, including studies of relevant journals, participating in business-related seminars Inquiries related companies in Thailand and abroad internet search inquiry formal and informal discussions with representatives from other companies.

4. Brainstorming

Discussing with employees about the risks that may arise in each department or the preparation of risk analysis within the Company. This creates a direct source of information that can be useful in identifying the Company's risks.

5. Key Risk Indicator : KRI

Leading events or indicators of risk able to identify risk factors by tracking information related to an event and enable management to identify current conditions that could cause future events to occur. Management should also consider that Is there an indicator of each significant risk Management should consider collecting the information necessary for risk indicators to enable the risk indicators to be used successfully.

6. Report on loss events such as Loss Report Accident Report. Waste Report, Plant Incident Report and other relevant reports.

Studying historical data on earnings, losses, events, or other risk-related information enables companies to identify risks effectively by quantitative analysis of those data or by analyzing differences in comparison to those expected outcome or budget to understand the cause or effect of an event. as well as the understanding that affects the losses incurred.

7. Action Plan Analysis

Understanding current operations or process based on best practice can help identify risk factors. Understanding the core processes is of great benefit to a Company's risk management. The workflow diagram may be done in the form of a process map (Process Map) or a description or a combination of both. By identifying and analyzing, the responsible department's risk is necessary to identify risks within the risk category framework set by the Company. which in identifying risks or uncertainties that may occur and must consider both internal and external factors for clear risk identification and covers the operation in all aspects of the Company according to the risk types of the Company that have been defined in all 9 aspects.

2.5.2 Risk Assessment

Risk assessment is an assessment of the likelihood and impact of an event that may occur on the objectives while the birth Individual events may have different levels of impact high level per purpose. The risk assessment consists of 2 dimensions as follows:

1. Likelihood of an event that is likely to occur
2. Impact If an event occurs, how much will the organization be affected?

Risk assessment can be done both qualitatively and quantitatively, considering both external and internal events. The conceptual framework and theory of risk management are based on The Committee of Sponsoring Organizations of the Treadway Commission – Enterprise risk management (COSO-ERM), an international risk management standard and it is one of the most popular approaches used in risk management because it is easy to use and uncomplicated In addition, risk assessments should be conducted both before risk management (Inherent Risk) and after risk management (Residual Risk) Factors that should be used in considering risk management, for example:

- Performance of executives and employees
- Operational Processes
- Internal Control activities
- Organization Structure
- Reporting processes / Communication
- Attitude and Guidelines for executives of risk
- Expected and Currently available behavior of organization
- Performance Assessments and Monitoring
- Current of agreement and partners

1. Likelihood : In general, it is difficult to find information to support an accurate estimate. Qualitative Assessment requires careful and principled analysis. Where information about failure events or their frequency in the past can be used to indicate the likelihood of future events. It can also be used to make more accurate mathematical estimates, but in some cases, past frequencies are not indicative of future possibilities in that case Appraisers need to use their discretion in choosing statistics or future possibilities as information for evaluation in assessing the likelihood of the details of the risks are unclear. It may cause an error in the assessment. Therefore, the assessor should consider and improve the details of the risk clearly. Which will consider the level of probability that will occur as follows:

Level	Likelihood	Frequency
1	Low	Chance to happen every 6-12 months
2	Moderate	Chance to happen every 3-6 months
3	Medium	Chance to happen every 1-3 months
4	High	Chance to happen every 2 weeks
5	Extreme	Chance to happen every week

2. Impact : The risk assessment should consider both financial impacts, for example, the impact on income and non-financial impacts, for example, rules and regulations, customer satisfaction, reputation and personnel, etc. The valuation of the financial impact of a particular risk is difficult and complex. Qualitative consideration of the effects of risk in order to assess the level of importance a risk with a small impact and a low likelihood of occurrence do not require much attention, while risks with high impact and high probability require timely consideration by senior management. As shown in the following table:

Level	Impact	Descriptions
1	Low	It does not affect the operation process.
2	Moderate	There was a problem affecting the operation process but it can be solved within 1 hour.
3	Medium	There was a problem affecting the operation process but it can be solved in half a day.
4	High	There was a problem affecting the operation process but it can be solved within 1 day.
5	Extreme	There was a problem that greatly affected the operation process causing a disruption for more than 1 day.

The determination of the significance of the Company's risk should be considered by senior management and approved by the Risk Management Committee, Company risk determination can be seen in the table below, where the X-axis represents the likelihood of potential risks and the Y-axis represents the potential impact. Risk priorities are assigned on a scale of 1-5. The risk from the above assessment is low, meaning the risk is very low. and if the value is higher the risk will be higher. The meaning of each level of risk is shown in the organization's risk level consideration table:

Risk Assessment			Possibility of organizational risk				
Impact	Extreme	5	5	10	15	20	25
	High	4	4	8	12	16	20
	Medium	3	3	6	9	12	15
	Moderate	2	2	4	6	8	10
	Low	1	1	2	3	4	5
			1	2	3	4	5
			Likelihood				

Degree of Risk: Risk Level caused by the relationship between the level of severity and the level of likelihood of occurrence. The level of risk is at 4 levels, each level has a meaning, of risks and practices for further risk management as shown in the following table:

Estimated values of likelihood and impact	Risk Level	Descriptions operation
0 - 4	Low	No risk controlling and no additional risk management
5 - 9	Medium	Controls are in place to prevent risks from moving to high level.
10 - 15	High	Risk management is needed to keep it at the risk appetite.
16 - 25	Extreme	Risk management is urgently needed to keep it at the risk appetite.

From the table above Indicates the scope of the significant risk, which is the risk level with a value of 16 or more when the risk level is known. Therefore, very high risk should be taken cause a lot of damage has a high chance of spawning to deal with first and the level of risk that is not severe less likely to occur classified as a risk that does not require any corrective action in the event of limited resources and time. Prioritization of risks will enable efficient planning and resource allocation.

2.5.3 Risk Response

1. Risk Reduction

The risks involved may be reduced by means of taking precautions in order not to cause any damage. This risk mitigation is intended to reduce the amount of damage or the severity of future events. This is called a mitigation plan. The analysis may be based on historical, current, and forward-looking information for decision making.

The Company has set guidelines for dealing with risks with a way to reduce the risk to prevent impacts on the Company in various areas, the following methods are used:

- Policy on compensation for employees having KPI as the effectiveness of debt collection. This is a major driving force and motivation in driving an efficient debt collection process.
- Policy sets Single Lending Limit per customer.
- Policy stipulates the average LTV ratio at approximately 50% which is the appropriate ratio not too high that it might pose a higher risk of abandonment leading to higher NPL.
- Policy requires the review of payment history to assess the customer's debt repayment ability for unsecured loans. This must be an existing customer who has a payment history with the Company only.

2. Risk Transfer

This is another risk management method for enterprises to analyze and decide to transfer risks. This depends on the appropriateness of the business, such as transferring the risk to the insurance the Company according to the form and conditions required by the business.

The Company has established guidelines for dealing with risks with a way to reduce the risk to prevent impacts on the Company in various areas, the following methods are used:

- Focus on offering small loans to many customers for distributing the risks of bad debt concentration.
- Provide a wide variety of microfinance loan products in the right proportions without focusing on unsecured loans. Despite the high interest rate, there is a high risk of default debt repayment as well.

3. Risk Avoidance

Risk avoidance can be achieved in simple ways without the business attempting to interfere with risk-producing activities but this method of avoiding this risk should be the last resort after considering that other methods cannot be solved only. Deciding on this method, businesses must compare the pros and cons before deciding. The Company has developed risk management guidelines through risk reduction to prevent any impact on the Company. The operation method is as follows:

- Focus on the loan products that the Company has skills only.

4. Risk Causes and Mitigation Plan

The management of that organization agrees to bear the risk or damage that occurs by themselves. because foreseeing that the opportunity or probability of damage is within the nature of doing business that is acceptable.

The Company has set guidelines for dealing with risks. with a way to reduce the risk to prevent impacts on the Company in various areas, the following methods are used:

- The Company does not have a policy to sell lost car insurance to customers in a bundle manner with lending because the Company foresees that the bad debt rate of the Company is very low. Most cases of the inability to track the vehicles are caused by the customer's fraud. This has a low chance of occurrence and causes damage to the Company at a low level. Thus, the Company decides to accept the loss or deviation from the target due to the effect of such risk for the benefits of most customers who have no intent to commit corruption.

2.5.4 Control Activities

The control is in the form of policies, guidelines or procedures that are undertaken to reduce risks and enable the operation of an organization to achieve its objectives. As each organization has set specific objectives and the implementation techniques, the control activities are different. The control reflects the organization's internal environment, nature of business, structure and corporate culture. If the operation uses information technology systems, general controls in information technology systems need to be considered including the control for each work system. All aspects of the operation must provide control activities that are appropriate and adequate to the level of risk of error or damage possibly occurring. There are 4 types of controls as follows:

1. Preventive Control is a control method that is established to prevent or reduce risks and mistakes in the first place such as segregation of duties, installation of equipment to prevent incidents, etc.
 2. Detective Control is a control method established to discover errors that have already occurred.
 3. Directive Control is a control method that promotes or encourages the achievement of objectives.
 4. Corrective Control is a control method that is established to correct the occurring errors to be correct or to find a solution to avoid repeating the same mistakes in the future.
3. There is a work system that can be linked between each department able to manage data sharing effectively.
 4. There is a backup agency that has equipment and systems that can allow important agencies to work immediately in the event of an emergency such as a fire, a building collapse, etc.
 5. There is an asset management system that can meet the needs of users. The use is not complicated to make it convenient to work.

2.5.6 Monitoring and Review

The Risk Management Committee arranges a meeting to follow up on the risk management results of the organization on a semi-annual basis. Participants in the meeting consisted of the Corporate Governance and Sustainability Committee, the secretary, the Risk Management Committee. This is to assess ways to revise policies and guidelines for risk management to be consistent with the internal and external environment of the Company. The follow-up at the Board of Directors level is the follow-up of risk issues that severely affect the Company and are unacceptable risks as it may affect the performance or the direction of the Company's operation.

In 2022, the Risk Management Committee held a follow-up meeting and discussed risk issues 2 times. Major risks have been resolved in various areas until they have been reduced to the risk appetite for the business.

2.5.5 Information and Communication

The organizations must have effective information and communication systems because it is an important basis to consider in further risk management operation according to the framework and procedures set by the organization.

The information and communication systems are an important part of the successful implementation of risk management in an organization. This is because information and communication will be tooling that executives can use to convey policies and supervision to monitor the success of operation. The good information system should consist of:

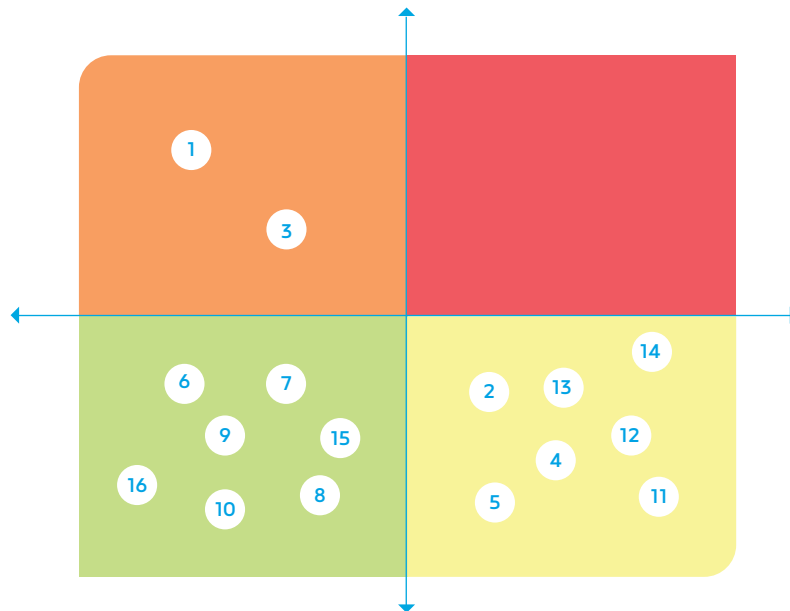
1. User rights are controlled divided into steps according to responsibilities and types of work.
2. There is a backup system to prevent system crashes or force majeure events that affect important data of the organization.

2.6 Communication and cultivation of risk culture in the organization

The information technology system is one of the most important and powerful tools for the successful communication of internal and external risks to be complete, accurate, timely and sufficient for the Board of Directors and the management to make decisions. For the employees to be aware and able to comply with, the Company places great importance on information technology system and safety by establishing a policy for information protection and information security. The Company has invested in installing SAP and other operating systems for the management of information in the organization. In addition, the Company also allows a world-class information system auditor to perform audit of the Company's information and security systems annually for reporting to the Audit Committee and the Board of Directors.

2.7 Report of the risk

2.7.1 The Risk Map in 2022 can be divided into the following categories:



Risk issues

1. Risks from the number and quality of personnel
2. Risks from fraud and corruption
3. Risks from technology development, online debtor program, and work system program
4. Risks from customer's asset collateral
5. Risks from competition and new vendors
6. Risks from operating expenses and employee-related expenses
7. Risks related to regulations, laws, and requirements
8. Risks from rising domestic interest rates
9. Risks from natural disasters
10. Risks from cyber threats, Data breach
11. Risks from epidemic
12. Risks from insufficient funding
13. Risks from the delayed break-even point
14. Risks from increasing car title loan sales
15. Risks from theft
16. Risks on Carbon tax

2.7.2 Risk chart and performance of risk management in 2022

Risk issues	Impacts	Impacts Risk assessment		Risk management plan	KRI		
		Level of impact	Level of opportunity		Indicator	Target	Level of impact
1. Risks from the number and quality of personnel	Lack of competent personnel	3	4	Develop a recruitment process	The ratio of employee turnover combined with the number of employees needed compared to new employees.	Ratio not more than 1	0.79
2. Risks from fraud and corruptio	Confidence in the Company	4	2	Organize moral and ethical development training	Number of incidents of corruption	0	0
3. Risks from technology development, online debtor program, and work system program	Delay in operation, difficult to access	2	1	Provide training by personnel with expertise to increase the potential of employees	User Satisfaction Evaluation Results	80%	91.25%
4. Risks from competition and new vendors	The results did not meet the target.	3	3	Ratio of operating expenses to ability to generate income	Customer Satisfaction, Outstanding Credit	Not less than 80%, growth rate of not less than 10%	83.59% growth rate of 31.37%
5. Risks from operating expenses and employee-related expenses	Increase expenses for the Company	3	2	Set a limit on expenses	Ratio of operating expenses per ability to generate income	Increase no more than 5%	decreased by 7%
6. Risks related to regulations, laws, and requirements	Investor confidence	4	1	Regularly review and follow up the provisions of law	Number of disputes	0 time	0 time

Risk issues	Impacts	Impacts Risk assessment		Risk management plan	KRI		
		Level of impact	Level of opportunity		Indicator	Target	Level of impact
7. Risks from rising domestic interest rates	Higher cost	2	1	Find other reserve funding sources	New interest ratio to the old interest ratio	Increasing not more than 5%	Decreased by 3%
8. Risks from natural disasters	Possibly cause operations to be interrupted	1	1	Set up a working group to deal with the impact.	Number of times being affected	2 times	1 times
9. Risks from cyber threats, information theft	Loss of trust from customers and investors	4	1	Provide expert personnel, increase whistleblowing channels	Attack	0 time	0 time
10. Risks from epidemic	Cause operation to halt	1	5	Follow the news regularly and prepare a response plan	Number of times being affected	0 time	0 time
11. Risks from insufficient funding and lack of liquidity	Cause the operation to be delayed with limitations in business development	3	3	Sale of debtures	Amount of funds per year to the total amount of debts	Not less than 1	1.18
12. Risks from the delayed break-even point in some branches from the expansion of branches	The turnovers did not meet the target.	3	2	Review and adjust the business plan to suit each area.	Review the action plan	At least 1 time a year	1 time
13. Risks from increasing car title loan sales	Higher NPL rate	4	4	Selling NPL to other companies	NPL balance from selling credit	No more than 3.0%	2.91%
14. Risks from Data breach	Corporate Property Damage	1	1	Reduce cash collection in the branches	Number of incidents	0 time	1 time
15. Risks on Carbon tax	Increasing operating costs	1	1	Raise the awareness among personnel	Effectiveness in Operation	Increase by at least 10%	Increase percentage 2.76%



2.8 Risk factors to the Company's business operation

In 2022, the Company has analyzed the risks that may affect the business in which the Company has defined the risk factors in various aspects as follows:

1. Emerging Risk

1.1 Carbon tax risk management

At present, the Excise Department has started to study the taxation of greenhouse gas emission or Carbon Tax. Thailand is another country that cannot be avoided if this type of tax is enforced. In 2022, many countries in the world have started collecting such tax. From this reason, it possibly results in an increase in the Company's operating costs and expenses. The Company therefore arranges public relations to raise awareness on the importance of resource utilization to personnel from all sectors through various channels such as journals, the Company's website, etc. In addition, the data on resource utilization in operation is also collected monthly in order to analyze usage behavior and use it to improve measures to be appropriate in the future.

2. Key Risk

2.1 Risk management from the number and quality of personnel

Nowadays, the microfinance business group is more competitive. Recruiting personnel to work in the Company's branches including the development of personnel to be able to perform tasks efficiently is a big challenge. Recruitment of qualified and sufficient number of personnel is thus important. The Company arranges satisfaction and engagement assessment including training to develop the potential of employees to create opportunities and motivation to work as well as preparing employees for their own career advancement and stability through such program.

2.2 Risk management from the development of online debtor program technology and system program

At present, customers have a wide range of credit services to choose from. With the declining market share, the Company has more challenges in business competition. Operational development is therefore one of the most important strategies to maintain the old customer base and attract new customers to use the service. The need to develop technology to be able to work quickly and always be effective leads the Company to organize training for relevant employees to increase knowledge in improving and developing programs. In addition, satisfaction with the use of the program is also regularly monitored. The specialized personnel with additional expertise are outsourced for the Company's operation to be efficient and able to meet the needs of both old and new customers. The Company has to improve the system at least 2 times a month including recruiting third parties with specific expertise to join in the improvement of the Company's programs so that customers can access services through online channels more conveniently. In addition, according to the results of satisfaction assessment towards the use of the program on a regular basis every month, it was found that the average number was 4.52%, which was considered acceptable. and improving the system at least 2 times a month Including providing a third party with specific expertise. to participate in improving the company's program so that customers can access services through online channels more conveniently

2.3 Risk management from increasing sales in all types of vehicle title loans

In order for responding to customer needs and higher competitiveness, the Company has a policy to increase the number of car title loan receivables. As a result, such credit limit must be set close to the amount approved by competitors. The criteria for credit approval and non-property collateral must be uncomplicated. As a result, there is a chance that the collateral will not be able to follow up and reclaim the collateral as well as a higher ratio of Non-Performing Loan (NPL). In order to reduce such risk, the Company has a rigorous audit of customer information to reduce the likelihood of Non-Performing Loan (NPL)

In addition, in 2022, the Company arranges for at least one employee per branch to be responsible for re-checking customer information documents in order to build confidence in screening customers.

Besides, such NPL was sold to a non-performing asset management company or NPL purchase company in order to transfer the risk of uncollectible debt management.

2.4 Risk management from insufficient funding

Nowadays, the Company has continued to expand the business. As a result, the funds are insufficient for business operations, the organization therefore needs to raise more funds in the future to ensure that business operations meet established objectives. In 2022, the Company has reduced the risk by selling the senior bond and public offering 4 times. In the first time, the Company offered to the public in the amount of 4,000 million baht on February 2022, the second time in the amount of 4,964.30 million baht on June 2022, the third time in the amount of 4,852.70 million baht on August, and the forth time in the amount of 4,001.60 million baht on October. Including increasing access to large sources of funds that the Company can control risks in the future. Manage the bills of exchange issued by the Company and obtain sufficient balance from the reserve financial institution. In addition, the Company has the ratio of long-term debt is also managed rather than short-term to prevent liquidity shortage and have sufficient capital to meet the growth rate of the Company.

3. ESG Risk

3.1 Regulatory risk management including laws and regulations from external agencies

The Company's main business is providing vehicle title loans under the supervision of regulatory agencies such as the Bank of Thailand (BOT), the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC). The Company therefore needs to comply with regulations and rules of various agencies such as setting interest rates, protection of personal data, reporting corporate information to the Bank of Thailand, etc. These regulations are subject to change over time. Failure to comply or incomplete compliance may affect the Company's reputation and may result in fines or the license may be revoked. The Company thus constantly reviews and monitors external laws to be correspondent with the operations within the organization. The training course is organized including a knowledge assessment test to know the rules and regulations used within the organization once a year. Throughout the year 2022, it was found that the Company had no legal dispute whatsoever.

3.2 Risk management from disasters

The current disasters are increasingly severe whether it is a deliberate man-made disaster or an unpredictable natural disaster. Such disasters may have a serious impact on the Company causing widespread losses to people, properties, economy and the environment and the impact of climate change. In order to raise awareness among employees, the dissemination is made through various channels such as the Company's website, public relations board, monthly journals, etc.

3.3 Risk Management from Cyber Threat and data theft

Nowadays, technology has been continuously evolving making cyber threat affect all sectors whether economically, financially, and industrially. Financial institutes and financial service users may come in new and more difficult to detect forms although the Company's main operations are based on the use of tangible collateral and cash transactions. As the customer's storage system and management of the Company is in digital form, the Company has to collect the information to develop a more efficient protection system. This includes training personnel in relevant sectors to develop their abilities to keep pace with technology continuously at least once a quarter. The additional channels for whistleblowing and communication channels with customers are also provided. The awareness is also raised for all employees on new methods or forms of cyber threats through the journal and the Company's website regularly.

3.4 Risk Management from epidemic

The epidemic risk is still classified as a significant risk that the Company and organizations around the world continue to monitor and prepare to cope continuously. Since the outbreak situation is likely to occur again, it may tend to intensify and has a wide impact on society and the economy including the Company's operation both directly and indirectly. Therefore, the process is required to deal with these risks in order to be ready and to be able to determine measures to deal with the impact quickly and reduce the extent of damage that may occur in a wide range. There are also plans to develop the application of Muangthai Capital 4.0 and online payment channels

through banking applications in order to be able to support the use of services for customers even during the epidemic situation in the future.

4. General Risk

4.1 Risk Management from corruption and fraud

The Company is aware of the possibility of corruption among employees. As the Company's credit service is a loan service for retail customers with a low average credit limit per contract together with the decentralization policy to branches nationwide for the Company to conduct business with efficiency, transparency, and accountability, the Company has put in place strict measures to prevent damage that may occur from employee fraud. The causes and rates of corruption of employees are constantly reviewed. The internal control system is established and the SAP operating system is adopted to increase operational efficiency and reduce the risk of corruption. In addition, the Company's training has been organized to develop morality and ethics for employees, review and formulate anti-corruption policies, and to disseminate and emphasize through various channels within the organization, such as journals or sermons on various occasions. The channels for whistleblowing is also increased so that employees and other stakeholders of the Company can access and report incidents more easily. However, if it is found that an employee is actually corrupted, the Company will take action to make that employee responsible for the damage cost and be punished according to the highest regulations of the Company. The employees who commit fraud will also be prosecuted to the utmost.

In the past year, the Company not corruption was found whatsoever. Including conducting a review, prepare Anti-Corruption policy, to disseminate and emphasize through various channels within the organization such as : the journals, internal intranet communications, or sermons on various occasions be aware of the disadvantages of corruption which is an obstacle to social development and the country's economy. The Company has been certified as a member of the Private Sector Collective Action against Corruption of Thailand. (CAC) This is one of the business practices that are consistent with the principles of good governance and good corporate governance.

4.2 Risk Management from Competition and New Competitors

Nowadays, there are a lot of micro-lending businesses results in intense industry competition in terms of technology, branch expansion, product expansion, microfinance loans. These include price competition in the future. The Company therefore has prepared to deal with these, review and adjust strategies. We always have a plan of action with an emphasis on excellent service in order to be ready for strong competition in the industry in the future. We strictly comply with market conduct rules related to providing fair services to customers in order to reduce conflicts and unequal customer service. Existing customers come back to use the service again and tell new customers (Snowball Effect). There are also plans to increase branches by accelerating the expansion of the area to facilitate customers to be able to use the service more easily. There was a survey on the satisfaction of people with the Company's service to improve operational strategies and create new products in the future.

4.3 Risk Management from Operating Expenses and Employee Expenses

Nowadays, various utilities prices are moving up and are constantly fluctuating according to economic conditions. It is necessary to control the budget allocation for spending in each area. If budget allocation is not appropriate and without strict control, the operating costs may be increased or may not be able to maintain service standards. In 2022, the Company has campaigning for employees to reduce energy consumption. We always turn off the lights when not in use including regularly checking the air conditioning system to reduce energy consumption. There is also a measure to reduce the limit of water and electricity costs at branches to raise awareness of energy consumption as well as encouraging branches to use sanitary ware that can reduce water consumption. We also use electronic files to reduce the cost of travel to send documents and also reduce the use of paper.

4.4 Risk management from rising domestic interest rates

According to the Company's mission and vision that "the Company must expand the services areas cover all part of the country by open a new full branch, sub branch and services center" In analyzing. The Company's main income is from interest income from lending. It is the nature of charging interest at a fixed rate. Meanwhile, for the cost of borrowing of the Company, the interest rate depends on the market volatility at the time of borrowing. If there is a lot of volatility, it will increase the interest rate of the loan. If the interest rate has not yet been adjusted, the difference between interest income and interest expenses decrease. At present, the Company interest is charged at a rate much lower than the level set by the Bank of Thailand. If in the future, there are more financial costs or other burdens, the Company can therefore adjust the interest charge limit according to the cost. In addition, the Company Additional sources of money from various sectors to mitigate risks from domestic interest rate increases including the Japan International Cooperation Agency (JICA) and Sumitomo Mitsui Banking Corporation (SMBC).

4.5 Risk management from the delay of the break-even point in some branches arising from branch expansion

In analyzing the break-even point of sub-branch or business service center, we must take into account the competitive business situation that occurs. At present, the microfinance business has a relatively high market competition. As a result, investment in some fields takes longer to break even. The cause may be due to the loss of the branch or caused by the operating costs of some branches that are too high. As a result, the business can achieve the set break-even point including making employees aware and have guidelines for providing services to customers with willingness. The Company has therefore considered and reviewed operational plans or strategic plans in each branch at least once a year to reduce the chance of not being able to achieve the break-even point as specified. In 2022, the Company emphasizes on the operation of each branch to achieve the set target. In addition, a training course on the analysis of break-even points has been provided to relevant employees for 1 time in order to reduce the break-even period and to meet the set target.

4.6 Risk management from theft

In the present, the Company operates its business according to the defined mission that branches are expanded to cover all over the country. However, due to the Company's control ability is limited, the behavior of each person cannot be controlled. The Company thus arranges communication on morality and ethics for outsiders to always be informed to instill good conscience in nearby communities. It is presented in the form of media such as brochures and posters. There are also measures to prevent theft of the office by instructing branches to reduce cash collection that could be a motive for theft as well as arranging for the installation of more than 3,000 CCTV cameras in the main branches, sub-branches and service centers to reduce the likelihood of incidents and damage to the Company incidents

2.9 Securities holder investment risk

1. Risk of shareholders

Risk from the dependence on existing shareholders and major shareholders holding the shares for more than 50% of the registered capital. As the major shareholder of the Company is the Petaumpai family holding 1,430,056,400 shares in the Company or equivalent to 67.45 percent of the Company's paid-up capital. This makes it possible to control almost all shareholder resolutions on various important matters such as the appointment of directors or requesting for the resolutions on other matters requiring a majority vote of the shareholders' meeting. Thus, other shareholders may not be able to balance with major shareholders (information of shareholders from Thailand Securities Depository Co., Ltd. as of 31st December, 2022) However, the Company has appointed 4 directors who are independent directors out of 7 persons having the Chairman of the Board of Directors as an independent director and the Audit Committee totaling 3 independent directors to consider the transactions possibly causing conflicts of interest in accordance with the laws and regulations of The Stock Exchange of Thailand and The Securities and Exchange Commission (SEC) in order to ensure whether it is reasonable with the most benefits to the Company. It also makes the management of the Company transparent and auditable.

2) General risks of bonds

- Credit Risk

The bond holders are at risk of not receiving interest or principal payments in the event that the business and performance of the bond issuer is not as expected or the properties of the issuer are insufficient for debt repayment. Therefore, before making the decision to invest, the investors should consider the financial status and debt servicing ability of the bond issuer based on the information provided in the debenture offering information registration form and a draft prospectus for the credit risk assessment of the bonds. The investors can view the credit rating of the bond issuer provided by the credit rating agency for making investment decision. If the credit rating of the issuer is low, it shows that the credit risk of the issuer is high. The investors' returns should also be high in order to offset the high risk of such bonds. However, the credit rating is not a recommendation to buy, sell, or hold any debentures offered. Besides, the credit rating is subject to cancellation or change over the life of the debenture.

Before investing, the investors should study information on the performance of the bond issuer. Apart from considering the credit rating of the debenture issuer, the investors are encouraged to follow up on the news of the bond issuer including updates to the rating from the website of The Securities and Exchange Commission (SEC), Credit rating agency, The Thai Bond Market Association, The bond underwriter or an analyst for the bond underwriter does not have an analysis on the bond.

- Price Risk

The market price of the debentures is subject to change depending on several factors, for example, the interest rate level in financial market, policy of the Bank of Thailand, overall economy, inflation rate, age of debentures, or excessive demand or lack of bonds. Thus, the bond holders may be affected by the fluctuation of the bond price. In the event of trading of instruments before maturity, longer maturity bonds will be more affected by such fluctuation.

- **Liquidity Risk**

The debenture holders may not be able to sell the debentures immediately prior to their maturity at their own preferred price since there may not be a lot of trading on the bond market in the secondary market. The debenture issuer will not list the debentures on The Bond Electronic Exchange (BEX) or any secondary market. However, the debenture holders may trade debentures at a commercial bank, securities companies, or any other juristic person being licensed for trading securities as bonds if someone offers to buy or sell debentures through the aforementioned licensees. Besides, the bond holders cannot sell or transfer the debentures to any person in general. Selling or transferring the debentures is restricted only in the institutional investors and major investors only. This is because the debenture issuer has registered the transfer restrictions with The Securities and Exchange Commission (SEC) to restrict the transfer of debentures to the group of institutional investors and major investors according to the Notification of The Securities and Exchange Commission (SEC) No. Kor.Jor.5/2009 on the definitions specified in the Notification of all types of bonds dated 13th March, 2009 (as amended or replaced) and in accordance with the Notification of the Securities and Exchange Commission (SEC) No. Kor.Jor. 4/2017 on the definitions of institutional investors, extra major investors, and major investors dated 8th February, 2017, unless it is an inheritance transfer.

- **Risks from the ability of debenture debt repayment**

The Company has continuously issued debentures to use as working capital for business operation to support the expansion of the Company's business and to be used for repayment of debentures or bills of exchange. It is also used as working capital of the Company.

However, if the Company does not issue new debentures, the Company believes to be able to acquire new loans to repay the existing liabilities and adjust the repayment of principal to suit the Company's cash flow as well. As of 31st December, 2022, the Company has outstanding credit line from Financial institutions in the amount of JPY 2,475 million and 3,560 million Baht.

- **Record of default**

The Company has no record of default on the principal or interest of debt instruments or default on loan from commercial banks, financial company, credit foncier company, or financial institute established by specific law and breaching the conditions in performing the rights for the past 3 years.

2.10 Risk of investing in foreign stock markets

– None –



มากกว่าการให้บริการ คือ
การส่งมอบโอกาสใน
การเข้าถึงแหล่งเงินทุน



3. Driving business for sustainability

Throughout the period of 30 years, the main business philosophy of the Company is to be a microfinance loan service provider allowing people who cannot access the loan source from a financial institution to be able to obtain the loan source with fair and transparent economic costs. The said philosophy has become a guideline for business operations based on the principles of good governance, appropriate risk management including the strategy for sustainable development of the Company to be “responsible microfinance loan provider”. This means creating credit products of Microfinance which can respond to the country’s financial inclusion with the responsibilities to all stakeholders corresponding to the policy of the Bank of Thailand.

Currently, the Company focuses on growth by expanding the customer base through the expansion of branches to cover all areas in the country. The Company aims at helping improving access to public funding sources more natural and more convenient. The Company believes that the distribution of financial access to people will help reducing financial inequality in the country which is the cornerstone of sustainable economic system. As of 31st December, 2022, the Company has 6,668 branches spreading in 75 provinces nationwide.

The customer group of the Company consists of retail customers with both regular and non-regular income. As this group is a vital stakeholder of the Company, the Company pays attention to create an excellent sustainable relationship with customers by adhering to the Service Excellence Policy as the Company’s slogan of “intimate services like closed family members”. Besides, the Company is determined to develop and upgrade the market conduct to customers of the whole industry to be truly fair and transparent. From this reason, the Company has received trusted by customers to use the Company’s credit services and grows continuously.

3.1 Policies and goals in sustainability management

The Company is determined to be the microfinance service provider to help people who do not have access to credit from financial institutes to be provided with access to loan sources with reasonable and fair financial costs through the strategy in expanding

branches to all over the region of Thailand. As a result, the Company’s credit portfolio has grown more than 1,233% since the listing date in 2014. The number of clients increased from 0.68 million contracts to 3.92 million contracts and the number of employees increased from 1,545 to 13,005 persons.

The Company has formulated a sustainable development framework and implemented principles and guidelines in accordance with international practices linked to the Company philosophy and organizational strategy to achieve consistent practice of the sustainable development framework Including “Sustainable Issues”, which emphasizes good corporate governance and covers corporate governance, economic, social and environmental aims to create sustainable prosperity in all regions and communities.

The Company considers sustainable development issues according to the major change trends of countries, regions and the world opinions of key stakeholders, sustainable development issues of the same industry, risks and potential opportunities.

The Company realized that the impact of the Company’s operations to those stakeholders has increased significantly. At present, we focus on the business operation according to the sustainable development approach covering economic, social and environmental dimensions to become the “responsible microfinance service provider”. Details of operations and results of operations have been prepared in accordance with the framework of the Global Reporting Initiative (GRI Standards) and presented in the Sustainability Report 2022. The Company has studied and compared important international sustainability issues such as the Dow Jones Sustainability Indices (DJSI) and other sustainability issues of companies that operate similar businesses both domestically and internationally. In addition, sustainability issues the Sustainability Accounting Standard Board (SASB) defined for the business is identified as the Company’s initial sustainability issue.

3.2 Management of impacts on stakeholders in the Company's value chain

3.2.1 Business Value Chain

The value chain is an overview of the processes in an organization starting from the procurement of raw materials to the final delivery of the goods to the end customers. Each step can create value for the organization and products without problems. It can also be used to analyze business competitors by comparing each step that competitors can do better or whether there are any interesting steps that can be applied to our organization or not.

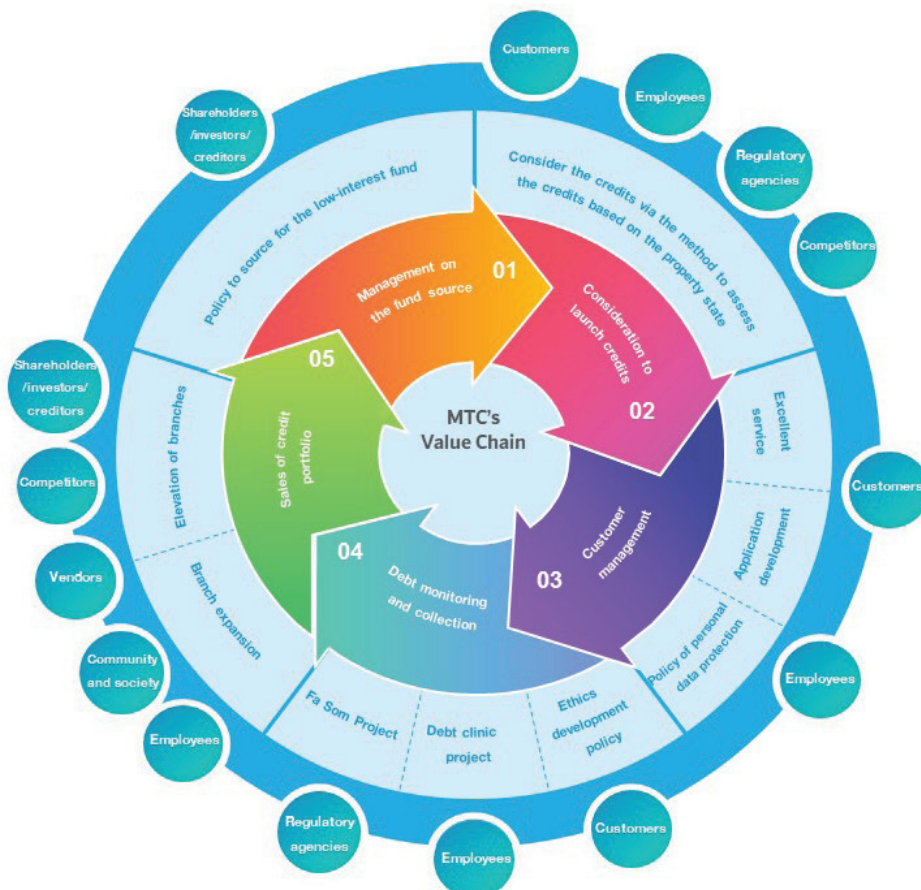
The Company's value chain demonstrates the credit lending process as Circular Value Chain which consists of

- Loan Origination is the process with a sustainable development policy on credit approval by asset-based assessment instead of income data or credit bureaus of customers. It can increase the opportunity to access credit sources for general people who do not have regular income and credit risk management policies, such as setting key performance indicators (KPIs) of employees to suit credit risk.

- Customer Management is the process with a policy on customer experience development. The excellent services are provided such as developing a customer relationship management system to respond to usage and the changing behavior of customers towards technology and satisfaction with credit products, customer privacy policy, and financial literacy policy for customers and the public.

- Collection is a process that is at the core of the Company's business operation and is relevant to the industry's ethical development policy, especially in the debt collection process.

- For Customer Retention / Attraction, the Company tries to currently implement the policy to expand the customer reach by opening branches which may be modified in the future if the environment context changes. The Company's value chain management will adhere to good corporate governance guidelines which consists of good governance and adequate and appropriate risk management and effective management to have thorough care of employees having secure information system. It results in the Company to promote sustainable access to public credit.



3.2.2 Analysis on stakeholders in the business value chain Building trust through stakeholder management throughout the value chain

1. Stakeholders mean individuals, communities or organizations that are interested in the results of operations and activities of the organization and plans. The performance of the organization and that plan can have both positive and negative effects on stakeholders. 3 groups of stakeholders are:

- 1) Key stakeholders are stakeholders that are important or have an influence that affects the success of the project.
- 2) Primary stakeholders are individuals or groups directly affected by the project as defined in the project objectives whether it is a positive or negative impact, such as people in the area directly affected by the project. Stakeholders are often categorized directly by gender, social class, income, occupation, or user group.
- 3) Secondary Stakeholders are individuals, groups, organizations, institutes involved in the project which may be divided into related funds or related by being a project implementing agency or related by other agencies that are not the project owner directly but having relevant powers and duties. These include the local government where the project is located or related by being a follower of that matter all along.

2. Procedure for Stakeholder Analysis

- 1) Identification: This first step is to identify key relevant stakeholders. The important thing is to indicate the importance and the influence of stakeholders.
- 2) Design and assessment are a detailed analysis of all the key stakeholders involved as a basis for designing a risk analysis.
- 3) Initiative Stakeholder analysis is used to plan the involvement of different stakeholders to start implementing activities.
- 4) Implementation Stakeholder analysis is applied to ensure involvement of those who contribute to the plan and monitor stakeholders who oppose or hinder the plan.
- 5) Evaluation, review, analysis and assessment of different stakeholders in different areas of activities.

3. The Company's business operation focuses on providing credit services to customers efficiently. Therefore, stakeholders have been identified based on the value chain which consists of 5 main processes, namely:

- 1) Management of funding sources (primary): There is a policy to recruit low-interest funding sources (secondary) from various financial institutes to be sufficient for business growth.
- 2) Credit Approval Process (primary): The credit is reviewed through a credit-based assessment method and property condition (secondary) instead of using information on income or credit bureaus of customers to increase the chances of accessing loan sources.
- 3) Customer management (primary): There is a policy of developing experience by providing excellent service (secondary), application development (secondary) to increase operational efficiency including the privacy policy (secondary) according to relevant requirements.
- 4) Debt tracking and collection (primary): There is a policy on the development of industry ethics (secondary) including training on proper debt tracking and collection procedures according to the requirements of relevant agencies, project preparation, Debt Clinic (secondary) BOT's Fah Som Project (Secondary) to provide customers with financial liquidity and reduce NPL problems that arise.
- 5) Expansion of credit portfolios (primary): There is the process of retaining the existing customer base and increasing new customer base by expanding reach of customers and opening more branches to cover all areas nationwide (secondary), including upgrading the branch status (secondary) to be able to support and service customers efficiently.

4. Stakeholders

Continuous engagement with stakeholders resulted in the Company's acknowledge expectations and needs which contribute to helping the Company able to determine issues related to business operation. This is one way to drive sustainable development as it will make the Company acknowledges the impact that the Company has on stakeholders. This process will result in the Company to be able to set guidelines for preventing, correcting, and reducing negative impacts and expanding positive impacts continually and efficiently.

Identification of the Company's stakeholders will consider individuals, groups of people, or entities that can have an impact or be affected by the Company's operation.

The Company has divided groups of stakeholders to cover all dimensions, both internal and external, taking into account participation and impact on operation. This includes the Company's operating results, for the utmost benefit of all parties. The groups of stakeholders are divided into 7 main groups: 1) Shareholders/ Investors/Creditors, 2) Employees, 3) Business Partners, 4) Customers, 5) Business Competitors, 6) Regulatory Agencies, 7) Community and Society. Each stakeholder group has different methods of participation and interaction reflecting the mutual value creation between the Company with stakeholders in order to reduce risks and create added value for the business in a sustainable way. The Company will continue to engage with stakeholders annually through assessment and review of stakeholder expectations. Once the expectations of the stakeholders are known, the Company will therefore identify the guidelines to meet the expectations of each group of stakeholders which are as follows:

Stakeholders	Guidelines for participation and frequency Expectations/ demands of stakeholders	Expectations/ demands of stakeholders	Organizational operation guidelines
Employees, Executives and Board of Directors	<ul style="list-style-type: none"> Meeting (on a monthly basis) Company website Notifications/Orders Questionnaire on employee's satisfaction Complaint system of the Company 	<ul style="list-style-type: none"> Have a good working environment. Receive appropriate compensation and benefits. There is a good relationship between colleagues and supervisors. Good Company's work system. Have balance between work and personal life. 	<ul style="list-style-type: none"> Keep the workplace clean Establish a strong corporate culture Adhere to the principle of human rights Internal personnel development
Customers	<ul style="list-style-type: none"> Customers MTC Call Center 1455 Walk-in to customer service center Facebook: Muangthai Capital Line Official : @Muangthaicapital Telephone customer service center 02-483-8888 Application "Muangthai 4.0" Questionnaire on customer's satisfaction 	<ul style="list-style-type: none"> Rapid loan approval process Approved credit limit is appropriate. There are convenient and fast payment methods. Reduced interest rates/ fees. Confidentiality of customers' confidential information. 	<ul style="list-style-type: none"> Consider ESG throughout the loan approval process Expand branches to increase access to services. Create a good experience for customers through excellent, comprehensive and equal services. Respect for customer satisfaction, rights and personal information, rights and personal information.
Shareholders/ investors/ creditors	<ul style="list-style-type: none"> Annual General Meeting of Shareholders (1 time per year) Communicate through the Stock Exchange (regular) Arrangement of Opportunity Day with the The Securities Exchange of Thailand (SET) (3 months/time) 	<ul style="list-style-type: none"> Consistently good turnover. Good Corporate Governance Principles. To be an organization with stability, transparency and sustainable growth. 	<ul style="list-style-type: none"> Review and adjust strategies to suit the situation. Good corporate governance. Risk management in a concrete and effective manner.

Stakeholders	Guidelines for participation and frequency Expectations/ demands of stakeholders	Expectations/ demands of stakeholders	Organizational operation guidelines
Business Partners	<ul style="list-style-type: none"> Email (annual) Visit (only new partners once a year) 	<ul style="list-style-type: none"> Collaborate in various operations for maximum benefits. Continuity of the operation an important part of the supply chain Standard evaluation and selection criteria. Fair, transparent, verifiable. 	<ul style="list-style-type: none"> Supply chain management with regard to impact on ESG. Set a fair payment period for partners.
Business Competitors	<ul style="list-style-type: none"> Meeting of the car registration business trade association Personal Loan Business Club meeting 	<ul style="list-style-type: none"> Fair competition Industrial upgrading Cooperate with car registration/personal loan operators' associations/trade clubs to comply with regulatory criteria. 	<ul style="list-style-type: none"> Cooperate with car registration lenders trade associations to jointly upgrade the industry.
Community and Society	<ul style="list-style-type: none"> Social operations 	<ul style="list-style-type: none"> Take responsibility for the health and safety of the community. Consider the environmental impact including the conservation of energy and natural resources. Strictly comply with the law. 	<ul style="list-style-type: none"> Creating Engagement between the Company and the community through the CSR project Conduct business with care for society and the environment.
Regulatory Agency	<ul style="list-style-type: none"> Email (regular) Meetings through trade associations/ clubs for car registration/personal loan operators. Visit the Company (2 years/time) 	<ul style="list-style-type: none"> Support the policy and comply with the set rules appropriately (or exceeds the limit) Management with honesty. There is transparency in the operation and adhere to the principles of accuracy. Improve operational processes in accordance with policies and regulations. 	<ul style="list-style-type: none"> Cooperation with regulators to upgrade the industry.

3.3 Sustainability management in environmental dimension

3.3.1 Policies and guidelines for the environment

The Company has a policy to support activity that enhances quality, occupational health and environment covering operation and management of energy, water, climate, environment, waste management to optimize benefit and utmost efficiency in a systematic approach. The Company has implemented ISO14001, the standard on environmental management, taking care of the working environment to ensure safety of lives and properties of employees at all times.

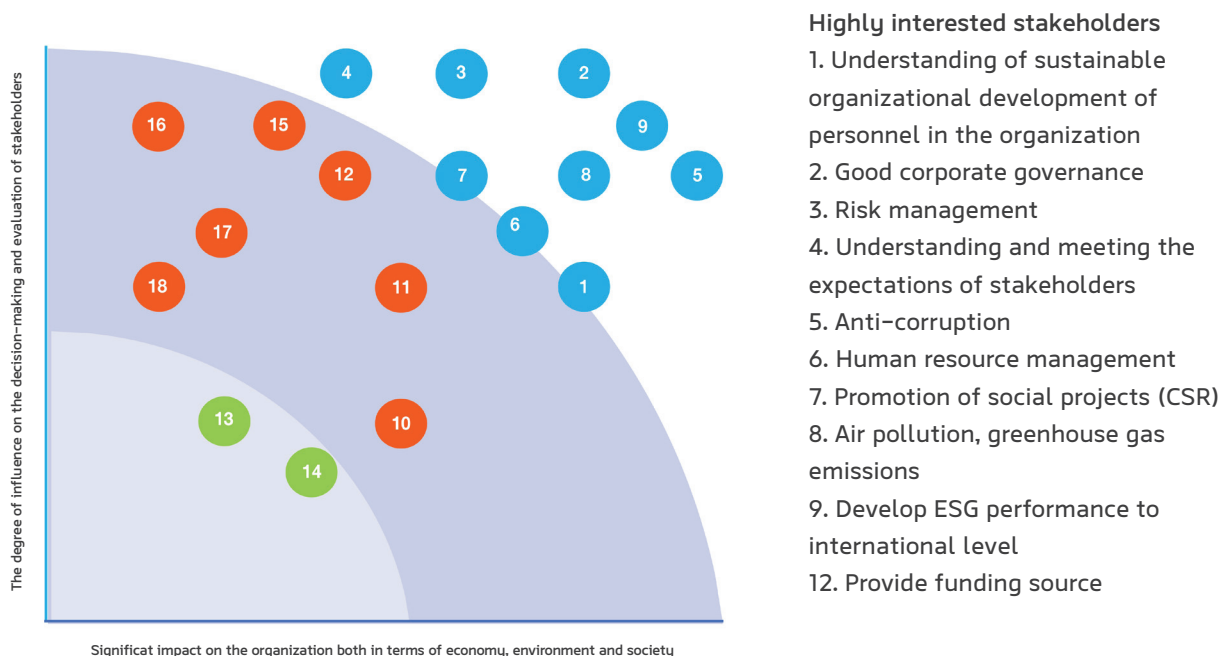
In 2022, the Corporate Governance and Sustainability Committee has organized a review on the “Environmental Management Policy” in accordance with the context and global environmental challenges to reflect the operations of the Company in the environmental dimensions covering the Company, subsidiaries, and employees including the trading partners and business partners.

Muangthai Capital Public Company Limited recognizes that climate change is one of the world’s most important challenges. Therefore, it is important to participate in dealing with environmental problems. The Company has a policy to reduce the impacts arising from the operation process and reduce the use of natural energy that is limited ready to prepare plans and measures to participate in solving the challenges of climate change.

3.3.2 Prioritization of Sustainability Issues

The Company screens the issues gathered above through a process by reliable consultants and prioritizes each material issue by surveying the opinions of the Company’s faculty members from the meeting and of stakeholders both inside and outside the business the assessment of high, medium and low importance is based on the impact on the business in economic, social and environmental aspects,

Results and scope of sustainability assessment (Materiality Assessment)



Moderate interests of stakeholders

- 10. Employee satisfaction
- 11. Customer satisfaction
- 15. Financial product development
- 16. Information disclosure
- 17. Human rights
- 18. Occupational health

Low interest of stakeholders

- 13. Valuable use of resources
- 14. Employee training

Progress of operations to achieve the sustainability goals in 2022

The Company is committed to operating to achieve the Sustainable Development Goals and the Company predetermined strategy. The progress of the operation can be summarized as follows:

Progress of the operation	Goals and indicators	Operational performance
1. Understanding of sustainable organization development	Personnel in the organization realize the importance of sustainable development for 100% of all employees.	Operational performance for 80%
2. Good corporate governance	The growth rate is not less than 100%. Corruption complaints Not violate business ethics.	Operational performance for 100%
3. Risk management	Comprehensive sustainability issues are identified with implementation goal for 100%.	Operational performance for 80%
4. Understanding of response to the expectations of stakeholders	Able to meet the expectations of stakeholders comprehensively for 100%	Operational performance for 100%
5. Anti-Corruption	Incidents of fraud and corruption equal to 0	0 fraud and corruption incident
6. HR Management	The employee termination rate is not more than 20%.	Operational performance for 16%
7. Promote the corporate society responsibility (CSR) project	Able to create value for society and communities with a total of at least 10,000 beneficiaries	Operational performance for more than 10,000 beneficiaries
8. Air pollution and greenhouse gas emission	The amount of carbon dioxide emissions equivalent to the outstanding loan decreased by 10 percent.	Performance decrease 10.71%
9. Improve the performance of ESG to become global	Achieve at least 60% of ESG goals	Operational performance for 60%
10. Employee's satisfaction	Satisfaction Score of Employees was not less than 80%.	Operational performance for 81.98%
11. Customer's satisfaction	Customer Satisfaction Score was not less than 80%.	Operational performance for 83.59%
12. Funding source	The Company does not lack liquidity in operation.	No lack of liquidity in operation
13. Worthy use of natural resources	Effectiveness in operations increased by 10 percent.	Performance increase 2.76%
14. Training to educate employees	Employee training goal 6 hours/person	Performance 11.24 hours/person

Progress of the operation	Goals and indicators	Operational performance
15. Development of financial products	The goal is 100%	70%
16. Disclosure of information	Disclosure of information according to international standard for 100%	Disclosure of information according to international standard for 100%
17. Human rights	Zero human rights violation incident	Zero human rights violation incidents
18. Occupational health	Zero injured people during work time	The number of injured people during work time until they lost work 5 people

Guidelines for conducting community, society and environment

The Company has established business policies in accordance with environmental regulations, international standards, including voluntary participation in sustainability standards. This policy includes employees, subsidiaries, and business partners by defining environmental guidelines as follows:

1. Strictly comply with international and local environmental laws and responsible for negative environmental impacts that may arise from the operations of the organizations.

2. The environmental management assessment is defined as a type of scorecard for management and employee performance evaluation.

3. Support raising awareness by organizing training to educate employees on environmental knowledge and stakeholders to create knowledge and understanding on the climate change, conservation of natural resources and the importance of preventing negative environmental impacts.

4. Establish guidelines and goals for energy, resource and environmental management in the Company in accordance with international standards to promote sustainable development goals with a focus on environmental conservation. The resources are used wisely to reduce the occurrence of waste. The most important thing is to reduce greenhouse gas emission which is the catalyst for accelerating climate change.

5. Encourage effective waste management to reduce the impact on the environment as well as encouraging the reuse and / or selection of materials (Recycle) or alternative products in an efficient and cost-effective manner.

6. Support the purchase of products and services and/or products from environmentally friendly manufacturing processes according to the criteria on the Pollution Analysis and Environmental Laboratory, Pollution Control Department, Ministry of Natural Resources and Environment.

7. Communicate and provide information on efficient and cost-effective use of energy and resources by disclosing environmental performance to the public in One Report of the Company or disclosing it in other ways with the approval of senior management of the organization.

8. Coordinate with government organizations, educational institutes, communities and other agencies to jointly tackle climate change problems nationally or internationally.

At present, environmental problems are becoming more serious. from economic expansion resulting in increasing demand for resources lead to environmental impacts such as the problem of overflowing garbage air pollution sudden weather changes which causes global warming, drought and flooding can't cope and solve problems alone but it is imperative that collaboration is needed to solve sustainable problems which the business group be aware of the importance and problems that arise. Therefore, the business process has been improved to be more environmentally friendly. Including implementing measures aimed at energy conservation, such as:

- Providing customer service through electronic channels such as news and information notification for various transactions to reduce the use of paper in financial transactions and reduce fuel consumption in the customer journey, implementation of paper reduction

projects within the organization, through the improvement of the meeting system from distributing documents to paper, changed to sending data via work file and let the attendees read from their notebooks or tablet of the participants.

- Changing channels for informing information, performance appraisals, and employee satisfaction surveys through electronic channels.
- Implementation of waste and pollution reduction projects, such as refraining from handing out plastic bottled water in meeting rooms to reduce the amount of plastic waste. Choosing environmentally friendly paper selection of toner type that does not harm the environment and the use of mercury and lead-free building paints, etc.
- Energy reduction projects such as replacing light bulbs with LED bulbs and renovating the head office building to be a green building. Which is environmentally friendly according to the LEED standard of the United States by 2022, which will result in the suspension of the business group has a better quality of life when the building renovation is complete.

Being a green building according to LEED standards

The Company has implemented a project to improve the head office building. It was completed in 2021 and received a gold rating for LEED or Leadership in Energy & Environmental Design, reflecting the efficient management of resources and buildings paying attention to the environment and people who use services. "Green Building" is the term used to refer to the buildings that are built taking into account energy conservation and environment. Many institutes from different countries have established standards for energy conservation buildings in the form of ecological open space for not less than 25% of the building area and have a green area of not less than 40% of the open area. It is calculated to have at least 10% green space on the floor of the Muangthai Capital Headquarters building, taking into account the true ecological system. The green area of the building will consist of various plants, each of which is suitable for the ground conditions. The watering system with fix spray Springer is used. It will help save water by more than 30% on average using about 754 liters of water per month making it suitable for a truly green building.

Energy / Electricity Management

Electricity is a source of energy that is considered an important factor for an organization's business operations. Electricity is required at almost every step of the operating process. The organization growth and increase of branches cause the amount of electricity consumption to increase with more cost and more pollution. Therefore, the Company has set measures to manage electricity to be worthwhile and most suitable as follows:

Management approaches

- The time is set for using the air conditioner. For the head office, the time is set to turn on-off and there is a monitor to turn on the air conditioner as appropriate taking care of the air conditioner annually.
- There is a limit to reimburse the electricity bill of the branch that is suitable for the operation and the amount of usage.
- Regular maintenance of the air conditioner is required.

In 2022, Productivity increased from 2021 by 9.45% which exceeded the set target.

GOALS	PERFORMANCE
Productivity	42,058,868.18 kWh
Percentage Increases	Compare to Loan
10	348.71 kWh/MB
Percentage of Consumption Decreases from Base Year 2032	GHG Emission
80	21,025.23 tonCO ₂ e
	▲ Increase 2,978.08 tonCO ₂ e (2021)
	Energy Intensity
	Equal to 1.26 GJ/MB

Management of paper usage

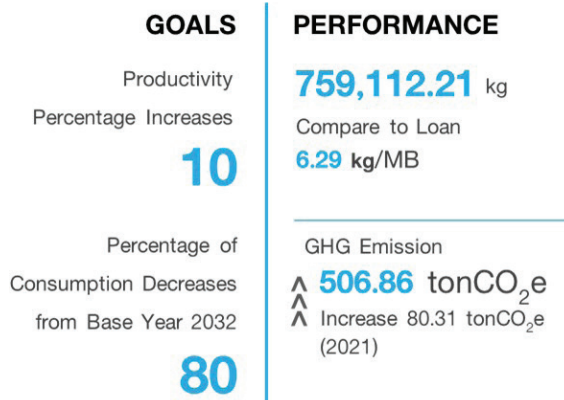
The operations of the organization are still paper-based. In order to be able to support branch expansion with business growth more than 20%, the consumption of paper will of course have to increase. However, the organization has measures to reduce and control the amount of paper used to cause the least indirect impact on the environment. The Company has the following measures.

Management approaches

- For the head office, there is a campaign to encourage employees to use both sides of the paper. There is a single-sided paper collection point for all parties to use (Reuse).

- An electronic receipt system (E-Receipt) is developed based on regulations and operational approaches as prescribed by law.
- The paper products that are environmentally friendly are chosen to be used.

In 2022, Productivity was found to increase from 2021 by 2.00% which is lower than the set target.



Greenhouse gas emission

As a Microfinance provider of the country, it is inevitable for the Company to operate the process using various fuels, whether it is electrical energy and the use of petrol from cars used in Company's activities. This is one of the causes of greenhouse gas emission such as dust, CO, CO₂, SO_x, NO_x into the atmosphere. The Company therefore places importance on participating in the reduction of the greenhouse gas emission resulting from operational processes such as reducing energy consumption, reducing fuel consumption from various cars, etc.

Operational goals and performance in 2022

Phase 1: Reduce carbon dioxide emissions by 5% per year (2022–2027): The policy was announced to initiate the approaches to set short-term goals for resource management to reduce emissions carbon dioxide by clarifying policies and improvement.

Phase 2: Reduce carbon dioxide emissions from the base year by 80% (2027–2032): This is to develop efficiency in reducing carbon dioxide emissions and greenhouse gases, such as CH₄ and N₂O, through the use of technology and clean energy such as solar energy cells, water circulation and zero waste projects. These are applied to business operations with the goal in reducing carbon dioxide emissions by 90% during this phase.

Phase 3: Net Carbon Dioxide Emissions = 0 (2032–2042): "Elimination of greenhouse gas in the atmosphere" is when the Company's efficiency in reducing greenhouse gas emission is at an acceptable level. The organization plans to set up activities or projects that can eliminate greenhouse gases in the atmosphere such as forest planting activities and activities to reduce carbon dioxide in the atmosphere in order to achieve the goal of becoming a Carbon Net Zero Company.

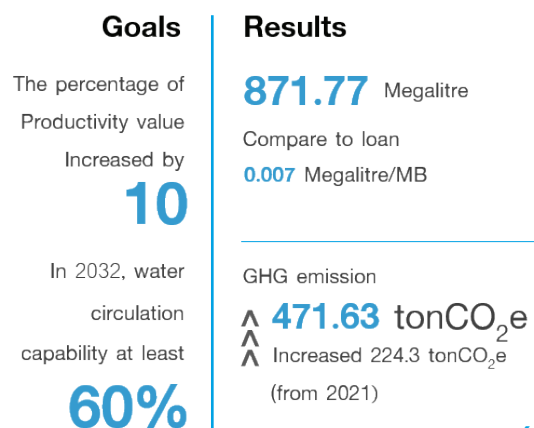
Water resource management

Water is one of the resources that is fundamental to life. In current business operation, there is a problem of flooding. Some areas are also prone to drought which affects the ability to develop the economy and improve the quality of life of people in society. In addition, the increase in the population has resulted in the demand for rising water. As a result, Thailand has continuously faced the water crisis problem. The Company therefore realizes the importance of water conservation through water conservation campaigns and public relations for all personnel to jointly conserve water resources with the following measures.

Management approaches

- Check the equipment in the use of water supply regularly. If detected, hurry to complete the repair as soon as possible.
- Raise the awareness and campaign to educate employees on environmental conservation for them to know how to use resources for the most benefit.
- Cultivate and campaign to educate employees on environmental conservation in order to maximize the use of resources.

In 2022, it was found that Productivity increased from 2021 by 35.00% which exceeded the set target.



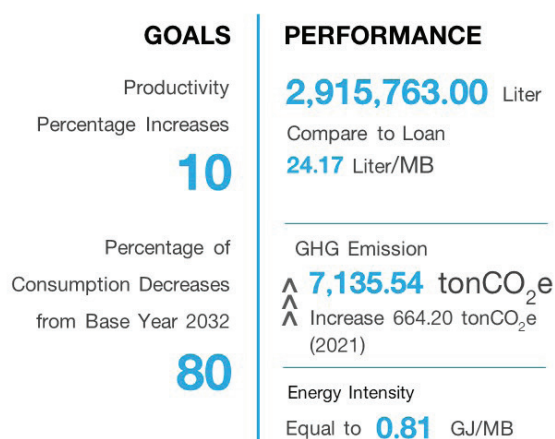
Oil Consumption Management

Currently, the operation within the Company is inevitably still powered by oil, coupled with an expanding customer base every year. The increasing amount of credit thus leads to the continual increase of oil consumption. However, we still consider the impact of greenhouse gases that cause global warming and climate change. The following oil management measures have been established.

Management approaches

- The branch employees will be set the limit for fuel reimbursement as appropriate for their work.
- The policy to use Electric Vehicle (EV) is promoted in the operations.

In 2022, it was found that Productivity increased from 2021 by 57.13% which exceeded the set target.



Effluent and Waste Management

The wastewater generated from operations (Head office) is mostly from rest rooms, toilets, and sinks. We have a method for managing wastewater by using a Combined Biological Treatment System, which is a wastewater treatment system that is more efficient than the generally-used activated sludge system. It ensures that the quality of the treated water meets the legal requirements before discharging into public water sources. Some of the treated wastewater will be reserved for being used to water plants and reserve water for firefighting.

The waste is classified according to the color of the bin as general waste, infectious waste, hazardous waste, electronic waste (toner cartridges, damaged photo-copier), and waste that can be recycled. The district will be responsible for handling waste properly. Waste measures are imposed on all working floors, including clearly written penalties for non-compliance to strengthen and instill a sense of responsibility for waste management among personnel. It is in the process of developing a system for collecting, tracking and disposing of waste properly. This can bring certain types of waste as Value Added with the goal of starting trial operation in the head office within 2023.

In 2022, the Company did not release wastewater that exceeded the standards and laws. In addition, the Company did not pay any fine or environmental penalties.

3.3.2 Operating performance in the environment

Summary on the operating performance in the environment	
Type	Operating performance
Material	
Paper consumption (kg.)	759,112.21
Energy	
Energy Benzene fuel consumption (Liter)	1,706,700.60
Diesel fuel consumption (Liter)	1,209,062.40
Electricity consumption (kilowatt-hour (kWh))	42,058,868.18
Intensity of energy consumption	2.07
Emission of greenhouse gas	
Scope 1 : kgCO ₂ e	8,241.07
Scope 2 : kgCO ₂ e	21,025.23
Scope 3 : kgCO ₂ e	1,069.29
Intensity of greenhouse gas emission (FTE)	0.25
Water	
Water consumption (megaliters)	871.77

Remark: Methods for estimating the amount of greenhouse gas emission from the resources used by the Company mainly include oil consumption for company-owned vehicles, electricity, tap water, paper, and methane emission from the entire office's septic tank system of both Head Office and branches for 100 percent

Carbon Footprint Management

The main reason of the current climate change problem is the implementation of activities of all sectors whether using fuel deforestation, use of various energy, etc. The climate change is caused by, for example, drought, flood, rising sea levels, etc., which greatly affects the way of life and business today.

The Company as the Microfinance service provider of the country is inevitable that in the process of operation various fuels are used whether using electricity, use of oil from cars used in the Company's activities which is one of the causes of greenhouse gas emission such as particulate matter, CO, CO₂, SO_x, NO_x into the atmosphere. Operational processes are such as reducing energy consumption, reducing fuel consumption from cars, etc.

In 2022, the Company has conducted the organization's carbon footprint by measuring greenhouse gas emission in 3 scopes You can learn more at in the Sustainability Report 2022.

Fuel type (scope of operation)	Consumption volume (unit)	Volume of gas emission (kgCO ₂ e)
Benzene consumption (liters)	1,706,700.60	3,821,985.31
Diesel fuel consumption (liters)	1,209,062.40	3,313,556.42
Electricity Consumption (kWh)	42,058,868.18	21,025,228.20
CH ₄ gas emission from septic tank (kg)	39,483.18	1,105,529.04
Paper consumption (kg)	759,112.21	506,859.22
Water consumption (megaliters)	871.77	471,629.05
Total gas emission (kgCO₂e)		30,244,787.24

Scope 1: Direct GHG Emissions: It is calculated based on the fuel combustion generated by corporate vehicles (owned by the organization) and at the Company paid to employees which uses a personal motorcycle for use in the Company's business by calculating from the consumption of benzene and actual diesel fuel including the equivalent amount of carbon dioxide caused by methane gas from the wastewater treatment system in 2022.

Type	Fuel consumption volume (liter)			
	2021	kgCO ₂ e	2022	kgCO ₂ e
Diesel	1,101,785.53	3,019,222.90	1,209,062.40	3,313,556.42
Benzene / Gasohol 91,95	1,520,558.27	3,452,123.45	1,706,700.60	3,821,985.31
Methane	4,530.76	113.27	39,483.18	1,105,529.04
Total energy consumption (liter)	2,622,343.8	6,471,346.35	2,915,763.00	7,135,541.73

Scope 2: Indirect GHG Emissions : Calculated from energy consumption of electrical energy in the Company in 2022.

Type	Paper consumption (kWh)			
	2021	kgCO ₂ e	2022	kgCO ₂ e
Electricity use	36,101,510.71	18,047,145.20	42,058,868.18	21,025,228.20

Scope 3 : Other Indirect GHG Emission: It is calculated from the amount of paper use and the actual tap water use (data covering the Head Office and branch offices across the country for 100 percent. The measures and operating results can be categorized in scope 3 as follows:

Type	Paper consumption (kg)			
	2021	kgCO ₂ e	2022	kgCO ₂ e
A4 paper	317,250.10	211,827.89	518,239.32	346,028.39
F14 paper	123,917.17	82,739.49	240,126.19	160,332.26
A3 paper	486.98	325.16	565.76	377.76
A5 paper	3,769.78	2,517.08	180.94	120.81
Other	193,413.86	129,141.86	-	-
Total paper consumption (kg)	638,837.89	426,551.48	759,112.21	506,859.22

Type	Water consumption (megaliters)	
	2021	2022
Tap water	869.96	871.77

3.4 Sustainability management in social dimension

3.4.1 Human rights policies and practices

The Company recognizes the importance of respecting human rights. All personnel and trading partners must treat everyone in accordance with the principles of human rights equally without discrimination and does not do anything which is considered a violation of human rights.

The Company recognizes and places importance on human rights which are fundamental human rights. We consider human rights principles as the cornerstone of equal living without distinction of any kind, such as race, religion, gender, language, culture or other status.

The Company is committed to doing business in accordance with the national laws on human rights protection to ensure that the Company conducts business without violation of human rights in all business activities (Direct Activity). Therefore, it is appropriate to establish policies and guidelines on human rights. This includes all stakeholders in the Company's value chain. The guidelines are as follows:

1. The Company values and respects human rights by treating people or any group of persons, including all stakeholders of the Company with equality and fairness without distinction of body, mind, race, religion, sex, language, age, skin color, education, social status, culture, customs, political attitude or any other matters.

2. The Company will not do anything that violates the rights and freedoms of the person or any group of people both directly and indirectly, including physical, verbal abuse, intimidation, humiliation, sexual harassment, sarcasm, etc.

3. The Company will be careful in performing the duties in order to prevent the risk of human rights violations in all business activities.

4. The Company will not use and support the Company's business partners in all types of illegal labor including child labor and other illegal workers.

5. The Company provides communication, disseminates human rights policies and practices to all stakeholders in the Company's value chain in order to enable all stakeholders to participate in business in a humane manner with respect for human rights in accordance with this policy of the Company.

6. The Company provides surveillance on human rights respect. In each step of the operation, we do not neglect or ignore if there is an act that violates human rights. Employees are obliged to report to supervisors or the person in charge for

acknowledgement. The Company provides the process to protect people who report complaints or doubts about human rights violations by using measures to protect whistleblowers or the complainants as set out in the Whistleblower Policy. Such complaints will be sent directly to the Chairman of the Audit Committee.

7. The Company aims to create an organizational culture that adheres to respect for human rights that employees adhere to as a guideline for their work. The employees can work altogether under a happy and accepting environment. In addition, this culture is reflected in the practice of providing services with the highest standards to all stakeholders with equality.

8. The Company provides an assessment process to be able to identify the issues of human right violation risks and impacts so that the Company can plan and formulate guidelines for correcting and preventing human rights violations.

9. The Company imposes penalties for those who commit crimes of human rights violations to the maximum extent which is the dismissal.



3.4.2 Operating performance in the society

Summary on the operating performance in the society	
Type	Operating performance
MTC personnel	
Number of employees (persons)	13,005
Number of new employees (persons)	3,599
Number of retired employees (persons)	1,932
Employee satisfaction (percent)	81.98
Human rights	
Cases of human right violations (cases)	0
Number of discrimination incidents (incidents)	0
Society and community	
Amount of community contribution (million Baht)	4.25
MTC customers	
Number of new branches opened in 2021 (branches)	869
Number of application user accounts (accounts)	385,437
Number of times spent through the application (times)	875,052
Number of data leak incidents (times)	0
Customer satisfaction (percent)	83.59

3.4.3 Human Resource Management

The business operations in the 4.0 era must face challenges from the current global situation that has changed rapidly in economic, social and environmental dimensions especially the role of technology. As a result, the business model has changed significantly. As a result, there are challenges in managing human resources appropriately and sufficiently for rapid and sustainable growth amid the intensifying competition in the industry.

The Company attaches importance to recruiting personnel and attracting potential personnel along with preparing and developing the potential of diverse personnel different expertise to be effective personnel. They are “dedicated to work, have good attitude, unity, and strictly maintain discipline” according to the Company’s 5 values. Therefore, the Company should maintain suitable recruitment and sufficient personnel to keep these personnel to grow continually. Therefore, it is very challenging and necessary for the Company.

Module 1 : Employment

The Company takes responsibility for its employees in accordance with the principles of good corporate governance and business ethics equally and fairly through creating a good work experience for employees in every working phase by giving importance to the development of employees’ potential with a focus on equality no limitation or discrimination in matters of gender, race, religion and culture. In 2022, Muangthai Capital Public Company Limited has a total of 13,005 employees, ranging from age, gender, education level and different types of work.

Number of employees in 2022

Data of employees	2022	2021	2020
Total employees (persons)	13,005	11,460	10,328
Proportion of Employees (Male : Female)	8.6 : 1	8.36 : 1	8.17 : 1

Employee Information	Gender		Age (years)			Nationality
	Male	Female	<30	30-40	>40	
Senior executives (persons)	6	3	-	-	9	Thai
Executives (persons)	346	4	-	241	109	Thai
Employees/Officers (persons)	11,304	1,342	9,516	2,875	255	Thai

* Most of the Company's employees stationed at the branches. With the main duties and responsibilities in the analysis, loan approval, and follow up for credit claims. As the Company considers a risky duty in the operation, the Company avoids using the female employees.

Number of newly recruited employees – retired employees

	2022		2021		2020		2019	
	Number (persons)	Percent	Number (persons)	Percent	Number (persons)	Percent	Number (persons)	Percent

Number of newly recruited employees

3,599	14.7	2,096	18.29	1,627	15.75	3,210	33.48
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Number of retired employees

1,932	8.07	1,016	8.87	920	8.91	1,267	13.21
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- Policy for evaluating employee performance, compensation, welfares and safety

Performance appraisal policy

The Company has set a tool of Key Performance Index (KPIs) called "MTC Model" which is a standard for evaluating employee performance focusing on maintaining credit quality. The remuneration is based on performance which is assessed individually to make it transparent and fairness in line with the Company's human rights policy on treating individuals with equality acceptable to all personnel levels.

Module 2 : Employee's compensation

The Company has a fair and competitive compensation policy in the market. Including creating stability in the career and have fair career advancement opportunities. It also provides various welfare benefits for the employees of the Company. As required by law, such as social security and other than what is required by law, such as medical expenses, as well as other types of assistance such as travel expenses, fuel expenses, assistance in case of father, mother, child or employee death, etc.

In 2022, the Company paid compensation to the total number of employees is approx. 47.49 million baht and 42.72 million baht for the year 2021 and the accounting period ending December 31, 2022, respectively.

Benefits and welfares

In addition, to maintain personnel to remain with the Company as long as possible, the Company defines the welfares and benefits allocated to permanent employees and contract workers. The details are as follows.

Welfare and allowance	Employees	Contract workers
Health insurance, life insurance and accident insurance	√	
Medical expenses (themselves)	√	
Special price for the Act of motorcycles and cars	√	
Parental leave rights	√	
Maternity allowance	√	
Marriage allowance	√	
Statutory compensation up to retirement age (Employees who have worked for more than 20 years, more)	√	
Provident Fund Contributions	√	√
Special accommodation for employees	√	
Gym (Head Office Building)	√	√
Others (New Year's party, local sports competition, annual travel, marathon race, CSR activities)	√	√

In 2022, the Company paid contributions to the provident fund for employees of the Group and the Company in the amount of 50.08 million baht (2021 : 48.22 million baht).

For various benefits and welfares, the Company communicates information through various channels such as the MTC University system, e-mails, circulars, and the creation of public relations boards. This is for the Company's personnel to know about benefits as well as obtaining various benefits effectively.

Long-term returns

Apart from the regular salary and remuneration depending on the performance, the employees also receive remuneration from the revenue sharing of the Company. This type of compensation sharing gives employees a sense of involvement in the ownership of the Company. This sense of involvement has a clear positive impact on the business operation continuously. The resignation of employees in key positions (Key person) is detailed in the report with number of employees retired by working age.

Other welfares

- The Company provides health insurance, life insurance and accident insurance to facilitate the medical treatment as well as creating stability for the employees and their families. In addition, the Company also provides special welfare as annual medical expenses for employees at all levels.
- The Company allows employees to buy Motorcycle Act and personal cars at a price for employee.
- Benefits in the form of contributions The Company provides benefits in the form of contributions for various occasions such as marriage allowance, financial support in case of childbirth. The Company and employees have established the Fund to help fellow employees in case of death in the family, etc.
- Accommodation for employees to reduce the cost of living for employees, the Company provides accommodation for employees by allowing employees to stay at the branch building if necessary. Besides, the employees stationed at the Head Office will be allowed to stay at the dormitory of the Company which is located near the Head Office building in Bang Plad, Bangkok
- Place for exercise in the Head Office building. The Company provides a fitness facility in the Head Office building which includes standard fitness equipment. It is the space for employees and executives at all levels including shower room without collecting additional expenses from employees.
- Relationship building activities. As working

in team is considered the core of the operation to achieve success and the most effective and it is the main organizational culture of the Company, the Company has organized activities to connect relations between employees including New Year party activities, sporting events within the area nationwide, Company's annual tourism activities, marathon competitions organized by external organizations (through sponsors) including social activities (CSR). The employees are given the opportunity to contribute to society and the communities in which they are involved.

- Legal compensation for retirement age. The Company has a legal reserve for employees aged 20 years or more who have the right to receive compensation at 400 days on the retirement date when the employees reach 60 years of age under the Labor Protection Law No. 7.
- Provident fund for employees Apart from general remuneration, the Company also established a provident fund in accordance with the Provident Fund Act B.E.2530. The Company and its employees contributed to the fund on a monthly basis at the rate of 3-5 percent of the salary. This provident fund is managed by Kasikorn Asset Management and will pay back to the employees when such employees retire in accordance with the fund rules of the Company. Currently, there are 7,005 employees participating in the provident fund, representing 53.89% of all employees.
- Motorcycle helmets due to the duties and responsibilities, most operational employees need to use motorcycle as vehicle to perform duties. Therefore, the Company provides helmets to employees according to the Company's safety policy. The employees are required to comply with laws that force motorcyclists to wear helmets every time for the safety of employees themselves and relieve the severity from unexpected accidents that may occur.

The details of "Rate of accidents during the work of employees" are provided on Muangthai Capital PCL sustainability report 2022.

Module 3 : Personnel potential development

The Company has a policy to promote personnel development. Effective training can help people increase their operational efficiency and change their

attitudes towards work as well as helping to improve the quality of operations regularly. Therefore, the development of the Company's personnel is considered the key to the survival of the organization. It also creates growth for the organization. It helps increasing knowledge, understanding, attitude and working skills towards personnel. The task of developing knowledge, understanding and skills to be proficient in the performance is therefore an important duty.

- **Human Resources Development Program**

In the operation of personnel training and development, it starts with the process of exploring needs and training need to create and develop training courses for employees as well as monitoring and evaluating training results. Such process can be used to develop personnel with training in all positions.

1. Performance training consists of different courses for different development objectives of employees at different levels such as new employee orientation training, excellent service training, training on debt acceleration techniques by telephone and on site, management technique training.

In 2022, the Company has designed and improved training courses that increase work efficiency both in the development of knowledge, skills and experience by organizing training on respecting human rights Anti-corruption Work safety training Environmental and energy training so that all executives and employees have signed, acknowledged and strictly followed.

2. Training in effectiveness consists of compulsory courses intended to enable employees to perform their duties and to clearly measure the results after the training. The results of the Company's performance were measured after the brokerage training course and the insurance renewal course.

Training courses in 2022

Course name	Training hours	Trainees (people) (Male : Female)		Number of people who passed the assessment
Excellent service	3	12,143		10,399 / 85%
		10,884	1,259	
Introduction for new employees	6.3	3,043		2,775 / 91%
		2,883	160	
Leadership and Team Management	6	4,033		3,396 / 84%
		3,721	312	
Knowledge for branch managers	15	55		55 / 100%
		55	0	
Occupational safety/fire escape	4	3,622		3,356 / 93%
		2,884	738	
Risk Training	6	323		323 / 100%
		227	96	
Human rights	3	5,298		4,628 / 87%
		3,944	1,354	
Business ethics	3	323		323 / 100%
		227	96	

- Internal learning exchange platform MTC University

The Company encourages employees to develop skills and knowledge necessary to operate in order to achieve maximum efficiency and effectiveness through training and learning exchange platform known as “MTC University”. It is a digital platform that can be applied to manage various matters in the organization including connections and sharing knowledge Company’s information, market data, various databases including knowledge in various fields which is in the interest of employees and executives. In other words, it acts like a library which all employees can access. The objective of such digital platform is to create a learning culture of the organization to develop personnel and to extend the potential of personnel to not stand still and keep up with current competition. In addition, the knowledge that has been collected in the digital platform is also a tool to help transferring knowledge to new employees as well.

Average training hours per person per year

	2022	2021	2020	2019
Average training hours	11.24	2.97	3.30	6.30

After the personnel have developed their skills and the knowledge necessary to work, the Company has a performance measurement process (KPIs) also known as the “MTC Model” which is a standard for employee performance evaluation. The rate of remuneration of personnel will depend on their performance. The Company will assess each person individually through a 360-degree assessment. 100% of the Company’s personnel will be assessed on an impartial, transparent and fair performance.

Based on the evaluation of personnel’s performance, the Company has a policy to pay employees compensation according to their knowledge, abilities, duties and responsibilities taking into account the suitability and fairness. It is in line with the average of the same industry to maintain and strengthen the competitiveness in human resources. In addition, the Company has set the annual salary and bonus adjustment by considering the operating results of each year and the performance of each employee to motivate employees to perform their duties to the best of their ability.

Module 4 : Occupational health and safety at work

Safety and occupational health of employees is what the Company prioritizes with the realization that safety and good health are fundamental rights that everyone deserves. In addition, investment in safety is considered as an important risk prevention of the Company. The number of accidents that occur to the Company would have a huge impact on the Company, whether it was the confidence of the personnel towards the Company property damage as well as the reputation of the Company. From this reason, the Company is committed to developing safety as well as enhancing the Company’s culture safety to occur continuously.

The Company places importance on safety, occupational health and working environment for employees at all levels from executives and employees, which aims to operate the business without incidents that cause injury or damage to employees, the Company aims to reduce accidents from operations to zero.

In 2022, the Company has set policies and practices for safety and the environment in line with the international standard ISO45001, with the following details.

Occupational Health and Safety Policy

Muangthai Capital Public Company Limited is concerned about the life and health of all employees. The Company has established a safety policy in the workplace to create knowledge and understanding for all personnel to cooperate in complying with the policy. In order to make employees aware of the importance of safety at work, the Company has set a policy to adhere to the guidelines for operating safety as follows:

1. Create a safe work culture for the Company’s employees by developing the safety, occupational health and work environment management system. Abide by laws and international principles.
2. Issue regulations and supervise employees to operate safely in accordance with the Company’s rules. All employees are required to wear helmets during operation.

3. Encourage employees and partners to participate in safety, occupational health and work environment.
4. Provide risk assessment and potential hazard prevention in terms of safety, occupational health and environment. Under the supervision of the Ministry of Construction and Sustainable Development of Thailand, a strict and effective risk prevention and resolution plan has been formulated Capital Public Limited
5. The Company should improve its skills and educate employees about the importance of safety, occupational health and working environment. Provide regular safety training and fire drills for employees.
6. Develop monitoring and evaluation plans according to the Company's safety, occupational health and work environment policies. Understand the skill level of employees.
7. The Company provides resource support for the development and operation of safety, occupational health and work environment.
8. The Company believes that safety, occupational health and working environment are the responsibilities of all departments of the Company.

Guidelines

1. Protect the health and safety of employees. Customers who come to contact the affected people to carry out all activities in an environmentally responsible manner by providing adequate and hygienic facilities such as toilets Standard drinking water dispenser etc.
2. Safety at work is the first responsibility in the operation of all employees.
3. The Company supports the improvement of working conditions and an environment that is both physically safe and conducive to good mental health at work.
4. The Company encourages safety activities and create employee engagement such as organizing training preparation of public relations boards, etc.
5. Supervisors at all levels must act as a good role model. Always lead the training and motivate employees to work in a safe way.
6. All employees must consider their own safety colleague as well as the Company's assets throughout the working period.
7. All employees must take care of cleanliness and orderliness in the work area. For the safety and good hygiene of all employees.
8. All employees must supervise and cooperate in projects related to the Company's safety and health.

In 2022, the Company has implemented a project that encourages employees to have hygiene and healthy body, such as the annual health check project, the 4 strains of influenza vaccination project, the Muangthai Capital Project, safety, together to build a group immunity. By purchasing vaccines for employees across the country, the Company also allocates a fitness center within the headquarters building for employees. as well as promoting good hygiene in the cafeteria and the bathroom to be clean at all times Including setting measures and supporting various projects to take care of employees during the epidemic situation of COVID-19

Measures to alleviate the risk of security issues, occupational health and working environment.

With the business model of the Company causing the branch employees to have to meet with users regularly, there is a measure to heal personal. In the case of an accident to be a guideline for safety of employees, taking into account the lives of personal and compensation after the accident.

Injury rates of employees

Data of injury of employees	2022	2021	2020
Employee's injury from work (cases)	8	5	97
Work injury rate (incidents/200,000 working hours)	0.07	0.05	0.99
Death from work-related injuries	0	0	0

Fostering Relationship between Management and Staff in Search of Common Goal

Communication between management and staff comes in various forms. The President & CEO constantly holds regular meetings with employees, allowing them to learn of the Company's operation directions, obstacles, or emerging impacts during the development and efficiency enhancement each year. The focus is primarily on employees' participation and views.

The Company has annual employee satisfaction and engagement survey is implemented for solution and improvement of satisfaction and engagement. The Company believes that proper communication and information exchange among staff and management will foster smooth relations and cooperation, thus driving the organization toward goal achievement. Moreover, The Company surveys the basic human resource needs of management and staff through various committees such as the Human Resource Management Committee.

The Company conducts employee satisfaction surveys every year. A questionnaire was prepared for 13,005 employees and there were 12,593 respondents, representing 96.77% of the organization. In 2022, the satisfaction level was 81.98%. The most satisfactory issues were positive comments and views to your colleagues and supervisors. There was a satisfaction level of 87.8 percent, followed by employee satisfaction that would continue to work with the Company. There is a satisfaction level of 84.8%, which we set a target of 80%, which exceeds the target.

The Employee Engagement

The Company is well aware that "the personnel" are important resources which will lead the organization to be successful according to its set goals. To encourage the employee engagement is one important factor in exerting and dedicating oneself to work and having a feeling of ownership or participation. This will help the Company reach its goals. The Company has guidelines on improving the level of the engagement of the organization's personnel which helps build the participation, happiness with work, pride in be part of the organization, building the commitment to the organization in the long term through activities continuously, taking care of the Quality of Work Life (QWL), as well as encouraging the employees to

be part in specifying benefits through the Welfare Committee.

In 2022, the employee engagement rate was at 84.80%, with the promotion of employee engagement activities with the Company, such as organizing sporting events within the district, annual tourism, and organizing parties on various agendas, etc.

Module 5 : Fair Labor Practices

The Company has policies and practices for employees equally without exception and fairness to employees at all levels both in terms of compensation employee transfer, training, occupational health, safety and career growth, including labor protection and establishing a welfare committee in the workplace which is responsible for managing the operation plan labor relations activities coordinate with relevant agencies.

Labor dispute

Since the Company's establishment, there has never been a labor dispute. Because the Board of Directors adheres to the law. The rules and regulations are strictly prohibited. In addition, the Company imposes and provides certain benefits and benefits more than the law. rules set because they foresee the happiness of the employees along with the sustainable business operation of the organization.

Policy to promote the underprivileged

The Company recognizes the improvement of the quality of life of the disabled or vulnerable groups. People with disabilities are encouraged to show their ability to generate income and self-reliance. Reduce the burden of family and social adoption. This includes encouraging the disabled to become an important force in strengthening the family and national economy.

In 2022, the Company implemented Section 33 of the Law on the Promotion and Development of the Quality of Life of Disabled Persons B.E.2550 (2007). 2 people, the employment ratio of the disabled is lower than the specified standard, and the rest of the companies have remitted money to the promotion and development fund for the quality of life of the disabled. Fully comply with the rules stipulated by law.

Participation, promotion and development of the community

The social promotion and development play very important role in today's business operation. As the changes that have occurred have resulted in the deterioration of the social condition, the Company considers that the role of social responsibility is important to the Company as well. That is why the Company turns to pay attention and contribute to the development of society better which will focus on the progress of society by participating in the development of people in society to make people in society have sustainable progress.

Social projects to build strong communities

Muangthai Capital donated essential kits for COVID-19 patients in Sukhothai Province

Mr. Chuchat Petaumpai, Chief Executive Officer, and Mrs. Daonapa Petampai, Managing Director of Muangthai Capital Public Company Limited delivered 300 essential kits distributed to hospitals in Sukhothai to help COVID-19 patients.



Muangthai Capital supported computers to Sukhothai Hospital

Muangthai Capital Public Company Limited donated computers and laptops to Sukhothai Hospital to support operations during the COVID-19 epidemic situation having Mr. Wasin Dejkitvikrom as a representative to the hospital's medical personnel. The sets consisted 7 units of computers, 3 units of laptops at the total value of 236,340 baht.



Muangthai Capital constructed the building of Dental Center and Administrative Office of Ban Dan Lan Hoi Hospital, Sukhothai Province

Mrs. Daonapa Petampai, Managing Director of Muangthai Capital Public Company Limited, donated 30 million baht to build the building of Dental Center and Administrative Office of Ban Dan Lan Hoi Hospital, Sukhothai Province. It was designed as a 2-storey concrete building with a total usable area of 1,700 square meters. The building was designed and supervised by Mr. Parithad Petampai, Deputy Managing Director of Muangthai Capital Public Company Limited. It was scheduled to be delivered on the beginning of January, 2023.



Muangthai Capital donated 110 million baht to purchase medical equipment to fight COVID-19

Mr. Chuchat Petaumpai, Chief Executive Officer, and Mrs. Daonapa Petampai, Managing Director of Muangthai Capital Public Company Limited donated 110 million baht to purchase medical equipment necessary for the care of patients infected with COVID-19 to which are 1. Siriraj Hospital, 2. Chulalongkorn Hospital, Thai Red Cross Society, 3. Thammasat University Hospital, 4. Wachira Hospital, 5. Bangkok Hospital (10 places), 6. Ramathibodi Hospital, 7. Chakri Naruebodin Medical Institute, Ramathibodi Hospital, 8. Bamrasnaradura Institute, Department of Disease Control, and 9. Various hospitals in Sukhothai Province.



Muangthai Capital cooperated with STeP to announce the success of activities “Fulfill the dream of Thai farmers from the heart of Muangthai Capital”

Muangthai Capital in collaboration with Science and Technology Park Chiang Mai University announced the success of the Muangthai Capital Project Sustainable Development of Thailand to further the dream of beekeepers in the northern region at the NSP Exhibition Hall, Northern Science Park Administration Building (Chiang Mai Province). The beekeeper farmers in the northern region participated in potential development to receive knowledge transfer of technology and bee keeping as well as financial planning of the business marketing branding from Science and Technology Park Chiang Mai University. The knowledge can be further to a variety of products such as sleeping mask products, Thanaka honey from community enterprises of products from Pa Koi bees, Chiang Rai Province, aroma candle products from Phueng Ja Farm Phayao Community Enterprise etc. In addition, under the cooperation between private agencies and universities, it serves as a bridge to bring knowledge to be transferred to farmers in order to achieve the most efficient utilization. Muangthai Capital Public Company Limited is the first private company to create a collaboration with the Park in the development of beekeeper groups.



Strategies for creating community economic value

The Company is aware of the limitations in the body of knowledge necessary for business operations, and the factors of production of the community in the area the strategy of operation therefore focuses on developing the capacity of people in the community through education skill development device support and distribution channel infrastructure and marketing.

Community development must be based on the needs of the local people. Therefore, there has been an area survey to survey the needs and expectations of the community and all groups of stakeholders. Including assessing the impact that will occur on society and the environment and bring the opinions of the community and stakeholders to develop guidelines for action.

Access to Client Fund source

The Company focuses on approaching the customers through the strategy of expanding the number of branches nationwide, which follows the business plan of 2021-2023. It results in customers and the public, especially the customers who do not have access to the services of commercial banks or digital banking, to have access to the Company's services more conveniently. In 2022, the Company opened 869 new branches, 32 major branches, 374 subsidiary branches, and 463 service center branches. The growth of the Company through opening an average of 500-600 more branches per year has added a strategy to expand credit distribution channels and add more new credit products and services.

Years	Number of new branches (branches)
2020	777
2021	915
2022	869

Ethical Standards & Policy Influence

The Company, altogether with entrepreneurs in the trade association, car registration loan business and the personal loan club, participated in a panel discussion organized by the Bank of Thailand on issues related to raising the standard of business operations in the industry, such as measures to support customers affected by the coronavirus epidemic (COVID-19) in adjusting the interest rate ceiling for personal loans under supervision and microfinance loans for occupation under supervision by reducing interest by 3-4%, adjusting the method of calculating default interest including a guideline for calculating the collection fee in order for people to get the most benefit in the current coronavirus disease (COVID-19) epidemic situation.

Cultivating Financial Awareness and Discipline in Customers

From the epidemic situation of coronavirus disease (COVID-19), it was found that the overall labor market in Thailand was severely affected. As a result, people are unemployed and the unemployment rate is the highest, and the problem of household debt continues to expand. The main reason is the economic situation that has not been able to expand at a normal level. This reflects that household income has not fully recovered. This will affect the liquidity and debt

repayment ability of households. It may cause problems such as bad debt problems, debt restructuring problem, problems in forming informal debts, etc. From such problems, the Company foresees that many groups of people at the foundation level still lack skills, knowledge, understanding and good financial management planning. Therefore, the Company has implemented a project to strengthen financial discipline for customers. It is hoped to help reducing the problem of incurring debts of the people at present.

Wise Spending Project

The Company has set up a program to recognize the purchase which is an accounting program that allows users to record income - expenses according to the guidelines of the Bank of Thailand. This is in response to the Bank of Thailand's target of reducing household debt in the public sector. It is open for the Company's customers and the general public to download the program from the Company's website. The program can be used for free of charge. The program can analyze spending behavior and indicate financial discipline. The goal is for users to understand their spending habits and be able to track expenses, income and personal savings. If customers and the general public want a record of income-expense accounts, they can request from all branches of the Company.

Making dream of Thai farmers from the Muangthai Capital

The Company together with collaboration with Science and Technology Park Chiang Mai University (STeP) and Smart Bee Project, Faculty of Science, Chiang Mai University, joined in the activities to promote, help and develop the potential of farmers groups which are considered as one of the Company's customers. It started with more than 89% of the beekeepers in the northern region of all bee farmers in Thailand through learning beekeeping technology for providing knowledge and financial support. The in-depth consultation is to support the development and production of prototypes of bee products in order to expand the business and be able to upgrade bee products. It also helps to support, promote and develop the careers of bee farmers to have a better life and well-being.

Development, innovation and Digital Transformation

At present, reaching customers by using technology is considered one of the strategies that are important for industry competition such as the use of applications to provide technology and communication services, etc. The Company has initiated the use of technology to improve the customer experience management for the Company's customers to receive more convenience and speed of service. It also complies with the Bank of Thailand's Digital Personal Loan Business Regulations to encourage people to access financial services through the system. The alternative data can be used, especially those without fixed income. The groups cannot prove income and those without assets can be used as collateral. As a result, the competition in the personal loan market has become more intense. Therefore, the Company sees an opportunity to use technology as a channel for applying for unsecured personal loans. It also creates an opportunity to access the source of funds for the Company's customers as well.

The Company gives importance to the era when technology plays an important role in driving business. Therefore, the Company has developed innovations and technologies that facilitate the activities of customers and all stakeholders to be a tool to help the operations of the Company more efficient also helps manage customer relationships in order to meet customer expectations for quality and safety in products and services. At present, the Company has developed business innovations or all mobile applications of the business. In order to be

able to better respond to the needs of customers to allow stakeholders to participate in the Company's business innovations. Therefore, the project "Promoting Innovation" was established by giving opportunities to all employees has proposed a process and/or new products to consider developing and promoting business innovations of the Company further, which will start the project within the year of 2023.

The process of developing and promoting an innovation culture within the Company

1. Establishing a unit to develop innovation for products and services listen to the opinions of stakeholders to review and develop new innovations.
2. Promote the creation of corporate values and culture that encourage employees to be creative.
3. Promote the development of innovations that will create value for business, economy, society and environment.

Innovation and digital operations in 2022

1. Application "Muangthai Capital 4.0"

The Company has developed an application "Muangthai Capital 4.0" to facilitate customers without having to travel to branches. During the coronavirus disease (COVID-19) epidemic, with the application, customers can check the payment due period, amount to be paid, and outstanding loans. It is also a payment channel through Digital Payment and also helps to reduce the amount of paper used for storing slips or receipts. It also increases the efficiency of service and data storage that is more convenient and faster. In 2022, there were 385,437 user accounts in Thailand 4.0 applications and spending through applications for 390,138 items (the Company will count the amount of expenses through the application from the amount of spending that has been successfully made only) increase in the number of 282,470 user accounts compared to the previous year.

2. Cashless Society

The Company has worked with commercial banks, foreign bank branches, and Specialized Financial Institutions in the service of cross bank bill payment through automatic payment machines and e-Payment in financial transactions. This can facilitate and can be quick for customers to pay off loans and help to support social distancing measures from

the epidemic situation of the coronavirus disease (COVID-19). It also responds the changing behavior of consumers today that is modern effective and increase the security of financial transactions. In 2022, there was a total of financial transactions of Muang Thai Capital Public Company Limited in the amount of 9,762,083 items by increase amount 7,145,082 items compared to last year.

Digital marketing and social media strategies

From the current consumer behavior, the Company has foreseen a new marketing channel by focusing on marketing through digital media and social media to publicize and build a base of trust and credibility for the Company. The Company also uses social media to create engagement with the Company's customers such as website: www.muangthaicap.com, Facebook Fan page: Muangthai Capital, and LINE Official Account: @muangthaicapital. It is also an important effective communication channel between the Company and the Company's customers in other aspects such as fraudulent reporting, complaint receiving, suggestion and comment receiving. The Company has set the guidelines and targets for the use of all social media channels in sending and receiving messages for the results and maximum benefits.

AI Chatbot Development

The Company has introduced technology AI Chatbot to help developing and improving the communication with customer groups through Social media channels to be more efficient and faster. The Company's AI Chatbot can answer basic customer questions about the loan products, steps for loan application, the Company's branches, etc. The Company believes that the AI Chatbot tool is an important communication tool capable for connecting and supporting the customer engagement so that the Company can maintain the interactions with customers thoroughly even during the Company's off-hours.

Management of customer comments, suggestions and complaints

In order to improve the service level, the Company has set up a variety of channels to receive complaints about products and services. It also has established guidelines for solving problems handle complaints quickly and freely which the administrative department is responsible for taking care of responsible for coordinating problem solving follow up on progress as well as remedies and reimbursement fairly. In the event that customers complain that they are dissatisfied with the service in some channels of the Company will contact friends to know more details and brought back to improve the service to be better, with the Company paying attention to safety Hygiene of customers who come to use the service. Therefore, a channel for customer complaints has been provided to be used to improve guidelines for service operations. In the year of 2022, there are customer complaints through the channels that the Company has prepared a total of 1,987 complaints from all branches nationwide.

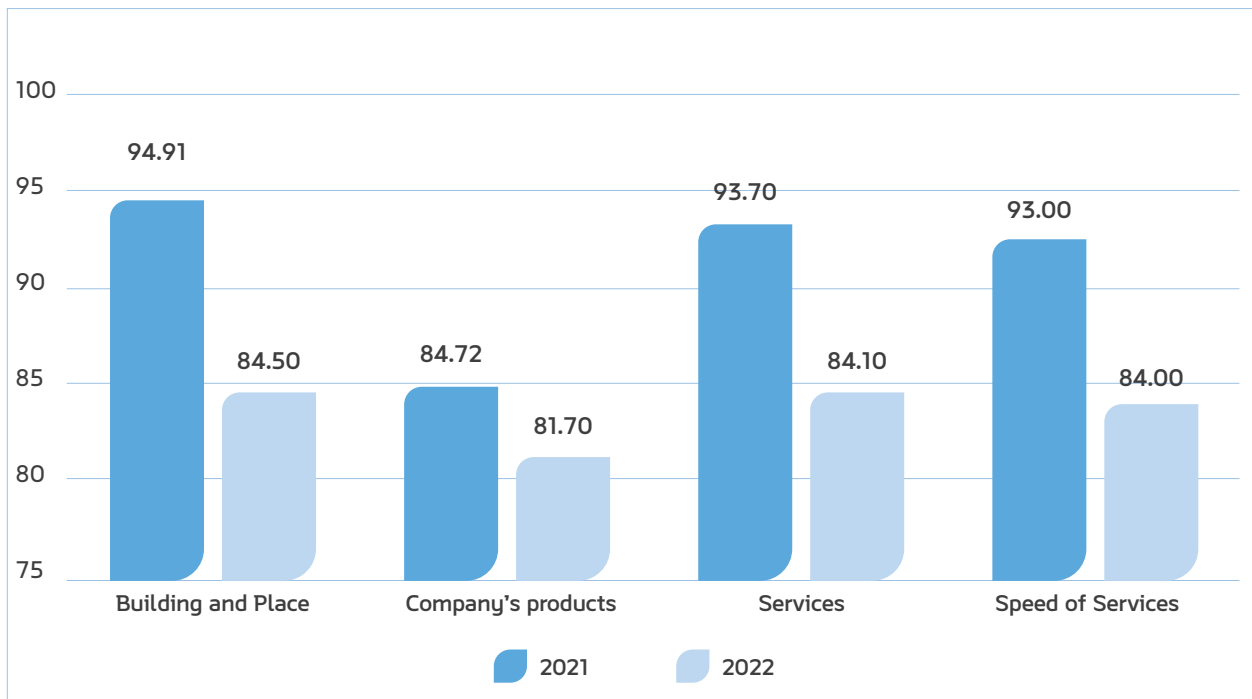
Customer Satisfaction Survey

Assessment of customer satisfaction. It is important to analyze the Company's products and services. to bring information from customers who have solved the problem Including bringing to improve work processes of personnel better. The Company therefore conducts satisfaction assessment as an international standard for accuracy in knowing the needs of customers. Therefore, there is an opinion to change the calculation method and will use the said method as the basis for collecting customer satisfaction data in the future.

In 2022, the company has set a target to evaluate the satisfaction of customers who use the service at 80%.

The customer satisfaction assessment in 2022 found that the highest satisfaction rate was 84.50 percent for buildings and place, and next in accounting 84.10 percent for Service. The overall average is 83.59 percent from the 80 percent goal. The organization will use the assessment results to further develop and improve in various areas with the following 5 measures:

Survey on the MTC customer's satisfaction



Measures to ensure customer satisfaction

1. Sincerely communicate with customers and provide loan consultation.
2. Fast service, focusing on customer satisfaction.
3. Provide services in a transparent and fair manner without discrimination.
4. Develop more products to meet customers' needs.
5. Regularly maintain and improve the landscape of the headquarters building.

For details of sustainability performance in economic, social and environmental dimensions, it can be learned more at "Sustainability Report 2022" which can be downloaded at the website: <https://investor.muangthaicap.com/en/report/sustainability-report>.

4. Management Analysis and Explanation

4.1 Management Discussion and Analysis on Operational Performance

The unceasing situation of the 3rd wave COVID-19 in mid-2022 has prolonged the recovery of the Thai economy. Many economic stimulant programs from the governments have been implemented along with the lift of the lockdown decrees and the country's reopening with the hope to endure through this difficult time. As a result, some business sectors have started to resume and contributed to a strong demand for capital to proceed in their operations. To timely respond to the loan demand, the Company has increased the exposure to customers through more than 869 newly branches expansion in 2022 to end the year with 6,668 branches in total to provide full coverage of potential customers across Thailand. Additionally, the most recent loan product of hire and purchase was one of the significant loan growth drivers of 2022 despite being under the pressure of motorcycle supply shortage. The Company's organic growth strategies has contributed to a significant increase in the Company's loan growth of 31.37% (YTD) while ending the year with 120,613 million Baht in loan receivables compared to 91,812 million Baht in 2021.

Considering the higher household debt level, The Bank of Thailand has been actively monitoring and regulating the loan market to prevent a deterioration of debt quality. In addition, there are still fluctuations in weather and water situations and various factors as mentioned above affect income both in and outside the agricultural sector. However, with the economic impact resulting from the spread of COVID-19, known as the "New Normal" and the aforementioned climate volatility, the Company have understood the perspectives of consumers in various dimensions and have included them in both short-term and long-term strategic plans comprehensive and respond to lifestyle and

current and future consumer expectations. Many loan relief measures have been encouraged such as loan payment holidays, collection fee reduction, and other attempts on interest rate cap. Not only the regulators concerned on the asset quality but the Company as well. Responsively, the Company has tackled many strategies both to acquire new customers and to control the NPL level which has successfully been maintained at 2.91% as of the end of 2022.

In terms of operation, the essential factors contributed to the strong performance were the ability to grow the revenue through loan portfolio expansion, effective funding cost, and the ability to efficiently control operating cost. The Company had reported the revenue of the year of 20,268 million Baht with the growth of 25.28% YoY. The revenue consisted of the interest income, fees and management income, and other income of 95.67% 3.94% and 0.39% respectively. During the year, MTC has lowered the motorcycle title interest rate to help customers during difficult time. Meanwhile, the operating has been efficiently managed to LEAN the expenses. Subsequently, the Company had earned the net profit of 5,093 million Baht.

In 2021, the Company has recently established a new entity under the name of Muangthai Pay Later Limited Company with the registered capital of 100 million Baht.

In 2022, the Company has increased its registered capital by another 900 million Baht, total registered capital 1,000 million Baht to support business expansion, in which the Company holds 99.99% of shares under Muangthai Capital Public Company Limited to installment loan service

4.2 Important Financial Information

Muangthai Capital Group reported the net profit of 5,093 million Baht in 2022 which was 3.00% growth YoY due to many important factors as follow:

4.2.1 Statement of Comprehensive income

Revenue

Revenue	2022		2021		Growth Rate 2021-2022		2020	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Interest income from loans receivables and hire purchase receivables	19,199	95.67	15,195	94.86	4,004	26.35	13,962	94.77
Fee and service income	719	3.58	705	4.40	14	1.99	677	4.60
Insurance commission income*	72	0.36	64	0.40	8	12.50	49	0.33
Other income	78	0.39	55	0.34	23	41.82	45	0.30
Total revenues	20,068	100.00	16,019	100.00	4,049	25.28	14,733	100.00

Remark: * Insurance commission revenue is the revenue from the business operations of Muangthai Leasing Insurance Brokers (a subsidiary of the Company)

Interest and Fee Revenue from Loan Granting

The interest and fee revenues from loan granting is the main source of revenue which account over 90% of the total revenue which are presented as follows:

Interest and fee income from loan receivables (Million Baht)	2022	2021	Growth Rate 2021-2022(%)	2020
Vehicle title loans and land deed	13,762	11,204	22.83	11,212
Personal loans and Nano finance loans	4,387	3,520	24.63	2,704
Hire purchase	1,050	471	122.93	46
Total	19,199	15,195	26.35	13,962
Average interest income rate (%)	18.55	19.04		21.77

The revenue from interest and fees have grown significantly at 26.35% due to the Company's organic growth strategy of the branch expansion and the loan momentum from the recovering economic situation thanks to COVID-19 vaccines and the ease of lockdown in Thailand. The Company ended the year with 6,668 branches in 2022 compared to 5,799 branches in 2021. As the Company has positioned to be the cost leader in the industry, the interest rates charged to customers have been lowered to competitively attract the loan growth in order to sustain the customer base in the long term.

Fees and Service Revenues

Fees and service revenues of the Company were the collection fees which were collected by the Company from the customers who made the default loan payment at a fixed rate per the number of times in collection. The charged rate depended on the type of loan that the customers use the services.

Insurance Commission Revenues

Insurance commission revenues were the revenues earned from the sales of insurance of MTLI. Being a non-life insurance broker, MTLI earned the commission revenues from insurance sales by selling insurance to customers using credit services with the Company only for the operation made branches through the Company's and service centers. Therefore, the commission income from MTLI insurance sales was in the same direction as the growth in the amount of credit granted to the Company's customers.

Operating Expense

Operating Expense	2022		2021		Growth Rate 2021-2022		2020	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Services and administrative expenses	8,069	58.86	6,962	70.91	1,107	15.90	6,144	74.78
Loss (gain) arising from derecognition of financial assets measured at amortized cost and hire purchase receivables	394	2.87	(20)	(0.20)	414	(2,070)	(36)	(0.44)
Expected credit loss	2,433	17.75	748	7.62	1,685	225.27	291	3.54
Finance costs	2,813	20.52	2,127	21.67	686	32.25	1,817	22.12
Total Expense	13,709	100.00	9,817	100.00	3,892	39.65	8,216	100.00

The Group had the total operating expenses of 13,709 million Baht in 2022, an increasing 3,892 million Baht from 2021 representing 39.65% incremental expenses. The significant increase in the selling and administrative expenses was due to the Company's aggressive branch expansion which aimed to acceleratingly improve the exposure to customers and loan service coverage across Thailand. Thus, the employee expenses have risen accordingly.

Service and Administrative Expenses

The service and administrative expenses are considered the major expenses of the Group's business operations. The important expenses include:

Operating Expense (Million Baht)	2022	2021	Growth rate 2021-2022 (%)	2020
Salary, wages and other employee benefits	4,749	4,272	11.17	3,676
Rental and service expenses	25	18	38.89	13
Special business tax	618	509	21.41	494

Salary, wages and other employee benefits increasing by 477 million Baht came from the increase of personnel to support the branch expansion. The number of employees at the end of 2022 = 12,992, (excluding 13 executives) 2021 = 11,447 employees, and 2020 = 10,315 employees.

Specific business tax increasing for 109 million Baht was mainly due to an increase in interest and fee revenues from increasing credit services. Services and administrative expenses at the end of 2022 = 19,199 million Baht, 2021 = 15,195 million Baht, and 2020 = 13,962 million Baht.

Impairment of Loan Receivables

The Company has complied with TFRS 9 which required considerable judgement about how changes in economic factors affect ECLs, which would be determined on a probability-weighted basis., the estimate of expected cash shortfalls was determined by multiplying the probability of default ("PD") with percentage of the loss given default ("LGD") with the expected exposure at the time of default ("EAD").

The Company's Impairment of Loan Receivables Resulted as Follow:

	2022	2021	2020
Loss (gain) arising from derecognition of financial assets measured at amortized cost and hire purchase receivables (million Baht)	394	(20)	(36)
Expected credit loss (million Baht)	2,433	748	291
Non-performing loan ratio	2.91%	1.39%	1.05%

Financial Expenses

Finance expenses are the interest expenses of the short-term loans, long-term loans from commercial banks and debentures. In 2022, the Company was able to manage the average funding cost as low as 3.30% effectively due to the Bank of Thailand's expansionary monetary policy to maintain the policy rate at a low level.

	2022	2021	2020
Finance Cost (Million Baht)	2,813	2,127	1,817
Average Interest Expense Ratio (%)	3.30	3.40	3.58
Interest Spread (%)	15.25	15.70	18.19

Net Profit

In 2022, the Company received a significant impact from regulatory risks in response to the COVID-19. Since this year the Company aimed to emphasize on expanding the loan portfolio to acquire the market share in the long term, the net profit was affected from MTC lowering the interest rate yield and the unrecovered economic situation from COVID-19. However, the Company was able to maintain the net profit margin of 25.38% despite the negative factors.

	2022	2021	2020
Net profit (Million Baht)	5,093	4,945	5,214
Net profit margin (%)	25.38	30.87	35.39
Net profit growth (%)	3.00	(5.16)	23.06

4.2.2 Statement of Financial Position

Assets

In 2022, the Company's total assets was at 128,066 million Baht. The majority of the asset was accounted for loan receivables which was approximately 90% of the total assets.

Assets	2022		2021		Growth rate 2021-2022		2020	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Cash and cash equivalents	3,213	2.51	1,306	1.33	1,907	146.02	1,378	1.78
Loan receivables – net	111,670	87.20	85,815	87.22	25,855	30.13	69,281	89.72
Hire purchase receivables – net	5,258	4.11	4,166	4.23	1,092	26.21	359	0.46

Assets	2022		2021		Growth rate 2021-2022		2020	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Land, buildings and equipment	2,037	1.59	2,054	2.09	(17)	(0.83)	1,929	2.50
Right of use assets	4,386	3.42	3,988	4.05	398	9.98	3,564	4.62
Other assets	1,502	1.17	1,061	1.08	441	41.56	711	0.92
Total	128,066	100.00	98,390	100.00	29,676	30.16	77,222	100.00

Loan Receivables

The loan receivables of the Company consisted of the loan receivables and the hire and purchase receivables with the following composition:

Type	2022		2021		Growth rate 2021-2022		2020	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Motorcycles	37,087	30.75	29,543	32.18	7,544	25.54	24,454	34.46
Cars	38,901	32.25	29,511	32.14	9,390	31.82	23,563	33.20
Agricultural trucks	4,041	3.35	3,444	3.75	597	17.33	2,967	4.18
Land	13,253	10.99	9,389	10.22	3,864	41.15	5,277	7.44
Personal loan	15,721	13.03	9,794	10.67	5,927	60.52	6,928	9.76
Nano finance	5,974	4.95	5,921	6.45	53	0.90	7,418	10.45
Hire and purchase	5,636	4.68	4,210	4.59	1,426	33.87	361	0.51
รวม	120,613	100.00	91,812	100.00	28,801	31.37	70,968	100.00

Note: Collateralized receivables are motorcycles, automobiles, agricultural vehicles, and land.
Non-collateralized receivables are personal loans and Nano finance

Quality of Loan Receivables and Hire Purchase Receivables

Aging	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets that have no significant increase in credit risk (Performing)	105,097	87.14	85,614	93.25	65,727	92.62
Assets that have significant increase in credit risk (Under-Performing)	12,009	9.96	4,923	5.36	4,494	6.33
Assets that are credit-impaired	3,507	2.91	1,276	1.39	747	1.05
Total	120,613	100.00	91,813	100.00	70,968	100.00
Less: allowance for doubtful debts	3,686	(3.06)	(1,832)	(2.00)	(1,328)	(1.87)
Loan receivables – net	116,927	96.94	89,981	98.00	69,640	98.13

Credit quality of loan receivables and hire purchase receivables

Classification	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Loan receivables – within 1 year	60,165	51.46	48,181	53.55	39,472	56.68
Loan receivables – over 1 year	56,762	48.54	41,799	46.45	30,168	43.32
Loan receivables – net	116,927	100.00	89,890	100.00	69,640	100.00

Property, plant and equipment

At the end of 2022, the Group had net property, plant and equipment of 2,037 million Baht compared to 2,054 million Baht and 1,928 million Baht in 2021 and 2020 respectively. The property, plant and equipment of the Company mainly consisted of office equipment, computers, and vehicles for operation purposes only.

Liabilities and Shareholders' Equity

Dept	2022		2021		2020		Growth rate 2022-2021	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Loan and debentures	91,727	71.62	67,314	68.42	50,975	66.01	24,413	36.27
Other liabilities	7,249	5.66	6,207	6.31	5,565	7.21	1,042	16.79
Total liabilities	98,976	77.28	73,521	74.72	56,540	73.22	25,455	34.62
Total shareholders' equity	29,090	22.72	24,869	25.28	20,682	26.78	4,221	16.97
Total liabilities and Shareholders' Equity	128,066	100.00	98,390	100.00	77,222	100.00	29,676	30.16

In 2022, the Group's liabilities and shareholder's equity was 128,066 million Baht, with the main source of fund being loans from financial institutions and debentures. As the Group operates as a financing business, the Group has been raising funds in terms of promissory notes, overdraft limits, and long-term loans while other means of capital raising included issuing Bills of Exchange and Bonds.

Loans and Debentures

การจัดชั้น	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Short term loan	7,945	8.66	4,235	6.29	2,397	4.70
Long term loan – Financial institutions	24,056	26.23	16,051	23.85	10,125	19.86
Long term loan – debentures	59,726	65.11	47,028	69.86	38,453	75.44
Total	91,727	100.00	67,314	100.00	50,975	100.00

The Group received a source of funds from financial institutions in terms of promissory notes, overdraft limit, and long-term loans. As for financial market, the funds came from the issuance of bills of exchange and debentures.

Shareholders' Equity

Shareholders' equity of the Group increased from operating profits. The Company paid dividends from the annual profits every year.

	2022	2021	2020
Net profit (million Baht)	5,093	4,945	5,214
Dividend paid (million Baht)	2,014	784	784
Dividend per share (Baht)	0.95	0.37	0.37
Debt to Equity ratio (times)	3.40	2.96	2.73

Liquidity

Unit: million Baht	2022	2021	2020
Net cash used in operating activities	(17,895)	(12,118)	(2,387)
Net cash used in investing activities	(418)	(562)	(634)
Net cash from financing activities	20,220	12,608	3,616
Net increase (decrease) in cash and cash equivalents	1,907	(72)	595

Cash flows from operating activities

The Group had a net cash flows used in operating activities which was considered a normal nature in financing service business.

Cash flows from investing activities

The Group had a net cash flows used in investing activities in terms of procuring vehicles, properties, and office equipment to support the branch expansion.

Cash flows from financing activities

The Group has cash flow from financing activities received from capital funding to be used as working capital for the loan repayment as well as loan lending operation.

4.3 Financial Ratio

Item	2022	2021	2020
Total assets (million Baht)	128,066	98,390	77,222
Total liabilities (million Baht)	98,976	73,521	56,540
Shareholders' equity (million Baht)	29,090	24,869	20,682

Item	2022	2021	2020
Total revenue (million Baht)	20,068	16,019	14,733
Total expenses (million Baht)	13,709	9,817	8,216
Tax paid (million Baht)	5,093	4,945	5,214
Net profit (loss) (million Baht)	1,267	1,256	1,303
Net debt to EBITDA ratio (times)	8.83	6.89	5.22
Interest coverage ratio: ICR (times)	3.74	4.85	5.57
Debt service coverage ratio: DSCR (times)	0.32	0.33	0.49
Debt to equity: D/E ratio (times)	3.40	2.96	2.73
Current ratio (times)	1.80	1.57	1.87
BE size to interest bearing debt ratio (times)	0.02	0.02	0.02
Current portion of long-term loans to total interest-bearing debt (times)	0.34	0.42	0.37
Borrowings from financial institutions to total liabilities (times)	0.30	0.26	0.20
Non-performing loan to total loans (%)	2.91	1.39	1.05
Allowance for doubtful account to total loans (%)	3.06	2.00	1.87
Return on assets: ROA (%)	4.50	5.63	7.50

Remark : The net debt to EBITDA ratio is calculated from (total interest-bearing debt exclude liabilities under hire purchase payable-cash and cash equivalent / Earnings before interest tax, depreciation and amortization (EBITDA)

The ability to pay interest ratio is calculated by earnings before interest tax, depreciation and amortization (EBITDA) divided by interest expense

The solvency ratio is calculated by earnings before interest tax, depreciation and amortization (EBITDA) divided by short-term interest-bearing debt + current portion of long-term interest-bearing debt

The debt to equity ratio is calculated following the term which the issuer should maintain the Debt to Equity Ratio below 7:1 at the year-end of each accounting period. The calculation is based on the consolidated financial statement by the auditor of the issuer (which is certified by the Securities and Exchange Commission) throughout the duration period.

The non-performing loan ratio is calculated by the non-performing loan / total loan

The allowance for doubtful account to total loan is calculated by allowance of doubtful account (or allowance credit loss) / total loan

The return on assets ratio is calculated by net profit / total assets

5. General Information and Other Important Information

General Information

General Information	
Company's name	Muangthai Capital Public Company Limited
Type of business	Non-Financial institution performing supervised personal loan business, supervised career loan business, and land title deed loans (Microfinance)
Head Office Address	332/1 Jaransanitwong Road, Bangplad, Bangplad, Bangkok 10700
Company registration number	Plc. No. 0107557000195
Homepage	http://www.muangthaicap.com
Authorized capital	2,120,000,000.00 Baht (as of 31 st December, 2022)
Paid-up capital	2,120,000,000.00 Baht (as of 31 st December, 2022)
Telephone	02-483-8888
Registrar of securities	93 The Stock Exchange of Thailand Building, Ratchadaphisek Road, Din Daeng, Bangkok 10400 Telephone: 0-2009-9999
Company's secretary	Miss Monthon Onphan Muangthai Capital Public Company Limited 332/1 Jaransanitwong Road, Bangplad, Bangplad, Bangkok 10700 Telephone: 02-483-8888 Ext.12999 Email: monthon.o@muangthaicap.com
Auditor	1. Mr.Chanchai Sakulkoedsin Certified Auditor No. 6827 and/or 2. Mr.Chokechai Ngamwutikul, Certified Auditor No. 9728 and/or 3. Miss Sureerat Thongarungsang Certified Auditor No. 4409 and/or 4. Miss Orawan Chunhakitpaisan Certified Auditor No. 6105 From KPMG Phoomchai Audit Ltd.

5.1 Other Information

–Not any–

5.2 Legal Dispute

As of 31st December 2022, the Group is not a litigant or party in the following cases:

5.2.1 Cases that may have negative impact on the assets of the Company or the subsidiaries which are higher than 5% of shareholders' equity as of 31st December, 2022.

5.2.2 Cases that affect the business operations of the Company or the subsidiaries significantly but cannot assess the impact in numbers. They are the cases that do not arise from normal business operations of the Company or the subsidiaries.

5.3 Secondary Market

–Not any–

5.4 Regular Contacted Financial Institution

- Bangkok Bank Public Company Limited
- Kasikorn Bank Public Company Limited
- Krungthai Bank Public Company Limited
- Siam Commercial Bank Public Company Limited
- Kiatnakin Phatra Bank Public Company Limited
- CIMB Thai Bank Public Company Limited
- Land and Houses Bank Public Company Limited
- Bank of China (Thai) Public Company Limited
- CIMB (Thai) Bank Public Company Limited
- Bank of Ayudhya Public Company Limited
- Sumitomo Mitsui Trust Bank (Thai) Public Company Limited
- Mizuho Bank, Ltd. Bangkok Branch
- Capital Nomura Securities Public Company Limited
- KGI Securities (Thailand) Public Company
- Krungthai Zmico Securities Company Limited
- Asia Plus Securities Company Limited
- Yuanta Securities (Thailand) Company Limited

5.5 Legal Advisor of the Company

Baker and McKenzie Company Limited,
5th, and 21st–25th floors, 990 Abdulrahim Place
Rama IV Road, Silom, Bangrak,
Tel. 02-636-2000, Fax. 0-636-2111

5.6 Legal Advisor for Bond Issuance

Weerawong, Chinnavat & Partners Ltd.
22nd Floor, Mercury Tower, 540 Ploenchit Road,
Lumpini, Pathumwan, Bangkok, 10330, Thailand
Tel. 02-264-8000, Fax. 02-657-2222

5.7 Registrar and Debenture Holder Representative

Bank of Ayudhya Public Company Limited
1222 Rama III Road, Bang Phongphang, Yan Nawa,
Bangkok 10120 Thailand

Other Important Information

History of Default on Principal or Interest Payments on Debt Instruments or Default on Loan Payments from Commercial Banks Finance Company Credit Foncier Company or a Financial Institution Established under a Specific Law for the Past 3 Years
–Not Any–

History of Breach of Terms and Conditions in the Past 3 Years

–Not Any–

ยึดมั่นการให้บริการ อย่างเป็นธรรม โปร่งใส

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MORAL

ยึดหลักคุณธรรม จริยธรรม และ
ความโปร่งใสในการดำเนินธุรกิจ



T

TRUST

ความเชื่อใจคือที่หนึ่ง

C

**CUSTOMER
CENTRIC**

ดูแลลูกค้าเป็นมิตร



Part 2 Corporate Governance

6. Overview of Corporate Governance Policy and Guidelines of Practices

6.1 Policy and Business Overview

The Company is committed to conducting business for stable and sustainable growth by creating added value for shareholders and shared values for all stakeholders. The Board of Directors has given importance to the practices of The Stock Exchange of Thailand in order to have the Good Corporate Governance. The Board of Directors has established a corporate governance policy and code of business ethics for the directors, executives and employees so that everyone can be used as a guideline for working with all stakeholders. This was announced and communicated for employees to be informed as well as being published on the Company's website (www.muangthaicap.com > Investor Relations > Sustainability) and with the objective for the Company's employees and those involved to have knowledge and understanding in the principles of corporate governance in the same direction by adhering to transparency, fairness, accountability, and ethics in business operations. The practices are compliant with related rules, regulations and laws as well as being responsible to the economy, society and environment by setting guidelines for the framework of operation and treating stakeholders to all stakeholders as follows.

1. The Company's directors, executives and all employees are committed to implementing the principles of corporate governance, business ethics, and code of conduct for the Company's directors, executives and employees to practice in the operations of the Company to create value for the Company sustainably.

2. The Company's directors, executives and all employees must perform duties with responsibility, prudence, honesty and integrity in accordance with the Company's law, regulations, and related notices.

3. The Company's directors, executives and all employees will adhere to fairness by treating all stakeholders equally, while monitoring, controlling, preventing any decision or action with conflicts of interest and connected transactions by adhering to the benefits of the Company.

4. The Company's directors, executives and all employees adhere to and follow the anti-corruption manual and does not violate intellectual property with respect to the law and human rights.

5. The operation is performed with internal control system and risk management to be at an appropriate level as well as having an accurate and reliable system of accounting and financial reports.

6. The operation is performed for the Company's management structure to have good corporate

governance with the clearly defined power, duties, and responsibilities of each committee and executive.

7. The morality, ethics and good consciousness are cultivated to treat employees with fairness as well as striving for continuous development and upgrading of the competence of personnel.

8. The operation is performed with due regard for the responsibilities of shareholders, stakeholders, community, society, and environment.

9. The recognition and respect are given on the rights of shareholder ownership and to treat shareholders equally.

10. It strives for excellence in business operations by adhering to the satisfaction of the customers, listening and reviewing to increase management potential and always create the best outcome.

11. The operation is performed to ensure that important information is adequately disclosed, reliable and timely as long as it does not affect the legitimate interests of the Company.

12. The operation is performed for the tax management to be as efficient as possible based on good governance principles, good tax risk management, and disclosure for transparency.

The Board of Directors is confident that the good corporate governance policy, code of conduct and business ethics along with sustainable development, considering participation in the development of the country's economic, social and environmental systems are one of the important factors that will result in the company to become a leading company with stable and sustainable growth. The can ensure the shareholders and investors. In addition, the Company is aware of corruption which is a barrier to social development and the country's economy. The Company was officially certified as a member of The Collective Action Coalition (CAC). This is part of the business practice in accordance with the principles of good corporate governance. The Company provides the following operations:

- Provide training on good corporate governance, code of conduct and business ethics for directors, executives and employees at all levels achieve 100 percent.

- Training on good corporate governance, code of conduct and business ethics of conduct will be part of the new employee training to ensure that employees at all levels recognize, understand and comply with good governance, ethics and work practices.

● In 2022, no violations of ethics and business ethics were found.

In 2022, the Company was assessed by The Thai Institute of Directors (IOD) in the 5-star level for the fifth consecutive year. This was assessed by The Thai Institute of Directors (IOD). Such award reflects the Company's commitment to promoting good corporate governance in the organization. The policy and guidelines for corporate governance covering all 5 categories are reviewed and disclosed on the Company's website (www.muangthaicap.com > Investor Relations > Sustainability > Sustainability Development Policy > Good Corporate Governance Policy) in order to communicate to directors, executives and employees at all levels to thoroughly study the details and use them as a guideline for their operations. It also has an important objective in communicating the matter to all stakeholders, including shareholders, customers, business partners, employees, society, and regulators. This can reassure that they will be treated fairly and equally, reflecting the good image of the Company and increase the competitiveness of the Company under the framework of ethics and social responsibility for the Company and society to grow together in a sustainable way.

In addition, the Board of Directors has reviewed and monitored the performance according to the plan of good corporate governance including social, community and environmental responsibility plans continuously at least once a year.

In this regard, in 2022, the Company Secretary Department presented it to the Corporate Governance Committee to improve the Company's good corporate governance policies and plans to be in line with the Good Corporate Governance Principles for Listed Companies 2017 (CG Code) by The Securities and Exchange Commission (SEC).

Policies and Practices Related to Board of Directors

Nomination of Directors

1) Criteria for Nomination of Directors and Top Executives

In relation to selecting the candidates appointed or to be appointed as the Company's Directors, the candidates are elected by the Nomination and Remuneration Committee according to the specified Directors' qualifications that should be in accordance with the Company's strategy in operating business.

Regarding the criteria for nomination of new directors, the committee will consider the qualifications, knowledge in working, and necessary skills that are still lacking on the board and to be consistent with the Company's business strategy to

determine the qualifications of the directors to be nominated. This includes the use of director databases such as the Thai Institute of Directors or a consulting company as the case may be. It is a source for recruiting new directors. The Nomination and Remuneration Committee will consider the person who has qualifications as stipulated in the charter of the Company's directors as prescribed by law and according to the Skill Matrix that the Company has set in line with the Company's business strategy in various areas as follows:

1. Financial industry, banking, lending, insurance
2. Accounting
3. Management and Strategies
4. Human Resource Management
5. Development of Information Technology
6. Risk management

Each year, the Nomination and Remuneration Committee selects a person to be elected as a director from the expiration of the term of the director position. The consideration on the nomination of persons to be considered for election as directors by the shareholders is done by nominating the names to the board of directors. This will depend on the qualifications of the nominated persons which must be in accordance with the Company's good corporate governance guidelines accord to the Public Company Limited Act and The Securities and Exchange Act. The appointment of each director must be approved by more than one-half of the total number of votes of shareholders who attended the meeting and voted.

For the consideration of the position, the person to be nominated as director in the Company must not hold director position in listed companies for more than 5 companies in total. In case of independent director, when the Nomination and Remuneration Committee has considered completely and carefully, such person will be presented to the Board of Directors' meeting for consideration. The Board of Directors will ensure that the person nominated for appointment as a director has the qualifications suitable for the Company's business to approve the appointment as director or propose to the shareholders' meeting for further consideration.

2) Direct Selection Processes

The Company attaches great importance to the recruitment and selection of personnel to serve as the Company's directors. The Board of Directors assigns the Nomination and Remuneration Committee and consideration of compensation to act on behalf and to be presented to the Board of Directors' meeting for consideration and opinion and to be presented to the shareholders' meeting.

The Nomination and Remuneration Committee to consider the selection of the committee.

The Company adheres to the policy of diversity in the structure of the Board of Directors (Board Diversity) and adheres to the qualifications according to Section 67–68 of the Public Limited Companies Act B.E.1992 and check the qualifications of the Board of Directors who wish to recruit based on skills and necessities that are still lacking including the appropriate properties and corresponding to the composition and the structure of the Board of Directors according to the Company's business strategy.

When the Nomination and Remuneration Committee has selected qualified persons suitable to hold the position of the Company's director the names will be presented to the Board of Directors for consideration and then presented to the shareholders' meeting of the Company for consideration to comply with the Company's Articles of Association and the composition of Board of Directors.

3) Election Process and Appointing Directors

The Procedures for Appointing Directors in the Articles of Association are as follows:

1. The number of the Company's Directors shall be determined by the shareholders' approval at their meeting, provided that the number is not less than five. The Directors may hold shares in the Company, or not. However, at least half of the member of the Board of Directors must be residents in Thailand.

2. The Directors shall be appointed at the shareholders' meeting in line with the rules and mechanism as follows:

2.1 Each shareholder shall have one vote for each of the shares held.

2.2 The Directors may be appointed by casting votes for each Director or a number of Directors at the same time or by any other procedures as the shareholders' meeting deems appropriate, provided that, at each voting, the shareholders shall cast all their votes in Item (2.1) without allocating some of their votes to any particular Directors.

2.3 The persons in order of the votes received, starting from the one with the highest votes, shall be appointed to fill the vacant directorships. In an event that the persons appointed to fill the remaining vacant directorships receive the same number of votes (In case of ties), the Chairperson of the meeting shall cast the deciding vote.

Election / Appointment of Directors in a meeting of shareholders shall elect the directors by the following procedures and rules:

1) Each shareholder shall have one vote for each of the shares held;

2) Each shareholder may exercise the votes in electing one or more persons to be the directors but the votes for more than one person are indivisible

3) The person who obtains the highest votes shall be elected as a director in respective order according to the required number of directors, but if two or more persons obtain equal votes, the chairman must exercise a casting vote. In the event of vacancy in the Board of Directors due to other factors aside from the end of directorship term, the Board of Directors shall select any persons qualified with the Public Company Limited Act and Security and The Stock Exchange Act to fill in. Unless such vacant directorship remains less than 2 months, a person who replaces the vacant directorship shall apply for the remaining term to be dedicated to perform all the duties as assigned. The Nomination of Top Executives. The nomination of President has to strictly comply with regulations stated in relevant law and regulatory agencies, and qualifications for knowledge and abilities which are appropriate to the organization's culture, vision, missions, and value are taken into consideration.

The nomination of President has to provide clear and transparent procedures and processes, follow the principles of the good corporate governance, and have accountability. Moreover, in selecting candidates appointed or to be appointed as Executive Management, the Company stipulates rules and approaches to nomination by assigning the Compensation and Nomination Committee together with the CEO and the President to review the rules and approaches to the nomination.

The Board of Directors is appointed by the shareholders to take overall responsibility for the Company. These responsibilities include directing, approving, and overseeing the implementation of Group strategy, corporate governance and corporate values. The Board is responsible for selection of a qualified Group CEO and key senior management, including oversight of the succession plan.

Supervise risk and financial security strategies, including the organizational structure of the Company and the way of self-supervision. According to the above responsibilities, the Company has a policy to select directors with appropriate experience and diversity, including the necessary qualifications and abilities, such as honesty, honesty and professionalism and the ability to independently ask and understand the Company's business.

The Company determines the structure and guidelines regarding composition and criteria for nomination of directors, as well as the proportion of independent directors and non-executive directors.

In addition to stipulating that the person holding the position of chairman is not a senior

executive. The Chairman of the board must also be an independent director to ensure that checks and balances between. In addition, the Board of Directors has clearly separated the roles and responsibilities of the Board of Directors from the management team.

The Company has assigned the Company secretary to be responsible for supporting the activities of the monitoring committee to ensure compliance with the resolutions of the board. Organize board meetings and shareholders' meetings. Including the preparation of the meeting invitation letter, Minutes and other duties as stipulated in relevant laws and regulations.

The Nomination and Remuneration Committee will nominate a person to hold the position of a director of the Company through nomination opportunity for shareholders to nominate candidates to be elected as directors in the annual general meeting of shareholders in accordance with the criteria set by the Company and from the database of professional directors in the directory (Director Pool) must be approved by the Bank of Thailand.

The Nomination and Remuneration Committee will propose to the Board of Directors to consider appointing a replacement director in case the position a director becomes vacant on the board for reasons other than retirement by rotation or to consider proposing to the shareholders' meeting to elect directors in the event that directors retire by rotation or to elect new directors.

Election Criteria and Removal of Directors as Specified in the Company's Article of Association are as follows:

- 1) Shareholder's by the resolution of the shareholder's meeting determine the number of persons who will be the company's director from time to time, not less than 5 persons and not less than a half of the total directors having to live in Thailand and have Thai nationality as required by law.
- 2) In voting for the election of directors shall according to the criteria and method as define in the company' article of association.
- 3) Only the shareholders who present in the annual general meeting can nominate or removal the directors. However, in case that the position vacant because of other reasons except the retire by rotation or as mentioned, the remaining directors shall appoint another person to fill the vacancy except he remaining term of the director is less than 2 months. However, the resolution on the appointment must consist of votes of not less than of the number of remaining directors. However, both, who have been appointed and in case that in the annual general meeting removal directors, will remain in the position only for the period of time.
- 4) In shareholder meeting, may remove any director before the retire date by a vote of not less than of the total attend shareholders and having number of shares altogether not

less than a half of the number of shares held by shareholders who attend the meeting and having the right to vote.

The Nomination and Remuneration Committee has reviewed the criteria for nomination of directors and knowledge tables. Specialization (Board Skill Matrix) annually so that the Board of Directors has a variety of components according to good practice.

Nomination of Chairman of the Executive Committee (CEO)

1. Criteria for nomination of Chairman of the Executive Committee (CEO)

- 1.1) Qualifications of the of Chairman of the Executive Committee (CEO) must be a person with knowledge, competence, skills, experience in management and experience in business operations that are consistent with the business of the Company proficient specific areas that are beneficial to the Company's business without gender discrimination, age, race, etc., as well as having the concept and vision of management in the same direction as the Board of Directors.
- 1.2) Good leadership have a far-reaching vision Moral and ethical as well as having a good attitude toward the organization, being able to dedicate sufficient time for the benefit of the Company's business operations. The Chairman of the Executive Committee (CEO) and the Board of Directors must have mutual trust as well as being closely coordinated.
- 1.3) Have a transparent work history. Including having no prohibited features specified in the announcement of The Securities and Exchange Commission (SEC).

2. Direct Selection Processes

- 2.1) The Nomination and Remuneration Committee select the right person by screening from qualified persons which can be recruited from people within the organization and outside the organization.
- 2.2) In the nomination of the Chairman of the Executive Committee (CEO). The Nomination and Remuneration Committee will recruit people with knowledge and ability skills and experience that are beneficial to the operation of the business or from the nomination from the Board of Directors or Senior Executives of the Company.
- 2.3) After selecting the right person Nomination and Remuneration Committee will nominate such person to the Board of Directors' meeting for further appointment.

Qualifications of the Board of Directors and Independent Directors

1. Qualifications of the Board of Directors

1) Have complete qualifications and do not have any prohibits characteristics according to the relevant rules and laws as follows:

- (1) Public Limited Companies Act.
- (2) Securities and Exchange Act.
- (3) The Securities and Exchange Commission (SEC)
- (4) The Stock Exchange of Thailand (SET)
- (5) Article of Association
- (6) Good Corporate Governance

2) Have knowledge, expertise and experience that can be beneficial and suitable for the Company's business.

3) Perseverance and able to devote their time to perform their duties according to their responsibilities. In terms of the top management, the nomination must comply with the rules of the relevant rules and regulations and consider on knowledgeable and qualifications that suit to the company culture, mission and vision with the clear, transparent process and follow on the principles of good corporate governance.

2. Qualifications of Independent Directors

Independent Directors' Qualification Requirement Qualification requirements of the Company's Independent Director are stricter than the SEC notification No. TorChor. 4/2009 dated on 20th February 2009 (no.16 of the SEC notification No. TorChor. 28/2008 was repealed.) as follows:

- 1) Independent directors shall hold not more than 0.5 of all voting rights of the Company, parent company, subsidiary company, affiliate Company, major shareholder, or controlling person unless such condition is terminated for at least 2 years. This is not applied to the independent director who was a civil servant or consultant to the government sector that held company shares in a majority or was a controlling person.
- 2) Independent directors shall never be appointed as a director having a role in the Company operation, employee, staff, consultant receiving fixed salary, or controlling person of the Company, parent company, subsidiary company, affiliate company, subsidiary company in the same share held level, major shareholder, or the controlling person of the Company unless such condition is terminated for at least 2 years. This is not applied to the independent director who was a civil servant or consultant of the government sector that held company shares in a majority or was a controlling person.

- 3) Independent directors shall not be related by blood or legal marriage to any parents, spouses, siblings, children, or spouses of children of members on the management team, major shareholders, candidates to the management team, or authorized persons to the Company or subsidiaries.
- 4) Independent directors shall never be related to the business of the Company, parent company, subsidiary company, affiliate company, major shareholder, or the controlling person in a way that may affect his/her independency indiscretion and never be a significant shareholder or a controlling person over the person who relates to the Company, parent company, subsidiary company, affiliate company, major shareholder, or the controlling person of the Company, unless such condition is terminated for at least 2 years.
- 5) Independent directors shall never be an auditor to the Company, parent company, subsidiary company, affiliate company, major shareholder, or the controlling person of the Company and never be a significant shareholder, controlling person, or partner of the audit company to the Company, parent company, subsidiary company or where the major shareholder or the controlling person takes part in, unless such condition is terminated for at least 2 years.
- 6) Independent directors shall never render a professional service, including a legal and financial consultant which is paid for service more than 2 million Baht per year by the Company, parent company, subsidiary company, affiliate company, a major shareholder, or a controlling person of the Company and never be a significant shareholder, controlling person, or partner of such service rendering company, unless such condition is terminated for at least 2 years.
- 7) Independent directors shall not be appointed as a director to represent company directors, major shareholders, or any shareholders related to major shareholders.
- 8) Independent directors shall not belong to any business or partnership that is similar to or competing with the Company or subsidiaries; or being an executive director, an employee, or a consultant that receives monthly salary; or holding more than 1% of shares that entitle to voting right in other companies that are in the same business or competing with the Company and subsidiaries. No other conditions that affect the independence of discretion on company management.

Independence of the Board of directors from the Management

The committee must decide, express opinions and vote on matters that the Board of Directors has the authority to make decisions. If the committee's decision is under pressure from work or family or has a stake in the work will distort the decision to judge for one's own, a close one, or for their own benefit. Independence of Directors. Therefore, it is a matter that must be considered to protect interests of shareholders Directors who lack independence therefore should not be responsible for making decisions.

The Board of Directors and the Management have clearly separated roles, duties and responsibilities to create the balance and review the management. The Board of Directors will consider and approve the overall policy such as vision, mission, operational strategy, corporate governance policy, and overall financial objectives to achieve objectives and goals. These include monitoring, evaluating, and overseeing the performance reports. The management is responsible for managing the work according to the policy formulated by the Board of Directors.

Director Development

The Board has a policy to support and facilitate the training and development for the knowledge of directors and executives continually. The Company's secretary will be the coordinator in finding courses related to directors in order to facilitate directors to participate in seminars, training projects and exchange knowledge related to the performance of directors' duties.

Director and Management's Knowledge Development

The Company has a policy to support the training and seminar for the development of the directors' performance of duties continually. The training programs are arranged by the Thai Institute of Directors Association (IOD), The Stock Exchange of Thailand and other institutes both domestic and international. This includes the activities of internal training and seminar.

The 7 directors of the Company who attended the training programs of director performance were as follows:

Directors's name	Training Program with IOD
Adm. Apichat Pengsritong	<ul style="list-style-type: none"> Directors Accreditation Program (DAP) Batch 82/2010 Risk Management Program for Corporate Leaders (RCL 5/2016)
Mrs. Kongkaew Piamduaytham	<ul style="list-style-type: none"> Directors Certification Program (DCP) Batch 157/2012 Advanced Audit Committee Program (AACP) Batch 13/2013 Role of Nomination and Governance Committee (RNG) Batch 7/2015
Mr. Suchart Suphayak	<ul style="list-style-type: none"> Directors Certification Program (DCP) Batch 72/2007 Audit Committee Program (ACP) Batch 14/2007 Director Diploma Examination Batch 20/2007 Risk Management Program for Corporate Leaders (RCL 24/2021)
Mr. Chuchat Petaumpai	<ul style="list-style-type: none"> Directors Accreditation Program (DAP) Batch SET/2012 Risk Management Program for Corporate Leaders (RCL 5/2016)
Mrs. Daonapa Petumpai	<ul style="list-style-type: none"> Directors Accreditation Program (DAP) Batch SET/2012
Mrs. Nongnuch Dawasuwan	<ul style="list-style-type: none"> Directors Accreditation Program (DAP) 137/2017 Advance Audit Committee Program (AACP) Batch 26/2017 Risk Management Program for Corporate Leasers (RCL) Batch 13/2018
Dr. Suksit Petumpai	<ul style="list-style-type: none"> Directors Certification Program (DCP) Batch 277/2019 Corporate Governance for Capital Market Intermediaries (CGI) Batch 22/2019

At present, there are 7 out of 7 directors attending training courses related to the performance of duties as directors, Director Certification Program (DCP) and Director Accreditation Program (DAP) of IOD, representing 100 percent.

In addition, the Company secretary regularly informs information about seminars and training that are beneficial to the Board of Directors. The details of attending the individual training appears in Attachment 1.

The Company realizes the importance of knowledge development for the Company's personnel in all departments by setting up a work plan for organizing training to increase knowledge and capability in various courses consistent with each department regularly. This includes internal training and on-site training.

Assessment on the Operational Performance of the Board of Directors

The Board of Directors has assigned that the Board shall have Board Self-Assessment at least once a year. The assessment is divided into 2 dimensions;

- 1) Assessment on the operational performance and efficiency of the Board of Directors and directors.
- 2) Assessment on the expertise and experiences of director.

For the directors to use as the framework in specifying the norm to examine the performance of duties. The obtained results shall be compared to the operational performance following the Board's charter. It reflects the responsibilities in the performance of work for the real efficiency as well as improving the operation of the Board to agree with the set policies. This is also beneficial for the plan of board development efficiently. The assessment result in the 3 dimensions can be summarized as below:

- 1) The assessment on the operational performance of the Board of Directors and directors
The Self-Assessment of the Boards is held annually divided into: The assessment is divided into 3 types:
 - 1) Self-Assessment of the Boards,
 - 2) Self-Assessment of the Committees of the Board,
 - 3) Self-Assessment individual directors of the Board and of the Committee.

In the scoring process, the opinions of each committee are marked by (/) in only one score box from 0 – 4 in the assessment form. with the following meanings:

- 0 = Strongly disagree or no action is taken in the matter.
- 1 = Disagree or there is little action in the matter.
- 2 = Agree or there is a reasonable action on the matter.
- 3 = Quite agree or has performed well in that matter.
- 4 = Strongly agree. or has done excellent in that regard.

Then take all the scores obtained for evaluation. by percentage of the full score which is defined as the following criteria:

- Equivalent or over 90 percent = Excellent
- Equivalent of over 80 percent = Very Good
- Equivalent or over 70 percent = Good
- Equivalent of over 60 percent = Fair
- Less than 60 percent = Need improvement

Criteria for performance evaluation of the Board of Directors are as follows:

Performance evaluation form for the entire Board of Directors and sub-committees consists of 6 topics as follows:

1. Criteria for Performance Evaluation of the Board of Directors

1.1 Structure and Qualifications of the Board of Directors

The Board of Directors has diversity (Board Diversity) with skills consistent with the nature of business operations of the Company through the preparation of a table of knowledge and expertise (Board Skills Matrix) and diversity in educational background and experience without limiting differences any difference independent directors account for more than 50 percent of the total number of directors. Currently the Company there are

4 independent directors from a total of 7 directors, accounting for 57.14 percent which is in accordance with the principles of corporate governance good corporate governance, and the Chairman of the Board is not the same person as the executive chairman and managing director in order to have a clear division of duties and operation.

The Board of Directors is of the opinion that, the structure and qualifications of the Board of Directors were excellent. The proportion of the number of directors is appropriate and consistent with the nature of business of the Company who is knowledgeable expertise from areas such as accounting and finance Management, Law, Corporate Governance, Risk Management, Human Resource Management, Auditing, etc., making the Company's business operations possible with efficiency. The Board of Directors has appointed 4 sub-committees consisting of the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, and the Risk Management Committee to perform duties and supervise the business according to the policies and goals of the Company.

1.2 Roles, Duties and Responsibilities of the Board of Directors

Most of the Board of Directors were of the opinion that the roles, duties and responsibilities of the Board of Directors were in the excellent criteria. The Board of Directors has given importance and sufficient time to consider important matters related to the strategic direction. and the Company's business plan reviewing and approving the Company's corporate governance policy according to standards and good corporate governance guidelines and follow ensuring compliance with various policies, reviewing the Company's business ethics and take care to practice at the same time, the Board of Directors has established policies to prevent conflicts of interest. At the same time, the Board has also reviewed the internal control system regularly to ensure that there is a good enough internal control system with appropriate risk management including tracking supervise the performance of the management's duties in accordance with the policies the board has assigned.

1.3 Board Meeting

Most of the Board of Directors were of the opinion that the Board of Directors meeting was in excellent condition by the Company has been notified schedule each year's board meeting in advance and the Notice of the annual general shareholders meeting and supporting documents for the meeting will be submitted to the Committee at least 7 days before the meeting. This allows the directors to allocate time to attend every meeting, the number of meetings and the agenda are appropriate. Help the Board of Directors perform their duties effectively. In addition, directors receive meeting documents in

advance and have time to study the information sufficiently for their decision-making. Moreover, the atmosphere of the board meeting allows for constructive opinions.

1.4 Responsibilities of the Board

Most of the Board of Directors were of the opinion that The Board of Directors meeting was in excellent condition. The Board of Directors has given importance and sufficient time to perform the duties of the Board of Directors. Including knowledge ability and experience from various fields at the same time, the Board of Directors also serves to appoint, remove and delegate various powers and duties to sub-committees. Board of Directors and managing director appropriate to the abilities of each committee for the operation of the company effective It complies with the principles of good corporate governance and is in compliance with the laws set forth.

1.5 Relationship with the Management

Most of the committees were of the opinion that relationship with management is excellent. The directors can discuss with Managing Director is straightforward and has good relationship with management which the committee does not intervene in the practice management duties.

1.6 Self-Development and Executive Development Department

Most of the committees were of the opinion that Directors' self-development and executive development are at excellent criteria. The Directors understand the roles, duties and responsibilities of being a director understand the business of enough company which will help practice the duties of directors are efficient. All committees have training in order to understand the performance of their duties as directors. The Board of Directors has also developed a succession plan to keep the responsibilities of the CEO of the Company constant.

2. The Process for Evaluating the Performance of the Board of Directors

The Company shall arrange the performance evaluation of the Board of Directors annually to evaluate the previous year operation. The Company Secretary will be sent to the members of the Board of Directors annually for the Board and individual assessments. After each Board's member has successfully completed the evaluation, the Board of Directors will approve and review the evaluation form to verify its accuracy and completeness. Then, the performance assessment form will be submitted to the Company's Secretary.

The Secretary will collect a summary of the assessment and submit it to the Nomination and Remuneration Committee's meeting before reporting the assessment results and recommendations received from the evaluation to the Board of Directors to acknowledge and discuss for the improvement on the effectiveness of the Board's operation in the year.

3. Evaluate the Performance of Individual Committees

In 2022, performance evaluation of the Board of Directors as a group and individual in topic of structure and qualifications of the Board of Directors, Roles, duties and responsibilities of the Board of Directors, Board meeting, Responsibilities of the Board, Self-development and Executive Development Department, and Self-development and Executive Development Department, evaluation result categorized in "Excellent" level.

Self-Assessment Individual Directors of the Board consists of 4 Topics as follows:

1. Criteria for Evaluating the Performance of Individual Committees

- 1) The responsibilities for one's own decisions and actions.
- 2) The efficient performance of duties, equal treatment of stakeholders.
- 3) The fairness and transparency in examinable operations, information disclosure and ethics/ business ethics.
- 4) Disclosure of information, including business ethics or code of conduct.

2. The Process for Evaluating the Performance of Individual Committees

The Company shall arrange the performance evaluation of the Board of Directors annually to evaluate the previous year operation. The Company Secretary will besent to the members of the Board of Directors annually for the Board and individual assessments. After each Board's member has successfully completed the evaluation, the Board of Directors will approve and review the evaluation form to verify its accuracy and completeness. Then, the performance assessment form will be submitted to the Company's Secretary. The Secretary will collect a summary of the assessment and submit. The Company will use it to improve the effectiveness of the work of the committee for maximum benefits in corporate governance.

3. Evaluate the Performance of Individual Committees

In 2022, performance evaluation of the Board of Directors as an individual in topic of the responsibilities for one's own decisions and actions, the efficient performance of duties, equal treatment of stakeholders, the fairness and transparency in examinable operations, information disclosure and ethics / business ethics, evaluation result categorized in "Excellent" level.

The Assessment Individual Directors of the Board Subcommittees

1. Criteria for Evaluating the Performance of the Board Subcommittees

The Board of Directors shall assess the performance of sub-committees such as the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee and the Corporate Governance and Sustainability Committee by evaluating as a committee in group. The evaluation is the same as the one used to evaluate the directors to the Board for the purpose of using as the framework for the performance evaluation during the past year which will be used to resolve and increase the efficiency in working. The evaluation will be submitted to the Board of Directors for acknowledgment.

2. The Process for Evaluating the Performance of the Board Sub-Committees

The Company has evaluated performance of each of the committees annually to analyze the previous year operation. The Company Secretary will distribute the evaluation form to the Chief Executive Officer to evaluate the performance of each sub-committee and present it to the Board of Directors for its consideration.

3. Evaluate the Performance of the Board Sub-Committees

Performance evaluation of sub-committees consist of the Audit Committee, the Corporate Governance and Sustainability Committee, the Nomination and Remuneration Committee, and the Risk Management Committee. In 2022, results of evaluation of all sub-committees categorized in "Excellent" level.

Performance Evaluation of the Chairman of the Executive Committee (CEO)

1. Criteria for Evaluating the Performance of the Chairman of the Executive Committee (CEO)

The Board of Directors shall evaluate the performance of the Chairman of the Executive Committee (CEO) at least once a year on their leadership, set up and implementation of strategy, planning and financial performance, relationship with the Board of Directors, outsiders, and employees, operational management and relationship with other personnel, succession plan, knowledge on product and service, risk management and internal control, corporate governance and business ethics, personal characteristics based on the assessment guideline provided by The Stock Exchange of Thailand (SET).

2. The process for evaluating the performance of the Chairman of the Executive Committee (CEO)

The Company arranges for the performance assessment of the Chairman of the Executive Committee (CEO) annually to assess the performance in the past year. The Company Secretary will deliver the assessment form to independent director of the Company or all non-executive directors to perform performance evaluations and bring the assessment results to discuss at the Board meeting for further consideration.

3. Evaluate the performance of the Chairman of the Executive Committee (CEO)

In 2022, results of evaluation of the Chairman of the Executive Committee (CEO) in “Excellent” level.

The topics of the assessment include Director’s structure and qualifications, meeting attendance, fulfillment of roles, duties, and responsibilities under the charter, result of duty compliance, relationship and communication with the management, and self-development of directors. The assessment results in 2022 can be shown as follows.

Report on the Assessment of Operational Performance and Efficiency of the Board of Directors

Board Meeting Attendance Ratio	
Limit the ratio of board attendance	100%
Number of independent directors serving in other companies for more than 5 companies	-
Limit the number of companies to independent directors	5 companies
Number of directors who have served more than 9 years	4 people
Annual Self-Assessment of the Performance of the Board of Directors	
Board of Directors	98.37 %
Individual Directors	98.70 %
Sub-Committee	
Audit Committee	99.07 %
Nomination and Remuneration Committee	99.50 %
Corporate Governance Committee	98.70 %
Risk Management Committee	99.52 %

Assessment on the Expertise and Experiences of the Board of Directors

For the approaches in nominating and selecting directors appropriate and in line with the Company’s strategy and business operations, the Nomination and Remuneration Committee has considered and determined the required qualifications in the committee, namely, knowledgeable directors with macro economical management expertise or experiences, directors with expertise or experiences in finance and accounting, and knowledgeable directors with expertise or experiences in other areas beneficial for the sustainable development of the Company. Therefore, the Nomination and Remuneration Committee reviews the Board Skill Matrix at least once a year to consider the development plan for the directors suitable and in line with the direction of the Company’s operation.

In 2022, the results of assessment on the expertise and experiences of the Board of Directors showed that the Company’s Board of Directors had knowledge, expertise or experiences appropriate and consistent with the Company’s operating direction at present. However, the Company can improve the knowledge, expertise, or experiences of the Board of Directors by seeking an external consultant with expertise in the development of information technology for the Company’s sustainable development.

Office Term of Director

The office term of the director is in accordance with the Public Limited Company Act B.E.1992. In every annual general meeting of shareholders, the directors who have been in office for the longest must retire by rotation to be 1/3 of the total number of directors but can be re-elected. However, if the number of directors cannot be divided into three parts, then the number closest to 1/3 will be used.

Name	Position	Date of Appointment as a Director	Years of being a Director
1. Adm. Apichat Pengsritong	Chairman of the Board of Directors / Independent Director / Chairman of the Nomination and Remuneration	12 th September, 2012	10 years 3 months *8 year 3 months
2. Mrs. Kongkaew Piamduaytham	Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance and Sustainability Committee / Independent Director	12 th September, 2012	10 years 3 months *8 year 3 months
3. Mr. Suchart Suphapayak	Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee	17 th August, 2020	2 years 4 months
4. Mr. Chuchat Petaumpai	Director / Chairman of the Executive Committee / Member of the Risk Management Committee	12 th September, 2012	10 years 3 months
5. Mrs. Daonapa Petampai	Director / Managing Director	12 th September, 2012	10 years 3 months
6. Mrs. Nongnuch Dawasuwan	Independent Director / Member of the Audit Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainability Committee	29 th March, 2017	4 years 9 months
7. Dr. Suksit Petampai	Director / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance and Sustainability Committee	18 th April, 2019	3 year 8 months

Remark : Term of office of independent directors from the date the Company was listed on the Stock Exchange of Thailand on November 26, 2014

Positions of Director in Other Companies

In order to ensure that the Board and executives can perform their duties with full efficiency, the Board has established the internal guidelines for directors and the executives of the Company as follows:

- Being in the position of director in other companies of CEO requires the approval from the Board of Directors first.
- Directors should hold directorships in no more than five companies listed on The Stock Exchange of Thailand. Therefore, in the year 2022, no director holds the position of director in more than other five listed companies.
- Directors must not operate as partners or director in another juristic person of the same nature and is the competition with the Company's business.

Report on the Positions of Director and the Chairman of the Executive Committee in Other Companies

Independent Directors Holding the Position of Director in not more than Other Five Listed Companies.

1. Adm. Apichat Pengsritong	3 companies
2. Mrs. Kongkaew Piamduaytham	1 company
3. Mr. Suchart Suphayak	3 companies
4. Mrs. Nongnuch Dawasuwan	None

Orientation for New Director and Director Training

Newly appointed director shall receive proper training regarding the knowledge about the Company's business and the roles and responsibilities of the Company's director and the Sub-Committees. Topics of orientation for director newly appointed by the shareholder's meeting include regulatory practice guidelines to comply with related laws, the Company's memorandum of association and the Company's regulations; scope of duties and responsibilities of the Board and other committees; minutes of the Board meeting in the past 1 year; the Director's manual: a framework for Board governance by The Stock Exchange; the Company's corporate governance and business ethics policy; laws relating to The Company's business; rules and regulations of the Company; training programs for directors; other information relating to the Company's business operation, etc. to prepare the directors to perform their duties. Therefore, has created a guideline for Board Orientation Guideline by presenting documents and information which are useful to the duty, such as 56-1 One Report. The Company has prepared the information and proceeded as follows.

1. Information about inviting new directors to take positions

- Company history and the nature of the Company's business
- Company group structure, organizational structure, structure of major shareholders and directors.
- Directors' remuneration and benefits.
- Financial status and operating results for at least 3 years.
- Responsibilities of the board according to relevant laws.

2. Information for orientation when being appointed as a director from the shareholders' meeting.

- Matters that must comply with the law.
- Memorandum and the regulations of the Company.
- Scope of duties and responsibilities of the Board of Directors and sub-committees.
- Board meeting minutes and meeting schedule.
- Corporate Governance Policy
- Anti-Corruption Policy
- Policy on the use of inside information of the company
- Risk Management Policy
- Internal Control Policy
- Connected Transaction Policy
- Code of Business Ethics
- Measures for complaints and clues and countermeasures protection measures and mitigate damage to the reporter complainants or those who cooperate in reporting violations or violations of the Code.
- Policy for accepting-giving gifts, entertainment or other benefits
- Legal Dispute
- Conflict of Interest Policy
- Human rights policy

In 2022, the company does not have new directors, therefore the company does not organize this part.

Disclosure and Transparency

At present, Muangthai Capital is a listed company which has market capitalization of 80,560 million Baht as of 31st December, 2022. The Company's securities were included in the calculation of the SET50 Index of The Stock Exchange of Thailand MSCI Thailand Index and FTSE Mid Cap Index as well. These indexes are included in the calculation making the company gain the attention of both domestic and foreign investors. Therefore, the Company places great importance on equal disclosure to shareholders, investors and all stakeholders of the Company as well as the public to comply with the requirements of The Securities and Exchange Commission (SEC). This includes the requirements of The Stock Exchange of Thailand and other revelations strictly.

Information Disclosure

In the year 2022, the Company disclosed important information through channels that can access information easily, conveniently, and reliably such as the website of The Stock Exchange of Thailand (www.set.or.th), the website of The Securities and Exchange Commission (www.sec.or.th), the website of The Thai Bond Market Association (www.thaibma.or.th) and the Company's website for investor relations (investor.muangthaicap.com).

- The Company shall submit the financial reports without the transaction conditionally comments by the auditor, explanation of executives, Annual Report (Form 56-1 One Report), and sustainability report to the Office of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand within due period.

- The Company discloses information in accordance with the principles of good corporate governance which includes information and Company information. Including the mission, vision and values of the Company, financial information, stock information, shareholders' information such as list of major shareholders, Good Corporate Governance Policy, and other company policies, investor relations calendar, information and dividend payment policy, shareholder meeting, SET news, news from publications, Company's analysis including policies and strategies for sustainable development on the Company's website for investor relations correctly, completely, and timely.

- The Company discloses the criteria for the remuneration of directors and executives in the annual report.

- The Company discloses the information regarding the shareholding of directors and executives by stipulating that it is a policy for directors and executives to report the following transactions:

1. Trading of the Company's shares: The policy is set for all directors, executives and management including close people (spouse and underage children) to refrain from buying, selling or transferring shares of the Company in the period before the disclosure of the financial statements. In the event that the financial statements have been announced to the public, if there is a trade, it must be notified to the Company's secretary in order to prepare a report on changes in securities holding (Form 59-2) to the SEC within the specified time and the Company's secretary has a duty report the securities holding of directors to the Board of Directors meeting on a quarterly basis.

2. Connected transactions and reports of interest of directors and executives to prevent conflicts of interest. There are reports and requests for approval in accordance with the Notification of the Capital Market Supervisory Board on the rules for making connected transactions.

3. In 2022, the Company has not been fined, punished or sued by relevant regulatory authorities, such as: The Securities and Exchange Commission of Thailand, The Stock Exchange of Thailand, or the Office of the National Anti-Corruption Commission etc., regarding the equitable treatment of shareholders in the matter of share repurchase, discouragement of shareholder communications, Non-scheduled disclosure of agreements between shareholders. Information from important events within a specified period of time. Including fraudulent acts in anyway.

Agency and Investor Relations Activities

The Company arranges the Investor Relations Department to provide important information to investors, shareholders and securities analysts. The Company emphasizes the accuracy, integrity, transparency and integrity of information disclosure, and introduces. The purpose of this study is to study investors, institutional investors, minority shareholders, securities analysts and relevant personnel. They regularly participate in the Opportunity Day activities of The Stock Exchange of Thailand.

Investor Relations Department

Contract Persons : Mr. Parithad Petampai/

Mr. Kitsada Kuruchitkosol/

Ms. Yanabhaksinee Seehaampai

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Website : investor.muangthaicap.com

Investor Relations Activities

In 2022, due to the Covid-19 epidemic, investor relations activities must be adjusted in line with the Social Distancing policy, including the inability to travel to and from the country to conduct the investor activities like the past year. Thus, this year's investor relations activities focus on online communication and investor meetings through the teleconference system mainly. However, due to the unusual situation, the Company has increased the analyst meeting activities by organizing a meeting after the announcement of the operating results of each quarter through the teleconference system. The main issues communicated this year were operating results and risks, especially the risks associated with the COVID-19 epidemic situation.

Summary of Statistics of Investor Relations Activities in 2022

Investor Relations Activities	Times	
	(Time)	(Persons)
Opportunity Day	4	-
Securities Analysts Meeting	4	-
One-on-One Meeting	39	-
Participating in conferences in the country	-	974
Participating in conferences in foreign countries	-	-
Visit to the establishment / auction (times)	12	-
Total	59	974

More details can be considered from the disclosure displayed on the Company's website (www.muangthaicap.com).

Policies and Practices Related to Shareholders and Stakeholders

The Equitable Treatment of Shareholders

The Company realizes and values the rights of all shareholders equally without doing anything infringing the rights or limiting the opportunity to access the Company's information. The Company provides additional communication channels to investors through the Company's Investor Relations Department having a team, regular employees, and the Company's website in the section of "Investor Relations". This contains current information and information of the Company including the exercise of various rights of shareholders.

The Company has prepared an invitation letter for the annual general meeting of shareholders and presentation information in both Thai and English for the convenience of foreign shareholders to facilitate all shareholders equally.

Policies to Promote the Exercise of Shareholders' Rights.

The Board of Directors attaches great importance to the rights of shareholders and stipulated in the principles of corporate governance of the Company. The Company take care of the shareholders and all institutional shareholders to receive equal rights as shareholders. The Board is committed to protecting the rights, benefits and interests of all groups of shareholders as well as encouraging shareholders and institutional shareholders to exercise their legitimate rights.

Basic Rights

Basic rights that shareholders and institutional shareholders should receive include the right to vote, right to receive dividends, right to buy, sell or transfer shares, right to attend the shareholders' meeting. The Company does not act in any way to limit the opportunity or create a burden for the shareholders to attend the meeting. The right to appoint and remove directors in appointing each director must receive a majority vote of the shareholders attending the meeting and having the right to vote. These include the right to approve the appointment of an independent auditor, right to approve director's remuneration both in monetary and non-monetary and the right to receive sufficient, equitable information and in a form suitable for the decision of the shareholders, etc. The Board of Directors has supervised that important matters required by law and matters that may affect the direction of the Company's business must be considered and/or approved by shareholders as an agenda for the shareholders' meeting.

The Board of Directors realize and giving importance to the rights of shareholders will encourage shareholders to exercise their rights and not violate the rights of others whether it is a fundamental right obtaining appropriate, sufficient and timely information, as well as being able to fully attend the meeting to vote and express opinions.

Right to Propose the Agenda of the Annual General Meeting of Shareholders and to Nominate a Person to be Elected as the Company's Director and the Right to Submit Questions for the Shareholders' Meeting in advance.

The Company provided a channel for individual shareholders to be able to present matters or agenda for consideration in filling as the agenda and nominate qualified persons suitable for being elected as an individual director 3 months in advance from 3rd October 2022 to 31st December 2022 by publishing the criteria, process, operational procedures, and documents for exercising the mentioned right on the Company's website: <http://investor.muangthaicap.com/th/document/shareholders-meeting>

In 2022, At this general meeting of shareholders. The Company has given the opportunity to shareholders to nominate a list of persons to be considered as the Company's directors propose agenda or send inquiries about the company in advance before the date of the general meeting of shareholders when the said period was determined, it appeared that no shareholder had nominated a person for the Company to consider and select as a director and no agenda was presented including any questions in advance as announced to shareholders on the SET's press release page.

Right to Receive Information about the Annual General Meeting of Shareholders

The Company has provided reasonable convenience for all shareholders to exercise their rights. The meeting was held on business days at a hotel located in Bangkok near the Company's head office where shareholders can travel to attend the meeting conveniently and does not obstruct or hinder in allowing shareholders to communicate with each other and in accordance with the Social Distancing policy. This protects shareholders from the spread of the COVID-19 virus by providing hand sanitizer. The temperature of all participants is checked and the seats are arranged to have distance between each other according to the guidelines of The Ministry of Public Health. The Company arranges an investor relations officer to be the coordinator providing information and answering questions to shareholders.

In 2022, the Board of Directors had the resolution to hold the 2022 Annual General Meeting of Shareholders on 19th April, 2022, at 10:00 hours at the Pinklao Meeting Room 2 (9th Floor), Royal City Hotel, No. 800 Borommarat chachonnani Road, Bangkoknoi, Bang Phlat, Bangkok, in accordance with the Company's regulations and related laws including the compliance with the principles of AGM Checklist and the standards of good corporate governance agreeing with the approaches of The Securities and Exchange Commission (SEC) as follows:

The Company prepared and sent an invitation letter for Annual General Meeting of Shareholders and meeting invitation document in order for the shareholders to acknowledge the date, time, venue and agenda of the meeting, registration procedures, and documents that must be presented to the staff prior to the meeting. This included all information related to matters that have to be decided in voting at the meeting to the shareholders along with the annual report to everyone in Thai language and English published on the Company's website for not less than 30 days in advance. The meeting invitation letter was sent by post to the shareholders together with annual report in QR Code format 25 days in advance of the meeting date so that the shareholders can have enough time to study the information.

The Company posted in the newspaper for 3 consecutive days for more than 7 days before.

The Company had not added agenda or changed any important information in the meeting appointment notice without prior notice to shareholders.

The location of the meeting is chosen in consideration of the convenience of shareholders. recognize the life safety of shareholders. In the case of virus transmission, the Company has prepared a meeting room of an appropriate size have a distance and can adequately accommodate the attendees as well as strictly complying with the policy and measures to prevent the transmission of the COVID-19 virus.

Annual General Meeting of Shareholders

In order to make the meeting proceed efficiently, the Company has used barcode technology in the registration process to attend the meeting, vote counting process, and voting result process to be quick and accurate. The Company allows the shareholders to vote no less than 2 hours before the meeting.

The Boards, sub-committees, and the Chairman of the Board together with the top executives, auditors, and representatives from Law Shining Co., Ltd., who are legal advisors and inspectors to attend the Annual General Meeting of Shareholders in unison. The representatives from the Thai Investors Association, volunteer representatives for minority shareholders attend for observation to ensure that the meeting proceeds correctly and transparently in accordance with the laws and regulations of the Company.

Before entering the meeting agenda, the Chairman of the Board assigned Mr. Sakchai Wirunchiwa, the Company's legal advisor, to inform the number and proportion of shareholders attending the meeting both in person and appointed a proxy to the meeting. This includes the clarification of meeting rules and procedures, voting and vote counting. The shareholders are given the opportunity to express their opinions and ask questions on various occasions independently before voting on each agenda. The voting results are announced for agreeing, disagreeing, abstaining and the number of invalid ballots in each agenda for the meeting to know.

Since the Company has only one type of shares, namely ordinary shares, with 1 share having the right of 1 vote and hold the majority vote except where otherwise required by law, if any shareholder has a special interest in any agenda which the meeting will pass a resolution, such shareholder will not have the right to vote in such agenda. Apart from voting for the election of the directors, the nominated directors and the shareholders with voting rights will be able to vote according to the Company's regulations.

The Company has provided video and audio recording throughout the meeting period and disseminate on the Company's website for shareholders and the general public can attend the meeting retrospectively for transparency.

The Company has prepared a summary of the votes at the meeting along with the scores of each agenda for shareholders and the general public to know via the disclosure channel of The Stock Exchange of Thailand on 19th April, 2022, the same day after the meeting has been finished. This will be publicized on the Company's website the next day.

The Company shall ensure that no shareholder who is an executive can add any agenda items without advance notice, through the same process applicable to general shareholders. If there is a proposal to rearrange the order of agenda, the Chairman of the meeting

will be able to change the order as proposed after receiving approval from no less than two thirds (2/3) of the attending shareholders. However, up to 2020, there has never been a request to rearrange the order of agenda, nor has there ever been a request by one third (1/3) of the votes to introduce other matters not previously listed in the agenda. Moreover, the Company has never added any other items to the agenda apart from those indicated in the notification of the meeting.

The Company has specified the voting procedure should be by the use of ballots in every agenda. In the election of directors, a majority vote must be obtained in accordance with "One Share Per One Vote"

The majority of votes must be received in accordance with the rules and procedures as follows:

- Shareholder vote for each director individually.
- In voting for each director under Clause 1, one shareholder shall have one vote for each share held by him.
- The sequence of persons who being appointed started from the highest votes shall be appointed respectively as the director(s) as equal as the total number of the directors which will be appointed or elected in that period. However, when there are two or more persons getting the same number of votes which caused to exceed the sum of appointing or electing of the directors in that period, the decision of the Chairman of election shall prevail

The Company has prepared a report of the annual general meeting of shareholders in both Thai and English covering important details such as issues, questions and answers which the shareholders have asked in each agenda. The resolutions of the meeting together with the votes for approval, disapproval, abstention and the number of invalid cards. The minutes of the meeting were disseminated to shareholders and the general public through the disclosure channels of The Stock Exchange of Thailand and published on the website of Company within 14 days after the meeting is finished.

From the COVID-19 epidemic situation, the Company held a shareholders' meeting in accordance with the guidelines and recommendations of the Department of Disease Control, Ministry of Public Health and according to the Bangkok's Notification regarding the prevention and control of COVID-19 for organizing meetings or other similar activities. This is to prevent and reduce the risk of the spread of COVID-19, for example, screening people who have symptoms of fever and respiratory symptoms through a body temperature test (Body temperature does not exceed 37.5 degrees Celsius), check-in and

check-out via scanning QR Code, Thaichana Application. The meeting venue was organized not to be crowded to keep a distance of at least 1.5 meters between people with limited seating in the meeting room for accommodating shareholders and/or proxies. The meeting time is kept tight and short for the safety and hygiene of all shareholders attending the event.

Facilitating the Shareholders on the Date of the Annual General Meeting of shareholders.

The Company prepared the proxy form as specified by The Ministry of Commerce and there is a description of the procedure for granting proxy and the required documents clearly attached to the meeting notice for use in the event that the shareholder wishes to grant a proxy to another person to attend the meeting on their behalf.

In addition, the Company has prepared stamp duty at the document checkpoint for shareholders who appointed the attorney for free of charge.

Prevention of Insider Trading Policy

The Company has set policies, ethics and penalties for the use of inside information and trading of securities, selling the Company's securities to prevent the directors, executives, and employees including their spouses and underage children of the said person from using inside information that has not been disclosed to the public improperly for their benefits or others. The policy requires that the Company's directors, managements, and employees to be forbidden from trading the Company's shares during the blackout period which the Company has specified for a period of 45 days.

In the year 2022, the Company did not find the case that directors, executives and employees traded securities by using inside information or trading during the blackout period.

The Company recognizes to importance of using of internal information by adhering to the principles of good corporate governance, integrity moral and ethical business practices accordingly and to ensure that investors receive the reliable information equality and promptly. The Company determines regulations of the corporate governance for the using of inside information and the securities trading of the Directors, The Executives and employees in accordance with The Securities and Exchange Commission. The Company aims to accuracy and frank in operating business and prevents the Directors, the Executives, and employees to use inside information for their benefits or to disclose inside information for another such as the reporting of directors and management directors' trading. Moreover, the Company has also imposed penalties for the breach to use

inside information in order to their benefits which the penalties are warning until retire the Company's using of inside information policy published on the Company's website for all stakeholder, directors, executives, and employees. Including the Company's stakeholders to be informed and encourage everyone to join in acknowledging strictly complying with the aforementioned policy. The details were explained in the annual staff meeting of the Company as well which can be summarized as follows:

Guidelines that Directors, Executives and Employees follow include:

1) Directors, executives, and employees at all levels are forbidden to use internal data containing crucial information that has significant impact to the stock price and has not yet been declared to the public or The Stock Exchange of Thailand for trading to the advantage of self or others. Furthermore, the aforementioned parties are to avoid or refrain from trading the Company's stock for 7 days prior to the date of the Company's results announcement date.

2) The Company is responsible for announcing to the public information regarding the company key decisions and/or actions in a manner congruent with the rules and regulations set out by The Stock Exchange of Thailand via appropriated and acceptable media and channel.

3) The disclosure policy defines to ensure that all investors receive the information equality and promptly.

4) Directors and executives shall report all securities ownership issued by the Company, including those that pertain to self, spouse, and/or underage children, to The Securities and Exchange Commission accord to 56-1 One Report 2022 of Muangthai Capital Public Company Limited. in conformity with the section 59 of the Public Company Act B.E. 1992 and to the Board of Director on quarterly basis.

5) The Company specifies a strict policy regarding the protection of the Company is confidential information, and the prohibition of using the Company unpublished information for any benefits to personal interest and others the Company also communicates the use of inside information to all employees since date of all employees decided to working at the Company.

In addition, the Company also communicates the use of inside information to remind all employees. and sign acknowledgment of obligations from the date of the decision to become an employee of the company by specifying important details in the employment contract for all employees to know and communicate from top to bottom and from the bottom up through various media that, if many, as appropriate

6) The Company to complying with the laws relating to insider trading in all countries that the Company enters enterprises.

7) Directors, Executives, employees of the Company and third parties who come to perform duties who know or possess information the Company's internal information must;

7.1 Keep the inside information of the Company with care and security in order to prevent the internal information of the Company leaked to the outside.

7.2 Do not disclose inside information of the Company to other persons who are not related to the operation to prevent the inside information may be used whether for the benefit of oneself or others as it may affect the price or value of Securities of other companies or listed companies related to inside information or may affect investment decisions.

8) Directors, Executives, employees of the Company and third-parties who come to perform their duties who know or possess inside information of the Company must not buy or sell securities related to inside information, which takes advantage of other people who trade in securities without knowing inside information.

9) Directors, Executives, employees in all entities dealing with inside information, including related parties, are required to comply with the prohibition measures set forth in this policy to prevent the risk of misuse of inside information.

10) The Company must have a system to maintain and prevent the use of inside information that This ensures that inside information is not leaked and not be used for the purchase or sale of securities, whether for oneself or others.

Measures to Prohibit Securities Trading

The Directors, Executives, including those holding executive positions in accounting or finance who are department managers or the equivalent of the company. Employees in departments related to internal information including spouse or those who live as husband and wife and underage children of such persons who have received inside information must not trade in the Company's securities or other listed companies related to internal information during the period during the period after closing until the date of disclosure of the quarterly and annual financial statements.

In addition, in the case of the Executive Committee, internal information of employees in the departments related to internal information including spouses or those who live as husband and wife and underage children of such persons know the inside information of the Company or other listed companies related to inside information. Must not trade in such

Company's securities until a period of specified above has elapsed since the disclosure of all information to the public.

In 2022, the Company has no instances of fines, penalties, or civil action by regulatory agencies such as The Securities and Exchange Commission (SEC) or The Stock Exchange of Thailand about trading related assets and stock trading by using inside information from directors or executives of the Company.

Reporting of Holdings and Changes in Securities and Derivatives Holdings

1. The Company will educate the board of directors and executives including those holding executive positions in accounting or finance who are department manager level or equivalent of the Company concerning the duty of preparing, disclosing and submitting reports on the holding and changing of securities and derivatives holdings of oneself, spouse or cohabitant and minor children to the office of The Securities and Exchange Commission (SEC) in accordance with the provisions of The Securities and Exchange Act, the notification of The Securities and Exchange Commission and announcements of The Capital Market Supervisory Board, including relevant penalties under the law.

2. Board of Directors and Executives including those holding executive positions in accounting or finance who are department manager level or equivalent of the Company have a duty to disclose and submit a report on the holding and change of their securities and derivatives holdings. Spouse or those who live together as husband and wife and underage children including juristic persons under the provisions of the Securities and Exchange Act, notifications of The Securities and Exchange Commission (SEC) and notification of The Capital Market Supervisory Board concerned to the company secretary before submitting to the SEC every time, to be prepared in accordance with the form and forwarded to the SEC office within the following periods:

2.1 Within 7 workdays from the date of purchase, sale, transfer or acceptance of transfer of securities or derivatives. In the case of the person having the duty to report is a director or executive of the Company and in accordance with the complete criteria as follows:

(a) The Company notifies the names of directors and executives to enter into the information system of the names of directors and executives of securities issuing companies in accordance with the procedures prescribed by the SEC Office in the notification of the SEC Office regarding forms and Method for notifying or changing information of directors and executives of the Company.

- (b) Person who has a duty to report the purchase, sale, transfer or acceptance of transfer of securities or derivatives before the date on which the names are displayed in the list of directors and executives of the Company according to (a)

2.2 Within 3 workdays from the date of purchase, sale, transfer or acceptance of transfer of securities or derivatives, In cases other than 2.1

The Board of Directors and Executives signed a report their holdings in the Company, including their counterparts. Married and underage children as well as to report changes in securities holding to the Office of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand in accordance with Section 59 and penalties under Section 275 of the Securities and Exchange Act B.E.1992 All directors and executives are responsible for reporting their securities holdings including spouses and minor children with the SEC and The Stock Exchange of Thailand as follows:

1. Reporting of securities holding for the first time (Form 59-1) within 30 days from the date of being appointed as a director or executive.
2. Reporting of any change in securities holding (Form 59-2) every time When trading, transferring or accepting securities within 3 days from the date of the transaction and send a copy of this report to the company secretary to keep as evidence every time.

Each year, all Directors, Executives and employees are required to review the Code of Conduct and Anti-Corruption Policy and corruption. The contents cover the use of inside information and confidentiality of the Company. It is currently an online review and can be signed to acknowledge compliance with the policy after the review and comprehension test.

Retention and Prevention of Use of Internal Information

Internal information is important information. The sharing of internal information must only be within the framework of the duties and responsibilities assigned to it. Public disclosures of internal information, including any communications related to internal information, must only be approved by the President, Chief Financial Officer or designated person.

Prevention on Conflict of Interest Policy

1. Prevention on the Transactions that may cause Conflict of Interest

Directors, Executives and employees of the Company must try to avoid any action that may create a conflict of interest either directly or indirectly whether arising from contact with business related parties of the Company such as business partners, customers, competitors, or from the use of opportunities, assets or information obtained from positions, powers

and duties to seek personal benefits or for another person whether such action will result in the Company damaged whether directly or indirectly or not responsible for implementing the following requirements and considerations.

The Company stipulates a policy not to allow directors, executives and employees, including those related to such persons, to seek personal benefits that conflict with the Company's interests and should avoid acts that cause conflicts of interest and those involved or have an interest or related to the items considered have a duty to notify the Company of their relationship or connection in the said transaction. The said person does not participate in any decision in the transaction.

The Company requires its directors and senior executives to report the company's securities held by their spouses to The Stock Exchange Thailand, The Securities and Exchange Commission under Section 59 and penalty according to the Securities and Exchange Act B.E. 1992, Annual Registration Statement/Annual Report (Form 56-1 One Report)

In order to have guidelines for performing duties with honesty and not seeking personal benefits that conflict with the Company's interests and in accordance with relevant laws.

Guidelines of Directors, Executives and Employees follow include:

1. Disclosure and submit information of own and related interests to the Board of Directors in order interest immediately prior to the transaction. The Company has stipulated that the Company Secretary is obliged to conduct a regular survey of the list of stakeholders and transactions with interests every year end. The survey will be conducted with both directors, executives and/or related parties including related employees and present the information to the Audit Committee and the Board of Directors acknowledge at least once a year.
2. Avoid transactions that may cause conflicts of interest with the Company or a subsidiary or making transactions related to yourself and/or related persons and does not act in any manner that is contrary to the interests of the Company or its Subsidiaries or is seeking personal benefit and/or related persons.
3. Directors, executives, employees of the Company including the sub-committees who have interests in the meeting in any agenda must not attend the meeting and does not participate in expressing opinions and approving in the agenda considering matters that he or she has interests or have conflicts of interest both directly and indirectly or related persons benefit other financial or

any other benefits other than those normally expected or cause the company or the subsidiary has been damaged, it is assumed that the action is contrary to the interests of the Company and significant subsidiaries.

- (a) Transactions between the companies or subsidiaries with the Company's directors, executives or related persons without complying with the rules relating to transactions with the Company's directors and persons related to the Company or making a transaction related to the relevant laws and announcements including the policy of entering into connected transactions and the operating manual on entering into connected transactions of the Company.
 - (b) Using of the Company's information or a subsidiary that has foreseen unless it is publicly available information.
 - (c) Using of property or business opportunities of the Company or a subsidiary that violates relevant laws and announcements.
4. In the case of a normal transaction that has a trade agreement with general trading conditions in the manner that a sensible person would do with a general counterparty in the same situation with the bargaining power without influence in having the status of a director of the Company, an executive or a related person (as the case may be) As the Board of Directors has approved in principle, the Company shall prepare a summary of such report for the Audit Committee and the Board of Directors acknowledged and comment for every quarter in which such transactions are made.
5. Other transactions that are connected transactions which are not normal transactions for the Audit Committee to be considering and giving opinions on the necessity of entering into the transaction and the appropriateness of the price of that transaction first and shall proceed in accordance with the rules relating to the legally connected transactions and related announcements.
6. Supervise and be responsible for the Company and its subsidiaries have internal control systems risk management system and appropriate fraud and corruption prevention systems effective and is concise enough to ensure that the operations of the Company and its subsidiaries are in accordance with the policies, the Company's Articles of Association Relevant laws and announcements.
7. The Board of Directors must supervise the Company and its subsidiaries comply with the relevant laws. and disclose information

in accordance with the law and related announcements.

8. Provide a clear work system to show that the subsidiary has a system that is sufficient in disclosing information on significant transactions in accordance with the established rules on a continuous and reliable basis and there is a channel for the Company's directors and the management of the Company able to obtain information of the subsidiary to monitor the operating results and financial position making reports between subsidiaries with the Company's directors and executives and making significant transactions of the subsidiaries efficiently.
9. The Company stipulates that the Board of Directors and Executives are defined according to the definition of the Office of The Securities and Exchange Commission. The Stock Exchange of Thailand (SEC) must report their interests and their conflicts of interest and related persons which is a stake related to the management of the Company or a subsidiary and when taking office for the first time and to report every time there is a change of information on interests in accordance with the form approved by the Board of Directors to the chairman check as soon as notified by the company and when changing information. In order to comply with The Securities and Exchange Act B.E. 1992 and be able to use such information in the examination and prevent conflicts of interest.

In the year 2022, the Company did not find any transaction with conflicts of interest which were in violation of the policy to prevent transactions possibly causing conflicts of interest.

The Company has educated the directors. Executives and employees regarding the prevention of conflicts of interest are disseminated through the Company's intranet (MTCU) and have regulations informing all employees to read and study the policy and sign their acknowledgment that they will comply with the policy.

2. Related Party Transactions or Connected Transaction

In the year 2022, the Audit Committee has considered the appropriateness of the connected transactions carefully that the connected transaction was done fairly. The conditions of the connected transactions are subject to market prices, contract prices, and agreed prices which are reasonable and in accordance with the general business operation according to the market price and in accordance with fair and at Arm's Length Basis. This agrees with the

rules of the Office of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand strictly regarding to transfer pricing policy and other conditions with persons who may have conflicts of interest as if transactions with outside parties in which the directors and executives with vested interests do not participate in the consideration and voting on matters relating to connected transactions.

The Company has formulated policy and disclosed the Related Party transaction in accordance with the regulations of The Securities and Exchange Commission and The Stock Exchange of Thailand in the form 56-1 One Report.

Inter-Pricing Policy

To prevent conflict of interests of transactions from a connected person, the company prescribes market value or fair price as value used for the transaction.

Measures for Connected Transaction or Related-Party Transactions Approval

The Company has given importance to the prevention of conflicts of interest arising from connected transactions or related-party transactions. In the approval process, the Company carefully consider in conflict of interest, honesty, fairness and independence under the moral ethics and principles of good corporate governance. To ensure that the process is honestly, the transaction must approve by the Board of Directors to prevent the conflicts of interest. Therefore, the Company has set the practices for the approval of connected transaction or related-party transactions of the Board of Directors as follow;

1. Each director must disclose an information or transactions that might lead to conflict of interests or connected transaction or related-party transactions as required by The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET)
2. Directors with related interest are prohibited from participating in approval process. In case the connected transactions have been conducted, the Audit Committee shall participate in giving opinion in accordance with the principles of good corporate governance and the regulations of The Stock Exchange of Thailand (SET)
3. To providing or investing in business that Director that interest must approved by the Board of Directors without attendance of such Director. To prevent conflict of interests, pricing and terms and conditions must be determined in accordance with the company normal trading and as same as the treatment that given to general customers.

In 2022, the Audit Committee reported the audit results of connected transactions that occurred during the year to the Board of Directors together with the quarterly financial statements and annual financial statements.

In 2022, the Company has no instances where the Company is fined, accused or taken civil action by regulatory agencies such as The Securities and Exchange Commission (SEC) or The Stock Exchange of Thailand regarding the disclosure of related transactions and trading of related assets in anyway.

3. Stakeholders of the Company and/or Senior Management

The Company requires directors and senior management to report their own interests and related persons who have interests in connection with the management of the business of the Company or subsidiary when holding the position of director or senior management. Whenever there is a change in stakeholder information as well as a regular report at the end of every year, the report must be made. The Company secretary must send a copy of the said interest report to the Chairman of the Board and the Chairman of the Audit Committee in order to comply with the Securities and Exchange Act B.E.1992 and to use such information to investigate and prevent conflicts of interest.

The Company requires that the stakeholders of the Company have a duty to report to the Board of Directors about trading of the Company's shares at least 1 day in advance before trading. In the Board meeting, the directors with interests in any matter will not participate in the consideration process and have no voting rights in that matter which has to be recorded in the minutes of the meeting. In order to avoid any conflicts of interest, the Company has established a written policy to avoid conflicts of interest in Team Members Code of Conduct and specify approval process for any connected transactions between the Company or persons who may have conflict of interest.

For any transactions that are related to any director of the Company, that particular director does not have the right to vote on such transactions. The Board also has established a policy that prohibits management and staff from utilizing inside information for personal use.

In the process of approving connected transactions, the relevant work units will perform the primary evaluation, by analyzing whether the transactions are reasonable and for the ultimate benefit of the Company, and whether they are fairly priced. For example, for asset acquisition, the investment department must perform return on investment analysis, and where necessary, external advisors or experts may be engaged in order to provide independent opinion on the transactions. The transactions are then proposed according to the

internal approval process, where directors or management with conflict of interest must not participate in the approval process. Moreover, the Audit Committee oversees that the connected transactions are necessary and are done on a fair price basis.

Each year the Company provide communication Review the Code of Conduct and Anti-Corruption and Anti-Corruption Policy. The content covers conflicts of interest to the directors, executives, and all employees have signed their acknowledgment of compliance with the policy after reviewing and taking the comprehension test. Currently, this is an online review. and disseminate through the Company's various public relations media on a monthly basis, such as e-mails, public relations boards and in the intranet. In addition, the Company requires that the Company's directors, executives and related persons Disclose the stakeholder report twice a year, in June and December.

The Company has followed for the prevention of conflicts of interests in 2022 are summarized below.

1. The Company conducted follow-ups and successfully achieved 100 percent submission of annual conflict of interest disclosure reports by GC Groups' Executives and employees through its system.

2. The Internal Audit Unit conducted an audit of the Company's procedures related to the disclosure of conflicts of interest and found that they followed relevant practices.

3. To comply with the criteria and methods stipulated by the announcements of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET) regarding connected transactions, The Company initiated the revision of its connected transaction handbook, in which the names and roles of units responsible for overseeing a connected transaction when one arises were added to ensure alignment with the organizational structure.

In 2022, the Company has no complaint in relation, instances where the Company is fined, accused or taken civil action by regulatory agencies such as The Securities and Exchange Commission or The Stock Exchange of Thailand about fraud and corruption offenses to fraud or ethical misconduct or any incident that may cause negative reputation to the Company as the result from the administration of the Board of Directors. Nonexecutive directors of the Company did not resign due to any CG misconduct. There is no legal dispute on labor issue, consumer right, or business trading activity.

Policy in Reporting the Interests of the Directors and Executives

Criteria and methods for reporting the interests of the Directors and Executives

1. Purpose

The Securities and Exchange Act (No. 4) B.E.2008 stipulates that directors and executives must perform their duties in the Company's operation with responsibilities, caution, and honesty. The decision must be made without interest whether directly or indirectly in the matter of decision-making as well as refraining from doing anything that is significantly contrary to or inconsistent with the Company's interests.

Section 89/14 of The Securities and Exchange Act. (No. 4) B.E.2008 stipulates that the directors and executives have the duty to report their interests and those of related persons to the Company and Section 89/16 of the Securities Act stipulates that the Company secretary is responsible for submitting the copy of the report on interests to the Chairman of the Board and the Chairman of the Audit Committee within 7 working days from the date the Company received the report. According to the notification of the Capital Market Supervisory Board, the Board of Directors has been assigned to determine the rules and methods for reporting such interests. This was effective from 1st July, 2009.

In addition, there are other relevant laws such as the Public Companies Act B.E.1992 requiring directors to report their interests in any contract with the Company and notify the Company of their shareholding or debentures in the Company and the affiliates.

Therefore, in order to comply with relevant laws, Muangthai Capital Public Company Limited ("the Company") has established this rule along with the reporting form to determine how to report interests and provide the Company with the necessary information to follow up and oversee the interests as well as reporting possible conflicts of interest of the Board of Directors and executives of the Company. This will help the Company's directors and executives perform their duties in accordance with the laws and prevent conflicts of interest.

2. Persons who have the duty to report their interests to the Company

The Securities Act stipulates that the Company's directors and executives are obligated to report their interests to the Company. The executive means the managers or the first four executive positions after the manager, persons holding an equivalent position with every four executive position and shall include persons holding management positions in accounting or finance or equivalent according to the definition of executives of the Capital Market Supervisory Board.

3. Interests and background information required to be disclosed in the report

The directors and executives must disclose their own interests and those involved when agreeing to enter into any transaction with the Company and the affiliates.

In this regard, agreeing to enter into a transaction means entering into or agreeing to enter into any contract or agreement, either directly or indirectly, to cause the acquisition or disposition of assets, renting or leasing assets using or receiving services, giving or receiving financial assistance as well as providing professional services.

However, the directors and executives possibly consider not submitting a report on their interest if such transaction is insignificant to decision-making and the value of the transaction does not exceed 0.03 percent of the Company's net tangible assets or 20 million baht per year whichever is lower and in case of professional service transactions by independent directors with the value not exceeding 2 million baht per year.

In addition, the names of directors and executives must be disclosed in order for the Company to have information to support compliance with the regulations on connected transactions possibly causing conflicts of interest and possibly leading to the transfer of interests of the Company and the affiliates.

4. Methods and deadline for reporting

4.1 Newly appointed directors or executives must prepare a report on their interests and background information using the report on interest and profile of directors and executives (Form 89/14) to submit to the Company Secretary within 7 working days from the date of appointment. The Company Secretary will facilitate the preparation of basic information.

When there is a new transaction of interest or any change in historical data during the year, the report on changes in interest and profile of directors and executives (Form 89/14-1) shall be used and submitted to the Company Secretary within 3 working days from the date of transaction or information change.

4.2 After having received the report as in 4.1, the Company secretary shall make a copy of the report to the Chairman of the Board, Chairman of the Audit Committee and Chief Executive Officer within 7 working days from the date the Company received the report and report to the Board of Directors in the next meeting every quarter.

4.3 At the end of each year, the Company Secretary shall prepare the report Form 89/14 to be submitted to the Board of Directors and the executives to confirm the accuracy of the information for disclosure in the Company's annual information disclosure form and annual report.

Personal Data Protection Policy

The Company recognizes the importance of protecting personal information of customers who have managed to collect it used to reveal and data transfer for use in receiving services management of the use of personal information that aims to use the service to

meet the needs and suitability with a focus on responsibility and to protect the personal information of all stakeholders, namely shareholders, employees, customers, business partners, competitors, regulators and communities.

The Company therefore announced the personal data protection policy on the website to show transparency in operations managed according to the operating framework that is consistent with the Personal Data Protection Act (Personal Data Protection Act.: PDPA) by providing services through online channels and customer service centers (Call Center) specified by the Company.

Social, Environment and Stakeholder Responsibility Policy

The Company operates its business under the framework of good governance. It is transparent and verifiable, with a commitment to business development while creating a balanced economy society and the environment. The Company is determined to maintain itself as a good corporate citizen for sustainable business operations and able to manage the business to grow steadily and is accepted in society Based on ethics and good corporate governance principles as well as to generate effective returns for shareholders, considering the impact of business operations on those involved with the Company in all aspects from the fact that the company Be aware of social and environmental responsibility. Therefore, policies related to various fields have been established as follows:

Responsibilities to Stakeholders Policy

Stakeholders Treatment

The Company is responsible for carrying on its business and maximizing its business value for the benefit of stakeholders in the long run. To achieve that purpose, the following practices are recommended:

(1) The Directors, Executives and employees shall honestly and carefully perform their designated duties with great efforts, mainly considering the best interests of the Company.

(2) The Company equally treat all employees and avoid any actions that may jeopardize their well-being.

(3) Customer responsibility is important and, therefore, we commit ourselves to satisfying customer demand and providing our customers with correct and sufficient information to support their decision-making. No illusive information or misleading information in relation to our business or products will be given to customers. In respect of business partners and competitors, we observe equal treatment and fair competition.

(4) The Company is responsible for communities, society and the country by extending our cooperation, and assistance and complying with all applicable laws.

(5) The Company always stick to a good conduct to reinforce fair business, without seeking any interests that may derive from illegitimate activities.

The Company realizes that stakeholders in the Company's interests should be taken care of by the Company in accordance with the rights established by law or by mutual agreement, considering the relationship and cooperation among them. As this can build financial stability and the sustainability of the business, the Company attaches importance to fair treatment and the rights of all stakeholders both stakeholders who are directly affected by the Company's business operations and indirectly affected groups or has not been affected by the business of the Company at all. Since the year 2018, the company has divided the stakeholders into 7 groups. The Board of Directors has considered increasing the supervision department to be another group of stakeholders because almost all of the Company's business is affected by the laws and supervision of the Bank of Thailand. In addition, the Company is obliged to report to the Bank of Thailand and other relevant regulatory agencies.

However, the responsibilities, issues of impacts, and the tools used to communicate with the stakeholders may vary from year to year due to changes in the environment and the changing risk which will be updated by the Company periodically. For the sustainable development of the Company, the roles of stakeholders in the Company's Code of Conduct can be summarized as follows.

Policy and Guidelines for the Practices Towards Employees, Executives, and Directors

The Company realizes the importance of all employees, executives and committees who play the role in driving the Company to continue the business operation in the future. Thus, the Committee established human rights policies and practices in accordance with the United Nations framework for the protection, respect and remedy by respecting the principles of rights and humanity at all levels. This includes striving to prevent human right violations by treating everyone equally to be free from discrimination, support and promote human rights. The actions that violate human rights are avoided. In addition, the Company realizes the importance of labor by treating employees, executives and committees fairly in accordance with labor laws and regulations related to labor.

The Company has strictly set a policy to report complaints and measures for protecting the employees who make complaints or whistleblowers to demonstrate transparency and compliance with

the corporate governance principles. The whistleblowing process will be carried out to achieve independence. The Internal Audit Department and the Audit Committee are responsible for investigating complaints as disclosed in the whistleblowing policy on the Company's website. The employees can whistleblow via electronic mail channel (whistleblower@muangthaicap.com) and by post to Muangthai Capital Public Company Limited No. 332/1 Jaransanitwong Road, Bang Plad Subdistrict, Bang Plad District, Bangkok 10700 or Tel. 02-483-8888.

In addition, the Company has established guidelines for evaluating performance and determining remuneration for employees, executives and the Board of Directors fairly, appropriately, and in accordance with the short-term and long-term performance of the Company. This can be compared with the same industry as well as giving importance to the development of personnel to be knowledgeable and competent to perform work in order to drive the Company's operations towards the direction placed by the Board of Directors effectively. This includes the setting of safety policy and sanitary in the workplace as well.

However, the Company has also set a code of conduct for the use of internal information and trading in the Company's securities in order to prevent the directors, management and employees from using the internal information for their own benefits or of someone wrongfully. The guidelines and policies are communicated to everyone in the organization and follow up on a regular basis. Therefore, the Board of Directors and executives have the duty to report the holding of securities and the changes in securities holding in accordance with the criteria of the Office of The Securities and Exchange Commission. It is reported to the Board of Directors every time there is trade on securities and in the board meeting. The secretary must report a summary of the directors' securities holding to the meeting for acknowledgment everytime.

Policy and Guidelines for the Practices towards Customers

The Company performs the business operation with honesty and fairness to provide accurate information to customers and free competition according to market mechanism considering the highest customer needs and satisfaction. The Company has the business approach of Customer Centric under the slogan "Intimate Services Like Closed Family Members". The Company has are responsible for the customers and maintain the confidentiality of customers including the creation of new innovations for the convenience and fast service to customers. The Company has established the policies and guidelines for dealing with customers focusing on the responsibility to customers covering the customer needs, customer satisfaction, and the essential rights of customers as follows:

Guidelines of Directors, Executives and Employees follow include:

1. The Company arranges for a thorough evaluation of customer debt service ability by focusing on customers not to create excessive debt and have enough net money left to live.
2. The Company develops, designs and offers credit products that meet customer needs taking into account the long-term financial stability.
3. The Company conducts marketing promotion appropriately and does not encourage unnecessary debt.
4. The Company believes that listening to the needs and satisfaction of customers is an important ladder in the Company's sustainable development. The goal in improving the loan products and services in accordance with the real needs of customers can develop communication channels with customers so that customers can comment and complain through other channels such as hotline, email, social media, Facebook and LINE apps, Whistleblower Channel, customer experience enhancements such as AI Chatbot service in Facebook Messenger.
5. The Company operates the business with responsibility on the customers' rights and has a policy not to act in violation of the customer's entitled rights. For example, the right to make appropriate financial decisions means the right that customers will be able to decide to apply for a loan in their satisfied amount.
6. As the Company is aware of the customer's personal information rights, the Company has set up a personal information protection policy and the security of information systems published on the Company's website as a guideline for the protection of personal information of customers, employees and business partners of the Company in accordance with the Personal Information Act. announced as well.

Policy and Guidelines for the Practices towards Shareholders / Investors / Creditors

The Company strictly abides by all terms and connections as stipulated in agreements with creditors and creditor guarantees in respect to purpose and utilization of loan, repayment and proper maintenance of collateral. Furthermore, the Company has no policy to disclose information that causes damages to creditor. In the case, that one of the conditions cannot be met must notify creditors in advance to jointly consider a solution.

Guidelines of Directors, Executives and Employees follow include:

1. The Company respects the rights of shareholders, investors and creditors equally by attaching great importance to the disclosure of financial information and general information correctly, sufficiently, transparently, and in a timely manner for shareholders, investors, and creditors to make decisions and fully participate in the expression of opinions according to their rights. The Company provides the dissemination of news and information via the investor relations channels, various media and investor relations activities by establishing the investor relations department to be responsible for communication, answering questions to shareholders, investors, creditors and other stakeholders. The Company has a policy to strictly comply with the conditions, contracts and obligations agreed with creditors whether it is about the purpose of using the money loan repayment Guarantee terms Guaranteeing the quality of collateral and any other matters that have been agreed upon with creditors.
2. The Company has never had any dispute in regards to the default on debt settlement. The Company pays the money to the creditors in accordance with the payment terms agreed in advance.
3. Monitor the payment of loans and interests to creditors by the due date and complete comply with loan covenants according to the agreement. In the case, that the company is unable to comply with any condition of agreement, the company will immediately inform the creditor so as to find a reasonable and mutually-acceptable solution together.
4. The Company provides correct and honest status and financial reports to creditors periodically.
5. The Company has established a strategy in treasury function to promote security and strength in capital management to prevent the company from experiencing difficulty in repaying creditor. There is also liquidity management to repay debt on maturity in timely manner.

Policy and Guidelines for the Practices towards Business Partners

The Company attaches great importance to the selection of suitable partners by ensuring that the selection process and treatment of business partners are fair and equitable. The Company places great importance on having a reputable partner with good ethics and professionalism who can comply with the specified conditions. In the year 2022, the Company improved the supply chain management policy by specifying the effects and economic risks, society and environment of business partners in evaluating key business partners of the Company such as the management on corporate governance, the risk of violating environmental and labor laws, etc., in order to contribute to sustainable business development.

Guidelines of Directors, Executives and Employees follow include:

1. Not demanding, accepting and giving any wrongful benefits in any form to our partners.
2. Any bribes are offered or raised, disclosure to partners must be executed and joint solution must be acted fairly and quickly.
3. Agreed commitment must be complied strictly, we shall notify any concern conditions to trading partners in advance to jointly find solutions.

Guidelines and Regulations in Selecting the Trading Partners

Criteria for Selecting Partners

Social responsibility and customers treating

1. Deliver products on time
2. Not receive any item or benefits
3. Maintain product image standards and claimable products
4. Feedback from customers is welcomed to improve and develop the products to meet customer demands

Social responsibility and treating of employees of the vendors

Having well-managed human resource management services from partners will help reduce risks about the quality of products and services in order to deliver goods on time. For example, if a vendor gives poor care to employees such as paying unfair wages, the frequent impact will be the frequent turnover of employees of vendors. This causes risks in business operation in the future such as the risk from receiving items that are not on schedule, the risk of getting poor quality products due to insufficient staffs and no expertise in the job.

Other social responsibilities

The contribution is made to society with the donation of money or things, creation of public benefits such as ambulances, schools, overpasses, donation of computers or things, etc.

The Steps to Apply for Partner Business are as follows:

1. Submit copies of company or individual registration certificates, other certificates and tax registration (if any).
2. Provide bank account information
3. Agreement signed by both parties (if any)

Policy and Guidelines for the Practices Towards Competitors

The Company attaches importance to treating competitors by conducting business within the framework of ethics,

ethics and good competition rules. Comply with relevant rules and regulations, do not damage the reputation of competitors, and have to seek for confidentiality honestly or improperly. Don't take advantage of competitors, don't illegally obtain confidential information, and don't infringe copyright. Or the intellectual property rights of illegal competitors, including supporting cooperation with competitors to benefit consumers. This is not to monopolize market share, nor to damage the reputation of business competitors through malicious accusations.

However, In the year 2022, there has been no litigation dispute between the Company and its subsidiaries and competitors.

Guidelines of Directors, Executives and Employees

1. Comply with the rules of the competition well.
2. Non-confidential information to competitors by means of dishonest or improper.
3. Do not damage the reputation of competitors.

Policy and Guidelines for the Practices Towards Communities and Society

The Company is committed to being "Responsible Microfinance Loan Provider" covering sustainability in 3 dimensions; economic dimension, social dimension, and environmental dimension.

Economic Dimension : The Company sets the main goals of economic sustainability development in developing the access to funding sources and reducing the economic disparities of people. This reflects the business philosophy of the Company in the loan products, interest rates and fees, service standards and performance indicators of the Company and Community Investment.

Social Dimension : The Company has established a social sustainability development strategy focusing on the development of the community and society to be stronger and become part of the community. This starts with the development of direct stakeholders, namely personnel and customers of the Company through the Company's related policies and communities at the Company's branches located through the Company's various CSR projects.

Guidelines for Supporting Various Activities and Participating in Community Development are as follows:

1. When the Company receives a letter of invitation to participate in community activities. The Human Resources and Administrative Department has a duty to present to the authorized person for approval according to the criteria set by the Company.
2. In case when society has a serious disaster, the Company will donate profits from operations to alleviate the suffering of those affected by the disaster and will always announce employees to participate

in such activities. However, donations or giving must not violate the principles of practice.

3. Participate in donations to support activities on special occasions for nearby communities such as Children's Day, Religious Day. Participating in community development and social assistance in the event of a serious disaster as the Company deems appropriate.

Environmental Dimension : Although the Company's business which is the financial service business does not have a direct negative impact on the environment, the Company cannot deny that the existence of the Company does not cause any impact to the environment because the Company still uses natural resources. There is a consumption of energy, fuel and electric power, and so on. Thus, the Company has established a policy to use resources efficiently.

The Company focuses on the effective use of resources and energy conservation practices, including:

1. Strictly abide by environmental laws and regulations.
2. Select technologies and operating procedures that meet environmental standards, and consider pollution control and treatment before treatment.
3. Support the reuse of double-sided paper and other materials.
4. Shut down the air conditioner and power supply during the period of suspension or when the management personnel and employees are not in the office for a long time.
5. Garbage classification and reuse of some resources, such as plastic boxes and bags.

The Company encourages directors, senior executives and employees to be aware of the effective use of resources. Although the project has no obvious digital effect, such as energy cost or cost reduction but it is helpful to cultivate personal habits, bring them back to the daily life of the family, and become good citizens of the society.

Policy and Guidelines for the Practices Towards Regulatory Agencies

The Company performs the business operation under a personal loan business license and a micro loan business license under the supervision of The Bank of Thailand. Therefore, the Company is obliged to operate the business in accordance with the supervision guidelines for business operators under the license. This includes fair Market Conduct and reporting of information to relevant regulators in a correct, transparent and timely manner.

Policy and Guidelines for Non-Infringement of Intellectual Property

The Company operates the business in compliance with intellectual property laws with a policy not to support any action that infringes intellectual property, such as the use of any software. The Company's work system must be licensed and legally copyrighted only and employees are prohibited from installing pirated software on the Company's computer systems.

Guidelines to Intellectual Property and Copyright as follow;

1. Employees must comply with the laws, regulations and contractual obligations regarding intellectual property rights, and including patents, copy rights, trade secrets, and other information proprietary. Employees shall avoid violating intellectual property of others.
2. Employees who bring works or information that is the right of third parties that have been obtained or to be used within the Company must be checked to be sure that it will not infringe on the intellectual property of others.
3. Employees who use the Company's computers should use only the licensed software programs of the Company to avoid violating intellectual property of others.
4. Upon termination of employment must deliver various intellectual properties including various works returned to the company regardless of whether the data is stored in any form.

Health and Safety at Work.

The Company adheres to and attaches great importance to the safety and hygiene of its employees in its operations and the community in which it is located. Operational decisions and act to protect the company's concern about the environment and the responsibility to make sure the company's products and business comply with regulations and standards to the Company's policy is to be vigilant about safety and the environment.

Compliance with human Rights Principles

The Company attaches importance to equality and fairness of people without doing anything which is a violation of human rights, unfairly discriminate against individuals on the grounds of differences in origin, race, gender, age, education, disability, economic, social or political opinion.

Guidelines to Human Rights Norms as follows:

1. Encourage employees to exercise their rights as citizens in accordance with the Constitution and laws.

2. Protect employees' personal information, such as resumes, health records, work records, etc. Only with the consent of the employee can the employee's personal information be disclosed or transferred to the public. A disciplinary offence shall be deemed to be a disciplinary offence unless it is carried out in accordance with the Company's regulations or the order of the competent authority or law.

3. Do not support enterprises that violate universal human rights principles and are corrupt.

4. All employees shall not take any verbal or threatening behavior according to the culture. Race, gender, religion, education, age, marital status, sexual orientation, gender identity and/or expression, physical and mental disability. Including opinions, concepts and working modes. This will emphasize that each employee should not ignore the different opinions or new ideas of others because innovative ideas and innovative solutions are critical to the success of the Company.

In addition, the Company has not received any complaints about human rights violations due to the Company's business operations both internal and external departments as well as the Company. There are no legal disputes in terms of labor forced labor or slave labor child labor consumer rights and any business operations.

Such policies and measures are published on the Company's website (www.muangthaicap.com > Investor Relations > Sustainability > Sustainability Development Policy > Human rights policy).

Anti-Corruption

Anti-Corruption Policy

The Company realizes that corruption has a negative effect and is an obstacle to the country's social and economic development. It's a bad business practice causing unfair business which will negatively affect the reputation of the Company both in terms of business ethics competitiveness and is not universally accepted as well as making shareholders, investors and all stakeholders lack of confidence in the organization, the Company therefore regards it as an important principle in doing business to not support businesses, groups of people, or persons involved in pursuing undesirable benefits, whether directly or indirectly from the abuse of authority and ready to cooperate with the government, the private sector, the media and international organizations to demonstrate our commitment to fight against all forms of corruption. The Board of Directors has resolved to approve the Company's anti-corruption policy and

measures. using the guidelines of official agencies including the "Coalition of Thailand's Private Sector Collective Action against Corruption" whereby the company has set guidelines, set guidelines and operates with transparency to be regarded as clear guidelines for conducting business, which all directors, executives and employees must strictly adhere to as follows:

1. The Company prohibits directors, executives and employees of the Company to solicit, act or accept any form of corruption, directly or indirectly, whether monetary or non-monetary to government agencies or private entities or business partners with whom the Company operates or is in contact with. This is for the benefit of the organization, self, family, friends and acquaintances or for the benefit of business. This covers all businesses and all related departments of the Company and to regularly review the implementation of this anti-corruption policy and measure as well as reviewing practices and operating requirements. This is for complying with changes in business, rules, regulations and legal requirements. The violation of any action that supports and helps or cooperating with corruption will be considered punishable according to the Company's regulations.

2. The Company does not cooperate or support any activities, persons or organizations that violate the law related to corruption or a threat to society.

3. Do not perform any behavior that shows that it is accepting bribes or giving bribes to stakeholders in the matter that they are responsible for, both directly and indirectly to obtain benefits in a wrongful way.

Such policies and measures are published on the Company's website (www.muangthaicap.com > Investor Relations > Sustainability > Sustainability Development Policy > Good Corporate Governance Policy > Anti-Corruption Policy)

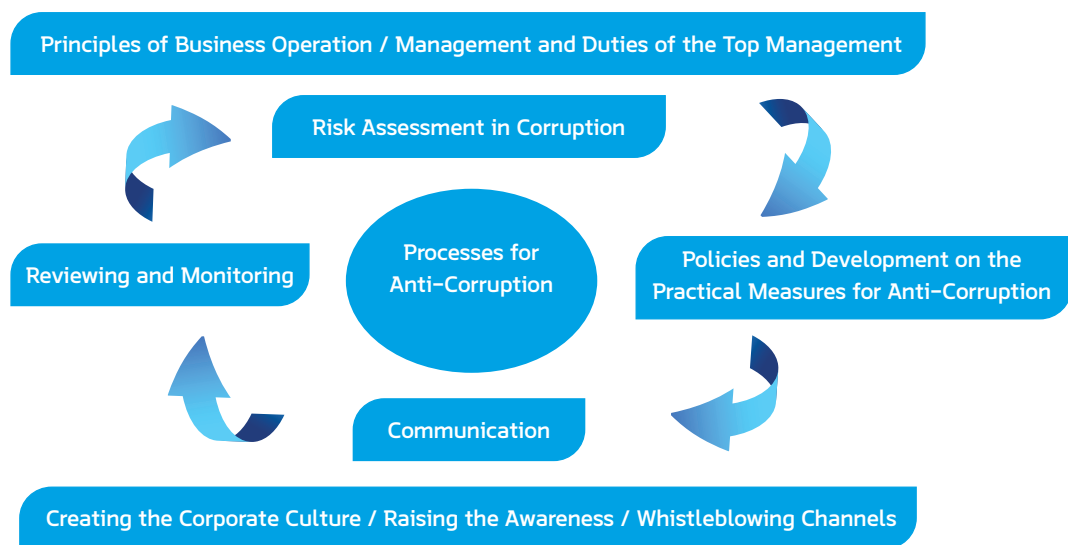
The Company has been certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC) officially as part of business practices that are consistent with good corporate governance principles. Currently, the Renewal of the Certificate from Thailand's Private Sector Collective Action Coalition Against Corruption is under consideration.

In addition, the Company has been certified to be a member of the Collective Action Coalition (CAC) of Thailand's private sector in fighting against corruption. In addition, the Company has no issue or deficiency in relation to the litigation charges involving anti-competition, discredit, monopoly trading, discrimination, and corruption. The Company has no fine or non-monetary penalty due to the illegal action, not comply with the applicable law, or violation of business ethics.

Corruption Risk Assessment Process

All directors and executives of the Company recognize and understand that in the Company's business processes, there may be a risk of corruption and bribery. In order to eliminate the risks, directors and executives are required to regularly assess the risks of corruption and bribery that may occur in the Company at least once a year and reviewing existing risk management measures appropriately to prevent risks to an acceptable level. In addition, the Company's management must communicate to all employees at various levels to understand and cooperate continuously to manage such risks effectively.

The Company has established procedures for assessing corruption risks to be used as guidelines in accordance with the Anti-Corruption Policy with the purpose of enhancing ethics and measures to combat corruption throughout the organization and implement them into the corporate culture.



The Company will measure corruption risks within the organization including preparing for anti-corruption practice self-assessment. The Company believes that corruption can be controlled by having a good internal control system including setting segregate organizational structure with clear workflow; encouraging employee's moral and promoting personal development to upkeep business ethics and the Code of Conduct; creating interdepartmental network; providing a communication channel for corruption complain; setting procedure for complaint's protection and keeping confidential information; having transparent, reliable and fair investigation, monitoring, and control process; and setting punishment method for committees, executives and employees who commit in corruption. The Company highly commits to the compliance with its anti-corruption policy continuously.

Whistleblowing Policy

The Company recognizes and recognizes the importance of strengthening the relationship and understanding between all stakeholders with the Company, including

shareholders, customers, trading partners, creditors, executives and employees of the Company, as well as those affected by the Company's operations, can report complaints or provide information to the Company upon seeing or knowing or have questions or has reasonable grounds to believe in good faith that the Company or its employees have acted in violation of or failing to comply with the law, rules and regulations of good corporate governance. Business ethics, policies and procedures that may cause damage to the Company.

Complaint and Whistleblowing Measures

The Company has provided channels for complaints and whistleblowing. This covers from receiving complaints to investigation of facts and summarizing, including the protection of the whistleblower and the person concerned. This is to receive complaints or opinions or suggestions from stakeholders who are affected or are at risk of being affected by the Company's business or from the performance of the Executive Directors and employees of the Company regarding illegal or unethical acts, including behaviors that may imply corruption.

Scope of Whistleblowing or Complaints

If anyone has a clue about the wrongdoing which meets the conditions in the following matters:

- 1) Illegal acts against Policy/Principles of Corporate Governance or business ethics
- 2) Behavior that may lead to corruption or misconduct to seek unlawful benefits for oneself and or others such as corruption, embezzlement, fraud, etc.
- 3) Violation of rules, regulations, Company's regulations
- 4) Exposure to unfairness in the performance of work or found a defective internal control system of the Company until it is suspected that it may be a channel for corruption or cause to suspect that it may be a channel for corruption or make the Company lose benefit.

Channels for Complaint and Whistleblowing

- 1) Send the letter by Email
(Email : whistleblower@muangthaicap.com)
- 2) Send the letter by post to the following address:
Mrs. Kongkaew Piamduaytham
Chairman of Audit Committee
Muangthai Capital Public Company Limited
332/1 Jaransanitwong Road, Bangplad,
Bangplad, Bangkok 10700
- 3) Telephone to the whistleblowing receiving department: 081-751-1587

Consideration of Whistleblowing or Complaints Processes

1. Information received will be treated as confidential and the name of the whistleblower was not disclosed or public complaints without consent.
2. Details of the whistleblowing or complaints must be true, clear, or sufficient to investigate the facts for further proceedings.
3. The response time to the whistleblowers should not exceed 3 days after receiving the whistleblowing.
4. Timeline for processing complaints depends on the complexity of the matter, document adequacy, evidence received from the whistleblowers including documentary evidence and explanation of the whistleblowers but not later than 30 business days.
5. Whistleblower or complaints will be entitled to protection whether they are employees or outsiders.
6. Complaint receiver and those involved in the investigation process must keep relevant information confidential and will be disclosed as necessary considering safety and damage of the whistleblowers or those who cooperate in the investigation of facts or source of information or related persons.

Measures to Protect Whistleblowers or Complainants and Confidentiality

1. The Company will collect information and identity of the whistleblower or the complainant confidential.
2. The Company will disclose information as necessary considering safety and the damage of the reporting person. The source of the information or the person involved in the damage will be mitigated through appropriate and fair procedures.
3. The Company will not treat unfairly to the whistleblower who complains whether by changing job position, job description, workplace, suspending work, intimidating, interfering with work, laying off employment, or doing any other act that is unfair to the whistleblower or those who cooperate in the investigation of facts.
4. In case of complaints or those who cooperate in the investigation of facts can request the Company to determine appropriate protection measures or the Company may impose protection measures by the complainant or the person who cooperates in the investigation of facts without request if it is prone to damage or insecurity.

Process and Procedures for Complaints and Whistleblowing

When witnessing an incident that has violated or does not comply with the laws and regulations, principles, guidelines for anti-corruption policies including actions that may imply corruption of directors, executives and employees of the Company, the whistleblowers can report the matter through channels for complaints and whistleblowing. If the employees see such incidents, they should inquire or consult with the supervisor first. If not sure or uncomfortable doing so, they can report the matters through complaint channels and whistleblowing. When the recipient receives the complaint, they can consider taking appropriate action or refer the matter to the relevant parties, considering their independence to act on the subject matter or issues raised to investigate and follow up on the progress to ensure action is taken appropriate to the complaints received.

Complaints or Whistleblowers in Bad Faith

If found that complaints or whistleblowers is an act of dishonesty or reporting that information is false due to intentional misrepresentation of facts or defamation of others and in case of being an employee, the Company will consider a violation of the Company's code of conduct to receive the penalties. If such actions cause damage to the Company, the Company will consider taking legal action.

Measures to take action against those who do not comply with the Said Policies and Guidelines

The Company takes measures against violators of compliance if the violations are factual. After the investigation measures were carried out to the end including direct supervisors who ignored wrongdoing or acknowledged wrongdoing but did not take correct action, persons who violate laws, rules, policies, and other practices of the Company will be subject to disciplinary action by considering the intention, environment, result of the offense cooperation in the investigation. The actions are taken against the infringer to correct or prevent the same from happening again. The violators may be subject to disciplinary action from warning to disciplinary punishment. The most seriousness is termination of employment. Disciplinary punishment shall be in accordance with the Company's regulations and the decision according to the resolution of that committee meeting is final.

In case the director does not compliance with anti-corruption measures, the punishment must be fair compared to the penalties for employees.

6.2 Business Ethics

The Company is determined to manage and operate business with due regard to social responsibility and stakeholders such as shareholders, customers, business partners, employees, communities and surrounding society. This is to create sustainability in business and able to manage the business to grow steadily and be accepted in society, as well as to be able to generate returns to shareholders efficiently by considering the benefits and impacts of business operations on stakeholders related to the Company focusing on social responsibility.

The details of the Code of Business Conduct are published on the Company's website (www.muangthaicap.com > Investor Relations > Sustainability > Sustainability Development Policy > Good Corporate Governance Policy > Policy and guideline for corporate governance and Business ethics) and appear in Attachment No. 5.

6.3 Significant Changes and Developments In Policies, Practices and Corporate Governance Systems in the past year

6.3.1 Significant Changes and Developments related to Policy Reviews

The Board of Directors, executives and all employees attach great importance to and has always adhered to the principles of good corporate governance and business ethics for the Company have effective management, be transparent and aware of the impact on all direct and indirect stakeholders. It is in accordance with such policy. The Board of Directors therefore appoints and assigns the Corporate Governance Committee to be responsible for overseeing, monitoring and supporting the Company's operations in accordance with the policies and guidelines on corporate governance and business ethics including the Company's sustainable development policy.

In 2022, the Board of Directors has reviewed various policies such as reviewing the implementation of corporate governance policies and guidelines in accordance with the Good Corporate Governance Principles for Listed Companies (CG Code), Corporate Governance (CG Rating) Consideration of the election of directors who must retire by rotation, Consideration of the performance appraisal form of directors and the results of the assessment, Consideration of the structure of the board and sub-committees, Consideration of appointment of new directors to replace the existing directors, etc.

6.3.2 In the Event that the Company has not yet Applied the Good Corporate Governance Principles for Listed Companies 2017 (CG Code) Into Practice

In 2022, the Company has complied with the principles of good corporate governance. The Board of Directors has reviewed the implementation of corporate governance policies and guidelines in accordance with the Good Corporate Governance Principles for Listed Companies 2017 or the Corporate Governance Code (CG Code) in order to create sustainable business values and principles that cannot be applied, for example, setting a policy to limit the number of years in office of independent directors to no more than 9 years. The Board sees that each director working with the Company will be considered as a person with potential, knowledge, ability, and judgment in making decisions and experience in working with the Company. The directors will have better understanding of the Company's business as well as being able to formulate business strategies. In order to continue the Company's operations to grow continuously, all the independent directors of the Company have qualifications completely in accordance with the requirements of qualifications of independent directors as specified by the Office of The Securities and Exchange Commission.

6.3.3 Disclosure of Other Practices in Accordance with Good Corporate Governance Principles

Apart from complying with corporate governance guidelines in accordance with good corporate governance principles for listed companies in 2017 or the Corporate Governance Code (CG Code), the Company's operations also support assessments according to various domestic criteria, such as the Corporate Governance Report of Thai Institute of Directors survey project, Thai Investors Association's Meeting Quality Assessment Program internationally.

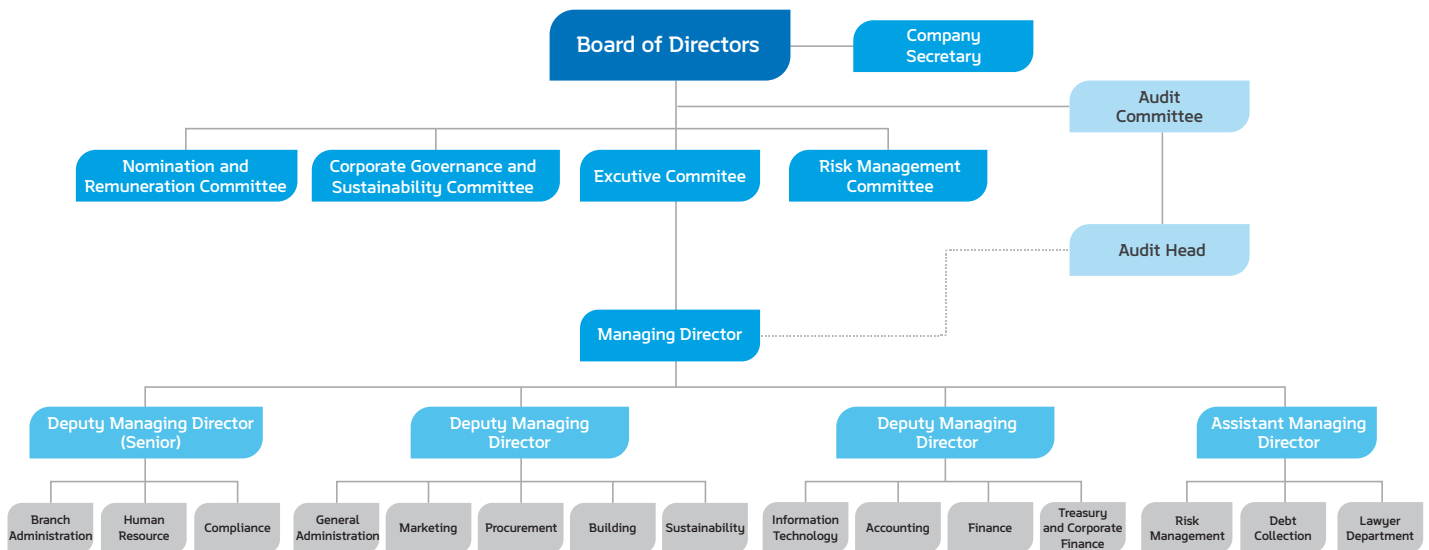
For the operation in 2022, the Company received awards and rankings for compliance with good corporate governance and sustainability both domestic and international as follows:

1. The Company was announced for the Corporate Governance of Listed Companies for the year 2022 as "Excellent" (5 stars) for the 5 consecutive years which was assessed by The Thai Institute of Directors (IOD).
2. The Thai Investors Association assessed the quality of the Annual General Meeting of Shareholders for the year 2022 of the Company and the score was in the criterion of "Very good" or equivalent to 100 percent
3. The Company was rated in the list of Thailand Sustainability Investment (THSI) 2022 index by The Stock Exchange of Thailand for the 4 consecutive years.
4. The Company was rated "AA" for the third consecutive year in the ESG MSCI Index on the environmental, social and corporate governance performance by MSCI in the business group of Consumer Finance.
5. The Company was upgraded BBB+ by TRIS Rating, the credit rating Company even in the situation of the Covid-19 virus epidemic, which causes global economic volatility.
6. The Company received the "Thailand Top Corporate Brands 2022" award for the 2 consecutive years, which is the award with the highest corporate brand value. in the finance and securities sector This award is a result of research work on "Measurement of corporate brand value in ASEAN and in Thailand for the year 2022" of the Master of Science Program Brand Management and Marketing Program Faculty of Commerce and Accountancy Chulalongkorn University.



7. Corporate Governance Structure and Important Information about the Board, Sub-Committees, Executives, Employees and Others

Organization Chart Muangthai Capital Public Company Limited



7.1 Structure of the Board of Directors

The Company requires the directors of the Company to comply with the code of best practices for directors of listed companies following the guidelines of The Stock Exchange of Thailand. The Board must understand and be aware of their roles, duties, and responsibilities and must perform their responsibilities under the law, objectives and regulations of the Company as well as the resolution of the shareholders' meeting with honesty considering the benefits of the Company and key stakeholders. The Board of Directors sets policies for business goals, business plans, and company budgets along with directing review and monitoring of management to follow the procedure and specified direction with efficiency and effectiveness for the most benefit of the Company.

7.1.1 Determination of the Structure of the Board of Directors for Good Corporate Governance

1. The Chairman of the Board is an independent director and should not be the same person as the Chairman of the Executive Committee and the Managing Director who perform their duties independently with the obvious separation of duties and responsibilities between each other.
2. The Audit Committee consists of 3 independent directors and consists of 2 audit committees, who has sufficient accounting knowledge and experience to be able to review the reliability of the Company's financial statements, which are Mrs. Kongkeaw Piamduaytham and Mrs. Nongnuch Dawasuwan. The Audit Committee has the roles and responsibilities to inspect the internal control system of the Company through the internal audit department to perform their duties independently so that every stakeholder can be confident that the Company operates the business with transparency and have sufficient and useful internal control systems. In this regard, the Board of Directors requires the internal audit results to be monitored quarterly and reported to the Board of Directors.

3. The Nomination and Remuneration Committee consists of 3 members including 2 independent directors and 1 non-executive director with the duties and responsibilities in selecting directors considering qualifications, knowledge, and experience following the strategy and goals of the organization. It must be not against the law and related requirements with transparency and ensures that those who are nominated will be able to perform their duties following the two crucial fiduciary duty principles, namely the Duty of Care and Duty of Loyalty. The Nomination and Remuneration Committee prepares and reviews the Skill Matrix annually to be used as the guideline in selecting an appropriate committee able to create board diversity in terms of knowledge, experience, skills, expertise, gender, and age necessary for the management and creating maximum benefits for the Company. Apart from nominating by the Nomination and Remuneration Committee, the Company provides an opportunity for individual shareholders to propose a list of suitable candidates for a position of director. The nomination form to be appointed as a director can be submitted via the Company secretary's email: monton.o@uangthaicap.com or send the original to the Company's Head Office by 31st December of every year. The Nomination and Remuneration Committee will consider the qualifications and suitability of the applicants by specifying the period for nomination to allow sufficient time for screening according to the process set by the Board of Directors before the shareholders' meeting. The Company will include the names of the persons approved by the Board of Directors on the agenda of the shareholders' meeting.
4. The Risk Management Committee consists of 3 directors including 2 independent directors and 1 non-executive director responsible for determining the risk management policy and assessing external and internal risk factors that affect the goals and business operations of the Company. It is also responsible for determining the persons who responsible for risks in various departments along with

assigning risk management, responsible of every executive to specify the risk appetite and to monitor the risk management of multiple departments quarterly. The results must be reported to the Board of Directors including giving knowledge and instilling risk management as an organizational culture for employees at all levels.

5. The Corporate Governance and Sustainability Committee consists of 3 members including 2 independent directors and 1 non-executive director responsible for supporting the Board of Directors in establishing policies and directions in accordance with the good governance and sustainability, as well as to develop the governance and business conduct continuously and cultivated as a corporate culture.
6. The Executive Committee consists of a total of 13 executive directors. The Executive Committee will determine the business approaches and strategies to meet the goals set by the Board of Directors.

7.1.2 Independence and Diversity Policy of the Board of directors

The Company strives to maintain the independence of the corporate governance structure to be a model of corporate governance for the Company and to create the utmost confidence to all stakeholders of the Company for being assured that the management and business operations of the Company will be transparent and auditable. The emphasis is put on the maximum efficiency. The Board of Directors consists of independent directors for more than half of the total number of directors having the chairman of the board as an independent director.

Moreover, the Company's human right policy covers all stakeholders of the Company and the Board. The value and respect are paid on human rights by treating people or any group of people with equality in which ever gender, race, religion, social status, and political attitude. Thus, the directors are not selected or discriminated on human right policy (following the Remark) and consist of an appropriate number of female directors as reported in the following Independent and Diversity Assessment Report of Directors as follows :

Statement on the Independence Assessing of the Board of Directors

Independent director as Chairman	Yes
The Chairman of the Board is not the same person as the Chairman of the Executive Committee.	Yes
Independent director as committee	4 persons (57.14%)
Non-Executive Board of Directors	5 persons (71.42%)
Female directors	3 persons (42.85%)

Remark: Human rights policy

<https://investor.muangthaicap.com/storage/sustainability/corporate-governance/20220513-mtc-human-right-policy-en.pdf>

The Board of Directors consists of 7 members, 4 of which are independent directors, 2 of which are women. The Board of Directors has diverse skills (Board Diversity) with skills consistent with the Company's business strategy, through the preparation of knowledge tables Expertise (Board Skills Matrix) and there is a wide variety of educational background, experience, without limiting any other differences

7.1.3 Board Skills Matrix

Name /Specialized Knowledge	Accounting	Management and Strategic	Human Resources Management	Information Technology development	Risk Management
Adm. Apichat Pengsritong		√	√		
Mrs. Kongkeaw Piamduaytham	√				√
Mr. Chuchat Petaumpai		√	√		√
Mrs. Daonapa Petampai	√	√			
Mr. Suchart Suphayak		√	√		√
Mrs. Nongnuch Dawasuwan	√				√
Dr. Suksit Petampai		√	√	√	

7.1.4 Report of the Board of Directors

The Board of Directors is responsible for the consolidated financial statements of the Company and the subsidiaries and financial information as appeared in section 3 of the financial statements. The Company has established an effective internal control system to ensure that the financial statements have been prepared accurately and adequately under the appropriate accounting policy according to the accounting standard. The sufficient information is disclosed to the public and is consistent with the objectives, main goals, strategies and policies of the Company.

Report of the Audit Committee of 2022 as follow as:

- Report of the Audit Committee of 2022
View the details from page 292-293

Report of the Sub-Committee of 2022 as follow as:

- Report of the Nomination and Remuneration Committee of 2022
View the details from page 163-164
- Report of the Corporate Governance Committee of 2022
View the details from page 164-165
- Report of the Risk Management Committee of 2022
View the details from page 166

7.1.5 Board of Directors' Securities Holding

The Company has established policies, codes of conduct and penalties regarding the use of inside information and main trading on the assets for sale of the Company's securities to prevent directors, executives and employees, including their spouses and children who are under the majority age, from using inside information that has not been disclosed to the public for wrongful gains for themselves or others. It is stipulated that directors, executives and employees of the Company is prohibited to trade in the Company's shares during the period when important financial information will be disclosed or during the Blackout period which the Company has set for a period of 45 days.

In the year 2022, the Company did not find any case of directors, executives and employees trading securities using inside information or trading during the Blackout period.

Report on the Change in the Company's Shareholding of Directors and Executives in 2022

Name	On 31 st December 2022		On 31 st December 2021		Increase/ decrease	% Share- holdings
	Direct (number of shares)	Indirect (number of shares)	Direct (number of shares)	Indirect (number of shares)		
1. Adm. Apichat Pengsritong	500,000	-	500,000	-	-	0.024
2. Mrs. Kongkeaw Piamduaytham	800,000	-	800,000	-	-	0.038
3. Mr. Chuchat Petaumpai *	710,056,400	-	710,056,400	-	-	33.493
4. Mrs. Daonapa Petampai	720,000,000	-	720,000,000	-	-	33.962
5. Mr. Suchart Suphayak	-	-	-	-	-	-
6. Mrs. Nongnuch Dawasuwan	-	-	-	-	-	-
7. Dr. Suksit Petampai	902,100	-	902,100	-	-	0.043
8. Mr. Surapong Pechaumpai	980,100	-	980,100	-	-	0.046
9. Mr. Parithad Petampai	3,650,000	50,000	3,093,100	50,000	556,900	0.172
10. Mr. Surat Chayavoradech	-	-	-	-	-	-
11. Miss Duangkhae Songnuay	1,145,000	-	1,145,000	-	-	0.054
12. Miss Vimonrat Nujul	504,000	-	504,000	-	-	0.024

Name	On 31 st December 2022		On 31 st December 2021		Increase/ decrease	% Share- holdings
	Direct (number of shares)	Indirect (number of shares)	Direct (number of shares)	Indirect (number of shares)		
13. Mr. Somkiat Ratsamee	219,000	-	219,000	-	-	0.010
14. Mr. Amnat Niamsee	250,000	-	300,000	-	(50,000)	0.012
15. Mr. Banyat Ninsiri	131,000	-	112,000	-	(19,000)	0.005
16. Mr. Niyom Rodnoi	438,000	-	438,000	-	-	-
17. Mr. Pradit Thongkhum	200,000	37,000	180,000	37,000	(20,000)	0.008
18. Mr. Songkran Iamkai	8,900	37,000	8,900	37,000	-	0.0004

Remark: * Number 3 and 4 are spouses.

7.2 Information of the Board of Directors and the Company's individual controller

7.2.1 Qualifications of Directors

The persons as the directors of the Company must be qualified as a director of a financial institution as specified by law and must go through the specified recruitment process. The persons must have skill, knowledge and specified experience. They should understand the roles, duties and responsibilities of the directors and business type and be able to devote time to perform their duties as directors with full efficiency. At least 1 independent director must have knowledge and experience in financial accounting. the Company had had 2 independent directors qualified with knowledge and experience in financial accounting (Mrs. Kongkeaw Piamduaytham and Mrs. Nongnuch Dawasuwan).

Full Name	Position / Type	Position
1. Adm. Apichat Pengsritong	Chairman of the Board/ Independent Director	Chairman of the Board / Chairman of the Recruitment and Remuneration Committee
2. Mrs. Kongkeaw Piamduaytham	Director/ Independent Director	Chairman of the Audit Committee / Chairman of the Corporate Governance and Sustainability Committee
3. Mr. Chuchat Petaumpai	Director/ Executive Director	Chairman of the Executive Committee / Member of Risk Management Committee
4. Mrs. Daonapa Petampai	Director/ Executive Director	Managing Director/ Director
5. Mr. Suchat Suphayak	Director/ Independent Director	Chairman of the Risk Management Committee / Member of Audit Committee / Member of Recruitment and Remuneration Committee
6. Mrs. Nongnuch Dawasuwan	Director/ Independent Director	Member of Audit Committee / Member of Corporate Governance and Sustainability Committee / Member of Risk Management Committee
7. Dr. Suksit Petampai	Director/ Non-Executive Director	Member of Corporate Governance and Sustainability Committee / Member of Recruitment and Remuneration Committee

7.2.2 Authorized Signatory Directors to Bind the Company

The conditions are as follows in which two of these four directors jointly sign and affixed with the Company's seal.

- | | |
|------------------------------|----|
| 1. Adm. Apichart Pengsritong | or |
| 2. Mr. Chuchat Petaumpai | or |
| 3. Mrs. Daonapa Petampai | or |
| 4. Mr. Suksit Petampai | |

7.2.3 Information of the Roles, Duties and Responsibilities of the Directors

Scope of Duties and Responsibilities of the Board of Directors

- 1) The Board of Directors has the powers, duties, and responsibilities in managing and operating the Company's business as prescribed by law, objectives, regulations of the Company as well as the resolutions of the shareholders' meeting with honesty carefully protecting the Company's interests.
- 2) Prepare the balance sheet and the income statements of the Company at the end of the accounting period with the auditor to audit before presenting to the shareholders' meeting for consideration and approval.
- 3) All directors must be qualified with knowledge and work experience from many fields. The Board of Directors is responsible for setting the vision of Company's mission, consider and approve the business directions, policies, strategies, and goals of the Company for the management to use as a framework for making business plans, support plans and budgets annually.
- 4) Consider, review, and approve policies, visions, directions, strategies, and business plans of the Company proposed by the Board of Directors on a quarter and an annual basis. In the past year, the Board of Directors Meeting No. 7/2022 held on September 16, 2022 has considered and reviewed the Company's vision, mission and strategy. To be consistent with business goals and strategies.
- 5) Provide a discussion and express opinions of the management independently, to set the organization direction and be prepared to handle situations that may change the economy and other environments.
- 6) Follow up the operations to be following the plan and budget continuously.
- 7) Proceed for the Company and subsidiaries to have appropriate and effective accounting systems and provide reliable financial report and audit including establishing adequate and proper internal control and internal audit system.
- 8) Prepare the annual report of the committee and responsible for the preparation and

disclosure of financial statements to show the financial status and operational performance of the past year and present to propose to the shareholders' meeting for consideration and approval.

- 9) Consider and stipulate risk management policies to cover the entire organization and supervise to have a system or process for 60 risk management with supporting measures and control methods to reduce the Company's business impact appropriately.
- 10) Consider formulating policies on social, community and environmental responsibility, including providing guidelines for the Board of Directors, executives and employees to strictly.
- 11) Consider and determine the management structure. Have the power to appoint the Executive Committee, Managing Director, and other sub-committees as appropriate. Determine the scope of duties and responsibilities of the Executive Committee, Managing Director, and various appointed sub-committees. In this regard, the authorization within the specified range of authority must not be the power to authorize the Executive Committee, Managing Director, and various sub-committees to be able to consider approving the transactions possibly having any conflict of interest or stakes with the Company or the subsidiaries as defined in the Notification of The Capital Market Supervisory Board and The Stock Exchange of Thailand and / or any other notices of relevant agencies except for the approval of transactions following the policies and criteria approved by the Board.
- 12) The Board of Directors may authorize one or more directors or other persons to take any action on behalf of the Board under the control of the Board or may approve such person to have the power as deemed appropriate by the Board within the period as deemed appropriate by the Board. In addition, the Board of Directors may cancel, revoke, change or amend such authorization as necessary.
- 13) Supervise and oversee the management and operations of the Company and the subsidiaries to comply with regulations and rules set by The Stock Exchange of Thailand and Notification of The Capital Market Supervisory Board such as related transactions and the acquisition or distribution of essential assets to the extent that it is not contrary to or inconsistent with other laws.

- 14) Prepare the report of the Board of Directors' responsibility for financial statements in the annual report.
- 15) Assess the yearly performance of the Chairman of the Executive Committee (CEO).
** The details and instructions are on the Company's website.
- 16) Consider formulating a policy on conflicts of interest.
- 17) Formulate the Company's information security policy (IT Security)
- 18) Review and approve the Company's good corporate governance policy to be in accordance with standards and guidelines for good corporate governance. Including communicating and monitoring to ensure compliance with the specified policies.

Authority of the Company's Board of Directors in the Approval and Operation

- 1) Appoint, remove, authorize the subcommittees, executive committee, and Managing Director.
- 2) Appoint the consultant or external experts in case of necessity with the Company's expenses.
- 3) Approve the loans for use as working capital of the Company in the amount exceeding the authority of the Executive Committee.
- 4) Approve the receipt or cancellation of credit limits in excess of the authority of the Executive Committee.
- 5) Approve for establishment, merger or dissolution of subsidiaries.
- 6) Approve for investment, selling investment capital in ordinary shares and / or any other securities in the amount exceeding the authority of the Executive Committee.
- 7) Propose to increase or decrease capital or change of par value, amendment of memorandum of association, articles of association and/or objectives of the Company to shareholders.
- 8) Authorize the management or employees at the Company's executive-level substitution.
- 9) Authorize to invite management or relevant employees of the Company to clarify, give opinions, attend meetings as well as submitting the documents as deemed appropriate and/or necessary.
- 10) Appoint and dismiss the Company's secretary Authority of the committee mentioned above if related to the acquisition or disposition of assets and related transaction must comply with the Notification of The Capital Market Supervisory Board.

7.2.4 Scope of Duties and Responsibilities

Scope of Duties and Responsibilities of the Chairman of the Board

The Chairman of the Board of Directors has a vital role in ensuring that the Board of Directors performs its duties in accordance with the specified direction and strategic goal for the utmost benefit of the Company and shareholders as a whole. The Chairman of the Board take leading roles for the Board of Directors at least covering the following aspects:

- 1) Oversee, monitor and ensure that the Board of Directors efficiently carries out its duties to achieve its objectives and main goal;
- 2) Ensure that all directors contribute to the ethical culture and good corporate governance;
- 3) Convene a meeting of the Board of Directors, act as the Chairman of the board meeting and the shareholders meeting as well as having a role in setting the meeting agendas with the Managing Director.
- 4) Support and encourage the Board of Directors perform duties with full capacity according to the scope of duties and responsibilities and in accordance with the principles of good corporate governance.
- 5) Have a role in controlling the meeting to be effective in compliance with Company's regulations supporting and allowing the directors to express opinions freely.
- 6) Cast the vote if the Board of Directors has a casting vote and the votes on both sides are equal.

Scope of Duties and Responsibilities of Chairman of the Executive Committee

- 1) Devise the Company's vision, mission, strategies, annual master operating plan, annual budget, goals, and policies to propose to Management Team for approval. Once approved, present it to the Board of Directors for approval.
- 2) Manage and monitor business operation to secure highest benefit and ensuring adherence to company's vision, mission, strategies, and annual budget pre-approved by the Board of Directors.
- 3) Monitor and audit the company's performance to secure highest possible benefit. Consistently report progress to management and Board of Director, while also finding ways to improve and grow the business sustainably.
- 4) Ensure that the Company has a transparent and accurate financial reporting system that adheres to all related regulations.

- 5) Manage corporate risks and consistently report potential risks and ways to mitigate risks to the Audit Committee.
- 6) Approve and authorized contracts, operational documents, and business transactions within the Board of Director's pre-approved monetary bounds.
- 7) Ensure that all Company's business transaction adheres to the legal and legislative guidelines of The Securities and Exchange Commission (SEC) and The Thailand's Stock Exchange (SET). Including but not exclusive to related entity transactions policy, asset transactions policy and Board's approved Company's policies.
- 8) Establish and implement policies, guidelines, and announcements to further the corporate mission to ensure compliance with good corporate governance, legal guidelines, and anti-corruption policies to work towards company success.
- 9) Support research of new projects, new innovation, and its financial benefit. Assist in conducting due diligence and presenting it to Board of Management or Board of Directors (in some case) for approval.
- 10) Represent the Company in communicating with the public, shareholders, customers and all stakeholders. Ensuring a positive image of the Company.
- 11) Support the Board of Directors in communicating with shareholders consistently, appropriately, and providing transparent and accurate information about the Company.
- 12) Perform the CEO duties as delegated by the Board of Directors or sub-Committees.

Scope of Duties and Responsibilities of the Managing Director

The Managing Director plays a role in various aspects of management to be in accordance with the policies, strategies and goals set by the Board, such as setting operating regulations, loan approval according to the authorized limit level, recruiting, and appointing procurement personnel including general management of the Company, etc.

7.2.5 Board of Director's Meeting

1. The Company has a policy that the Board's meeting shall be held regularly at minimum once every 3 months and might has special meeting as needed, to follow up the business performance. In each meeting, there will be clear agenda which will be sent together with the meeting notice at least 7 day in advance. This will allow the Board member

to have enough time to study in details prior to the meeting. Minutes of meeting will be prepared and achieved after it is granted by the Board of Directors, ready for the Board members or related persons to review.

2. The Company has set up a meeting to discuss among non-executive directors without any directors who are non-executive directors joining the Executive Committee at least once a year to provide an opportunity for non-executive directors to debate and consider the Company's strategy and operations independently from the management. In 2022, one meeting was held on 16th September 2022, to discuss business plans that the Board of Directors has approved including a review of the board's power table in consideration. Approve budgets in various fields and inform the results of the meeting to the Chairman of the Executive Board for acknowledgment.
3. The Chairman of the Board of Directors and the Chairman of the Executive Committee have the duty to jointly set agendas for the Board of Directors' meetings by giving opportunities for other directors and independent directors to consider and give opinions before filling in the agenda and sending the meeting invitation letter to the board of directors. If a director wishes to propose an agenda to the meeting, they can notify the chairman of the Chairman of the Board of Directors, the Chairman of the Executive Committee or the Company's Secretary.
4. The invitation to the meeting agenda and supporting documents for the Board of Directors meeting will be sent to each director at least 7 days prior to the meeting date so that the directors have time to study the information before the meeting.
5. The directors are responsible for attending board meetings in which there must be a proportion of attending the Board of Directors' meeting at least 75 percent of all meetings throughout the year and the minimum number of quorums at the time of the Board of Directors' resolution must be at least two-thirds of the total number of directors. The quorum must be not less than two-thirds of the total number of directors. The decision of the meeting shall be made by a majority of votes. For the year 2022, the proportion of attendance attend the meeting of the board of directors as a percentage of 100 percent

6. The minutes of the meeting stating the date and time the meeting started and finished, list of directors participating and not participating, summary and the conclusion of the agenda story presented, discussed issues and suggestions of the Board including the management's explanation, the board's resolutions in detail, sufficient and clear, together with the signature of the Chairman of the meeting and Company's secretary who takes minutes of the meeting. In the event that a director is a stakeholder in any agenda, they will not participate in the consideration and will abstain from voting on that resolution which the company secretary will inform all directors before starting the meeting.

7. Minutes of the meeting will be copied and delivered to internal departments and related external agencies within the specified time and is kept as reference and verifiable. The minutes of the meeting cannot be edited without approval from the meeting.

8. Board of Directors has set a schedule of meetings in advance each year and inform the Board of Directors to know this, excluding special meeting agendas. In 2022, the schedule for the Board of Directors' meeting had been set in advance (This meeting schedule is subject to change) excluding special meeting agendas as follows:

Meeting	1 st time	2 nd time	3 rd time	4 th time	5 th time
Board of Directors	14/02/65	10/05/65	09/08/65	16/09/65	08/11/65
Audit Committee	14/02/65	10/05/65	09/08/65	08/11/65	
Risk Management Committee	08/02/65	03/08/65			
Corporate Governance and Sustainability Committee	10/02/65	04/11/65			
Recruitment and Remuneration Committee	08/02/65	13/12/65			
Independent Director	16/09/65				

7.2.6 Report on the Board meeting attendance of 2022

Board of Directors

Directors	Position	Proportion of meeting attendance	Physical Meeting (time)	E-Meeting (time)
1. Adm. Apichat Pengsritong	Chairman of the Board and independent director	100%	6/8	2/8
2. Mr. Chuchat Petaumpai	Director	100%	6/8	2/8
3. Mrs. Daonapa Petampai	Director	100%	6/8	2/8
4. Mrs. Kongkaew Piamduaytham	Independent director	100%	6/8	2/8
5. Mrs. Nongnuch Dawasuwan	Independent director	100%	6/8	2/8
6. Mr. Suchart Suphayak	Independent director	100%	6/8	2/8
7. Dr. Suksit Petampai	Director	100%	6/8	2/8

Note: Miss Monthon Onphan is the Company's Secretary and Secretary of the Board of Directors

• 8 Board meetings were held at the end of 31st December, 2022. The proportion of attendance of the Board of Directors was 100 percent.

Audit Committee

Directors	Position	Proportion of Meeting Attendance	Physical Meeting (time)	E-Meeting (time)
1. Mrs. Kongkaew Piamduaytham	Chairman of the Audit Committee / Independent director	100%	5/7	2/7
2. Mrs. Nongnuch Dawasuwan	Audit Committee / Independent director	100%	5/7	2/7
3. Mr. Suchart Suphayak	Audit Committee / Independent director	100%	5/7	2/7

Note: Mr. Chaleom Inhom is the Secretary of the Audit Committee and the Assistant Manager of Audit Department

• 7 Audit Committee's meetings were held at the end of 31st December, 2022. The proportion of attendance of the committee was 100 percent.

• Mrs. Kongkaew Piamduaytham and Mrs. Nongnuch Dawasuwan were knowledgeable persons with sufficient accounting experience to be able to review the reliability of the Company's financial statements.

Nomination and Remuneration Committee

Directors	Position	Proportion of Meeting Attendance	Physical Meeting (time)	E-Meeting (time)
1. Adm. Apichat Pengsritong	Chairman of the Nomination and Remuneration Committee / Independent director	100%	-	2/2
2. Mr. Suchart Suphayak	Nomination and Remuneration Committee / Independent director	100%	-	2/2
3. Dr. Suksit Petampai	Nomination and Remuneration Committee / Director	100%	-	2/2

Note: Miss Monthon Onphan is the Secretary of the Nomination and Remuneration Committee.

• 2 Nomination and Remuneration Committee's meetings were held at the end of 31st December, 2022. The proportion of attendance of the committee was 100 percent.

Corporate Governance and Sustainability Committee

Directors	Position	Proportion of Meeting Attendance	Physical Meeting (time)	E-Meeting (time)
1. Mrs. Kongkaew Piamduaytham	Chairman of the Corporate Governance and Sustainability Committee / Independent director	100%	–	2/2
2. Mrs. Nongnuch Dawasuwan	Corporate Governance and Sustainability Committee / Independent director	100%	–	2/2
3. Dr. Suksit Petampai	Corporate Governance and Sustainability Committee / Director	100%	–	2/2

Note: Miss Monthon Onphan is the Secretary of the Corporate Governance and Sustainability Committee.

• 2 Corporate Governance Committee's meeting was held at the end of 31st December, 2022. The proportion of attendance of the committee was 100 percent.

Risk Management Committee

Directors	Position	Proportion of Meeting Attendance	Physical Meeting (time)	E-Meeting (time)
1. Mr. Suchart Suphapayak	Chairman of the Risk Management Committee / Independent director	100%	–	2/2
2. Mr. Chuchat Petaumpai	Risk Management Committee / Director	100%	–	2/2
3. Mrs. Nongnuch Dawasuwan	Risk Management Committee / Independent director	100%	–	2/2

Note: Miss Duangkhae Songnuy is the Secretary of the Risk Management Committee.

• 2 Risk Management Committee's meetings were held at the end of 31st December, 2022. The proportion of attendance of the committee was 100 percent.

Company Secretary

The Board of Director had the resolution to appoint Miss Monthon Onphaen as the Company Secretary in order to align with section 89/15 of Securities and Exchange Act B.E.1992 as amended by Securities and Exchange Act (No. 4) B.E.2008. The following are responsibilities of the Company Secretary. Duties and responsibilities

Duties and Responsibilities

1) To supervise and make recommendations to the Board about legal compliances rules and regulations of regulatory bodies and of the Company itself as well as monitor the Company's operations on a regular basis to ensure all activities are conducted in accordance with relevant laws.

2) To arrange the Board's meetings and shareholders' meetings and coordinate with related parties to ensure that the resolutions from the Board's meetings and shareholders' meeting are carried out.

3) To supervise the disclosure of the Company's information and information technology report to be complied with The Stock Exchange of Thailand, The Securities and Exchange Commission and other related regulations.

4) Support the management of the Company in accordance with the principles of good corporate governance.

5) Perform other actions as specified by The Capital Market Supervisory Board.

6) Send a copy of the report of stockholding under Section 89/14 to the CEO and the Chairman of the Audit Committee to acknowledge within 7 business days from the date of receiving the report.

7) To make a report and keep the following documents:

- Directors register
- Notices of meetings and meeting minute reports of the Board
- Notices of meetings and meeting minute reports of shareholders
- Annual reports
- The Board's conflict of interest reports

Responsibilities

The Company Secretary must perform duties responsibly with caution and honesty as well as having to perform duties in accordance with the law, objectives, regulations of the Company, Board's resolution, and the resolution of the shareholders' meeting using the criteria for corporate directors Section 89/23 of the Securities and Exchange Act (No. 4) B.E. 2008.

In the event that the Company Secretary vacates office or is unable to perform duties, the Board of Directors shall appoint a new secretary within 90 days from the time the former secretary vacates office or is unable to perform duties. Besides, the Board of Directors has the power to delegate the Company's directors to perform their duties for the said period.

The Company Secretary has to prepare the written minutes of the meeting and keep the minutes of the meeting certified by the Board of Directors. Each director receives a meeting report at least 7 days prior to approval.

Additionally, as the Company is well-aware of and committed to good corporate governance, the Company Secretary has passed the training programs organized by The Thai Institute of Directors (IOD) which are:

- Company Secretary Program (CSP), Batch 50/2013
- Effective Minute Taking (EMT), Batch 26/2013

- Anti-Corruption: The Practical Guide (ACPG), Batch 43/2018
- ASEAN CG Scorecard Coaching 2020, Batch 4/2020
- CGR Workshop 2022

7.3 Information of the Sub-Committees

7.3.1 Information of Each Designated Sub-Committee

The structure of the Company's Board of Directors consists of the Board of Directors and 5 sub-committees being fully qualified according to Section 68 of the Public Company Limited Act B.E.1992 and related Capital Market Commission Notifications. 4 sub-committees include 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Corporate Governance and Sustainability Committee, 4. and Risk Management Committee.

Audit Committee

Scope of duties and responsibilities of the Audit Committee

1) Review for the Company to have the financial report accurately, sufficiently, and timely following the legal framework.

2) Review for the Company to have internal control and internal audit systems that are appropriate, sufficient and effective as well as considering the independence of the internal audit department or any other department responsible for internal audit, as well as consideration on assigning, transferring and terminating the head of internal audit or other related unit performing the internal audit.

3) Review for the Company to comply with the Securities and Exchange Act, SET requirements and laws related to the Company's business.

4) Consider, select, propose, appoint and terminate the employment of independent persons to be the auditor of the Company and propose the remuneration of such person as well as attending a meeting with the auditor without the management attending the meeting at least once a year.

5) Consider the related transaction or the transaction that may have a conflict of interest to follow the law and the regulations of The Stock Exchange of Thailand to ensure that such transaction is reasonable and is the most benefit to the Company.

6) Prepare the report of the Audit Committee and disclose in the annual report of the Company. The mentioned report must be signed by the Chairman of the Audit Committee and must contain the following information:

- An opinion on the accuracy, completeness, and credibility of the Company's financial reports.
- Comments about the sufficiency of the internal control system of the Company.

- Comments on the compliance with the Securities and Exchange Act, SET requirements or laws related to the Company's business including the supervision on the compliance with rules, regulations, and policies.
- Explanation regarding the suitability of the auditor. Comment on transactions that may have conflicts of interest.
- The number of the audit committee meetings and attendance of each member of the audit committee.
- Overall opinion or observation that the Audit Committee has received from performing duties under the Charter.
- Other transactions which the shareholders and general investors should know within the scope of duties and responsibilities assigned by the Board of Directors.
- Conclusion / opinion of the Audit Committee on various aspects of the overall operation
- Consideration of proposing to appoint an auditor.

7) Perform any other duties as assigned by the Board of Directors with the approval of the audit committee.

Nomination and Remuneration Committee

Scope of duties and responsibilities of the Nomination and Remuneration Committee

Recruiting

1) Specify criteria and policies for nominating directors and sub-committee by considering the suitability of the number of structures and the composition of the Board of Director's qualifications. Propose to the Board of Directors and / or propose for approval to the shareholders' meeting as the case may be.

2) Consider, select, and propose a suitable person for the position to replace the directors who completed their terms and / or have a vacancy and / or appoint more.

3) Arrange for an election of directors.

4) Perform any other duties regarding the nomination as assigned by the Board of Directors.

5) Evaluate the performance of the top management of the Company to be proposed to the meeting of the Board of Directors for acknowledgment and approval.

Determination of Remuneration

1) Prepare rules and policies for determining the remuneration of the Board of Directors and sub-committee to propose to the Board of Directors and / or propose for approval at the shareholder's meeting as the case may be.

2) Set necessary and appropriate remuneration both in and not in the monetary terms of the Board of Directors individually by determining the remuneration of the Board of Directors considering the appropriateness with the duty's responsibility, portfolio, and compare with companies in similar businesses and the benefits expected from the directors to be proposed to the Board of Directors to consider and propose to the shareholders' meeting for approval.

3) Responsible for the Board of Directors and responsible for providing clarification, answering the questions about remuneration for directors at the shareholders' meeting.

4) Report the policy, principles, and rationale for the remuneration of directors and executives according to the regulations of the SET by disclosing in the annual registration statement 56-1 One Report of the Company.

5) Perform any other duties related to the remuneration as assigned by the Board of Directors, the management and various departments. The relevant information and documents must be reported or presented to the Nomination and Remuneration Committee to support the performance of the Nomination and Remuneration Committee to achieve the assigned duties.

6) Propose the evaluation results of every sub-committee to the Board of Directors and ways to improve the efficiency of every sub-committee.

7) Consider the salary of the Chief Executive Officer (CEO) based on the Company's operating results as a criterion for consideration.

Corporate Governance and Sustainability Committee

Scope of Duties and Responsibilities of the Corporate Governance and Sustainability Committee

1. Set goals, policies and action plans for Sustainable Development (SD) of the Company covering both development towards an organization of excellence (High Performance Organization (HPO) and long-term value creation for stakeholders, Stakeholder Value Creation (SVC) including communication to present to the Board.

2. Set policies on good corporate governance and business ethics and presented to the Board of Directors for approval. along with giving advice and encouraging practice at all levels and review such policies to be appropriate. Comply with international laws and best practices annually. as well as supervising the evaluation and reporting of compliance with the policy on good corporate governance and business ethics on a regular basis.

3. Give advice and encourage the Company's operations to be in line with the good corporate governance policy and sustainable development achieved the goals set and comparable with leading companies as well as encouraging the Board of Directors, executives and employees to effectively comply with the guidelines for corporate governance and sustainable development of the Company.

4. Supervise the operations of the Company to be in line with the corporate governance principles of regulatory institutions such as the Stock Exchange of Thailand, the Securities and Exchange Commission in order to be in line with international practices and recommendations of institutions or agencies that relevant.

5. Supervise, monitor and evaluate the results of sustainable development operations to be balanced and efficient for maximum benefit to the Company and its stakeholders.

6. Assess and review goals, policies and plans for sustainable development to suit the needs of the Board of Directors suitable for business conditions in line with laws or international best practices, and recommendations of various institutions, as well as consideration of relevant proposals of shareholders and responses to shareholders.

7. Review the corporate governance policy and sustainable development annually.

8. Review the Board of Directors Charter.

9. Review the anti-corruption policy, the policy on accepting gifts or other benefits and the appointment of the anti-corruption committee. and monitor compliance with anti-corruption measures to ensure that the operations of the Company are transparent, honest, fair, based on morality, ethics and operates business with anti-corruption in all forms.

10. Promote the dissemination of good corporate governance culture. and participation in social activities.

11. Report on corporate governance progress and performance. and sustainable development to the Board of Directors.

12. Other matters assigned by the Board of Directors.

Risk Management Committee

Scope of duties and responsibilities of the Risk Management Committee

1) Establish and review policies and the organization's risk management framework.

2) Supervise and support the organization's risk management operations following the business strategy, goals, and changing circumstances.

3) Provide guidelines for monitoring and evaluation of risk management to the working group/ risk management for implementation.

4) Consider the risk management report of the organization and make comments on possible risks as well as providing guidelines for establishing control measures and developing the organization risk management system to the working group/risk management department for implementation.

5) Report risk management of the organization to the Board of Directors for acknowledgment and in the case of significant factors or events that may affect the Company significantly and must report to the Board to acknowledge and consider as soon as possible.

6) Perform other duties as assigned by the Board of Directors.

7.3.2 List of Each Sub-Committee

1. Audit Committee

Directors	Position
1. Mrs. Kongkaew Piamduaytham	Chairman of the Audit Committee
2. Mrs. Nongnuch Dawasuwan	Audit Committee
3. Mr. Suchart Suphayak	Audit Committee

• Mrs. Kongkaew Piamduaytham and Mrs. Nongnuch Dawasuwan were knowledgeable persons with sufficient accounting experience to be able to review the reliability of the Company's financial statements.

2. Nomination and Remuneration Committee

Directors	Position
1. Adm. Apichat Pengsritong	Chairman of the Nomination and Remuneration Committee
2. Mr. Suchart Suphayak	Nomination and Remuneration Committee
3. Dr. Suksit Petampai	Nomination and Remuneration Committee

3. Corporate Governance and Sustainability Committee

Directors	Position
1. Mrs. Kongkaew Piamduaytham	Chairman of the Corporate Governance and Sustainability Committee
2. Mrs. Nongnuch Dawasuwan	Corporate Governance and Sustainability Committee
3. Dr. Suksit Petampai	Corporate Governance and Sustainability Committee

4. Risk Management Committee

Directors	Position
1. Mr. Suchart Suphayak	Chairman of the Risk Management Committee
2. Mr. Chuchat Petaumpai	Risk Management Committee
3. Mrs. Nongnuch Dawasuwan	Risk Management Committee

7.4 Information of the Executives

7.4.1 Names and Positions of the Executives

As of 31st December, 2022, the Company has 13 Executive Committees including:

Executive Committees	Position
1. Mr. Chuchat Petaumpai	Chairman of the Executive Committee (CEO)
2. Mrs. Daonapa Petumpai	Executive Committee / Managing Director
3. Mr. Surapong Pechaumpai	Executive Committee / Senior Deputy Managing Director
4. Mr. Parithad Petumpai	Executive Committee / Deputy Managing Director
5. Mr. Surat Chayavoradech	Executive Committee / Deputy Managing Director
6. Ms. Duangkhae Songnuy	Executive Committee / Assistant Managing Director
7. Ms. Vimonrat Nujul	Executive Committee / Accounting Manager
8. Mr. Somkiat Ratsamee	Executive Committee / Branch Affairs Manager
9. Mr. Amnat Niamsee	Executive Committee / Debt Manager
10. Mr. Bangat Ninsiri	Executive Committee / Deputy Branch Affairs Assistant Manager
11. Mr. Niyom Rodnoi	Executive Committee / Branch Affairs Assistant Manager
12. Mr. Pradit Thongkhum	Executive Committee / Branch Affairs Assistant Manager
13. Mr. Songkran Eiamkai	Executive Committee / Branch Affairs Assistant Manager

Chief Financial Officer (CFO): Mr. Surat Chayavoradech

Accounting Supervisor: Ms. Vimonrat Nujul

Scope of Authorities, Duties and Responsibilities of the Executive Committee

- 1) To propose goal, policy, business plan and yearly budget of the Company to the Board of Directors for approval.
- 2) To control the Company's business operation to follow the set policy, plan and budget approved by the Board.
- 3) To consider and approve the transactions incurred from the normal business operation i.e. investments which are within the capital expenditure budget or in accordance with the budget approved by the Board. Also, the amount of each transaction must in line with the approval authority's matrix approved by the Board.
- 4) To consider and approve the definition and any amendments in the rule and criteria of loan approval, credit determining table, as well as the definition and any amendments of penalty fee and discounts.
- 5) To propose the organization structure which suits the Company's business operation for the Board's approval and to consider and approve the additional hiring of employee which is not in the approved annual budget.
- 6) To consider the Company's profit and loss, the proposal to pay the interim dividend or the annual dividend in order to propose to the Board.
- 7) The Executive Committee may appoint or hire consultant for the Company's internal administration and management in order to maximize results.

- 8) The Executive Committee may authorize one or more individuals to act on behalf of the committee under the supervision of the Executive Committee, or authorize the person to have authorities as the committee deems appropriate and within the approved timeframe. Such authorization may be cancelled, revoked or amended as deemed appropriate by the committee.
- 9) To perform any other duties assigned by the Board of Directors.

Designated Approval Authority

The Company has designated approval authority for business operations with details below.

	Assistant Managing Director	Deputy Managing Director	Managing Director	Executive Committee
1. Payment which is over the approved capital expenditure	-	-	Not over 15%	Not over 20%
2. Non-budgeted investments	-	-	Not over 20 million baht	Not over 40 million baht
3. Opening of new branches which is over the number stated in the board approved business plan	-	-	-	Not over 20%
4. Approval of petty cash disbursement over the set criteria ¹⁾	Not over 15,000 baht per time	Not over 15,000 baht per time	Approved	-
5. Cash advance per time ²⁾	-	Not over 70,000 baht per time	Approved	-
- Branch/Auction centre				
- Head Office	Not over 70,000 baht per time	Not over 100,000 baht per time	Approved	-
6. Disposal of damaged fix assets ³⁾	Not over 50,000 baht per time	Not over 50,000 baht per time	Approved	-
7. Account write-off bad debts	-	-	-	Not over 10 million baht

Remarks: 1) In the past, the Company's maximum petty cash disbursement did not exceed 15,000 baht per time.

2) In the past, branches and auction centers' maximum cash advance did not exceed 50,000 baht per time and Head office's maximum cash advance did not exceed 75,000 baht per time.

3) In the past, the Company's maximum disposal of damaged fix assets did not exceed 50,000 baht per time.

7.4.2 Policy of Director and Management Remuneration

The Company has set remuneration for directors and executives at an appropriate level at a rate sufficient for keeping quality directors and executives without paying excessive remuneration. It is at a level that is comparable to the companies in the same industry. The factors to be considered for the remuneration consist of experience, duties, scope of roles and responsibilities. However, the remuneration of directors must be approved by the shareholders' meeting of the Company. For the management's remuneration, it will be in accordance with the principles and policies determined by the Board of Directors which will be considered from the duties, responsibilities, and the performance of each executive together with the consideration of the Company's performance.

Remuneration for Directors and Executives

The Company has set remuneration for directors and executives at an appropriate level. The rate is sufficient for treatment quality directors and executives without excessive remuneration. It is at a level comparable to the Company in the same industry. The factors taken into consideration for remuneration include experience, duties, scope of roles and responsibilities. The remuneration of directors must be approved by the Company shareholders' meeting. As for the remuneration of executives, it will be in accordance with the principles and policies set by the Board of Directors considering the duties, responsibilities and performance of each executive together with the consideration of the Company's operational performance.

The Company has set the remuneration policy for directors and executives in correspondence with the strategy and long-term goals of the Company, experience, scope of duties and responsibilities at a competitive level at a level comparable to that of the industry.

Remuneration for directors is in the form of salary, meeting allowance per time (for sub-committee meetings) and annual bonuses. Such remuneration must be approved by the shareholders' meeting. The executives including Chief Executive Officer will receive compensation in the form of salary and bonus, assessed from key performance indicators (KPIs) in the form of monetary and non-monetary indicators including sustainability indicators.

The Company has set a clear and transparent policy on remuneration for directors. The remuneration is at the same level as the industry and high enough to attract and retain qualified directors. This is consistent with the strategy and long-term goals of the Company, duties, scope of roles and responsibilities. Expected benefits from each director, the directors who have been assigned more responsibilities will receive compensation appropriate to the duties and responsibilities that have been assigned to increase.

For the remuneration for Directors and Executives, the Board of Directors has assigned the Nomination and Remuneration Committee to consider by comparing the remuneration of companies in the same industry and similar in size. This is in accordance with the principles and policies set by the Board of Directors to determine both short-term and long-term, such as salary compensation, annual bonus and long-term incentives. These are linked to the Company's performance and the operational performance of each executive with the following remuneration consideration approaches:

Remuneration for directors and executives is divided into 3 parts; 1. Monthly remuneration, 2. Meeting allowance, and 3. Annual bonus (no other forms of remuneration both monetary and non-monetary).

The remuneration was determined by taking into account duties and responsibilities, appropriateness and consistency with the Company's performance. These are compared with the practices of other companies in the same industry with similar business sizes, business risks, ability to persuade directors with qualifications suitable for the needs of the Company to become the Company's directors.

The remuneration was determined by considering the scope of duties assigned by the directors and sub-committees.

The remuneration for the Board of Directors and sub-committees must be approved by the shareholders' meeting. The Company has proposed to the 2022 Annual General Meeting of Shareholders on 19th April, 2022 and the Annual General Meeting of Shareholders has approved the remuneration of Board of Directors and sub-committees.

In 2022, the Company paid remuneration for the Board of Directors and executives in the amount of 40,956,204 baht. The Company has also provided a provident fund for the executives by contributing at the rate of 5% of the salary. In 2022, the Company has paid contributions to the provident fund for the executives in the amount of 750,978 baht

Criteria for consideration of remuneration for directors are considered from various factors as follows:

- Remuneration of executives is directly proportional to the achievement of the Company's strategic goals (Corporate Performance).
- Evaluation of performance is based on metrics and operational success both financial and other indicators.

Forms of remuneration for Company's directors and executives

1. Monetary Remuneration : The Annual General Meeting of Shareholders for the year 2022 resolved to approve the remuneration of directors for the year 2022 as follows:

Remuneration for directors	2022	2021
Board of Directors	(monthly remuneration)	(monthly remuneration)
Chairman of the Board of Directors	40,000.-	40,000.-
Directors	35,000.-	35,000.-
Remuneration for sub-committees	(meeting allowance/time)	(meeting allowance/time)
Audit Committee		
Chairman	27,500.-	27,500.-
Directors	20,000.-	20,000.-
1) Remuneration and Nomination Committee 2) Corporate Governance Committee 3) Risk Management Committee		
Chairman	25,000.-	25,000.-
Directors	20,000.-	20,000.-
Any other benefits	None	None

****Annual bonus:** For performance in 2021 to be paid in 2022:

– Chairman of the Board of Directors received 810,000 Baht / each director received 580,000 Baht.

Remarks: 1. Remuneration of any other benefits : None

2. The monthly remuneration rate and meeting allowance/time equaled to last year.

7.4.3 Total Remuneration of Executive Directors and Executives

The objective of payment of remuneration for the Company's executives is to reward the success of the Company's strategies. The remuneration of the executives will be directly proportional to the achievement of the management team. The performance appraisal is based on the success indicators in various fields of operation.

Employee Remuneration Payment

	CEO	Executives	All employees	Form of payment	Objectives and Criteria for Remuneration Payment
Salary	√	√	√	Transfer money into the payroll account.	Motivate and retain competent employees and remuneration for the performance of duties and responsibilities according to the position
Benefits	-	√	√	Provident Fund/ Life Insurance	Create stability and safety for employees
bonuses	√	√	√	Transfer money into the payroll account.	Be the reward in return for the success of the work each year

Director's Remuneration	2022	2021
Average remuneration for female directors (million Baht)	1.77	1.56
Average remuneration for male directors (million Baht)	2.19	2.43

7.5 Information about Employees

As of 31st December, 2022, the Company and its subsidiaries have a total of 13,005 employees (excluding 13 executives) which can be divided into main divisions as follows:

Department	Number of Employees (persons)		
	Head Office	Branch	Total
1. Branch Affair Department	28	316	344
2. Credit Analysis Department	-	10,603	10,603
3. Debt Collection Department	-	375	375
4. Accounting Department	28	755	783
5. Financial Department	12	387	399
6. IT Department	22	-	22
7. Lawyer Department	6	-	6
8. Administrative Department	24	-	24
9. Human Resource Department	10	-	10
10. Internal Audit Department	77	-	77
11. Purchase Department	9	-	9
12. Secretary Department	3	-	3
13. Treasury and Corporate Finance	3	-	3
14. Car auction center	-	23	23
15. Building and sustainability	14	-	14
16. Compliance	1	-	1
17. Maid	3	305	308
18. Driver	1	-	1
Total	241	12,764	13,005

Remark: The employees of the Company and of the subsidiary are the same employees.

In 2022, the Company has employee expenses which consist of salary, commission, annual bonus and other benefits totaling 4,749 million baht compared to the amount of 4,272 million baht in the year 2021. Provident Fund: In 2022, the Company has paid contributions to the provident fund in the amount of 50 million baht.

7.5.1 Employee Development Policy

The Company focuses on human resource development by providing skill training, skill development and continuous learning at all levels of employees. The Company focuses on promotion internally and the performance is evaluated so that the employees can be developed effectively. This is an important factor for stable and strong business growth. Such training development policy is consistent with the nature of business and departments in the organization that are directly responsible and consistent with the consultation from external consultants.

7.6 Other important information

7.6.1 Name List of Persons who are Directly Responsible for Accounting and Financial Supervision, Company Secretary, Head of Internal Audit and Head of Compliance

Name list of persons who are directly responsible for accounting and financial supervision

- 1) Mr. Surat Chayavoradech Deputy Managing Director (Chief Financial Officer: CFO)
- 2) Ms. Vimonrat Nujul Accounting Manager (Accounting Supervisor)
(Profile and qualifications appear in Attachment No. 1)
- **Company Secretary**
Ms. Monthon Onphan
(Profile and qualifications appear in Attachment No. 3)
- **Head of Internal Audit**
Mr. Chaleom Inhom
Audit Assistant Manager
(Profile and qualifications appear in Attachment No. 3)
- **Head of Compliance**
Miss. Pithchicha Pangseeng
Compliance Specialist Assistant
(Profile and qualifications appear in Attachment No. 3)

7.6.2 Head of Investor Relations and Contact Information Investor Relations Department

Contract Persons : Mr. Parithad Petampai/
Mr. Kitsada Kuruchitkosol/
Ms. Yanabhaksinee Seehaampai

Address : Muangthai Capital Public Company Limited
332/1 Jaransanitwong Road, Bangplad,
Bangplad, Bangkok 10700

Tel : 02-483-8888

E-mail : ir@muangthaicap.com,
parithad.p@muangthaicap.com,
kitsada.k@muangthaicap.com,
yanabhaksinee.s@muangthaicap.com

Website : investor.muangthaicap.com

7.6.3 Remuneration of Auditor

The annual general shareholders' meeting year 2022 has approved the remuneration of auditor for 2022 at 4,800,000 baht which included the audit fee and the review for the Company's and its subsidiary's interim financial statement and quarterly consolidated financial statements. The Company does not have any other service fees (Non-Audit Fee) to be paid to the auditor of the office where the auditor is affiliated. and/or person Any business related to the auditor and the office auditors and/or individuals to whom the auditors belong.

8. Report on Key Performance in Corporate Governance

8.1 Nomination, Development and Assessment of the Board's performance of Duties

8.1.1 Nomination of Directors and Top Executives

The Board of Directors will consider the qualifications, working knowledge, necessary skills that are still lacking to be in line with the Company's business strategy. This is to determine the qualifications of the directors to be nominated including the use of director databases such as the Thai Institute of Directors Association or a consulting company as the case may be. It is a source for recruiting new directors. Nomination and Remuneration Committee will consider the person who are qualified as specified in the charter of the Company's directors in accordance with the law and according to the Skill Matrix that the Company has set in accordance with the Company's business strategy.

Each year, the Nomination and Remuneration Committee selects a person to be elected as a director from the expiration of the term of the director position. The consideration on the nomination of persons to be considered for election as directors by the shareholders is done by nominating the names to the board of directors. This will depend on the qualifications of the nominated persons which must be in accordance with the Company's good corporate governance guidelines, Public Company Limited Act and the Securities and Exchange Act. The appointment of each director must be approved by more than one-half of the total number of votes of shareholders who attended the meeting and voted.

According to the criteria for considering the position of a person to be nominated as a director in the Company, they must not hold a directorship position in more than 5 companies. The independent directors must have independent director qualifications as required by law. When the Nomination and Remuneration Committee have considered thoroughly and carefully, the name of such person will be presented to the Board of Directors' meeting for consideration. The Board of Directors will consider carefully and screen to ensure that the persons nominated as directors have qualifications suitable for the Company's business to approve the appointment of a director and then propose to the shareholders' meeting for further approval.

Succession Plan Policy

1. Introduction

Board of Directors Requires succession of the Chairman of the Executive Committee and managing director to maintain Confidence to all stakeholders that the Company will adhere to and continue to operate the business according to the policy for stable and sustainable growth. under the principles of good corporate governance and business ethics with transparency and efficiency and to ensure that the Company has knowledgeable executives' Sufficient competence to carry out the duties of succession. Board of Directors Therefore, guidelines for succession plans are set.

2. Objectives

- 1) To always evaluate readiness as for the extent to which the organization has workforce with Qualifications and Competencies.
- 2) To be able to plan the recruitment and selection of personnel in advance proactively by planning the recruitment and development from personnel in the organization with capabilities in the positions of departmental manager or above up to managing director or chief executive officer or outsiders.
- 3) To plan replacement and succession for retirement and management of talents or positions targeted by the market/competitors.
- 4) To reduce the loss rate of personnel with knowledge, capabilities and experience.
- 5) To motivate and retain talented and competent employees to plan replacement and succession and receive the opportunities for development and promotion to higher positions.

3. Regulations and Rules

3.1 Regulations and rules for Succession Plan

The Company has developed the rules and regulations for selecting personnel who will be responsible for important management positions of the Company so as to be appropriate and transparent. The objective is to ensure that the Company has qualified executives with professional skills, experience and competencies through the Nomination and Remuneration Committee and/or managing director and succession planning according to employee level as follows

- 1) Managing Director or the Chairman of the Executive Committee (CEO) level

- The management prepares a succession plan at managing director or chief executive officer level for proposing to the Nomination and Remuneration Committee to consider and present to the Board of Directors for approval.
- The Nomination and Remuneration Committee arranges to monitor the progress of succession plan from identifying the successors (personal notification), competency development as well as evaluation.
- When the position of chief executive officer/ managing director is vacant or the person in office is unable to perform the duties, the Nomination and Remuneration Committee is responsible for selecting a new chief executive officer/managing director for presentation to the Board of Directors to approve the appointment of a suitable replacement person.

Basic Qualifications of Managing Director or the Chairman of the Executive Committee are as follows.

1. Education is not lower than the Bachelor's degree level.
2. Having experience in management in the position of line director or above.
3. Having leadership and far-sighted vision.
4. Capability of strategic planning and organizational management.
5. Making prudent decisions and solutions by considering the best interests of the organization.

- 2) Executive level from Departmental Director to Assistant Managing Director level

- The management prepares a succession plan at executive level from departmental director to deputy managing director level so as to propose to the Nomination and Remuneration Committee to consider and present to the Board of Directors for approval.
- The managing director must arrange to monitor the progress of succession plan from identifying the successors (personal notification), competency development as well as evaluation.
- When the executive position from departmental director to deputy managing director, level is vacant or the person in office is unable to perform the duties, the managing director is responsible for selecting and appointing a new executive to the vacant position.

Basic Qualifications of Executive from Departmental Director to Deputy Managing Director level are as follows.

1. Education is not lower than the Bachelor's degree level.
2. Having experience in management in manager position or above.
3. Having leadership and far-sighted vision.
4. Having the capability of strategic planning.
5. Integrity and seeing the benefits of the organization as important.

3.2 The Company's Succession Plan includes the following processes.

1. Creating an Employee Training and Development plan in advance before employees will retire or leave office prematurely.
2. Specifying Qualifications and Competencies, which refer to desirable knowledge, skills, personality and attitudes of employees in those positions and creating an Individual Development Plan.
3. Selecting, evaluating work performance and assessing the competencies of the person who will be the candidate to consider suitability.
4. Identifying at least 2 successors from competency assessment and analysis, employee performance by notifying employees in advance (personal notification) so as to prepare for accepting an assignment and learning work.
5. Developing and evaluating employees who are expected to be successors about their ability to actually develop and work as expected. If not as expected, action must be taken as follows.
 - 5.1 Selecting and planning new succession and developing replacement successors (if any) or
 - 5.2 Nomination and selection from outsiders
6. When the successors are fully qualified according to the positions with higher responsibilities and there are vacancies or new higher positions, Promotion & Acting must be presented according to the Company's policy.

8.2 Meeting Attendance and Remuneration of Individual Director

1. Financial Remuneration

The shareholder's meeting of 2022 on 19th April, 2022, had the resolution to determine the director remuneration for the year 2022 with a total amount of not more than 10,000,000 baht (ten million Baht)

In 2022 and 2021, the Company paid the monthly remuneration and meeting allowance to the Board of Directors for 7 members as detailed below:

Directors	2022	2021
1. Adm. Apichat Pengsritong	1,370,000	1,395,000
2. Mrs. Kongkaew Piamduaytham	1,267,500	1,155,000
3. Mr. Chuchat Petaumpai	1,040,000	1,040,000
4. Mrs. Daonapa Petumpai	1,000,000	1,000,000
5. Mrs. Nongnuch Dawasuwan	1,245,000	1,145,000
6. Mr. Suchart Suphayak **	1,255,000	885,000 **
7. Dr. Suksit Petumpai	1,080,000	1,080,000

**Mr. Suchart Suphayak Appointed as a director of the Company on 17th August, 2020 (Not paying bonuses for a full year)

8.3 Supervision of Subsidiaries and Associated Companies

The Company manages and controls the operations of its subsidiaries in the preparation of strategic plans, policies and goals by appointing persons to be directors or executives of the subsidiary. This is for maintaining the benefits in the Company's investments. The Company also requires its subsidiaries to comply with the Company's requirements and policies such as financial reporting, connected transaction compliance with the good corporate governance policy, etc. The Company arranges for annual reviews and audits of the subsidiary's operations in order to ensure that the subsidiary has an adequate and concise internal control system. The Company's Internal Audit Department is the administrator of the internal audit and reports to the Audit Committee to supervise and supervise the subsidiaries to operate under the internal control system that is adequate and appropriate.

In the past year, The Company has improved the management guidelines of the Company and its subsidiaries, including policies and Notices relating to the supervision of the Company's operations and subsidiaries to ensure efficient work processes, prevent potential conflicts of interest and in accordance with the law Regulations prescribed by regulatory agencies such as The Bank of Thailand, the Office of the Insurance Commission, the Office of The Securities and Exchange Commission and The Stock Exchange of Thailand. In addition, rules and regulations related to good corporate governance such as connected transactions have been improved. The practice of giving and receiving gifts or other expenses related to third parties in order for the Company and its subsidiaries to have supervision in accordance with the guidelines set by the regulators.

The Company has set the supervision of subsidiaries and associated companies' policy to determine direct and indirect measures and mechanisms which make the company can supervise and manages subsidiaries and associated companies and also monitoring, supervising to ensure that the subsidiaries and associated companies are followed by the Company's rules including the public company law, securities laws as well as announcements, rules and regulations relevant to the regulations of The Capital Market Supervisory Board (CMSB), The Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as if it were the company's own department to maintain the benefits of the investment of the subsidiaries and associated companies.

The Company appoint persons to be directors in subsidiaries and associated companies according to the shareholding proportion in each company as far as possible. The person who is appointed as a director in the subsidiary or associated company will be responsible for supervise subsidiaries and/or

associated companies to operate in accordance with the law, good corporate governance policy including other policies of the Company, considering the suitability of each company.

In case of entering into a transaction or any action of the subsidiary's companies which in the scope of or is an acquisition and disposition of assets pursuant to the Notifications on Acquisition and Disposition of Assets or connected transactions according to the Notifications on Connected Transactions must be approved by the Board of Directors or at the shareholders' meeting of the Company (case by case). The directors will be responsible to organizing the meeting of the Board of Directors and/or the shareholders' meeting to consider and approve such matter before the subsidiaries and/or associated companies will hold their own meetings of the Board of Directors and/or shareholders to consider and approve and/or before making a transaction or acting in that regard. In this regard, the company shall disclose information and comply with the rules, conditions, procedures and methods relating to the matter to be approved as specified in the Public Company Law, Securities laws as well as announcements, rules and regulations The Capital Market Supervisory Board (CMSB), The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET) with completely and accurately.

1. Transaction or action of subsidiaries and/or associated companies in the following cases must be approved by the Board of Directors or at the shareholders' meeting of the Company (case by case)

- (1) Transaction or Action that Must Be Approved By the Board of Directors
 - (a) Appointing or nominating a person to be a director or executives in subsidiaries and/or associated companies at least in proportion to the Company's shareholding in subsidiaries and/or associated companies. The directors and executives nominated or appointed by the company have discretion in voting in subsidiaries and/or associated companies' meeting in regards to general management and normal business operations of subsidiaries and/or associated companies according to the director and executives of subsidiaries and/or associates will deem appropriate for the best interest of the company, subsidiaries and/or associates except in matters where such directors and executives have special interests in such matters.

However, the directors or executives mentioned in above must in the EDS info (White List) and have qualifications, roles, duties and responsibilities as well as having no untrustworthy characteristics as announced by The Securities and

Exchange Commission (SEC) and The Stock Exchange of Thailand (SET) on the Determination of Untrustworthy Characteristics of Company Directors and Executives.

- (b) Consideration and approval of annual dividend payment and interim dividends (if any) of subsidiaries companies.
- (c) Amendment to the Articles of Association of subsidiaries companies except for the amendment to the Articles of Association in significant matters under clause (2)
- (d) Consideration and approval of the annual budget of subsidiaries companies.

Items from item (e) to item (m) are considered as significant items and entering into the transaction will have a significant effect to the financial position and performance of subsidiaries companies. So, it must approve by the Board of Directors. In this regard, it must be the case that when calculating the size of the transaction that the subsidiary will enter into compared to the size of the company (by applying the criteria for calculating transactions as specified in the Notification of The Capital Market

Supervisory Board (CMSB) and The SET Board of Governors regarding acquisition and disposition of assets and/or connected transactions (case by case) shall apply mutatis mutandis)

- (e) The event that a subsidiaries companies agree to enter into a transaction with a connected person of the subsidiaries companies or transactions relating to the acquisition or disposition of assets of subsidiaries companies.
- (f) Transfer or waiver of benefits including the waiver of claims against those who cause damage to the subsidiaries companies.
- (g) Sale or transfer of all or important parts of the business of subsidiaries companies to other persons.
- (h) Purchase or acceptance of transfer of business of other companies to be owned by subsidiaries companies.
- (i) Entering into, amending or terminating the contract relating to the lease of all or important parts of the subsidiary's business and also assigning other persons to manage the business or the merger of the subsidiaries companies with another person.
- (j) Lease or hire purchase business or assets of in the whole or in the significant part of subsidiaries companies.
- (k) Borrowing/lending money, granting credits, guarantees, making legal acts that bind subsidiaries companies to bear more financial

burdens or providing financial assistance in any other manner to other persons and the abnormal business of the subsidiaries companies.

- (l) Dissolution of subsidiaries companies.
 - (m) Any other transactions that is an abnormal business transaction of the subsidiaries companies and a transaction that will have a significant impact on the subsidiaries companies.
- (2) Transaction or Action That Must Be Approved at the Shareholders' Meeting of the Company.
- (a) The event that a subsidiaries companies agree to enter into a transaction with a connected person of the subsidiaries companies or transactions relating to the acquisition or disposition of assets of subsidiaries companies. However, it must be the case that when calculating the size of the transaction that the subsidiary will enter into compared to the size of the company (by applying the criteria for calculating transactions as specified in the Notification of The Capital Market Supervisory Board (CMSB) and The SET Board of Governors shall apply mutatis mutandis) that fall in the criteria that must be considered and approved by the shareholders' meeting of the Company.
 - (b) Increasing in capital by issue a rights offering of subsidiaries companies and share allocation including the capital reduction which is not in accordance with the shareholding proportion of the shareholders that will result both directly and/or indirectly which make the proportion of an exercise of voting rights of the company at the shareholders' meeting of any subsidiary decreasing by more than ten percent (10) of the total number of votes at the shareholders' meeting of that subsidiary or as a result, the proportion of voting rights of the company for both directly and/or indirectly at the shareholders' meeting of the subsidiary in any level decreased to less than fifty (50) percent of the total number of votes in the shareholders' meeting of that subsidiaries companies.
 - (c) Entering into any transactions which is an abnormal business of the subsidiaries companies that will result both directly and/or indirectly which make the proportion of an exercise of voting rights of the company at the shareholders' meeting of any subsidiary decreasing by more than ten percent (10) of the total number of votes at the shareholders' meeting of that subsidiary or as a result, the proportion of

voting rights of the company for both directly and/or indirectly at the shareholders' meeting of the subsidiary in any level decreased to less than fifty (50) percent of the total number of votes in the shareholders' meeting of that subsidiaries companies.

- (d) Dissolution of subsidiaries companies. However, it must be the case that when calculating the size of the transaction that the subsidiary will enter into compared to the size of the company (by applying the criteria for calculating transactions as specified in the Notification of the Capital Market Supervisory Board (CMSB) and The SET Board of Governors regarding to acquisition and disposition of assets that fall in the criteria that must be considered and approved by the shareholders' meeting of the Company.
- (e) Any abnormal transactions or other transactions that might have a significant effect to the subsidiaries companies. However, it must be the case that when calculating the size of the transaction that the subsidiary will enter into compared to the size of the company (by applying the criteria for calculating transactions as specified in the Notification of The Capital Market Supervisory Board (CMSB) and The SET Board of Governors regarding to acquisition and disposition of assets that fall in the criteria that must be considered and approved by the shareholders' meeting of the Company.
- (f) Amendment to the Articles of Association of subsidiaries companies that might has a significant effect to financial position and performance including but not limited to Amendments to the Articles of Association of subsidiaries companies that affect the voting rights of the company at the Board of Directors' meeting and/or the shareholders' meeting or the dividend payment of subsidiaries companies and etc.

2. The Board of Directors will be responsible to ensure that the subsidiary has an internal control, risk management and fraud prevention system and set appropriate measures for monitoring the performance of subsidiaries and associated companies to ensure that the operations is in accordance with other policies, law, good corporate governance policy, rules and regulations relevant to the regulations of The Capital Market Supervisory Board (CMSB), The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET). Follow up on subsidiaries and/or associated companies to disclose information on connected transactions and/or acquisition or disposition of assets and/or other significant transactions to the company in accordance

with the rules of the supervision of subsidiaries and associated companies' policy and the Articles of Association.

8.4 Monitoring to Ensure Compliance with Corporate Governance Policies and Guidelines

8.4.1 Prevention on Conflict of Interest

The Company has set policies that prohibit directors, executives, and employees including those related to such persons from seeking personal benefits in conflict with the interests of the Company. The actions that cause conflicts of interest should be avoided and those involved or have interest or related to the considered matters have the duty to notify the Company about the relationship or their involvement in the said transaction. Such persons are not involved in making any decision in the mentioned transaction.

The Company requires that the Company's directors and management have the duty in reporting the securities held by the Company, spouse and underage children including reporting changes in securities holding to the Office of The Securities and Exchange Commission in accordance with Section 59 and penalties under The Securities and Exchange Act B.E. 1992, Disclosure Report on Additional Information.

In the year 2022, the Company did not find any transaction with conflicts of interest which were in violation of the policy to prevent transactions possibly causing conflicts of interest.

8.4.2 Prevention of Insider Trading

The Company has established policies, codes of conduct, penalties, and has monitored the use of inside information in accordance with the law and good corporate governance principles for the use of inside information and trading of securities, selling the Company's securities to prevent the directors, executives, and employees including their spouses and underage children of the said person from using inside information that has not been disclosed to the public improperly for their benefits or others. The policy requires that the Company's directors, managements and employees to be forbidden from trading the Company's shares during the blackout period which the Company has specified for a period of 45 days. The policies are summarized as

1. Directors and executives are prohibited. Including employees who are in a position or line of work responsible for internal information or that can access the internal information of the company (including spouses/people living together as husband and wife and minor children) trading in the Company's securities from the closing date of the financial statements until the date of disclosure of such quarterly and annual financial statements

In the year 2022, the Company's Company Secretary Department will notify in writing to related parties of the Blackout period in advance and there is no case where directors, executives and employees trade in securities during the period specified by the Company refrain from trading.

2. The first 4 Executive Directors of the planning securities company must at least notify the Board of Directors 1 workday and 3 workdays for changes in the office of the Securities and Exchange Commission report to the Board of Directors at the next meeting through the website of the Office of the Securities and Exchange Commission.

8.4.3 Anti-Corruption

The Company operates the business by adhering to anti-corruption in all forms. The fraud risk assessment process is provided with the risk management and monitoring to prevent and suppress corruption and misconduct as well as supporting the creation of an organizational culture that adheres to honesty and legitimacy.

Such policies and measures are published on the Company's website (www.muangthaicap.com /Investor Relations /anti-corruption policy).

8.4.4 Whistleblowing

In the event that an employee wishes to report a complaint of violation or non-compliance with regulations, whistleblowing of improper behavior, inappropriate, contrary to the law, the Company's rules and regulations, unethical, the Company provides channels for employees to submit the matters through various channels as follows:

- 1) Email : whistleblower@muangthaicap.com
- 2) Send the letter by post to the following address:
Mrs. Kongkaew Piamduaytham
Chairman of the Audit Committee
Muangthai Capital Public Company Limited
332/1 Jaransanitwong Road, Bangplad, Bangkok 10700
- 3) Telephone to the whistleblowing receiving department: 081-751-1587

The whistleblowers will be protected and treated with utmost confidentiality. The whistleblowing will be investigated appropriately and confidentially through a systematic and observable method. This can ensure that the whistleblowers will not be harassed or malicious from their whistleblowing or clues. If the whistleblowing or clue is done with good intention without any malicious intent to destroy the Company or related persons, the Company will compensate reasonable damages if an improper incident occurs with the whistleblowers.

Such policies and measures are published on the Company's website www.muangthaicap.com > Investor Relations > Sustainability > Good Corporate Governance Policy > Whistleblower Policy)

In 2022, No incident of the Company's directors as independent directors/non-executive directors resigning due to issues Regarding corporate governance of the company or there is no case of the resignation of the Audit Committee / Independent Committee, and no case of wrongdoing by the Company's directors due to ethical issues.

8.5 Report on the Operational Performance of the Audit Committee in the past year

Number of Meetings and Attendance of the Individual Audit Committee Members

Directors	Position	Proportion of Meeting Attendance	Physical Meeting (time)	E- Meeting (time)
1. Mrs. Kongkaew Piamduaytham	Chairman of the Audit Committee / Independent director	100%	5/7	2/7
2. Mrs. Nongnuch Dawasuwan	Audit Committee / Independent director	100%	5/7	2/7
3. Mr. Suchart Suphayak	Audit Committee / Independent director	100%	5/7	2/7

Remark: Mr. Chaleom Inhom is the Secretary of the Audit Committee and the Assistant Manager of Audit Department.

● 7 Audit Committee's meetings were held at the end of 31st December, 2022. The proportion of attendance of the committee was 100 percent.

8.6 Report of the Board of Directors' Responsibilities for Financial Reports

The Board of Directors of Muangthai Capital Public Company Limited has prepared financial statements to show financial position and the Company's operating results for the year 2022 under the Public Limited Companies Act B.E.1992, the Accounting Act B.E.2000 and the Securities and Exchange Act B.E.1992. This includes the announcement of the Capital Market Supervisory Board on Rules, Conditions and methods for reporting the disclosure of information about the financial position and operating results of the issuing company.

The Board of Directors is well aware of the duties and responsibilities as a director of a listed company in being responsible for the Company's financial statements and the subsidiaries. This includes the financial information shown in the 2022 annual report. The financial statements are prepared in accordance with generally accepted accounting standards by applying appropriate accounting policies and consistently adhering to them as well as using discretion carefully and reasonably in the preparation of the Company's financial statements. Important information is adequately disclosed in the notes to the financial statements for the benefit of shareholders and general investors with transparency.

In addition, the Board of Directors has established and maintained a risk management system and effective internal controls to reasonably ensure that accounting records are accurate and complete sufficiently to maintain the Company's assets and to prevent fraud or a materially abnormal operation.

In this regard, the Board of Directors has appointed the Audit Committee of the Company consisting of independent directors to review the quality of financial reports and the adequacy of the internal control system with the opinion of the Audit Committee on this matter. It appears in the report of the Audit Committee which is shown in this annual report.

Board of Directors have an opinion for the Company's internal control system overall that it was at a satisfactory level and was able to create reasonable confidence that the Company's financial statements and the subsidiaries for the year ending 31st December, 2022 showing financial position performance and cash flow. It was materially correct as it should be in accordance with Thai Financial Reporting Standards.

Review of Strategy, Vision and Mission

The Company's Board of Directors, in conjunction with the Executive Committee, reviews the Company's vision and mission periodically so as to adjust which reflect the business target and strategy in the future.

Furthermore, the Board of Directors sporadically monitors the management's business operation in accordance with the Group's strategic direction.

In the previous year, the Board of Directors, in meeting No.7/2022 dated September 16th, 2022, reviewed the vision, mission and corporate principles in order to be consistent with the business target and strategy.

8.7 Summary on the Operational Performance of Other Committees

8.7.1 Operational Performance of the Audit Committee

The details appear in Attachment No. 6.

8.7.2 Report of the Nomination and Remuneration Committees of 2022

The Nomination and Remuneration Committees of Muangthai Capital Public Company Limited are consist, appointed by the Board of Directors has a responsibility recruit qualified persons by the established rules and procedures for proposing to be appointed as directors as well as considering the company's directors to act as sub-committee and considering the form and criteria of director's remunerations to propose to the Board of Directors and shareholder's meeting for approval. The Nomination and Remuneration Committee consisting of 3 directors as follows:

1. Adm. Apichart Pengsritrong
Chairman of the Nomination and Remuneration Committee (Independent Director)
2. Mr. Suchart Suphayak
Member of the Nomination and Remuneration Committee (Independent Director)
3. Mr. Suksit Petampai
Member of the Nomination and Remuneration Committee (Director)

In 2022, The Nomination and Remuneration Committee had a total of 2 meetings, with all directors attended each meeting to discuss various issues. The Nomination and Remuneration Committee has continuously reported the meeting results and opinions to the Board of Directors for consideration with the essence of performing duties as assigned by the Board of Directors in its entirety by strictly adhering to the principles of good corporate governance for the balanced and sustainable benefit of all stakeholders.

The summary of the Nomination and Remuneration Committee's performance in 2022 is as follows:

1. Consider and nominate a qualified person to be the Company's directors instead of the directors who retired and propose to the Board of Directors and in line with the Company's growth.

2. Provide an opportunity to minority shareholders can propose agendas and a list of people to be nominated as the Company's directors, 3 months before the Annual General Meeting (AGM) (from 3 October 2022 – 31 December 2022), by the principle of good corporate governance and for the overall benefit of the Company and stakeholders. However, none of the shareholders propose any person to the process of selecting in the Annual General Meeting (AGM) in 2023.

3. Consider, scrutinize and offer the remunerations of the company's directors and sub-committee to appropriate to the scope of duties and responsibilities consistent with the Company's performance. The criterion for consideration is based on compared to other companies in the same industry, suit their duties, and linked to the overall performance of the company to be purposed to the Board of Directors before approval on the Annual General Meeting (AGM)

4. Consider the qualified directors as sub-committees, purpose to the Board of Directors to appoint as appropriate.

In conclusion, The Nomination and Remuneration Committee has completely performed their duties as mentioned above with care, prudence, transparency, fairness and has an opinion that in 2022, the company's directors and committees are knowledgeable and talented. The remunerations and other benefits are shown in the annual report are appropriate to the duties and responsibilities in line with the economic situation and the company's overall performance.

(Adm. Apichart Pengsritthong)
Chairman of the Nomination and
Remuneration Committee

8.7.3 Report of the Corporate Governance and Sustainability Committee of 2022

The Corporate Governance and Sustainability Committees of Muangthai Capital Public Company Limited are consist, appointed by the Board of Directors has a responsibility operate business under good corporate governance and the code of conduct is one of the company's most significant policies and missions which is the priority for the Board of directors, executives, and all employees. To ensure that our business operations follow these policies, The Board of directors, hence, established and assigned the Corporate Governance Committee for supervising, monitoring, and encouraging the company to operate by our corporate and governance policies and guidelines, as well as code of conduct.

The Corporate Governance and Sustainability Committees consisting of 3 directors as follows:

1. Mrs. Kongkeaw Piamduaytham
Chairman of the Corporate Governance and Sustainability Committee.
(Independent Director)
2. Mrs. Nongnuch Dawasuwan
Member of Corporate Governance and Sustainability Committee.
(Independent Director)
3. Dr. Suksit Petampai
Member of the Corporate Governance and Sustainability Committee. (Director)

In 2022, The Corporate Governance and Sustainability Committees had a total of 2 meetings, with all directors attended each meeting to discuss various issues. The Nomination and Remuneration Committee has continuously reported the meeting results and opinions to the Board of Directors for consideration with the essence of performing duties as assigned by the Board of Directors as follow:

1. Approve the review and improvement of corporate governance policies and business codes of conduct to comply with current business operations and related criteria.
2. Approve the review and improvement of anti-corruption policy.
3. Approve social, environmental and stakeholder responsibility policies.
4. Review and monitor performance in accordance with the Good Corporate Governance Plan and the Social, Community and Environmental Responsibility Plan. Comply with the Good Corporate Governance Principles of Listed

Companies (CG Code) regulated by The Stock Exchange of Thailand.

5. Supporting and encouraging the company to arrange the Corporate Social Responsibility (CSR) activities by building a children's development center building every year which will rotate according to the area of the branch. This project started from 2012 onwards until the present.
6. Support pilot project "Muangthai joins the heart for the community" from a survey of the actual area and the needs of the Public Health Hospital in Sukhothai Province. Found that most rural areas are inaccessible to cars because it is an agricultural area, a rice field or even a small road that is convenient for motorcycles only. To increase the opportunity to access the public health system and reduce the inequality of people in rural communities. Therefore, 20 modified motorcycles were made for 20 sub-districts in Sukhothai to transport medical supplies. Medicine for home patients Including transporting elderly patients and severely injured patients.

The Corporate Governance and Sustainability Committees are confident that the Corporate Governance Policies, Ethics, and business ethics, along with contributing to the development in the economy, social and environment in Thailand not only the key factors to drive the company to become the leading company with stable and sustainable growth but also bring confidence to shareholders and investors. Moreover, the company is aware that corruption is a barrier to social development and the country's economy. Nowadays, the company is one of the members of the Collective Action Coalition which is a part of compliance to good corporate governance and received a certificate.

For the Company's operations in 2022, the company received awards and ratings for compliance with good corporate governance principles and sustainability, both domestically and internationally as follows:

1. Received "Excellent" (five stars) scoring of the Corporate Governance Report of Thai Listed Companies 2022 (CGR), conducted by The Thai Institute of Directors (IOD) for the 5th consecutive year.

2. Received "Very Good" (100 points) scoring of AGM checklist quality in 2022, conducted by the Thai Investors Association.
3. Even if in the COVID-19 pandemic which causes economic volatility around the world, TRIS Rating affirmed the company rating at BBB+ with a "Stable" outlook.
4. As the result of "ASEAN and Thailand's Top Corporate Brands" research, the company is selected as a "Thailand Sustainability Investment (THSI)" by The Stock Exchange of Thailand for the 4th consecutive year from sustainable business operations and determined to be a microfinance provider who is responsible to all of the stakeholders and be a role model to others entrepreneurs in this industry in terms of corporate governance and aware of the impact and strategy development covered the environment, society, and corporate governance (ESG) for further sustainable development.
5. Received "AA" scoring of MSCI ESG Index in the consumer finance industry, conducted by MSCI.
6. Received "Thailand's Top Corporate Brands 2022" award with the highest corporate brand value in the finance and securities sector, from Master in Branding and Marketing, Chulalongkorn Business School.

From performance and assessment as mentioned above, means the company's operations under the principles of good governance. The Corporate Governance and Sustainability Committee believes that operating business with transparency and continuously developing good corporate governance will make the organization grow sustainably and build confidence in shareholders and stakeholders as a Listed Company. The Company still improves and develops guidelines for good corporate governance to be consistent with the Company's business operations continue to be in line with international practice.

(Mrs. Kongkeaw Piamduaytham)
Chairman of the Corporate Governance and Sustainability Committee.

8.7.4 Report of the Risk Management Committee

The Risk Management Committee of Muangthai Capital Public Company Limited, appointed by the Board of Directors, has a responsibility for policy formulation, a framework for risk management, supervise, and support the implementation of risk management to reduce the impact of various risk factors, both external and internal factors, including the roles and responsibilities assigned by the Board of Directors. The Risk Management Committee consisting of 3 directors as follows:

- | | |
|----------------------------|--|
| 1. Mr. Suchart Suphayak | Chairman of Risk Management Committee (Independent Director) |
| 2. Mrs. Nongnuch Dawasuwan | Member of Risk Management Committee (Independent Director) |
| 3. Mr. Chuchat Petaumpai | Member of Risk Management Committee (Director) |

In 2022, The Nomination and Remuneration Committee had a total of 2 meetings, the Risk Management Committee places importance on risk management. Especially managing risks that affect the achievement of business objectives and goals. Including performing duties as assigned by the Board of Directors during the year. The Risk Management Committee has continually held meetings to follow up on risk management results. and foresees that the Company has solved significant risk problems in various areas until lowering the level to the acceptable criteria for the most part It also recommended that the working group use emerging risks to analyze the opportunities and impacts that will occur to the Company, including the risk of changing to digital currency, risk from rising policy interest rates and the risk of higher oil prices due to the Russo/Ukrainian war and from follow-up meetings. It was found that the Company has systematically controlled the aforementioned risks. Proceed with caution, discretion and efficiency.

(Mr. Suchart Suphayak)
Chairman of Risk Management Committee

8.8 Number of Meetings and Attendance of the Individual Committee Members

Directors	Audit Committee	Recruitment and Remuneration Committee	Corporate Governance Committee	Risk Management Committee
1. Adm. Apichat Pengsritong		2/2		
2. Mr. Chuchat Petaumpai				2/2
3. Mrs. Kongkaew Piamduaytham	7/7		2/2	
4. Mrs. Nongnuch Dawasuwan	7/7		2/2	2/2
5. Mr. Suchart Suphayak	7/7	2/2		2/2
6. Dr. Suksit Petampai		2/2	2/2	

9. Internal Control and Related Items

Report on the Conformity to the Corporate Governance Code of Conduct for the Year 2022

The Audit Committee of the Company was appointed by the Board of Directors consisting of 3 independent directors who are qualified persons in accordance with the criteria specified in the Notification of The Stock Exchange of Thailand and The Securities and Exchange Commission named as below:

1. Mrs. Kongkaew Piamduaytham
Chairman of the Audit Committee/
independent director
2. Mr. Suchart Suphayak
Audit Committee/independent director
3. Mrs. Nongnuch Dawasuwan
Audit Committee/independent director

In 2022, the total of 4 Audit Committee's meetings was held to perform duties within the scope of responsibility as specified in the Audit Committee Charter. All members of the Audit Committee attended all meetings. There was one meeting agenda with the auditors without the management's attendance to acknowledge the problems found during the audit and the issues deemed important by the auditors. This could promote the good corporate governance and increase the transparency of financial reports for the Company. The meeting reports were summarized to the Board of Directors every quarter. The operational performance can be summarized as follows:

- **Revision on Financial Reports**

The Audit Committee reviewed the quarterly financial statements, annual financial statements, and consolidated financial statements for the transactions possibly having conflicts of interest. This is to ensure that the Company's financial reports are prepared in accordance with the Financial Reporting Standards. The preparation of the Company's financial statements is accurate and reliable with sufficient and timely disclosure of important information is made available to users of the financial statements. It complies with Internal Control and Related Transactions 9 Report on the conformity to the Corporate Governance Code of Conduct for the year 2022 laws, notices, and related regulations of The Stock Exchange of Thailand (SET) and The Securities and Exchange Commission (SEC).

- **Revision on Internal Control System and Internal Audit System**

The Audit Committee has reviewed the Internal Audit Department's annual audit plan for the year 2023 and followed up on its performance on a quarterly basis by considering important risk issues and providing advice including useful comments to ensure

that the internal control process can prevent or reduce errors in the work. This includes the consideration in the suitability and sufficiency of human resources, the independence of the internal audit department and the assessment on the audit performance of the management of the audit department. The Audit Committee has the opinion that the internal control system and internal audit of the Company is appropriate, sufficient, effective, and has continual development. Besides, the internal audit department has performed the duties independently, transparently, and fairly.

- **Revision on the Compliance with Law**

The Audit Committee has reviewed the Company's operational performance and saw that the Company has complied with the Securities and Exchange Act, requirements of The Stock Exchange of Thailand, and laws or other requirements related to the Company's business. This includes the Company's anti-corruption policy and changes in the rules that affect the Company's business operations.

- **Consideration on the Connected Transactions or Transactions Possibly Leading to the Conflicts of Interest**

The Audit Committee has reviewed the connected transactions or transactions possibly having the conflicts of interest of the Company based on justice, reasonability, transparency and considering the interests of all stakeholders. There is also adequate information disclosure. The Company has complied with the regulations of The Stock Exchange of Thailand and The Securities and Exchange Commission.

- **Consideration on the Selection to Appoint the Auditors and the Auditor's Remuneration**

The Audit Committee considers the selection of the auditors and their remuneration for the year 2022 to propose to the Board by considering the performance, independence, competence, experience and appropriateness of the auditor's remuneration for the past year. The Audit Committee has selected the auditors from KPMG Phoomchai Audit Company Limited as the Company's auditors with the list of auditors as follows:

- 1) Mr. Chanchai Sakulkersin,
Certified Public Accountant, Registration No. 6827 and/or
- 2) Mr. Chokchai Ngamwutthikul, Certified
Public Accountant, Registration No. 9728 and/or
- 3) Ms. Sureerat Thongarunsang, Certified
Public Accountant, Registration No. 4409 and/or
- 4) Ms. Orawan Chunhakitpaisan, Certified
Public Accountant, Registration No. 6105

● Revision on the Audit Committee's Charter

The Audit Committee has reviewed the Audit Committee's Charter to ensure that the Audit Committee's operations are efficient and up-to-date. The Audit Committee has performed the duties prudently and independently with good cooperation from the Company's management. This is for maximizing the benefits of the Company and fair to the shareholders and the stakeholders. The Audit Committee has performed their own performance assessment for the year 2022 to ensure that their performance is effective and achieves the assigned objectives.

9.1 Internal Control

Internal Control Policy

The Company realizes the importance of having a good internal control system by providing an internal audit department to perform the duties independently. They have to directly report to the Audit Committee and the management (Dual Reporting Approach) to ensure that the Company has an adequate internal control system. The Company has established an internal control and risk management system in accordance with the internal control framework according to the COSO-ERM international standard which can be divided into the following 5 components:

9.1.1 Control Environment

The Company defines the organizational structure to be transparent and examinable with the establishment of the Audit Committee and the Internal Audit Department to work independently. Having independent directors in sufficient and appropriate proportions, the Company determines that all processes of operation of the Company must be transparent and systematic. The internal control must be suitable, sufficient, efficient, and effective under the supervision of corporate governance and code of ethics in business operation. The operational authorization must be determined clearly with the balance of power, mutual verification, and auditability. The Company has arranged an external auditor from the leading global organization which is reliable. This is in line with the practices for listed companies of the securities and Exchange Commission in rotating the auditors who have signed on their duties for the past 7 fiscal years. There must be a spacing of 5 fiscal years which will be effective from 1st January, 2019, to maintain the independence of the auditors.

9.1.2 Risk Assessment

The Company pays attention to risk management and preparation for the situation under changes from internal and external factors possibly affecting the operations. There is a risk management unit responsible for continuous monitoring and evaluation.

The Company has established a risk management committee with the risk management department and law to make the Dual Reporting Approach quarterly. The Risk Management Department and the Legal Department provide an assessment on the risk factors, opportunities and the impact of the incidents possibly affecting the achievement of the objectives and the goals of the Company. This includes defining strategies and practices to manage, reduce, limit or eliminate risks as revealed in the "Risk management" topic.

9.1.3 Control Activities

The Company has established control activities at all levels and in all departments of the organization such as policies, regulations, procedures for approval, determination of power, verification and revision as well as allowing all executives to review and improve control activities for increasing the efficiency and effectiveness in the prevention or reduction of damage which may hinder the achievement following the Company's objectives and goals. The operational guidelines are established in consistence with and in accordance with the Company's policy framework, guidelines and strategic directions as follows:

1. The policies, procedures, and operation manual are established in writing.
2. The management, monitoring and supervision of operations are in accordance with the plans, rules, regulations and various operating manuals to perform the work according to laws and external regulations.
3. There is clearly segregation of duties and authorizing authority that can be traced effectively.
4. There is a policy to make Related Parties Transaction which takes into account the best interests of the Company as a matter of consideration on the transactions made at Arms' Length Basis.
5. There is a Key Performance Indicator (KPI) linked to the Company's goals.
6. The Company's assets are cared and protected from being used for personal gain.
7. There is an appropriate and effective information technology control system.
8. The employees are provided with knowledge and training on internal control continuously.

9.1.4 Information & Communication

In order to achieve appropriate, adequate, and effective internal control, the Company promotes, supports and invests in the development of information technology systems and information security as well as formulating an information and information security policy to provide various information unlimited to just financial information to be accurate, timely and reliable. Thus, the Company's information technology system is efficient and has adequate data

security including the data collection process, data processing, data storage, and data recovery. The Board of Directors, the Executive and the Operation Department can use the information in making decisions and can perform the operation.

The Company has provided the auditors on the information system and information security from the world's leading trusted organization along with reporting to the Audit Committee and the executives every quarter.

The Company pays attention to the information system security. It has been carried out in conjunction with a plan by an external agency to assess the risks of Cyber Security and to measure the level of readiness of the organization in response to new threats. The Corporate IT Policy is improved to strengthen and respond to changes adequately. Besides, the assessment on the acquisition and the development process are adjusted to be more flexible in order to apply potential digital technologies to keep pace with business needs. The technology that is highly flexible is applied in the operations.

The Company provides an intranet system and platform such as the MTC University platform and the MTC Forum platform to be used as a communication channel in the Company for disseminating policies, regulations, instructions and operational guidelines including various news efficiently, thoroughly, and in a timely manner. The safety control is regulated by assigning rights in accessing the information in different systems according to the principle of division on the functions and use. There are communication channels in the organization which are effective such as sending e-mails, public relations through various activities as well as having meetings together to create coordination and can work effectively.

Since 2022, the Company has established a policy to protect personal information (updated 2022) to ensure transparency and fairness to stakeholders with more concise information system.

9.1.5 Monitoring Activities

The Company has established a monitoring and evaluation process to ensure that the internal control is performed regularly and the internal control system is sufficient, appropriate and efficient in consistence with the changes of the environment. The monitoring process consists of:

The evaluation by KPI is the evaluation on the operational performance by the executives, department heads and employees. This includes holding the meeting of the management to monitor

the operational performance in accordance with the goals regularly. The internal audit department and legal compliance are comprised of:

1. Internal Audit Department is responsible for performing the audit duties and assessing the effectiveness, efficiency, sufficiency of the internal control system and the results of operations to comply with the rules and standards of the organization. The focus is Risk Based Audit. The suggestions are given for the improvement of processes and for monitoring to ensure that the problems are corrected appropriately and in a timely manner.

2. The Corporate Compliance Unit is responsible for inspecting the operational performance in accordance with the law and external requirements by reporting the results of the audit and monitoring to the management and the Audit Committee regularly.

Internal Audit

1. Internal Audit Department

The Company's Internal Audit Department performs the duties independently having the person to be responsible for the internal audit to report directly to the Audit Committee and the executives (Dual Report). At present, Mr. Chalerm Inhom is the Assistant Manager of Audit Department and the Secretary of the Audit Committee having over 20 years of experience in internal audit related to the Company's business.

2. Performance of the Internal Audit Department

2.1 Annual internal audit plan

The Internal Audit Department conducts the annual internal audit plan based on the risk assessment results of the Risk Management Department and the law (Risk Based Basis) to be presented to the Board of Directors to check and approve the plan. The plan may be revised during the year if there are significant new risks.

2.2 Audit process

The Internal Audit Department performs the internal audit in accordance with internal audit standards and the ethics of the auditors. The scope of audit covers the performance of the Company's branch offices nationwide and the Company's subsidiaries.

2.3 Presentation of the audit reports and monitoring of results

The Internal Audit Department is responsible for reporting the internal audit and review of internal control systems to the responsible persons of the audited agencies and follow up the revision results and then reports to the management on a monthly basis and reports to the Audit Committee on a quarterly basis.

3. Personnel Development of the Internal Audit Department

3.1 Training on the Personnel Development in Knowledge and Internal Audit Standards

In 2022, the Head of Internal Audit Department has ordered 3 internal audit staffs to be trained on the programs related to internal audit standards and ethics of the internal auditors.

3.2 Number of Internal Audit Staffs

As the Company has the business growth and expansion of 869 branches in 2022, the Company has a total of 6,668 branches by the end of 2022 spread over the country. The Internal Audit Department is required to have the number of employees sufficient for performing the internal audit with the scope to cover the operations of the branch offices to ensure that the Company's internal control system is still appropriate, adequate and efficient. Therefore, at the end of 2022, the Internal Audit Department has a total of 77 staffs. This number is deemed appropriate and sufficient by the Audit Committee and the management.

4. Control and Improvement of Audit Quality

In 2022, the Board of Directors had the resolution to appoint the outsource consultant, Dharmniti Public Company Limited, the leading professional body in law, accounting, taxation, auditing, and internal audit for assessing the quality of the Company's internal audit work. This should be performed in accordance with the guidelines for complying with the mandatory elements of the internal audit framework to practice international internal auditing. The objectives of the plan of this year are:

1. To enhance knowledge and understanding in planning the details of the revision of work flow chart preparation, control points and risk assessment important for the Audit Program, the audit performance, reporting, closing the audit, and system for monitoring the recommendations according to the internal audit standards.

2. To develop knowledge, skills, and competencies of the employees who are assigned by the Company with the mission to perform the duties of the internal audit through workshop training in planning the details, reviewing the preparation of work flow chart, control points, risk assessment, preparation of Audit Program, performance, audit, reporting, closing the audit and monitoring system.

3. The Company's internal auditors perform the operation in accordance with the International Professional Practices Framework (IPPF). However, as of 31st December, 2022, the Company is still in the fourth phase of the internal quality development work plan.

5. Adding Value to the Company

In any operation or evaluation requiring the independence, fairness and honesty, the internal audit function will be entrusted by the Board and the management to be an intermediary in their performance. The Board and the management have confidence in the code of ethics of the persons performing the duties of internal audit. Such performance or evaluation may not be directly related to the responsibilities of the Internal Audit Department such as being an intermediary in the employee's satisfaction assessment or employee interviews before leaving, helping to investigate and find the facts in case of dishonest employees, etc.

Opinion of the Board of Directors on Internal Control

The Board of Directors is of the opinion that the Company and its subsidiaries have adequate and appropriate internal control systems. The Audit Committee has no different opinion from the Board of Directors. The auditor did not make any significant remarks regarding the internal control with persons who may have conflicts of interest as normal business transactions. It is necessary, reasonable and the price is in accordance with the market price which has already been disclosed in the topic of related party transactions and notes to the financial statements.

9.2 Cross Transaction

Regarding the details of connected transactions in 2022, the Company has made some transactions with some persons possibly causing conflicts with the details of transaction as follows:

Details of related transactions

Persons possibly causing conflicts	Nature of relationship	Nature of transaction	Value of transactions as of January–December 2022 (million baht)	Necessity and reasonableness of the transaction
Muangthai Leasing Insurance Broker Co., Ltd. (MTB) Registered capital of 2,120,000,000 Baht Paid-up for 2,120,000,000 Baht	MTB is a subsidiary of the Company the Company holds 99.99 percent of the total shares sold.	● Support service income	57.45	The Company provides services to MTB including accounting consulting fees. Customer service fee internal audit fee, etc. In addition, the Company also receives a brokerage fee from MTB because the Company's chief executive officers must pass the insurance sales agent's license and will perform the duties of selling insurance under the Motor Vehicle Act. Motorcycles and cars including personal accident insurance to customers who request a loan from the Company.
		● Rental income	0.59	MTB rents some space from the Company for use as an office with a total area of 140 square meters. 350/sq.m./month
		● Trade accounts receivable	26.95	Consists of service income from supporting work and accrued rental income of each month.
		● Trade accounts payable	26.42	The Company act on cars, motorcycles and personal accident insurance for MTB every month

Persons possibly causing conflicts	Nature of relationship	Nature of transaction	Value of transactions as of January–December 2022 (million baht)	Necessity and reasonableness of the transaction
Muangthai Leasing Co., Ltd. (MTLS) Registered capital of 1,000,000,000 Baht Paid-up for 1,000,000,000 Baht	MTLS is a subsidiary of the Company the Company holds 99.99 percent of the total shares sold.	● Support service income	188.77	The Company provides services to MTLS including account advisory fees. Customer service fee internal audit fees, etc.
		● Rental income	0.59	MTLS rents some space from the Company to be used as an office with a total area of 140 square meters. 350/sq.m./month
		● Interest income	31.82	The Company provides loans to MTLS as working capital for doing business. The interest is charged at a fixed percentage per year.
		● Trade accounts receivable	3,338.71	Consists of service income from supporting work Accrued rental income and car purchase receivables for hire purchase to Muang Thai Leasing Company of each month.
		● Trade accounts payable	493.51	The Company has an obligation to remit installments, down payments and stamp duty of motorcycles to MTLS every month.

Persons possibly causing conflicts	Nature of relationship	Nature of transaction	Value of transactions as of January–December 2022 (million baht)	Necessity and reasonableness of the transaction
		<ul style="list-style-type: none"> Loan <ul style="list-style-type: none"> 1.1 Loan amount 1 Loan 600.00 million baht Paid 187.50 million baht. Remaining 412.50 million baht. 1.2 Loan amount 2 Loan 400.00 million baht. Paid 75.00 million baht Remaining 325.00 million baht 	737.50	<p>The Company provides MTLS loans for working capital as follows:</p> <p>1.1 Loan amount 1 Loan of 600 million-baht, contract started on August 30, 2021, due on August 30, 2025, interest rate 3.95% per year, paid in installments 16 installments with principal payment every 3 months and interest every month</p> <p>1.2 Loan amount 2, loan of 400 million-baht, contract started on March 1, 2022 due on February 27, 2026, interest rate 4.95% per year, payable in 16 installments. The principal payment is made every 3 months and interest is paid every month.</p>
		<ul style="list-style-type: none"> Accrued interest 	0.09	Accrued interest as of 31 December 2022 from MTLS loan.
Muangthai Pay Later Co., Ltd. (MTPL) Registered capital of 1,000,000,000 Baht Paid-up for 550,000,000 Baht	MTPL is a subsidiary of the Company the Company holds 99.99 percent of the total shares sold.	<ul style="list-style-type: none"> Support service income 	67.05	The Company provides services to MTPL including account advisory fees. Customer service fee internal audit fees, etc.

Persons possibly causing conflicts	Nature of relationship	Nature of transaction	Value of transactions as of January–December 2022 (million baht)	Necessity and reasonableness of the transaction
		● Rental income	0.59	MTPL rents some space from the Company for use as an office with a total area of 140 square meters. 350/sq.m./month
		● Trade accounts receivable	2,116.07	Consisting of the monthly loan receivables from Muangthai Pay Later.
		● Trade accounts payable	258.76	The Company has an obligation to deliver the installments, and personal loan stamp duty to MTPL every month
Mr. Chuchat Petaumpai	Holding the position of Chairman of the Board of Executive Directors and is a major shareholder of the Company, holding 33.49 percent of the total number of shares sold	● Office rent	2.63	The Company rented 8 commercial buildings and warehouses from Mr. Chuchat Petaumpai to be used as branches and car auction centers of the Company. Such rental fee is in accordance with the fair rental rate appraised by American Appraisal (Thailand) Company Limited, an independent appraiser approved by the Securities and Exchange Commission.

Persons possibly causing conflicts	Nature of relationship	Nature of transaction	Value of transactions as of January–December 2022 (million baht)	Necessity and reasonableness of the transaction
Mrs. Daonapa Petampai	Holding the position of Managing Director and is a major shareholder of the Company holding 33.96 percent of the total number of shares sold	● Office rent	1.68	The Company has leased 6 commercial buildings from Mrs. Daonapa Petampai to be used as branches and storage locations. The rental rates for buildings used as branches and storage locations are in accordance with the fair rental value appraised by American Appraisal (Thailand) Company Limited, an independent appraiser approved by the Securities and Exchange Commission. and for the rental rate of the building used as the storage location of the Company's documents is the same rate as the price the Company Rent buildings in the vicinity of each other from outsiders.
Mr. Wasin Dechgitvigrom	Being a shareholder of the Company holding 0.06 percent of the total shares sold as of November 9, 2022 and is younger brother of Mrs. Daonapa Petampai who holds the position of Managing Director	● Agent commission	2.43	The Company paid the agent's commission to Mr. Wasin Dechgitvigrom based on the number of loan contracts each month at the rate the Company agreed. which is a normal business operation of the Company as a service channel for the customers of the Company as for the commission rate paid to Mr. Wasin, it was an appropriate rate since it was the same rate that the Company had paid. Paid to other agents. The Company has no policy to accept additional agents in the future.

*As of 31st December 2022, the Company has several agreements with related parties for the lease of office buildings. The lease period is 3 years from January 2021 to the end of October 2025. The Company has right-of-use assets and liabilities under such lease agreement amounting to 16,000,000 Baht and 16,000,000 Baht, respectively. It is recorded in the consolidated statement of financial position and the separate statement of financial position. In addition, the Group and the Company had an expense of 3,660,000 Baht recorded in consolidated profit or loss and separate profit or loss for the year ended December 31, 2022

*As of 31st December 2022, the Company has several office space rental agreements with subsidiaries. The lease period is 3 years from 1st March 2021 to 28th February 2024. The subsidiary has the right to extend the lease upon expiration of the contract. The Company received the rental as specified in the agreement. The rent will be reviewed every time the contract expires.

* MTB, MTLs and MTPL have rented some areas from the Company for use as offices with a total area of 140 square meters. 350/sq.m./month Based on the rental rate of commercial buildings in nearby areas. Details of the rental of nearby commercial buildings are as follows:

1. Location : Soi Jaransanitwong 42, Bang Yi Khan, Bangkok, next to Bang Yi Khan BTS,
Size : 40 – 60 sq m. 12,000 baht/month
Rental price : 300 baht per sq m.
2. Location: 666 Boromarajonani Road, Bang Bamru Subdistrict, Bang Phlad District, Bangkok 10700
Rental price for the 1st floor, 600 baht per square meter
Rental price for the 2nd floor, 400 baht per square meter

*The office rental Company rented 6 commercial buildings from Mrs. Daonapa Petampai for use as branches. Property storage and employee housing the 2 staff housing consists of Staff housing, house number 13, with an area of 4th floors, 2 units with a rental rate of 20,000 baht/month, and house number 44, with an area of 4th floors, 1 unit, with a rental rate of 10,000 baht/month, referring to the

rental rate of commercial buildings in nearby area Details of the rental of nearby commercial buildings are as follows:

1. Location: Soi Jaransanitwong 83/1, Jaran sanitwong Road, Bang Or Subdistrict, Bang Phlad District, Bangkok 10700
Size 4th floors, 4 units 40,000 baht/month
Rental price : 10,000 baht per unit

*The office rental company rented 8 commercial buildings from Mr. Chuchat Petaumpai to be used as branches and car auction centers of the Company. The sub-branch on Pichai Songkram Road has 4th floors, 2 booths, and charges a rental rate of 25,000 baht/month, referring to the rental rate of commercial buildings in nearby areas. Details of the rental of nearby commercial buildings are as follows:

1. Location : 811/41-42 Mittraphap Road, Nai Mueang Subdistrict, Mueang Phitsanulok District, Phitsanulok Province 65000 (Mittraphap Road branch)
Size 3rd floors, 2 booths 30,000 baht/month
Rental price: 15,000 baht per unit

Comments of the Audit Committee

Internal Controls and Internal Audit In 2022, the Committee reviewed internal controls covering scope, activities, responsibilities, and resources of the internal control process. The Committee also reviewed the adequacy and effectiveness of internal controls, internal audit workplan, key issues identified in the internal audit reports, corrective actions and follow-up on the issues.

The Committee viewed that the internal control process is adequate and effective and the actions by management for correcting the identified control issues were effective.

In 2022, the Company has not been subjected to fines, accusations or civil actions by regulators such as The Securities and Exchange Commission (SEC) or The Stock Exchange of Thailand (SET) about related transactions.

Procedure of Approval Related Transactions

For the normal business, the Company's policy defines that their transactions should be considered by the Audit Committee or External Auditor or Independent Specialist about reasonable price and transactions.

For the related transactions that may occur in the future, the Board of Directors should consider and control to comply with the laws and regulations of The Securities and Exchange Act or the announcement and regulations of The Stock Exchange of Thailand. As well as compliance with the disclosure of related transactions and the acquisition or disposal of significant assets of the Company or the subsidiary in accordance with the Accounting Standards of Federation of Accounting Professions (FAP).

For the abnormal business of related transactions, the Audit Committee considers appropriation of the transactions. If the related transactions are complex, the Audit Committee is able to invite the professional person or the external auditor of the Company to consider together. Furthermore, the Company had disclosure related transactions in note of financial statement which was certified by external auditor of the company. Stakeholders who have benefit in the transactions cannot vote or approve such transactions.

The Company shall have verification process regarding transactions which may cause conflicts of interest to ensure that there is a fair transaction which is normal in trading business. (Fair and at arms' length)

Anti-Corruption

The Company pays attention to all forms of corruption by raising awareness among executives and employees of the Company at all levels to be aware of the impacts of corruption and create correct values for executives, employees and all stakeholders.

- **Anti-Corruption Policy and Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)**

Apart from the operation on corruption under the code of ethics and morality, Muangthai Capital still adheres to the policy and practices in anti-corruption. The Company is currently certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) from 21st May, 2019, this is a very important development in confirming the Company's commitment and intent to conduct business under good governance principles and pay

attention to the prevention and anti-corruption of all kinds as a guideline for sustainable success. The anti-corruption policy of the Company has been disclosed on the Company's website to communicate to employees, business partners and all stakeholders for being aware of and act accordingly. If the policy and practice guidelines are violated, the Company will take disciplinary action according to the policy.

- **Channels for Complaint and Whistleblowing**

The Company has set the Whistleblower Policy and clearly disclosed including disclosing the Whistleblower Channels on the Company's website page in the section of "Contact Us" for the employees and stakeholders of the Company to generally know. Apart from setting a channel for complaint and whistleblowing, the mentioned policy also establishes the guidelines for the protection of whistleblowers.

- **Training on the Operations to be in Accordance with the Anti-Corruption Policy and Practices**

The Company has arranged for employees and executives to participate in training and understanding about the anti-corruption policy and practices which is a compulsory training in the employee orientation training.

**Muangthai Capital Public Company Limited
and its Subsidiaries**

Financial statements for the year ended 31 December 2022
and Independent Auditor's Report

Part 3 Financial Statement

Independent Auditor's Report

To the shareholders of Muangthai Capital Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Muangthai Capital Public Company Limited and its subsidiaries (the “Group”) and of Muangthai Capital Public Company Limited (the “Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2022, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2022 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

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

Key Audit Matters

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

Measurement of expected credit loss on loan receivables	
Refer to Note 3 (j) (1), 7.2.1, and 22 (a.1) to the consolidated and separate financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>As at 31 December 2022, the Group and the Company have loan receivables amounted to Baht 114,977 million and Baht 112,571 million, respectively, against which allowances for expected credit losses (“ECL”) are Baht 3,307 million and Baht 3,263 million, respectively, and represent 87.20% of total assets in the consolidated financial statements and 85.20% of total assets in the separate financial statements.</p> <p>Management’s estimation of the expected credit loss on loan receivables measured at amortised cost is based on credit models which are dependent on significant management judgements and estimates including establishment of the criteria for determining whether credit risk has increased significantly since initial recognition, development of models used to measure ECL, determination of the forward-looking macroeconomic variables and probability-weighted scenarios into the measurement of ECL and consideration for management overlay / underlay.</p> <p>The loans receivables balance is material and the measurement of expected credit loss involved complex calculation as well as management judgment, I therefore considered this to be key audit matter.</p>	<p>My audit procedures included the following:</p> <ul style="list-style-type: none"> - understanding the loans granting, repayment and monitoring processes including the policies and consideration of allowance for ECL; - evaluating the design and implementation and operating effectiveness of key controls surrounding the credit and allowance for ECL process; - involving KPMG credit risk specialists to inspect model documentation and methodologies in order to evaluate the appropriateness of criteria in determination of significant increase in credit risk, staging, determination of the forward-looking macroeconomic variables and probability-weighted scenarios into the measurement of ECL; - testing the use of a significant increase in credit risk and staging and evaluating the appropriateness of the key management methodology in identification and estimation of management overlay / underlay; - testing the mathematical accuracy of the ECL calculation on loan receivables; and - considering the adequacy of disclosures of the financial statements.

Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

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

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

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

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

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

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

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

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

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

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

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

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

(Orawan Chunhakitpaisan)
Certified Public Accountant
Registration No. 6105

KPMG Phoomchai Audit Ltd.
Bangkok
21 February 2023

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of financial position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2022	2021	2022	2021
		(in Baht)			
Current assets					
Cash and cash equivalents	6	3,212,861,932	1,306,299,870	2,930,049,491	1,017,776,731
Current portion of loan receivables and hire purchase receivables	7	60,165,005,296	48,180,852,111	57,183,440,941	46,917,363,727
Other receivables - related parties	5	-	-	5,481,807,948	3,152,454,939
Short-term loans	5	144,916,108	88,377,353	144,916,108	88,377,353
Current portion of long-term loans - related party	5	-	-	250,000,000	150,000,000
Other current assets		279,494,714	308,604,900	209,716,929	155,616,289
Total current assets		63,802,278,050	49,884,134,234	66,199,931,417	51,481,589,039
Non-current assets					
Restricted bank deposits	6	12,000,000	11,000,000	-	-
Loan receivables and hire purchase receivables	7	56,762,661,722	41,799,727,424	52,646,421,214	38,897,288,684
Investments in subsidiaries	8	-	-	1,552,000,000	1,052,000,000
Long-term loans - related party	5	-	-	487,500,000	412,500,000
Land, buildings and equipment	9	2,037,331,400	2,053,819,836	2,037,307,704	2,053,784,991
Right-of-use assets	5, 10	4,386,164,093	3,987,979,837	4,386,164,093	3,987,979,837
Intangible assets		47,398,477	50,521,256	47,357,937	50,465,117
Deferred tax assets	19	826,643,292	423,475,896	751,708,939	414,640,907
Other non-current assets		191,720,293	179,178,929	191,720,293	179,178,929
Total non-current assets		64,263,919,277	48,505,703,178	62,100,180,180	47,047,838,465
Total assets		128,066,197,327	98,389,837,412	128,300,111,597	98,529,427,504

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

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of financial position

Liabilities and equity	Note	Consolidated financial statements 31 December		Separate financial statements 31 December	
		2022	2021	2022	2021
		(in Baht)			
Current liabilities					
Short-term borrowings from financial institutions	11	7,945,298,642	4,235,074,947	7,945,298,642	4,235,074,947
Derivative liabilities		431,960,804	-	431,960,804	
Other payables	12	1,211,027,294	1,236,699,237	1,185,902,942	1,221,199,888
Current portion of long-term borrowings from financial institutions	13	6,515,087,977	10,121,419,353	6,515,087,977	10,121,419,353
Current portion of debentures	14	17,338,677,995	14,436,989,117	17,338,677,995	14,436,989,117
Current portion of lease liabilities	5, 10	918,782,605	867,718,916	918,782,605	867,718,916
Income tax payable		892,935,845	672,639,615	819,985,129	635,483,340
Other current liabilities	5	135,903,652	131,278,880	914,244,488	555,101,522
Total current liabilities		35,389,674,814	31,701,820,065	36,069,940,582	32,072,987,083
Non-current liabilities					
Long-term borrowings from financial institutions	13	17,541,032,547	5,929,745,603	17,541,032,547	5,929,745,603
Debentures	14	42,386,633,918	32,591,198,544	42,386,633,918	32,591,198,544
Lease liabilities	5, 10	3,497,309,728	3,142,589,273	3,497,309,728	3,142,589,273
Provisions for employee benefits	15	160,944,680	155,983,372	160,944,680	155,983,372
Total non-current liabilities		63,585,920,873	41,819,516,792	63,585,920,873	41,819,516,792
Total liabilities		98,975,595,687	73,521,336,857	99,655,861,455	73,892,503,875
Equity					
Share capital					
Authorised share capital (2,120,000,000 ordinary shares, par value at Baht 1 per share)		2,120,000,000	2,120,000,000	2,120,000,000	2,120,000,000
Issued and paid-up share capital (2,120,000,000 ordinary shares, par value at Baht 1 per share)		2,120,000,000	2,120,000,000	2,120,000,000	2,120,000,000
Share premium on ordinary shares		2,379,843,362	2,379,843,362	2,379,843,362	2,379,843,362
Retained earnings					
Appropriated					
Legal reserve	16	212,000,000	212,000,000	212,000,000	212,000,000
Unappropriated		24,502,110,402	20,156,657,193	24,055,758,904	19,925,080,267
Other components of equity		(123,352,124)	-	(123,352,124)	-
Total equity		29,090,601,640	24,868,500,555	28,644,250,142	24,636,923,629
Total liabilities and equity		128,066,197,327	98,389,837,412	128,300,111,597	98,529,427,504

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

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of comprehensive income

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2022	2021	2022	2021
		(in Baht)			
Revenue					
Interest income from loans receivables and hire purchase receivables		19,199,062,224	15,195,208,995	18,021,054,182	14,723,826,225
Fees and service income	5	791,527,127	768,781,300	696,234,593	702,215,605
Other income	5	77,899,194	54,751,195	423,751,273	278,364,115
Total revenue	17	20,068,488,545	16,018,741,490	19,141,040,048	15,704,405,945
Expenses					
Services and administrative expenses	5, 18	8,068,791,532	6,961,411,289	8,027,127,408	6,958,776,026
Total expenses		8,068,791,532	6,961,411,289	8,027,127,408	6,958,776,026
Profit from operating activities		11,999,697,013	9,057,330,201	11,113,912,640	8,745,629,919
(Loss) gain arising from derecognition of financial assets measured at amortised cost and hire purchase receivables		(393,680,878)	19,506,160	(177,251,568)	19,506,160
Finance costs	5	(2,813,045,700)	(2,127,366,229)	(2,813,045,700)	(2,127,366,229)
Expected credit loss		(2,433,232,268)	(747,987,948)	(2,033,470,265)	(687,250,233)
Profit before income tax		6,359,738,167	6,201,482,184	6,090,145,107	5,950,519,617
Income tax	19	(1,266,645,971)	(1,256,935,106)	(1,211,827,483)	(1,206,717,615)
Profit for the year		5,093,092,196	4,944,547,078	4,878,317,624	4,743,802,002
Other comprehensive income					
Items that will be reclassified subsequently to profit or loss					
(Loss) gain on cash flow hedges		(154,190,155)	6,473,534	(154,190,155)	6,473,534
Income tax relating to items that will be reclassified subsequently to profit or loss	19	30,838,031	(1,294,706)	30,838,031	(1,294,706)
Total items that will be reclassified subsequently to profit or loss		(123,352,124)	5,178,828	(123,352,124)	5,178,828
Items that will not be reclassified to profit or loss					
Gain on remeasurements of defined benefit plans	15	45,951,266	26,301,231	45,951,266	26,301,231
Income tax relating to items that will not be reclassified to profit or loss	19	(9,190,253)	(5,260,247)	(9,190,253)	(5,260,247)
Total items that will not be reclassified to profit or loss		36,761,013	21,040,984	36,761,013	21,040,984
Other comprehensive income for the year, net of tax		(86,591,111)	26,219,812	(86,591,111)	26,219,812
Total comprehensive income for the year		5,006,501,085	4,970,766,890	4,791,726,513	4,770,021,814
Profit attributable to:					
Owners of parent		5,093,092,196	4,944,547,078	4,878,317,624	4,743,802,002
Non-controlling interests		-	-	-	-
		5,093,092,196	4,944,547,078	4,878,317,624	4,743,802,002
Total comprehensive income attributable to:					
Owners of parent		5,006,501,085	4,970,766,890	4,791,726,513	4,770,021,814
Non-controlling interests		-	-	-	-
		5,006,501,085	4,970,766,890	4,791,726,513	4,770,021,814
Earnings per share					
Basic earnings per share	20	2.40	2.33	2.30	2.24

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

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of changes in equity

	Note	Consolidated financial statements					Total equity
		Issued and paid-up share capital	Share premium on ordinary shares	Retained earnings		Other components of equity	
				Legal reserve	Unappropriated reserve (in Baht)	Hedging reserve	
Year ended 31 December 2021							
Balance at 1 January 2021		2,120,000,000	2,379,843,362	212,000,000	15,975,469,131	(5,178,828)	20,682,133,665
			+				
Transactions with owners, recorded directly in equity							
<i>Distributions to owners of the parent</i>							
Dividends	21	-	-	-	(784,400,000)	-	(784,400,000)
<i>Total distributions to owners of the parent</i>		-	-	-	(784,400,000)	-	(784,400,000)
Total transactions with owners, recorded directly in equity		-	-	-	(784,400,000)	-	(784,400,000)
Comprehensive income for the year							
Profit for the year		-	-	-	4,944,547,078	-	4,944,547,078
Other comprehensive income for year		-	-	-	21,040,984	5,178,828	26,219,812
Total comprehensive income for the year		-	-	-	4,965,588,062	5,178,828	4,970,766,890
Balance at 31 December 2021		2,120,000,000	2,379,843,362	212,000,000	20,156,657,193	-	24,868,500,555

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

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of changes in equity

Consolidated financial statements							
	Note	Retained earnings			Other components of equity		
		Issued and paid-up share capital	Share premium on ordinary shares	Legal reserve	Unappropriated (in Baht)	Hedging reserve	Total equity
Year ended 31 December 2022							
Balance at 1 January 2022		2,120,000,000	2,379,843,362	212,000,000	20,156,657,193	-	24,868,500,555
Transactions with owners, recorded directly in equity							
Distributions to owners of the parent							
Dividends	21	-	-	-	(784,400,000)	-	(784,400,000)
Total distributions to owners of the parent		-	-	-	(784,400,000)	-	(784,400,000)
Total transactions with owners, recorded directly in equity		-	-	-	(784,400,000)	-	(784,400,000)
Comprehensive income for the year							
Profit for the year		-	-	-	5,093,092,196	-	5,093,092,196
Other comprehensive income for year		-	-	-	36,761,013	(123,352,124)	(86,591,111)
Total comprehensive income for the year		-	-	-	5,129,853,209	(123,352,124)	5,006,501,085
Balance at 31 December 2022		2,120,000,000	2,379,843,362	212,000,000	24,502,110,402	(123,352,124)	29,090,601,640

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

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of changes in equity

	Separate financial statements						
	Note	Retained earnings				Other components of equity	
		Issued and paid-up share capital	Share premium on ordinary shares	Legal reserve	Unappropriated reserve (in Baht)	Hedging reserve	Total equity
Year ended 31 December 2021							
Balance at 1 January 2021		2,120,000,000	2,379,843,362	212,000,000	15,944,637,281	(5,178,828)	20,651,301,815
Transactions with owners, recorded directly in equity							
Distributions to owners							
Dividends	21	-	-	-	(784,400,000)	-	(784,400,000)
Total distributions to owners		-	-	-	(784,400,000)	-	(784,400,000)
Total transactions with owners, recorded directly in equity		-	-	-	(784,400,000)	-	(784,400,000)
Comprehensive income for the year							
Profit for the year		-	-	-	4,743,802,002	-	4,743,802,002
Other comprehensive income for the year		-	-	-	21,040,984	5,178,828	26,219,812
Total comprehensive income for the year		-	-	-	4,764,842,986	5,178,828	4,770,021,814
Balance at 31 December 2021		2,120,000,000	2,379,843,362	212,000,000	19,925,080,267	-	24,636,923,629

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

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of changes in equity

		Separate financial statements					
		Retained earnings			Other components of equity		
		Issued and paid-up share capital	Share premium on ordinary shares	Legal reserve	Unappropriated (in Baht)	Hedging reserve	Total equity

Muangthai Capital Public Company Limited and its Subsidiaries
Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2022	2021	2022	2021
	<i>(in Baht)</i>			
<i>Cash flows from operating activities</i>				
Profit before income tax	6,359,738,167	6,201,482,184	6,090,145,107	5,950,519,617
<i>Adjustments to reconcile profit before income tax to cash received (paid)</i>				
Depreciation and amortisation	1,356,958,234	1,258,283,589	1,356,931,485	1,258,267,618
Loss (gain) arising from derecognition of financial assets measured at amortised cost and hire purchase receivables	393,680,878	(19,506,160)	177,251,568	(19,506,160)
Expected credit loss	2,433,232,268	747,987,948	2,033,470,265	687,250,233
Losses on sales of land, building and equipment	8,112,735	3,644,002	8,112,735	3,644,002
Losses (gains) on sales of assets held for sales	20,961,699	953,798	(1,561,287)	-
Provisions for employee benefit	55,512,290	49,280,745	55,512,290	49,280,745
Gains on lease modification	(32,028,051)	(16,706,836)	(32,028,051)	(16,706,836)
Interest income from loan receivables and hire purchase receivables	(19,199,062,224)	(15,195,208,995)	(18,021,054,182)	(14,723,826,225)
Interest income received from loan receivables and hire purchase receivables	18,667,796,811	14,867,081,465	17,566,728,748	14,486,887,025
Other interest income	(9,933,921)	(7,605,979)	(41,676,002)	(15,489,841)
Finance costs	2,813,045,700	2,127,366,229	2,813,045,700	2,127,366,229
	<u>12,868,014,586</u>	<u>10,017,051,990</u>	<u>12,004,878,376</u>	<u>9,787,686,407</u>
<i>Changes in operating assets and liabilities</i>				
Loan receivables and hire purchase receivables	(29,146,225,105)	(20,708,898,693)	(25,675,178,217)	(16,932,309,431)
Other receivables - related parties	-	-	(2,329,451,758)	(2,984,771,117)
Short-term loans - employees and related parties	(56,538,755)	(3,341,279)	(56,538,755)	(3,341,279)
Other current assets	(78,427,705)	(194,046,913)	(139,114,477)	(56,633,029)
Other non-current assets	(12,546,364)	(25,618,834)	(12,546,364)	(25,618,833)
Other payables	(41,896,061)	171,525,173	(51,521,066)	179,512,112
Other current liabilities	4,624,772	42,718,877	359,142,966	420,012,162
Provisions for employee benefits paid	(4,599,716)	(94,500)	(4,599,716)	(94,500)
Net cash used in operating	<u>(16,467,594,348)</u>	<u>(10,700,704,179)</u>	<u>(15,904,929,011)</u>	<u>(9,615,557,508)</u>
Income taxes paid	<u>(1,427,869,359)</u>	<u>(1,417,351,802)</u>	<u>(1,342,745,950)</u>	<u>(1,391,928,548)</u>
Net cash used in operating activities	<u>(17,895,463,707)</u>	<u>(12,118,055,981)</u>	<u>(17,247,674,961)</u>	<u>(11,007,486,056)</u>
<i>Cash flows from investing activities</i>				
Increase in restricted bank deposits	(1,000,000)	-	-	-
Long-term loans to related party	-	-	(400,000,000)	(600,000,000)
Proceeds from repayment of long-term loans to related party	-	-	225,000,000	37,500,000
Interest income received	-	-	31,921,952	7,734,966
Investments in subsidiaries	-	-	(500,000,000)	(550,000,000)
Acquisition of land, building and equipment	(426,020,751)	(536,298,641)	(426,020,751)	(536,280,041)
Acquisition of intangible assets	(7,178,780)	(35,104,430)	(7,178,780)	(35,065,430)
Proceeds from sales of land, buildings and equipment	16,501,069	9,305,892	16,501,069	9,305,892
Proceeds from sales of intangible assets	1,085	536	1,085	536
Net cash used in investing activities	<u>(417,697,377)</u>	<u>(562,096,643)</u>	<u>(1,059,775,425)</u>	<u>(1,666,804,077)</u>

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

Muangthai Capital Public Company Limited and its Subsidiaries

Statement of cash flows

	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
		2022	2021	2022	2021
<i>(in Baht)</i>					
<i>Cash flows from financing activities</i>					
Net proceed of short-term borrowings from financial institutions		3,672,508,097	1,826,458,431	3,672,508,097	1,826,458,431
Proceed from long-term borrowings from financial institutions		19,787,610,000	10,500,000,000	19,787,610,000	10,500,000,000
Repayment of long-term borrowings from financial institutions		(11,408,276,667)	(4,570,833,333)	(11,408,276,667)	(4,570,833,333)
Proceed from debentures issuance		27,187,600,000	21,500,000,000	27,187,600,000	21,500,000,000
Repayment of debentures redemption		(14,456,200,000)	(12,907,100,000)	(14,456,200,000)	(12,907,100,000)
Dividends paid to shareholders of the Company	21	(784,400,000)	(784,400,000)	(784,400,000)	(784,400,000)
Payment of lease liabilities		(1,081,789,844)	(951,915,878)	(1,081,789,844)	(951,915,878)
Interest paid		(2,697,328,440)	(2,003,850,913)	(2,697,328,440)	(2,003,850,913)
Net cash from financing activities		20,219,723,146	12,608,358,307	20,219,723,146	12,608,358,307
Net increase (decrease) in cash and cash equivalents		1,906,562,062	(71,794,317)	1,912,272,760	(65,931,826)
Cash and cash equivalents at 1 January		1,306,299,870	1,378,094,187	1,017,776,731	1,083,708,557
Cash and cash equivalents at 31 December	6	3,212,861,932	1,306,299,870	2,930,049,491	1,017,776,731
<i>Non-cash transactions</i>					
Accounts payable on purchase of assets		10,406,954	15,977,277	10,406,954	15,977,277

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

Muangthai Capital Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2022

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Muangthai Capital Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2022

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 21 February 2023.

1 General information

Muangthai Capital Public Company Limited (the “Company”) was incorporated as a public company limited and domiciled in Thailand. The Company was listed on the Stock Exchange of Thailand in November 2014. Its registered address is 332/1 Charansanitwong Road, Bangplad, Bangkok.

The Company’s major shareholders during the financial year was the Petaumpai family group.

The Group is principally engaged in providing loans secured against vehicle registrations, land title deeds loans, personal loans without collateral and nano finance under supervision as well as providing hire purchase service, installment loans and insurance broker. Details of the Company’s subsidiaries as at 31 December 2022 are given in note 8.

2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRSs”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Group’s and the Company’s functional currency. The accounting policies disclosed in note 3 have been applied consistently to all periods presented in these financial statements.

The preparation of financial statements in conformity with TFRSs requires management to make judgements, estimates and assumptions that affect the application of the Group and the Company’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

3 Significant accounting policies

(a) Basis of consolidation

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

Subsidiaries

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

Loss of control

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

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Muangthai Capital Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2022

(b) Investments in subsidiaries

Investments in subsidiaries in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

(c) Foreign currencies

Foreign currency transactions

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss for the period. However, foreign currency differences arising from the translation of qualifying cash flow hedges to the extent the hedge is effective are recognised in other comprehensive income.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits but exclude restricted bank deposits.

(e) Financial instruments

(1) Initial recognition and measurement

The Group and the Company initially recognise financial assets or financial liabilities (including regular way purchase and sales of financial assets) on the transaction date, which is the date on which the Group and the Company become the party to the contractual provisions of the instrument.

Financial assets or financial liabilities (except other receivables) is initially measured at its fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue.

(2) Classification and subsequent measurement

Classification of financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVOCI"); or FVTPL. The classification is based on the cash flow characteristics of the financial asset and the business model in which they are managed.

A financial assets which is not designated as at FVTPL is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Muangthai Capital Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2022

Business model assessment

The Group and the Company make an assessment of the objective of a business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's and the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and the way in which those risks are managed;
- how managers of business are compensated (e.g. whether compensation is based on the fair value of the asset managed or on contractual cash flows collected); and
- frequency, value and timing of sales in prior year, the reasons for such sales and expectations about future sales activity. However, information about sales is not considered in isolation, but as part of an overall assessment of how the Group's and the Company's stated objective for managing the financial assets is achieved and how cash flows are realised.

Assessment whether contractual cash flows are solely payments of principal and interest on the principal amount outstanding

For the purposes of this assessment, 'Principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, credit risk, other basic lending risks (e.g. liquidity risk) and costs (e.g. administrative costs), as well as a profit margin associated with holding the financial assets for a particular period of time.

In assessing whether the contractual cash flows are solely payments of principal and interest on the principal amount outstanding, the Group and the Company consider the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group and the Company consider:

- contingent events that would change the amount or timing of cash flows;
- leverage features;
- terms that limit the Group's and the Company's claim to cash flows from specified assets (e.g. non-recourse loans; and
- features that modify consideration of the time value of money (e.g. periodical reset of the interest rates).

Subsequent measurement and gains or losses of financial assets

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition unless the Group and the Company change their business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

Muangthai Capital Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2022

Modifications of financial assets

If the terms of a financial asset are modified, then the Group and the Company evaluate whether the cash flows of the modified asset are substantially different.

If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value plus any eligible transaction costs. Any fees received from the modification are accounted for as follows:

- fees that are considered in determining the fair value of the new asset and fees that represent reimbursement of eligible transaction costs are included in the initial measurement of the asset; and
- other fees are included in profit or loss as part of the gain or loss on derecognition.

If cash flows are modified when the borrower is in financial difficulties, the objective of the modification is usually to maximise recovery of the original contractual terms rather than to originate a new asset with substantially different terms. If the Group and the Company plan to modify a financial asset in a way that would result in forgiveness of cash flows, then they first consider whether a portion of the asset should be written off before the modification takes place. This approach impacts the result of the quantitative evaluation and means that the derecognition criteria are not usually met in such cases.

If the modification of financial asset measured at amortised cost does not result in derecognition of the financial asset, then the Group and the Company first recalculate the gross carrying amount of the financial asset using the original effective interest rate of the asset and recognise the resulting adjustment as a modification gain or loss in profit or loss. Any costs or fees incurred and fees received as part of the modification adjust the gross carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset.

If such a modification is carried out because of financial difficulties of the borrower then the gain or loss is presented together with expected credit loss. In other cases, it is presented as interest income calculated using the effective interest rate method.

Classification, measurement and gains or losses of financial liabilities

On initial recognition, the Group and the Company classify and measure all financial liabilities, except derivative liabilities, at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

(3) *Derecognition and offsetting*

Derecognition of financial assets

The Group and the Company derecognise a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or they transfer the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group and the Company neither transfer nor retain substantially all of the risks and rewards of ownership and they do not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

The Group and the Company enter into transactions whereby they transfer assets recognised on their statements of financial position but retain either all or substantially all of the risks and rewards of the transferred assets or a portion of them. In such cases, the transferred assets are not derecognised.

Derecognition of financial liabilities

The Group and the Company derecognise a financial liability when its contractual obligations are discharged or cancelled, or expired.

Muangthai Capital Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2022

Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position when the Group and the Company have a legally enforceable right to set off the recognised amounts and the Group and the Company intend either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(4) Derivatives

Derivatives are recognised at fair value and remeasured at fair value at each reporting date. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting, in which case, recognition of any resultant gain or loss depends on the nature of the item being hedged (see note 3 (e) (5)).

(5) Hedging

At inception of designated hedging relationships, the Group and the Company document the risk management objective and strategy for undertaking the risk, the economic relationship between the hedged item and the hedging instrument, including consideration of the hedge effectiveness at the inception of the hedging relationship and throughout the remaining period to determine the existence of economic relationship between the hedged item and the hedging instrument.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

For all hedged forecast transactions, the amount accumulated in the cash flow hedging reserve is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the cash flow hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve are immediately reclassified to profit or loss.

(f) Assets held for sale

Assets held for sale are stated at the lower of cost or net realisable value.

Gain or loss on disposal of assets held for sale are recognised as revenue in profit or loss upon disposal.

Loss on impairment is recognised as expense in profit or loss.

(g) Land, buildings and equipment

Land, buildings and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes capitalised borrowing costs, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Differences between the proceeds from disposal and the carrying amount of land, buildings and equipment are recognised in profit or loss.

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Subsequent costs

The cost of replacing a part of an item of land, buildings and equipment is recognised in the carrying amount of the item when the future economic benefits embodied within the part will flow to the Group and the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of land, buildings and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land or assets under construction.

The estimated useful lives are as follows:

Buildings	20 and 50	years
Building improvements - head office building	20 - 35	years
Building improvements	Not more than 6	years
Furniture, fixtures, equipment and computers	5 and 10	years

(h) Leases

At inception of a contract, the Group and the Company assess that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract, the Group and the Company allocate the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of property which their non-lease components could not be separated, the Group and the Company have accounted for the lease and non-lease components wholly as a single lease component.

The Group and the Company recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets or short-term leases which are recognised as an expenses on a straight-line basis over the respective lease terms.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group and the Company use the Group and the Company's incremental borrowing rate to discount the lease payments to the present value. The Group and the Company determine their incremental borrowing rate by obtaining interest rates from external financing source and make certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

As a lessor

At lease inception, the Group and the Company consider to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

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When the Group and the Company are an intermediate lessor, the Group and the Company classify the sub-lease either as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. In case of a head lease is a short-term lease, the sub-lease is classified as an operating lease.

The Group and the Company recognise finance lease receivables at the net investment of the lease, which includes the present value of the lease payments, and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease income reflects a constant periodic rate of return on the Group's and the Company's net investment outstanding in respect of the leases.

The Group and the Company recognise lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of other income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income in the accounting period in which they are earned.

The Group and the Company derecognise and determine impairment on the lease receivables as disclosed in note 3 (e) (3) and 3 (j) (1), respectively.

(i) *Intangible assets*

Intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate the future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss.

The estimated useful lives are as follows:

Software licences	5 and 10 years
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(j) *Impairment of financial assets and lease receivables*

(1) *The impairment of loan receivables and hire purchase receivables*

Significant estimates and judgements

The Group's and the Company's expected credit loss ("ECL") calculations are based on complex models with a series of underlying assumptions. The significant judgements and estimates in determining expected credit loss include criteria for assessing if there has been a significant increase in credit risk and development of expected credit loss models, including the choice of inputs relating to macroeconomic variables. The calculation of expected credit loss also involves management judgement to be applied based upon counterparty information they receive from various internal and external. Management judgement is also applied to determine whether any post-model adjustments are required for credit risk elements which are not captured by the model under a "Management Overlay / Underlay" framework, such as identified model deficiencies, debtors' risk and other factors.

Measurement of ECL

Expected credit losses are computed as unbiased, probability-weighted amounts which are determined by evaluating a range of reasonably possible outcomes, the time value of money, and considering all reasonable and supportable information. This includes forward-looking information.

ECL are a probability-weighted estimated of credit losses. They are measured as follows:

- financial assets that are not credit-impaired at reporting date: as the present value of all cash shortfalls (i.e. the difference between the contractual cash flows and the cash flows that the Group and the Company expect to receive);
- financial assets that are credit impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows.

Estimate of expected cash shortfalls is determined by multiplying the probability of default ("PD") with the percentage of loss given default ("LGD") with the expected exposure at the time of default ("EAD").

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Forward-looking macroeconomic assumptions are incorporated into the PD, LGD and EAD where relevant and where they have been identified to influence credit risk. These assumptions are determined using all reasonable and supportable information, which includes both internally developed forecasts and those available externally and are consistent with those used for financial and capital planning.

Multiple forward-looking scenarios are incorporated into the range of reasonably possible outcomes for all material portfolios both in terms of determining the PD, LGD and EAD, where relevant, and in determining the overall expected credit loss amounts.

The estimate of expected cash shortfalls on a collateralised financial instrument reflects the amount and timing of cash flows that are expected from foreclosure on the collateral less the costs of obtaining and selling the collateral, irrespective of whether foreclosure is probable.

Cash shortfalls are discounted using the original effective interest rate on financial instrument.

Staging

For ECL recognition, financial assets are classified in any of the below 3 stages at each reporting date by being assessed on individual basis. A financial asset can move between stages during its lifetime. The stages are based on changes in credit quality since initial recognition and defined as follows:

Stage 1 Financial assets that have not had a significant increase in credit risk (Performing)

Financial assets that have not had a significant increase in credit risk ("SICR") since initial recognition (i.e. no stage 2 or 3 triggers apply) at each reporting date. The allowance for ECL is 12-month ECL. 12-month ECL is the portion of lifetime ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Stage 2 Financial assets have a SICR (Under-performing)

When financial assets have a SICR since initial recognition, expected credit losses are recognised for possible default events over the lifetime of the financial assets. SICR is assessed by using a number of quantitative and qualitative factors that are significant to the increase in credit risk. Financial assets that are more than 30 days past due and not credit-impaired will always be considered to have experienced a significant increase in credit risk.

Financial assets can be transferred to stage 1 in case they have been proven that their ability to repay are back to normal.

Stage 3 Financial assets that are credit-impaired (Non-performing)

Financial assets that are credit-impaired or in default represent those that are more than 90 days past due in respect of principal and/or interest. Financial assets are also considered to be credit-impaired where the customers are unlikely to repay on the occurrence of one or more observable events that have a negative impact on the estimated future cash flows of the financial assets. Evidence that financial assets are credit impaired includes observable data about the events such as in process of litigation.

Expected credit losses of credit impaired financial assets are determined based on the difference between the present value of the recoverable cash flows under a range of scenarios, including the realisation of any collateral held where appropriate, discounted with the financial assets' effective interest rate, and the gross carrying value of the financial assets prior to any credit impairments.

Financial assets that are credit-impaired require a lifetime provision.

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Modifications of financial instruments

Where the original contractual terms of a financial asset have been modified for credit reasons and the instrument has not been derecognised, the resulting modification loss is recognised as expected credit loss in profit or loss with a corresponding decrease in the gross carrying amount of the asset.

Expected credit losses for modified financial assets that have not been derecognised and are not considered to be credit-impaired will be recognised on a 12-month basis, or a lifetime basis, if there is a significant increase in credit risk. These assets are assessed to determine whether there has been a significant increase in credit risk subsequent to the modification.

Loan receivables renegotiated or modified of contractual cash flows, the Group and the Company might consider them as financial assets that have a SICR except there is an evidence that the risk of not receiving contractual cash flows significantly reduces and there is no indicator of the impairment. The Group and the Company then consider the aforementioned loan receivables as the ones which do not have a SICR.

Write-offs of credit impaired instruments and reversal of expected credit loss

To the extent a financial instrument is considered irrecoverable, the applicable portion of the gross carrying amount is written off against the related allowance for expected credit loss. Such financial instruments are written off after all the necessary procedures have been completed, it is decided that there is no realistic probability of recovery and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off decrease the amount of expected credit loss in the profit or loss.

If, in a subsequent period, the amount of the allowance for expected credit loss decreases and the decrease can be related objectively to an event occurring after the credit impairment was recognised, the previously recognised expected credit loss is reversed by adjusting the allowance for expected credit loss. The amount of the reversal is recognised in the profit or loss.

Improvement in credit risk

A period may elapse from the point at which instruments enter stage 2 or stage 3 and are reclassified back to stage 1.

For financial assets that are credit-impaired (stage 3) and no debt restructured will be transferred to stage 2 or stage 1 if it is considered that there is no more qualification as a financial asset with credit-impaired.

For financial assets in stage 2, these can only be transferred to stage 1 when they are no longer considered to have experienced a significant increase in credit risk.

For receivables that have a SICR which are classified as stage 2 which have never been classified as asset credit-impaired, these can be transferred to stage 1 when the debtors execute new contract requirements by repaying 3 consecutive months or 3 consecutive dues, whichever is longer.

For receivables that are credit-impaired which are classified as stage 3, these can be transferred to stage 2 when the debtors execute new contract requirements by repaying 3 consecutive months or 3 consecutive dues, whichever is longer. They can be transferred to stage 1 after repayment of 9 consecutive months or 9 consecutive dues, whichever is longer and there must be no overdue outstanding in account with expectation that the customers will pay off all remaining debts.

(2) *The impairment of collection fee receivables*

The Group and the Company estimate lifetime ECL, using a provision matrix to find the ECL rates. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

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(k) Impairment of non-financial assets

The carrying amounts of the Group's and the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss of asset recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(l) Employee benefits

Defined contribution plan

Obligations for contributions to the Group's and the Company's provident funds are expensed in profit or loss as the related service is provided.

Defined benefit plans

The Group's and the Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior years. The defined benefit obligations are discounted to the present value, which performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group and the Company determine the interest expense on the net defined benefit liability for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the year as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group and the Company recognise gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group and the Company have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(m) Provisions

A provision is recognised if, as a result of a past event, the Group and the Company have a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

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(n) *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 market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group and the Company have access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group and the Company use observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- *Level 1*: quoted prices in active markets for identical assets or liabilities.
- *Level 2*: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- *Level 3*: inputs for the asset or liability that are based on unobservable input.

The Group and the Company recognise transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group and the Company measure assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

(o) *Interest*

Effective interest rate (“EIR”)

Interest income and interest expense are recognised in profit or loss using the effective interest method. The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability.

When calculating the effective interest rate for financial instruments other than purchased or originated credit-impaired financial assets, the Group and the Company estimate future cash flows considering all contractual terms of the financial instrument, but not allowance for expected credit loss.

The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or financial liability.

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any allowance for expected credit loss.

The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any allowance for expected credit loss.

Calculation of interest income and interest expense

The effective interest rate of a financial asset or a financial liability is calculated on initial recognition of a financial asset or a financial liability. In calculating interest income and interest expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

However, for financial assets that are not purchased or originated credit-impaired financial assets but subsequently have become credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the financial asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis of assets.

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(p) Revenue from contracts with customers

Revenue recognition

Revenue is recognised when a customer obtains control of the service in an amount that reflects the consideration to which the Group and the Company expect to be entitled, excluding those amounts collected on behalf of third parties and value added tax.

Insurance commission income

For the contracts that the Group and the Company is arranging for the provision of the services on behalf of their customers and do not control the services before the primary service providers will provide the services to the customers. The Group and the Company act in the capacity of an agent and recognise the net amount of consideration as commission revenue when its obligation to arrange for the provision of the specified source is fulfilled.

(q) Income tax

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

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group and the Company expect, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(r) Earnings per share

Basic earnings per share ("EPS") is calculated by dividing the profit attributable to ordinary shareholders of the Company by the number of ordinary shares outstanding during the year.

(s) Related parties

A related party is a person or entity that has direct or indirect control, or has significant influence over the financial and managerial decision-making of the Group and the Company; a person or entity that are under common control or under the same significant influence as the Group and the Company; or the Group and the Company has direct or indirect control or has significant influence over the financial and managerial decision-making of a person or entity.

(t) Segment reporting

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

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4 Impact of Covid-19 outbreak

Due to the Covid-19 outbreak situation since 2020, the Bank of Thailand (“BoT”) has provided measures, which are intended to support the financial institutions and finance businesses to help the affected debtors. Additional measures continue to being provided.

In 2022, the Group and the Company applied the accounting guideline no. 37/2564 dated 3 December 2021, “Guideline regarding the provision of financial assistance to the debtors affected by the Covid-19”. This guideline is applied to the affected debtors during 1 January 2022 to 31 December 2023 or as further updated by the BoT. For debt restructuring under the specified criteria from 1 January 2021 to 31 December 2021, the entity can apply the relevant staging and provisioning guideline under this accounting guideline to the debtors from 1 January 2022 to 31 December 2023. The guideline of staging and provisioning depends on debt restructuring method which can be categorised into 2 groups below. The accounting guideline is in line with the BoT Circular no. BoT. For Nor Sor. 2 Wor. 802/2564 dated 3 September 2021, “Guidelines regarding the provision of financial assistance to the debtors affected by the Covid-19 (sustainable debt resolution)”.

Debt restructuring method

1. Debt restructuring which aims to reduce the repayment burden other than term extension

2. Debt restructuring by term extension only

Guideline of staging and provisioning

1. Non NPL modified loans can be classified as stage 1 performing immediately once they are identified as being likely to repay

2. NPL modified loans can be classified as stage 1 performing only if they can repay 3 consecutive months or 3 consecutive dues, whichever is longer

3. Revision of effective interest rate (EIR) at the date of modification.

Apply in accordance with the relevant financial reporting standard.

5 Related parties

Relationships with subsidiaries is described in note 8. Other related parties that the Group and the Company had significant transactions with during the year were as follows:

Name of entities	Country of incorporation/ nationality	Nature of relationships
Key management personnel	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the company, directly or indirectly, including any director (whether executive or otherwise) of the Group and the Company
Muangthai Leasing Company Limited	Thailand	Subsidiary, 100% shareholding
Muangthai Leasing Insurance Broker Company Limited	Thailand	Subsidiary, 100% shareholding
Muangthai Pay Later Co., Ltd.	Thailand	Subsidiary, 100% shareholding

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Significant transactions with related parties For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Subsidiaries				
Fee income on support services	-	-	313,261	214,824
Rental income	-	-	1,764	1,136
Other interest income	-	-	31,823	7,922
Key management personnel				
Other interest income	4	3	4	3
Finance cost - Interest expenses on lease liabilities	655	931	655	931
Key management personnel compensation				
Short-term employee benefits	49,214	36,983	49,214	36,983
Post-employment benefits	2,394	898	2,394	898
Total key management personnel compensation	<u>51,608</u>	<u>37,881</u>	<u>51,608</u>	<u>37,881</u>
Other related parties				
Commission expense	2,434	2,252	2,434	2,252

Balances as at 31 December with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Subsidiaries				
Other receivables	-	-	5,481,808	
Long-term loan	-	-	737,500	562,500
Other current liabilities	-	-	778,695	423,835
Key management personnel				
Short-term loan	-	40	-	40
Right-of-use assets	15,647	18,746	15,647	18,746
Lease liabilities	16,224	19,204	16,224	19,204
Other related parties				
Other current liabilities	205	180	205	180

Significant agreements with related parties

As at 31 December 2022, long-term loan to a subsidiary was Baht 737.5 million (2021: Baht 562.5 million) where the principal is repayable every 3 months and the interest is repayable monthly until February 2026 (2021: August 2025). The interest rates are as specified in the contract.

As at 31 December 2022, the Company had the several service agreements with subsidiaries. The scope of services comprises of providing insurance broker, authorisation on hire purchase contract, repayment, debt collection, collateral seizure, collateral auction, accounting including information technology and information service. The agreement is effective until termination. The Company receives the service fee as specified in the agreement.

As at 31 December 2022, the Company had the several office space rental agreements with subsidiaries for periods of 3 years starting from 1 March 2021 to 31 December 2024 (2021: 3 years commencing from 1 March 2021 and ending on 28 February 2024). The subsidiaries have the right to renew the lease at the end of lease period. The Company receives rental fees as specified in the agreements. Rental fees will be revisited every time the contract is due.

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As at 31 December 2022, the Company had the several office building lease agreements with related parties. The lease period was 3 years starting from 1 January 2021 to 31 October 2025 (2021: 3 years commencing from October 2019 and ending in December 2023). The Company pays rental fees as specified in the agreements.

6 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Cash on hand	36,082	59,249	36,059	59,232
Cash at banks - current accounts	258,105	192,125	108,577	107,540
Cash at banks - savings accounts	2,918,675	1,054,926	2,785,413	851,005
Total	3,212,862	1,306,300	2,930,049	1,017,777

All cash and cash equivalents of the Group and the Company was in Baht.

As at 31 December 2022, the Group had restricted deposits pledged as collateral with a commercial bank for Baht 12 million (2021: Baht 11 million).

7 Loan receivables and hire purchase receivables

7.1 Classified by type

	Consolidated financial statements					
	2022		2021			
	Portion due within one year ⁽¹⁾	Portion due over one year	Total	Portion due within one year ⁽¹⁾	Portion due over one year	Total
	(in thousand Baht)					
Loan receivables	58,954,787	54,347,448	113,302,235	46,695,147	39,707,593	86,402,740
Add accrued interest receivables and undue interest income	1,674,772	-	1,674,772	1,199,594	-	1,199,594
Total	60,629,559	54,347,448	114,977,007	47,894,741	39,707,593	87,602,334
Less allowance for expected credit loss	(2,656,345)	(650,697)	(3,307,042)	(977,377)	(810,304)	(1,787,681)
Loan receivables, net	57,973,214	53,696,751	111,669,965	46,917,364	38,897,289	85,814,653
Hire purchase receivables	3,546,113	3,963,226	7,509,339	2,084,557	3,866,047	5,950,604
Less unearned interest income	(1,071,259)	(801,627)	(1,872,886)	(808,932)	(931,570)	(1,740,502)
	2,474,854	3,161,599	5,636,453	1,275,625	2,934,477	4,210,102
Less allowance for expected credit loss	(283,063)	(95,688)	(378,751)	(12,137)	(32,038)	(44,175)
Hire purchase receivables, net	2,191,791	3,065,911	5,257,702	1,263,488	2,902,439	4,165,927
Total loan receivables and hire purchase receivables, net	60,165,005	56,762,662	116,927,667	48,180,852	41,799,728	89,980,580

⁽¹⁾ The balance of loan receivables and hire purchase receivables due within one year includes receivables that are credit-impaired.

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	Separate financial statements					
	Portion due within one year ⁽¹⁾	2022 Portion due over one year	Total	Portion due within one year ⁽¹⁾	2021 Portion due over one year	Total
	<i>(in thousand Baht)</i>					
Loan receivables	57,895,892	53,021,768	110,917,660	46,695,147	39,707,593	86,402,740
Add accrued interest receivables and undue interest income	1,653,648	-	1,653,648	1,199,594	-	1,199,594
Total	59,549,540	53,021,768	112,571,308	47,894,741	39,707,593	87,602,334
Less allowance for expected credit loss	(2,624,784)	(638,526)	(3,263,310)	(977,377)	(810,304)	(1,787,681)
Loan receivables, net	56,924,756	52,383,242	109,307,998	46,917,364	38,897,289	85,814,653
Hire purchase receivables	378,409	324,798	703,207	-	-	-
Less unearned interest income	(82,297)	(50,538)	(132,835)	-	-	-
	296,112	274,260	570,372	-	-	-
Less allowance for expected credit loss	(37,427)	(11,081)	(48,508)	-	-	-
Hire purchase receivables, net	258,685	263,179	521,864	-	-	-
Total loan receivables and hire purchase receivables, net	57,183,441	52,646,421	109,829,862	46,917,364	38,897,289	85,814,653

⁽¹⁾ The balance of loan receivables and hire purchase receivables due within one year includes receivables that are credit-impaired.

As at 31 December 2022 and 2021, maturity analysis of lease payment on hire purchase contracts, showing undiscounted is shown below.

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Portion due within one year	3,546,113	2,084,557	378,409	-
Portion due over one year but within two years	1,998,027	1,668,326	187,279	-
Portion due over two years but within three years	1,162,968	1,148,634	87,188	-
Portion due over three years but within four years	594,965	651,800	42,672	-
Portion due over four years but within five years	187,251	330,388	7,659	-
Portion due over five years	20,015	66,899	-	-
	7,509,339	5,950,604	703,207	-
Less unearned interest income	(1,872,886)	(1,740,502)	(132,835)	-
Net investment on hire purchase contracts	5,636,453	4,210,102	570,372	-

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7.2 Credit quality analysis

7.2.1 Loan receivables

The following tables set out information about the credit quality as at 31 December 2022 and 2021 of loan receivables without taking into account collateral or other credit enhancement.

	Consolidated financial statements			
	2022			
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk <i>(in thousand Baht)</i>	Assets that are credit-impaired	Total
Loan receivables				
Current	82,398,119	-	-	82,398,119
Overdue 1 - 30 days	18,371,262	-	-	18,371,262
Overdue 31 - 60 days	-	7,904,829	-	7,904,829
Overdue 61 - 90 days	-	3,205,112	-	3,205,112
Overdue more than 90 days	-	-	2,803,191	2,803,191
Litigation receivables	-	-	294,494	294,494
Total	100,769,381	11,109,941	3,097,685	114,977,007
Less allowance for expected credit loss	(704,351)	(580,949)	(2,021,742)	(3,307,042)
Net carrying amount	100,065,030	10,528,992	1,075,943	111,669,965
	Separate financial statements			
	2022			
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk <i>(in thousand Baht)</i>	Assets that are credit-impaired	Total
Loan receivables				
Current	80,516,858	-	-	80,516,858
Overdue 1 - 30 days	18,053,436	-	-	18,053,436
Overdue 31 - 60 days	-	7,789,567	-	7,789,567
Overdue 61 - 90 days	-	3,145,857	-	3,145,857
Overdue more than 90 days	-	-	2,771,096	2,771,096
Litigation receivables	-	-	294,494	294,494
Total	98,570,294	10,935,424	3,065,590	112,571,308
Less allowance for expected credit loss	(693,513)	(569,475)	(2,000,322)	(3,263,310)
Net carrying amount	97,876,781	10,365,949	1,065,268	109,307,998

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Consolidated and Separate financial statements				
	2021			
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk	Assets that are credit-impaired	Total
	<i>(in thousand Baht)</i>			
<i>Loan receivables</i>				
Current	69,294,997	-	-	69,294,997
Overdue 1 - 30 days	12,542,034	-	-	12,542,034
Overdue 31 - 60 days	-	3,487,925	-	3,487,925
Overdue 61 - 90 days	-	1,090,250	-	1,090,250
Overdue more than 90 days	-	-	1,005,724	1,005,724
Litigation receivables	-	-	181,404	181,404
Total	81,837,031	4,578,175	1,187,128	87,602,334
Less allowance for expected credit loss	(709,289)	(348,966)	(729,426)	(1,787,681)
Net carrying amount	81,127,742	4,229,209	457,702	85,814,653

The credit term granted by the Group and the Company is 3 to 80 months.

7.2.2 Hire purchase receivables

The following tables set out information about the credit quality as at 31 December 2022 and 2021 of hire purchase receivables without taking into account collateral or other credit enhancement.

Consolidated financial statements				
	2022			
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk	Assets that are credit-impaired	Total
	<i>(in thousand Baht)</i>			
<i>Hire purchase receivables *</i>				
Current	3,475,264	-	-	3,475,264
Overdue 1 - 30 days	852,753	-	-	852,753
Overdue 31 - 60 days	-	490,830	-	490,830
Overdue 61 - 90 days	-	408,725	-	408,725
Overdue more than 90 days	-	-	408,634	408,634
Litigation receivables	-	-	247	247
Total	4,328,017	899,555	408,881	5,636,453
Less allowance for expected credit loss	(62,532)	(101,374)	(214,845)	(378,751)
Net	4,265,485	798,181	194,036	5,257,702

* Hire purchase receivables, net of unearned interest income

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	Separate financial statements 2022			Total
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk (in thousand Baht)	Assets that are credit-impaired	
Hire purchase receivables *				
Current	319,708	-	-	319,708
Overdue 1 - 30 days	109,061	-	-	109,061
Overdue 31 - 60 days	-	56,255	-	56,255
Overdue 61 - 90 days	-	45,362	-	45,362
Overdue more than 90 days	-	-	39,986	39,986
Total	428,769	101,617	39,986	570,372
Less allowance for expected credit loss	(7,557)	(14,259)	(26,692)	(48,508)
Net	421,212	87,358	13,294	521,864

	Consolidated financial statements 2021			Total
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk (in thousand Baht)	Assets that are credit impaired	
Hire purchase receivables *				
Current	3,390,042	-	-	3,390,042
Overdue 1 - 30 days	386,491	-	-	386,491
Overdue 31 - 60 days	-	216,603	-	216,603
Overdue 61 - 90 days	-	128,159	-	128,159
Overdue more than 90 days	-	-	88,807	88,807
Total	3,776,533	344,762	88,807	4,210,102
Less allowance for expected credit loss	(19,698)	(11,033)	(13,444)	(44,175)
Net	3,756,835	333,729	75,363	4,165,927

* Hire purchase receivables, net of unearned interest income

The credit term granted by the Group and the Company is 6 to 72 months.

7.3 Expected credit loss

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Loan receivables	1,942,138	663,057	1,898,368	663,057
Hire purchase receivables	404,519	60,738	48,527	-
Total *	2,346,657	723,795	1,946,895	663,057

* Excluding expected credit loss for the year ended 31 December 2022 on other receivables in consolidated financial statements, amounting to Baht 86.58 million (2021: Baht 24.19 million) and in separate financial statements, amounting to Baht 86.58 million (2021: Baht 24.19 million)

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8 Investments in subsidiaries

	Type of business	Country of operation	Ownership interest		Separate financial statements	
			2022	2021	Cost	2021
				(%)	(in thousand Baht)	
Direct subsidiaries						
Muangthai Leasing Insurance Broker Company Limited	Insurance brokerage	Thailand	100	100	2,000	2,000
Muangthai Leasing Company Limited	Hire purchase	Thailand	100	100	1,000,000	1,000,000
Muangthai Pay Later Co., Ltd.	Installment loan	Thailand	100	100	550,000	50,000
Total					1,552,000	1,052,000

None of the investment in subsidiaries are publicly listed and consequently do not have published price quotations.

Details of the increase of investments in subsidiaries during the year ended 31 December 2022 and 2021 were as follows:

2022

At the Board of Directors' meeting of Muangthai Pay Later Co., Ltd. ("MTPL"), a subsidiary, held on 5 October 2022, the Board of Directors had resolutions passed a resolution to approve a calling of remaining 50% of paid-up ordinary shares, totaling amount of Baht 50 million. MTPL received a share subscription in October 2022.

At the Extraordinary General Meeting of the shareholder of MTPL, held on 25 November 2022, the shareholder had resolutions to increase the authorised share capital of MTPL from the amount of Baht 100 million (1 million ordinary shares at Baht 100 per share) to the amount of Baht 1,000 million (10 million ordinary shares at Baht 100 per share). The Company paid for share subscription of Baht 450 million to MTPL in November 2022.

2021

At the Company's Board of Directors' meeting held on 18 October 2021, the Board of Directors has a resolution to establish a new subsidiary, MTPL, with 100% ownership interest which has its registered capital in amounting to Baht 100 million (1 million ordinary shares at Baht 100 per share), and was registered with the Ministry of Commerce on 27 October 2021. The Company paid for share subscription of Baht 50 million to MTPL in November 2021.

At the Annual General Meeting of the shareholder of Muangthai Leasing Company Limited ("MTLS"), a subsidiary, held on 30 April 2021, the shareholder had resolutions to increase the authorised share capital of MTLS from the amount of Baht 500 million (5 million ordinary shares at Baht 100 per share) to the amount of Baht 1,000 million (10 million ordinary shares at Baht 100 per share). The Company paid for share subscription of Baht 500 million to MTLS in May 2021.

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9 Land, buildings and equipment

	Consolidated financial statement				
	Land	Buildings	Building improvements (in thousand Baht)	Furniture, fixtures, equipment, and computers	Construction in progress
Cost					Total
At 1 January 2021	257,471	328,800	680,510	1,656,306	2,961,848
Additions	-	24,377	102,446	392,593	522,789
Transfer in (out)	-	17,174	5,246	1,039	-
Disposals / write-off	-	-	(4,152)	(40,990)	(45,142)
At 31 December 2021 and 1 January 2022	257,471	370,351	784,050	2,008,948	3,439,495
Additions	-	313	62,732	332,957	399,844
Transfer in (out)	-	-	1,075	14,590	-
Disposals / write-off	-	-	(5,692)	(70,573)	(76,265)
At 31 December 2022	257,471	370,664	842,165	2,285,922	3,763,074
Accumulated depreciation					
At 1 January 2021	-	3,949	134,337	895,067	1,033,353
Depreciation charge for the year	-	7,665	104,509	272,585	384,759
Disposals / write-off	-	-	(774)	(31,663)	(32,437)
At 31 December 2021 and 1 January 2022	-	11,614	238,072	1,135,989	1,385,675
Depreciation charge for the year	-	7,925	104,148	280,189	392,262
Disposals / write-off	-	-	(3,528)	(48,666)	(52,194)
At 31 December 2022	-	19,539	338,692	1,367,512	1,725,743
Net book value					
At 31 December 2021	257,471	358,737	545,978	872,959	2,053,820
At 31 December 2022	257,471	351,125	503,473	918,410	2,037,331

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Separate financial statement						
	Land	Buildings	Building improvements	Furniture, fixtures, equipment, and computers	Construction in progress	Total
			<i>(in thousand Baht)</i>			
Cost						
At 1 January 2021	257,471	328,800	680,510	1,656,193	38,761	2,961,735
Additions	-	24,377	102,446	392,566	3,373	522,762
Transfer in (out)	-	17,174	5,246	1,039	(23,459)	-
Disposals / write-off	-	-	(4,152)	(40,990)	-	(45,142)
At 31 December 2021 and 1 January 2022	257,471	370,351	784,050	2,008,808	18,675	3,439,355
Additions	-	313	62,732	332,957	3,842	399,844
Transfer in (out)	-	-	1,075	14,590	(15,665)	-
Disposals / write-off	-	-	(5,692)	(70,573)	-	(76,265)
At 31 December 2022	257,471	370,664	842,165	2,285,782	6,852	3,762,934
Accumulated depreciation						
At 1 January 2021	-	3,949	134,337	894,971	-	1,033,257
Depreciation charge for the year	-	7,665	104,509	272,576	-	384,750
Disposals / write-off	-	-	(774)	(31,663)	-	(32,437)
At 31 December 2021 and 1 January 2022	-	11,614	238,072	1,135,884	-	1,385,570
Depreciation charge for the year	-	7,925	104,148	280,177	-	392,250
Disposals / write-off	-	-	(3,528)	(48,666)	-	(52,194)
At 31 December 2022	-	19,539	338,692	1,367,395	-	1,725,626
Net book value						
At 31 December 2021	257,471	358,737	545,978	872,924	18,675	2,053,785
At 31 December 2022	257,471	351,125	503,473	918,387	6,852	2,037,308

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10 Leases

As a lessee

As at 31 December 2022, the Group and the Company have building and office space and vehicles lease agreements with related parties and non-related parties for a period from 3 year to 6 years (2021: 1 year to 6 years). The Group and the Company have extension options at the end of the contract period. Lease payment is specified in the contract.

Extension options

The Group and the Company have extension options on property leases exercisable up to one year before the end of the contract period. The Group and the Company assess at lease commencement date whether it is reasonably certain to exercise the extension options. The Group and the Company reassess whether it is reasonably certain to exercise the options and will regularly reassess so.

Right-of-use

	Consolidated and Separate financial statements		
	Buildings and office space	Vehicles (in thousand Baht)	Total
At 1 January 2021	3,476,308	87,761	3,564,069
Addition	1,249,073	39,707	1,288,780
Depreciation charge for the year	(841,497)	(22,637)	(864,134)
Disposal / write-off	(568)	(167)	(735)
At 31 December 2021 and 1 January 2022	3,883,316	104,664	3,987,980
Addition	1,301,077	52,045	1,353,122
Depreciation charge for the year	(934,328)	(20,185)	(954,513)
Disposal / write-off	-	(425)	(425)
At 31 December 2022	4,250,065	136,099	4,386,164

Lease liabilities

	Consolidated and Separate financial statements	
	2022	2021
	<i>(in thousand Baht)</i>	
Maturity analysis - contractual undiscounted cash flows		
Within one year	1,100,462	1,005,571
Over one year but within five years	3,711,200	3,307,386
Over five years	206,223	188,906
Total undiscounted lease liabilities	5,017,885	4,501,863
Lease liabilities included in the statement of financial position	4,416,092	4,010,308

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Amount recognised in profit or loss

<i>For the year ended 31 December</i>	Consolidated and Separate financial statements	
	2022	2021
	<i>(in thousand Baht)</i>	
Depreciation of right-of-use assets		
- Buildings and office space	(934,328)	(841,497)
- Vehicles	(20,185)	(22,637)
Interest expense on lease liabilities	(187,090)	(150,974)

As a lessor

Operating lease

The Company has office space lease agreements to its subsidiaries as disclosed in note 5.

The following table sets out a maturity analysis of lease collection under operating lease, showing undiscounted, as at 31 December 2022 and 2021.

	Separate financial statements	
	2022	2021
	<i>(in thousand Baht)</i>	
Portion due within one year	1,764	1,176
Portion due over one year but within two years	784	1,372
Total	2,548	2,548

Finance lease

Leases which are classified as finance leases are hire purchase contracts as disclosed in note 7.

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11 Short-term borrowings from financial institutions

As at 31 December 2022 and 2021, the following are short-term borrowings in the form of promissory notes and bill of exchanges from local financial institutions.

Loan facility / Repayment schedule		Consolidated and Separate financial statements	
		2022	2021
		(in thousand Baht)	
1	Promissory notes under credit facilities amounting to Baht 2,000 million, with principal repayment within the specific date of each promissory note, and interest charged at a fixed rate, payable monthly	2,000,000	1,650,000
2	Promissory notes under credit facilities amounting to Baht 2,000 million, with principal repayment within the specific date of each promissory note, and interest charged at a fixed rate, payable monthly	1,270,000	870,000
3	Promissory notes under credit facilities amounting to Baht 1,000 million, with principal repayment within the specific date of each promissory note, and interest charged at a fixed rate, payable monthly	-	500,000
4	Promissory notes under credit facilities amounting to Baht 500 million, with principal repayment within the specific date of each promissory note, and interest charged at a fixed rate, payable monthly	450,000	-
5	Promissory notes under credit facilities amounting to Baht 800 million, with principal repayment within the specific date of each promissory note, and interest charged at a fixed rate, payable monthly	800,000	-
6	Promissory notes under credit facilities amounting to Baht 500 million, with principal repayment at call, and interest charged at a fixed rate, payable monthly	300,000	-
7	Promissory notes under credit facilities amounting to Baht 1,000 million, with principal repayment within the specific date of each promissory note, and interest charged at a fixed rate, payable monthly	1,000,000	-
8	Bill of exchange, with principal repayment at the date specified on each bill of exchange	2,125,299	1,215,075
Total		7,945,299	4,235,075

These borrowings are unsecured.

The Group and the Company are required to comply with certain terms and conditions as specified in each borrowing agreement, such as to maintain ratios of loan receivables that are no more than 3 months overdue to total borrowings, non-performing loan receivables (overdue more than 3 months) to total loan receivables, total debt to equity, interest coverage ratio and the portion of the Company's shares held by the major shareholders, depending on the conditions in each agreement.

As at 31 December 2022, the bank overdrafts and short-term credit facilities of the Group and the Company which have not yet been drawn down amounted to Baht 3,560 million (2021: Baht 3,160 million).

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12 Other payables

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Accrued employee expenses	686,422	767,413	686,422	767,413
Accrued interest expenses	314,470	281,024	314,470	281,024
Accrued special business tax expenses	111,041	84,145	109,264	84,145
Accrued expenses	18,098	38,568	17,492	38,308
Others	80,996	65,549	58,255	50,310
Total	1,211,027	1,236,699	1,185,903	1,221,200

13 Long-term borrowings from financial institutions

As at 31 December 2022 and 2021, the following are long-term borrowings from financial institutions.

Loan facility / Repayment schedule		Consolidated and Separate financial statements	
		2022	2021
		<i>(in thousand Baht)</i>	
1	Credit facility amounting to Baht 500 million, repayable principal equally every 3 months within February 2023, and interest charged at a fixed rate, payable every 3 months	41,667	208,333
2	Credit facility amounting to Baht 1,000 million, repayable principal within April 2022, and interest charged at a fixed rate, payable every 3 months	-	1,000,000
3	Credit facility amounting to Baht 4,958 million, repayable principal within July 2022, and interest charged at a fixed rate, payable monthly	-	4,958,000
4	Credit facility amounting to Baht 1,000 million, repayable principal within September 2022, and interest charged at a fixed rate, payable monthly	-	1,000,000
5	Credit facility amounting to Baht 500 million, repayable principal within April 2024, and interest charged at a fixed rate, payable monthly	500,000	500,000
6	Credit facility amounting to Baht 500 million, repayable principal equally every 3 months within April 2024, and interest charged at a fixed rate, payable every 3 months	250,000	416,667
7	Credit facility amounting to Baht 500 million, repayable principal within May 2024, and interest charged at a fixed rate, payable monthly	500,000	500,000
8	Credit facility amounting to Baht 200 million, repayable principal equally every 3 months within June 2023, and interest charged at a fixed rate, payable monthly	50,000	150,000
9	Credit facility amounting to Baht 1,300 million, repayable principal equally every 3 months within July 2023, and interest charged at a fixed rate, payable monthly	487,500	1,137,500
10	Credit facility amounting to Baht 500 million, repayable principal equally every 3 months within August 2023, and interest charged at a fixed rate, payable monthly	187,500	437,500
11	Credit facility amounting to Baht 3,000 million, repayable principal equally every 3 months within August 2024, and interest charged at a fixed rate, payable monthly	1,750,000	2,750,000
12	Credit facility amounting to Baht 1,000 million, repayable principal equally every 3 months within October 2024, and interest charged at a fixed rate, payable monthly	666,400	1,000,000
13	Credit facility amounting to Baht 500 million, repayable principal within November 2024, and interest charged at a fixed rate, payable monthly	500,000	500,000

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Loan facility / Repayment schedule		Consolidated and Separate financial statements	
		2022	2021
		(in thousand Baht)	
14	Credit facility amounting to Baht 1,500 million, repayable principal equally every 3 months within December 2024, and interest charged at a fixed rate, payable monthly	1,000,000	1,500,000
15	Credit facility amounting to Baht 1,500 million, repayable principal within March 2025, and interest charged at a fixed rate, payable every 3 months	1,500,000	-
16	Credit facility amounting to Baht 2,000 million, repayable principal equally every 3 months within March 2024, and interest charged at a fixed rate, payable monthly	1,250,000	-
17	Credit facility amounting to Baht 800 million, repayable principal equally every 3 months within March 2025, and interest charged at a fixed rate, payable monthly	599,990	-
18	Credit facility amounting to Baht 1,500 million, repayable principal equally every 3 months within June 2025, and interest charged at a fixed rate, payable monthly	1,250,000	-
19	Credit facility amounting to Baht 1,000 million, repayable principal equally every 3 months within July 2025, and interest charged at a fixed rate, payable monthly	916,667	-
20	Credit facility amounting to Baht 4,958 million, repayable principal within July 2025, and interest charged at MLR minus a fixed rate, payable monthly	4,958,000	-
21	Credit facility amounting to Baht 1,000 million, repayable principal within September 2024, and interest charged at a fixed rate, payable monthly	1,000,000	-
22	Credit facility amounting to USD 95 million, repayable principal equally every 12 months within September 2025, and interest charged at SOFR plus a fixed rate, payable every 3 months	3,299,683	-
23	Credit facility amounting to JPY 9,900 million, repayable principal equally every 6 months after 2 years from the first utilisation date, and interest charged at a fixed rate, payable every 6 months	1,963,809	-
24	Credit facility amounting to Baht 1,500 million, repayable principal equally every 3 months within October 2025, and interest charged at a fixed rate, payable monthly	1,000,000	-
25	Credit facility amounting to Baht 500 million, repayable principal equally every 3 months within December 2024, and interest charged at a fixed rate, payable monthly	500,000	-
Total		24,171,216	16,058,000
Less deferred issuing costs		(115,095)	(6,835)
Net		24,056,121	16,051,165
Current portion		6,515,088	10,121,419
Non-current portion		17,541,033	5,929,746
Total		24,056,121	16,051,165
Thai Baht		18,898,731	16,051,165
United States Dollar (USD)		3,239,788	-
Yen (JPY)		1,917,602	-
Total		24,056,121	16,051,165

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The Group and the Company are required to comply with certain terms and conditions as specified in each borrowing agreement, such as to maintain ratios of loan receivables that are no more than 3 months overdue to total borrowings, non-performing loan receivables (overdue more than 3 months) to total loan receivables, total debt to equity, interest coverage ratio, loan loss provision to non-performing loan receivables (NPL Coverage ratio), net profit being greater than zero and the portion of the Company's shares held by the major shareholders, depending on the conditions in each agreement.

As at 31 December 2022, the long-term credit facilities with financial institutions of the Group and the Company which have not yet been drawn down amounted to JPY 2,475 million (2021: Baht 1,000 million).

To hedge interest rate risk and foreign exchange rate risk, as at 31 December 2022, the Group and the Company had outstanding commitment under cross currency interest rate swap agreements with a local commercial bank. Under such agreements, the Group and the Company are charged at fixed interest rate in Baht in exchange for interest rate at SOFR plus a fixed percent per annum in USD and interest rate at a fixed percent per annum in JPY, and will pay the principal in Baht in exchange for principal in USD and JPY. The cross currency interest rate swap agreements have the critical term matched with the borrowing repayment terms.

14 Debentures

As at 31 December 2022 and 2021, these debentures are registered, unsubordinated and unsecured debentures. Details are as follow:

Facility / Repayment schedule		Consolidated and Separate financial statements	
		2022	2021
		(in thousand Baht)	
1	Debenture amounting to Baht 1,000 million with a tenor of 4 years, maturing in February 2022, bearing interest at a fixed rate, payable every 6 months	-	1,000,000
2	Debenture amounting to Baht 1,564 million with a tenor of 4 years, maturing in July 2022, bearing interest at a fixed rate, payable every 6 months	-	1,564,000
3	Debenture amounting to Baht 1,515.5 million with a tenor of 4 years, maturing in November 2022, bearing interest at a fixed rate, payable every 6 months	-	1,515,500
4	Debenture amounting to Baht 1,650.3 million with a tenor of 3 years 6 days, maturing in February 2022, bearing interest at a fixed rate, payable every 3 months	-	1,650,300
5	Debenture amounting to Baht 2,349.7 million with a tenor of 3 years 8 months 11 days, maturing in November 2022, bearing interest at a fixed rate, payable every 3 months	-	2,349,700
6	Debenture amounting to Baht 500 million with a tenor of 3 years 2 days, maturing in February 2022, bearing interest at a fixed rate, payable every 3 months	-	500,000
7	Debenture amounting to Baht 270 million with a tenor of 3 years 11 days, maturing in June 2022, bearing interest at a fixed rate, payable every 3 months	-	270,000
8	Debenture amounting to Baht 2,043.3 million with a tenor of 3 years, maturing in July 2022, bearing interest at a fixed rate, payable every 3 months	-	2,043,300
9	Debenture amounting to Baht 1,756.7 million with a tenor of 4 years, maturing in July 2023, bearing interest at a fixed rate, payable every 3 months	1,756,700	1,756,700

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Facility / Repayment schedule		Consolidated and Separate financial statements	
		2022	2021
		(in thousand Baht)	
10	Debenture amounting to Baht 500 million with a tenor of 3 years 11 months 22 days, maturing in July 2023, bearing interest at a fixed rate, payable every 6 months	500,000	500,000
11	Debenture amounting to Baht 200 million with a tenor of 2 years 11 months 30 days, maturing in August 2022, bearing interest at a fixed rate, payable every 3 months	-	200,000
12	Debenture amounting to Baht 1,500 million with a tenor of 3 years 3 months, maturing in February 2023, bearing interest at a fixed rate, payable every 3 months	1,500,000	1,500,000
13	Debenture amounting to Baht 500 million with a tenor of 4 years, maturing in November 2023, bearing interest at a fixed rate, payable every 3 months	500,000	500,000
14	Debenture amounting to Baht 1,000 million with a tenor of 3 years 3 months, maturing in February 2023, bearing interest at a fixed rate, payable every 6 months	1,000,000	1,000,000
15	Debenture amounting to Baht 1,200 million with a tenor of 2 years 3 months, maturing in June 2022, bearing interest at a fixed rate, payable every 6 months	-	1,200,000
16	Debenture amounting to Baht 900 million with a tenor of 3 years 3 months, maturing in June 2023, bearing interest at a fixed rate, payable every 3 months	900,000	900,000
17	Debenture amounting to Baht 900 million with a tenor of 4 years, maturing in March 2024, bearing interest at a fixed rate, payable every 3 months	900,000	900,000
18	Debenture amounting to Baht 1,319.2 million with a tenor of 3 years 5 months 2 days, maturing in November 2023, bearing interest at a fixed rate, payable every 3 months	1,319,200	1,319,200
19	Debenture amounting to Baht 2,163.4 million with a tenor of 1 year 11 months 7 days, maturing in November 2022, bearing interest at a fixed rate, payable every 3 months	-	2,163,400
20	Debenture amounting to Baht 2,836.6 million with a tenor of 2 years 11 months 19 days, maturing in November 2023, bearing interest at a fixed rate, payable every 3 months	2,836,600	2,836,600
21	Debenture amounting to Baht 1,514 million with a tenor of 2 years 2 days, maturing in February 2023, bearing interest at a fixed rate, payable every 3 months	1,514,000	1,514,000
22	Debenture amounting to Baht 2,486 million with a tenor of 3 years 19 days, maturing in March 2024, bearing interest at a fixed rate, payable every 3 months	2,486,000	2,486,000
23	Debenture amounting to Baht 500 million with a tenor of 1 year 11 months 27 days, maturing in March 2023, bearing interest at a fixed rate, payable every 3 months	500,000	500,000
24	Debenture amounting to Baht 500 million with a tenor of 3 years 3 days, maturing in March 2024, bearing interest at a fixed rate, payable every 3 months	500,000	500,000
25	Debenture amounting to Baht 1,100 million with a tenor of 2 years 3 days, maturing in May 2023, bearing interest at a fixed rate, payable every 3 months	1,100,000	1,100,000
26	Debenture amounting to Baht 1,600 million with a tenor of 3 years 1 day, maturing in May 2024, bearing interest at a fixed rate, payable every 3 months	1,600,000	1,600,000

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Facility / Repayment schedule		Consolidated and Separate financial statements	
		2022	2021
		(in thousand Baht)	
27	Debenture amounting to Baht 800 million with a tenor of 4 years, maturing in May 2025, bearing interest at a fixed rate, payable every 3 months	800,000	800,000
28	Debenture amounting to Baht 500 million with a tenor of 4 years 11 months 29 days, maturing in May 2026, bearing interest at a fixed rate, payable every 3 months	500,000	500,000
29	Debenture amounting to Baht 2,000 million with a tenor of 1 year 11 months 30 days, maturing in August 2023, bearing interest at a fixed rate, payable every 6 months	2,000,000	2,000,000
30	Debenture amounting to Baht 1,641.80 million with a tenor of 3 years 1 day, maturing in August 2024, bearing interest at a fixed rate, payable every 3 months	1,641,800	1,641,800
31	Debenture amounting to Baht 1,361.80 million with a tenor of 4 years, maturing in August 2025, bearing interest at a fixed rate, payable every 3 months	1,361,800	1,361,800
32	Debenture amounting to Baht 996.40 million with a tenor of 4 years 11 months 30 days, maturing in August 2026, bearing interest at a fixed rate, payable every 3 months	996,400	996,400
33	Debenture amounting to Baht 2,000 million with a tenor of 1 year 11 months 22 days, maturing in October 2023, bearing interest at a fixed rate, payable every 6 months	2,000,000	2,000,000
34	Debenture amounting to Baht 1,902 million with a tenor of 2 years 11 months 27 days, maturing in November 2024, bearing interest at a fixed rate, payable every 3 months	1,902,000	1,902,000
35	Debenture amounting to Baht 1,598 million with a tenor of 3 years 11 months 26 days, maturing in November 2025, bearing interest at a fixed rate, payable every 3 months	1,598,000	1,598,000
36	Debenture amounting to Baht 1,000 million with a tenor of 4 years 11 months 25 days, maturing in November 2026, bearing interest at a fixed rate, payable every 3 months	1,000,000	1,000,000
37	Debenture amounting to Baht 2,500 million with a tenor of 2 years, maturing in January 2024, bearing interest at a fixed rate, payable every 6 months	2,500,000	-
38	Debenture amounting to Baht 500 million with a tenor of 3 years, maturing in January 2025, bearing interest at a fixed rate, payable every 6 months	500,000	-
39	Debenture amounting to Baht 1,609 million with a tenor of 3 years 1 day, maturing in February 2025, bearing interest at a fixed rate, payable every 3 months	1,609,000	-
40	Debenture amounting to Baht 1,391 million with a tenor of 4 years, maturing in February 2026, bearing interest at a fixed rate, payable every 3 months	1,391,000	-
41	Debenture amounting to Baht 1,000 million with a tenor of 4 years 11 months 30 days, maturing in February 2027, bearing interest at a fixed rate, payable every 3 months	1,000,000	-
42	Debenture amounting to Baht 2,500 million with a tenor of 2 years, maturing in April 2024, bearing interest at a fixed rate, payable every 6 months	2,500,000	-
43	Debenture amounting to Baht 2,200 million with a tenor of 3 years, maturing in June 2025, bearing interest at a fixed rate, payable every 3 months	2,200,000	-

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Facility / Repayment schedule		Consolidated and Separate financial statements	
		2022	2021
		(in thousand Baht)	
44	Debenture amounting to Baht 1,831.1 million with a tenor of 4 years, maturing in June 2026, bearing interest at a fixed rate, payable every 3 months	1,831,100	-
45	Debenture amounting to Baht 933.2 million with a tenor of 4 years 11 months 30 days, maturing in June 2027, bearing interest at a fixed rate, payable every 3 months	933,200	-
46	Debenture amounting to Baht 960 million with a tenor of 1 year 11 months 24 days, maturing in June 2024, bearing interest at a fixed rate, payable every 6 months	960,000	-
47	Debenture amounting to Baht 500 million with a tenor of 5 years, maturing in July 2027, bearing interest at a fixed rate, payable every 3 months	500,000	-
48	Debenture amounting to Baht 1,376 million with a tenor of 1 year 11 months 28 days, maturing in August 2024, bearing interest at a fixed rate, payable every 6 months	1,376,000	-
49	Debenture amounting to Baht 2,728.2 million with a tenor of 2 years, maturing in August 2024, bearing interest at a fixed rate, payable every 3 months	2,728,200	-
50	Debenture amounting to Baht 2,124.5 million with a tenor of 3 years, maturing in August 2025, bearing interest at a fixed rate, payable every 3 months	2,124,500	-
51	Debenture amounting to Baht 2,367 million with a tenor of 2 years, maturing in October 2024, bearing interest at a fixed rate, payable every 3 months	2,367,000	-
52	Debenture amounting to Baht 1,634.6 million with a tenor of 3 years 6 months, maturing in April 2026, bearing interest at a fixed rate, payable every 3 months	1,634,600	-
53	Debenture amounting to Baht 1,033 million with a tenor of 1 year 10 months 29 days, maturing in October 2024, bearing interest at a fixed rate, payable every 6 months	1,033,000	-
Total		59,900,100	47,168,700
Less deferred issuing costs		(174,788)	(140,512)
Net		59,725,312	47,028,188
Current portion		17,338,678	14,436,989
Non-current portion		42,386,634	32,591,199
Total		59,725,312	47,028,188

The Company, as debentures issuer, has a condition to maintain a debt to equity ratio at end of each fiscal year.

15 Provisions for employee benefits

Defined benefit plan

The Group and the Company operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group and the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

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<i>Present value of the defined benefit obligations</i>	Consolidated and Separate financial statements	
	2022	2021
	<i>(in thousand Baht)</i>	
At 1 January	155,983	133,098
Recognised in profit or loss:		
Current service cost	50,899	46,921
Interest on obligation	4,614	2,360
	55,513	49,281
Recognised in other comprehensive income:		
Actuarial (gain) loss		
- Financial assumptions	(25,081)	(45,850)
- Demographic assumptions	-	18,787
- Experience adjustment	(20,870)	762
	(45,951)	(26,301)
Benefit paid	(4,600)	(95)
At 31 December	160,945	155,983

<i>Principal actuarial assumptions</i>	Consolidated and Separate financial statements	
	2022	2021
	<i>(%)</i>	
Discount rate	3.7	3.0
Future salary growth	6.0	6.0
Employee turnover rate	2.5 - 20.0	2.5 - 20.0

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2022, the weighted-average duration of the defined benefit obligation was 21 years (2021:21 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Consolidated and Separate financial statements				
2022				
	Percent increase in assumption	Effect to the defined benefit obligations	Percent decrease in assumption	Effect to the defined benefit obligations
		<i>(in thousand Baht)</i>		
Discount rate	0.5	(15,345)	0.5	17,445
Future salary growth	0.5	16,957	0.5	(15,099)
Employee turnover rate	10.0	(17,232)	10.0	20,304

Consolidated and Separate financial statements				
2021				
	Percent increase in assumption	Effect to the defined benefit obligations	Percent decrease in assumption	Effect to the defined benefit obligations
		<i>(in thousand Baht)</i>		
Discount rate	0.5	(15,188)	0.5	17,331
Future salary growth	0.5	16,724	0.5	(14,851)
Employee turnover rate	10.0	(28,809)	10.0	20,473

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16 Legal reserves

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

17 Segment information and disaggregation of revenue

Segment information is consistent with internal report, which is used for making a decision on resource allocation and segment evaluation. The top decision maker on operation for the Company is the Chairman of the Executive Committee.

The Company’s principal operations involve two operating segment in lending business and hire purchase, and each of its subsidiaries is principally engaged in insurance brokerage, providing hire purchase business and lending business. The Group’s and the Company’s operations are carried on only in Thailand. During the year, the Group has no change in segment information.

The Group has no major customers with revenues equal to 10 percent or more of their revenues.

Revenue recognition of lending business and hire purchase is on effective interest method over contract period. Insurance commission income is recognised at a point in time when a customer obtains control of the services.

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Financial information of the Group presented by segments for the year ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements							
	Lending business		Insurance broker		Hire purchase (in thousand Baht)		Elimination	Total
<i>For the year ended 31 December</i>	2022	2021	2022	2021	2022	2021	2022	2021
Interest income from loan receivables and hire purchase receivables	18,149,275	14,723,826	-	-	1,049,788	471,383	-	19,199,063
Fees and service income	696,567	702,216	71,828	63,596	23,132	2,969	-	791,527
Other income	423,787	278,364	56	43	904	225	(346,848)	77,899
Total revenues	19,269,629	15,704,406	71,884	63,639	1,073,824	474,577	(346,848)	20,068,489
Segment profit before income tax	6,143,449	5,950,520	13,381	11,810	202,908	239,152	-	6,359,738
Income tax	(1,222,458)	(1,206,718)	(2,691)	(2,362)	(41,497)	(47,855)	-	(1,266,646)
Segment profit	4,920,991	4,743,802	10,690	9,448	161,411	191,297	-	5,093,092
Significant non cash transactions								
(Loss) gain arising from derecognition of financial assets measured at amortised cost and hire purchase receivables	(177,252)	19,506	-	-	(216,429)	-	-	19,506
Expected credit loss	(2,028,713)	(687,250)	-	-	(404,519)	(60,738)	-	(393,681)
							(2,433,232)	(747,988)
Total assets	130,552,578	98,529,427	80,118	65,799	5,983,504	4,985,400	(8,550,003)	128,066,197
Total liabilities	101,799,454	73,892,504	43,251	39,621	4,130,894	3,728,001	(6,998,003)	98,975,596
								98,389,837
								73,521,337

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18 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Salary, wages and other employee benefits	4,749,115	4,272,014	4,749,115	4,272,014
Depreciation and amortisation expenses	1,356,959	1,258,283	1,356,931	1,258,267
Special business tax	617,807	509,388	610,315	509,388
Utilities expenses	217,749	167,288	217,749	167,288
Travelling expenses	202,753	131,652	202,703	131,651
Telecommunication expenses	101,526	90,816	101,526	90,816
Rental and service expenses	25,192	18,312	20,409	17,176
Others	797,691	513,658	768,379	512,176
Total	8,068,792	6,961,411	8,027,127	6,958,776

Contribution plan

For the year ended 31 December 2022, the Group and the Company contributed provident funds for their employee amounting to Baht 50.08 million (2021: Baht 48.22 million).

19 Income tax

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Income tax recognised in profit or loss				
For the year ended 31 December				
Current tax expense				
Current year	1,650,045	1,382,615	1,529,137	1,323,929
(Over) under provided in prior years	(1,880)	7,614	(1,890)	7,614
	1,648,165	1,390,229	1,527,247	1,331,543
Deferred tax expense				
Movements in temporary differences	(381,519)	(133,294)	(315,420)	(124,825)
Total income tax	1,266,646	1,256,935	1,211,827	1,206,718

**Income tax recognised in other
comprehensive income**

	Consolidated and Separated financial statements					
	2022			2021		
	Before tax	Tax benefit (expense)	Net of tax	Before tax	Tax expense	Net of tax
	<i>(in thousand Baht)</i>					
Cash flow hedges	(154,190)	30,838	(123,352)	6,474	(1,295)	5,179
Defined benefit plan actuarial gains (losses)	45,951	(9,190)	36,761	26,301	(5,260)	21,041
Total	(108,239)	21,648	(86,591)	32,775	(6,555)	26,220

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Reconciliation of effective tax rate

	Rate (%)	Consolidated financial statements	
		2022 (in thousand Baht)	2021 (in thousand Baht)
Profit before income tax expense		6,359,738	6,201,482
Income tax using the Thai corporation tax rate	20.00	1,271,948	1,240,296
Effects of non-taxable income and non-deductible expenses		4,915	19,822
Additional deductions allowed for expenses		(8,337)	(10,797)
(Over) under provided in prior years		(1,880)	7,614
Total	19.92	1,266,646	1,256,935

Separate financial statements

	Rate (%)	Separate financial statements	
		2022 (in thousand Baht)	2021 (in thousand Baht)
Profit before income tax expense		6,090,145	5,950,520
Income tax using the Thai corporation tax rate	20.00	1,218,029	1,190,104
Effects of non-taxable income and non-deductible expenses		4,025	19,797
Additional deductions allowed for expenses		(8,337)	(10,797)
(Over) under provided in prior years		(1,890)	7,614
Total	19.90	1,211,827	1,206,718

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

	At 1 January	Consolidated financial statements Credited to / (Charged)		At 31 December
		Profit or loss (in thousand Baht)	Other comprehensive income	
2022				
Deferred tax assets				
Loan receivables	357,536	303,872	-	661,408
Hire purchase receivables	8,835	66,915	-	75,750
Assets foreclosed	1,080	-	-	1,080
Derivatives liabilities	-	-	30,838	30,838
Lease liabilities	789,975	78,416	-	868,391
Provisions for employee benefits	31,197	10,182	(9,190)	32,189
Others	44,196	23,672	-	67,868
Total	1,232,819	483,057	21,648	1,737,524
Deferred tax liabilities				
Loan receivables	(1,122)	1,020	-	(102)
Right-of-use assets	(776,903)	(74,418)	-	(851,321)
Others	(31,318)	(28,140)	-	(59,458)
Total	(809,343)	(101,538)	-	(910,881)
Net	423,476	381,519	21,648	826,643

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	At 1 January	Consolidated financial statements Credited to / (Charged)		At 31 December
		Profit or loss (in thousand Baht)	Other comprehensive income	
2021				
Deferred tax assets				
Loan receivables	265,178	92,358	-	357,536
Hire purchase receivables	366	8,469	-	8,835
Assets foreclosed	1,080	-	-	1,080
Derivatives liabilities	1,295	-	(1,295)	-
Lease liabilities	701,448	88,527	-	789,975
Provisions for employee benefits	26,620	9,837	(5,260)	31,197
Others	21,507	22,689	-	44,196
Total	1,017,494	221,880	(6,555)	1,232,819
Deferred tax liabilities				
Loan receivables	1,681	(2,803)	-	(1,122)
Right-of-use assets	(694,941)	(81,962)	-	(776,903)
Others	(27,497)	(3,821)	-	(31,318)
Total	(720,757)	(88,586)	-	(809,343)
Net	296,737	133,294	(6,555)	423,476
	At 1 January	Separate financial statements Credited to / (Charged)		At 31 December
		Profit or loss (in thousand Baht)	Other comprehensive income	
2022				
Deferred tax assets				
Loan receivables	357,536	295,126	-	652,662
Hire purchase receivables	-	9,702	-	9,702
Assets foreclosed	1,080	-	-	1,080
Derivatives liabilities	-	-	30,838	30,838
Lease liabilities	789,975	78,416	-	868,391
Provisions for employee benefits	31,197	10,182	(9,190)	32,189
Others	44,196	23,532	-	67,728
Total	1,223,984	416,958	21,648	1,662,590
Deferred tax liabilities				
Loan receivables	(1,122)	1,020	-	(102)
Right-of-use assets	(776,903)	(74,418)	-	(851,321)
Others	(31,318)	(28,140)	-	(59,458)
Total	(809,343)	(101,538)	-	(910,881)
Net	414,641	315,420	21,648	751,709

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	At 1 January	Separate financial statements Credited to / (Charged)		At 31 December
		Profit or loss (in thousand Baht)	Other comprehensive income	
2021				
Deferred tax assets				
Loan receivables	265,178	92,358	-	357,536
Assets foreclosed	1,080	-	-	1,080
Derivatives liabilities	1,295	-	(1,295)	-
Lease liabilities	701,448	88,527	-	789,975
Provisions for employee benefits	26,620	9,837	(5,260)	31,197
Others	21,507	22,689	-	44,196
Total	1,017,128	213,411	(6,555)	1,223,984
Deferred tax liabilities				
Loan receivables	1,681	(2,803)	-	(1,122)
Right-of-use assets	(694,941)	(81,962)	-	(776,903)
Others	(27,497)	(3,821)	-	(31,318)
Total	(720,757)	(88,586)	-	(809,343)
Net	296,371	124,825	(6,555)	414,641

20 Earnings per share

<i>For the year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht / thousand shares)			
Profit attributable to ordinary shareholders of the Company (basic)	5,093,092	4,944,547	4,878,318	4,743,802
Number of ordinary shares outstanding (basic) at 31 December	2,120,000	2,120,000	2,120,000	2,120,000
Earnings per share (basic) (in Baht)	2.40	2.33	2.30	2.24

21 Dividends

	Approval date	Payment schedule	Dividend rate per share (in Baht)	Amount (in thousand Baht)
2022				
Annual dividend 2021	19 April 2022	May 2022	0.37	784,400
2021				
Annual dividend 2020	20 April 2021	May 2021	0.37	784,400

Muangthai Capital Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2022

22 Financial instruments

(a) Financial risk management policies

The Group's and the Company's board of directors have overall responsibility for the establishment and oversight of the Group's and the Company's risk management framework, which is responsible for developing and monitoring the Group's and Company's risk management policies.

The Group's and the Company's risk management policies are established to identify and analyse the risks faced by the Group and the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's and the Company's activities. The Group and the Company, through its training and management standards and procedures, aim to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's and the Company's audit committee oversees how management monitors compliance with the Group's and the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group and the Company. The Group's and the Company's audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(a.1) Credit risk

The Group and the Company are exposed to credit risk primarily with respect to loan receivables consisted of loans secured against vehicle registrations, land title deeds, condominium loans, personal loans without collateral and nano finance and hire purchase receivables. The Group and the Company manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Group and the Company do not have high concentrations of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of loan receivables less allowance for expected credit loss as stated in the statements of financial position.

Information relevant to credit quality of loan receivables and hire purchase receivables is disclosed in note 7.2.

Allowance for expected credit loss as at 31 December 2022 and 2021 are as follow, excluding allowance for expected credit loss on other receivables.

Consolidated financial statements				
2022				
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk	Assets that are credit impaired	Total
	<i>(in thousand Baht)</i>			
Loan receivables	704,351	580,949	2,021,742	3,307,042
Hire purchase receivables	62,532	101,374	214,845	378,751
Total	766,883	682,323	2,236,587	3,685,793

Consolidated financial statements				
2021				
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk	Assets that are credit impaired	Total
	<i>(in thousand Baht)</i>			
Loan receivables	709,289	348,966	729,426	1,787,681
Hire purchase receivables	19,698	11,033	13,444	44,175
Total	728,987	359,999	742,870	1,831,856

Muangthai Capital Public Company Limited and its Subsidiaries
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For the year ended 31 December 2022

	Separate financial statements 2022			Total
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk (in thousand Baht)	Assets that are credit impaired	
Loan receivables	693,513	569,475	2,000,322	3,263,310
Hire purchase receivables	7,557	14,259	26,692	48,508
Total	701,070	583,734	2,027,014	3,311,818

	Separate financial statements 2021			Total
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk (in thousand Baht)	Assets that are credit impaired	
Loan receivables	709,289	348,966	729,426	1,787,681
Total	709,289	348,966	729,426	1,787,681

The movements in allowance for expected credit loss of loan receivables and hire purchase receivables during the years were as follows:

	Consolidated financial statements			Total
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk (in thousand Baht)	Assets that are credit impaired	
Loan receivables				
At 1 January 2021	538,039	306,921	480,928	1,325,888
Change from stage reclassification	8,500	(27,291)	18,791	-
Change from remeasurement of ECL	(50,148)	41,196	215,812	206,860
Purchased or acquired	661,407	285,193	259,012	1,205,612
Derecognised	(448,509)	(257,053)	(245,117)	(950,679)
At 31 December 2021 and 1 January 2022	709,289	348,966	729,426	1,787,681
Change from stage reclassification	(22,251)	(21,094)	43,345	-
Change from remeasurement of ECL	(80,916)	47,279	587,558	553,921
Purchased or acquired	642,256	459,108	1,094,666	2,196,030
Derecognised	(544,027)	(253,310)	(433,253)	(1,230,590)
At 31 December 2022	704,351	580,949	2,021,742	3,307,042

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	Consolidated financial statements			
	Assets that are not significant increase in credit risk	Assets that are significant increase in credit risk (in thousand Baht)	Assets that are credit impaired	Total
<i>Hire purchase receivables</i>				
At 1 January 2021	1,614	160	60	1,834
Change from stage reclassification	(38)	(13)	51	-
Change from remeasurement of ECL	(19,038)	7,399	12,424	785
Purchased or acquired	37,325	3,494	911	41,730
Derecognised	(165)	(7)	(2)	(174)
At 31 December 2021 and 1 January 2022	19,698	11,033	13,444	44,175
Change from stage reclassification	(4,526)	954	3,572	-
Change from remeasurement of ECL	18,671	58,613	156,360	233,644
Purchased or acquired	31,396	36,876	54,143	122,415
Derecognised	(2,707)	(6,102)	(12,674)	(21,483)
At 31 December 2022	62,532	101,374	214,845	378,751
<i>Loan receivables</i>				
At 1 January 2021	538,039	306,921	480,928	1,325,888
Change from stage reclassification	8,500	(27,291)	18,791	-
Change from remeasurement of ECL	(50,148)	41,196	215,812	206,860
Purchased or acquired	661,407	285,193	259,012	1,205,612
Derecognised	(448,509)	(257,053)	(245,117)	(950,679)
At 31 December 2021 and 1 January 2022	709,289	348,966	729,426	1,787,681
Change from stage reclassification	(22,251)	(21,094)	43,345	-
Change from remeasurement of ECL	(80,916)	47,279	587,558	553,921
Purchased or acquired	630,818	447,634	1,073,246	2,151,698
Derecognised	(543,427)	(253,310)	(433,253)	(1,229,990)
At 31 December 2022	693,513	569,475	2,000,322	3,263,310
<i>Hire purchase receivables</i>				
At 1 January 2022	-	-	-	-
Purchased or acquired	8,157	14,259	26,692	49,108
Derecognised	(600)	-	-	(600)
At 31 December 2022	7,557	14,259	26,692	48,508

Muangthai Capital Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2022

Cash and cash equivalents

The Group's and the Company's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions, which the Group and the Company consider to have low credit risk.

Collateral held and other credit enhancements

In addition to determining counterparty credit quality through credit risk analysis, the Group and the Company also uses collateral as one type of credit risk mitigation to reduce potential credit losses to the Group and the Company. The Group and the Company consider the collateral value as at contractual effective date whether it is adequate to the Group's and the Company's acceptable risk. Collateral is comprised of vehicles, agricultural machinery and real estates and whose values are appraised on an initial recognition of loan receivables or hire purchase receivables.

For guarantee, the process for the analysis of guarantor's creditworthiness is aligned to credit assessment process for borrowers.

Concentrations of credit risk

The Group and the Company monitor concentrations of credit risk by type of financing. As at 31 December 2022, more than 50 % (2021: more than 50%) of credit risk on loan receivables concentrated to retail group comprised of agriculturer and day labour, and more than 45% (2021: more than 50%) of credit risk on hire purchase receivables concentrated to retail group comprised of private company employee and day labour.

Information related to ECL

Significant increase in credit risk (SICR)

When determining whether the probability of default on a financial instrument has increased significantly since initial recognition, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's and the Company's historical experience and including forward-looking information.

Definition of default

The Group and the Company consider a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group and the Company in full, without recourse by the Group and the Company.

In assessing whether a borrower is in default, the Group and the Company consider indicators that are:

- qualitative: e.g. it is becoming probable that the borrower will restructure the asset as a result of bankruptcy due to the borrower's inability to pay its credit obligations;
- quantitative: e.g. the borrower is more than 90 days past due on any material credit obligation to the Group and the Company.

Inputs into the assessment of whether a financial instrument is in default and their significance may vary over time to reflect changes in circumstances.

Probability of default

Credit risk grades are a primary input into the determination of the probability of default. The Group and the Company have collected repayment performance data of each receivable and input into statistical models to analyse the data collected and generate estimates of the lifetime PD based on contractual repayment. Then, the Group and the Company use the PD to estimate ECL.

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For the year ended 31 December 2022

Incorporation of forward-looking information

ECL has been estimated by the probability weighted of default over the expected life of the financial instrument. It is based on the present value of all expected cash shortfalls carried by historical loss experience data for the group of assets that the Group and the Company consider credit risk to be similar such as types of financing and adjusted by current observed data, along with supportable and reasonable future forecasts if statistically correlated can be proved.

The Group and the Company use base scenario as weighted probability scenario to measure the ECL.

However, the Group and the Company review the assumptions and forecasts of the future economic situations on a regular basis. In addition, the Group and the Company also consider to provide the management overlay / underlay as a part of ECL.

(a.2) Market risk

The Group and the Company are exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

(a.2.1) Foreign exchange rate risk

Foreign exchange rate risk is the risk that occurs from changes in exchange rates which may cause volatility in expenses or affect the value of the financial liabilities. The Group and the Company are exposed to foreign exchange rate risk from foreign currency borrowings. The Group and the Company use derivatives (cross currency interest rate swap agreements) to manage volatility for foreign currency borrowings.

	Consolidated and Separate financial statements	
	2022	
	USD	JPY
	<i>(in thousand Baht)</i>	
Financial liabilities	3,239,788	1,917,602
Exposure on statement of financial position	3,239,788	1,917,602
Financial liabilities hedged by cross currency interest rate swap agreements	(3,239,788)	(1,917,602)
Net exposure	-	-

Muangthai Capital Public Company Limited and its Subsidiaries
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(a.2.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the Group's and the Company's operation results and its cash flows. The Group and the Company are primarily exposed to interest rate risk from its lending and borrowings. The Group and the Company mitigate this risk by ensuring that the majority of its lending and borrowings are at fixed interest rates and use derivatives (cross currency interest rate swap agreements) to manage exposure to fluctuations in interest rates on specific borrowings.

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Financial instruments with fixed interest rates				
Financial assets	120,528,857	91,477,279	119,355,537	90,726,775
Financial liabilities	(89,991,826)	(73,249,421)	(90,675,363)	(73,619,724)
Exposure on statement of financial position	30,537,031	18,227,858	28,680,174	17,107,051
Financial instruments with variable interest rates				
Financial liabilities	8,257,683	-	8,257,683	-
Exposure on statement of financial position	8,257,683	-	8,257,683	-
Financial liabilities hedged by cross currency interest rate swap agreements	(3,299,683)	-	(3,299,683)	-
Net exposure	4,958,000	-	4,958,000	-

Cash flow sensitivity analysis for variable-rate instruments

A reasonable possible change of 1% in interest rates at the reporting date; this analysis assumes that all other variables remain constant.

	Consolidated and Separate financial statements	
	1% increase in interest rate	1% decrease in interest rate
	<i>(in thousand Baht)</i>	
2022		
Financial instruments with variable interest rates	28,862	(28,862)
Financial liabilities hedged by cross currency interest rate swap agreements	(7,536)	7,536
Net cash flow sensitivity	21,326	(21,326)

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(a.3) Liquidity risk

Liquidity risk is the risk that the Group and the Company will be unable to liquidate their financial assets and/or procure sufficient funds to discharge their obligations in a timely manner, resulting in the incurrence of a financial loss.

Financial assets and liabilities of the Group and the Company classified by remaining contractual maturities (undiscounted) as at 31 December 2022 and 2021 were as follows:

	Consolidated financial statements				
	Remaining maturity periods				
	At call	Within 1 year	After 1 year but within 5 years (in thousand Baht)	After 5 years	Total
2022					
Financial assets					
Cash and cash equivalents	3,176,780	-	-	-	3,176,780
Loan receivables and hire purchase receivables ^{(1), (2)}	-	71,102,270	69,853,070	3,119,367	144,074,707
Short-term loans	-	144,916	-	-	144,916
Restricted bank deposits	-	-	-	12,000	12,000
Other financial assets	-	231,412	-	-	231,412
Total financial assets	3,176,780	71,478,598	69,853,070	3,131,367	147,639,815
Financial liabilities					
Short-term borrowings from financial institutions	300,283	7,676,691	-	-	7,976,974
Other payables	-	1,211,027	-	-	1,211,027
Long-term borrowings from financial institutions	-	8,971,126	19,825,356	465,717	29,262,199
Debentures	-	17,799,740	45,968,471	-	63,768,211
Lease liabilities	-	1,100,462	3,711,200	206,223	5,017,885
Income tax payables	-	892,936	-	-	892,936
Other financial liabilities	-	2,721	-	-	2,721
Total financial liabilities	300,283	37,654,703	69,505,027	671,940	108,131,953

⁽¹⁾ Before allowance for expected credit loss

⁽²⁾ Excluding receivables that are credit-impaired

Muangthai Capital Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2022

	Consolidated financial statements				
	Remaining maturity periods				Total
	At call	Within 1 year	After 1 year but within 5 years (in thousand Baht)	After 5 years	
2021					
Financial assets					
Cash and cash equivalents	1,247,051	-	-	-	1,247,051
Loan receivables and hire purchase receivables ^{(1), (2)}	-	57,248,085	51,692,945	2,065,101	111,006,131
Short-term loans	-	88,377	-	-	88,377
Restricted bank deposits	-	-	-	11,000	11,000
Other financial assets	-	91,024	-	-	91,024
Total financial assets	1,247,051	57,427,486	51,692,945	2,076,101	112,443,583
Financial liabilities					
Short-term borrowings from financial institutions	-	4,240,903	-	-	4,240,903
Other payables	-	1,236,699	-	-	1,236,699
Long-term borrowings from financial institutions	-	11,847,627	7,534,126	-	19,381,753
Debentures	-	15,026,763	35,161,634	-	50,188,397
Lease liabilities	-	1,005,571	3,307,386	188,906	4,501,863
Income tax payables	-	672,640	-	-	672,640
Other financial liabilities	-	2,792	-	-	2,792
Total financial liabilities	-	34,032,995	46,003,146	188,906	80,225,047

⁽¹⁾ Before allowance for expected credit loss

⁽²⁾ Excluding receivables that are credit-impaired

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	Separate financial statements				
	Remaining maturity periods				
	At call	Within 1 year	After 1 year but within 5 years (in thousand Baht)	After 5 years	Total
2022					
Financial assets					
Cash and cash equivalents	2,893,990	-	-	-	2,893,990
Loan receivables and hire purchase receivables ^{(1), (2)}	-	67,069,430	64,390,601	3,097,952	134,557,983
Other receivables - related parties	-	5,481,808	-	-	5,481,808
Short-term loans	-	144,916	-	-	144,916
Long-term loan - related party	-	274,876	508,094	-	782,970
Other financial assets	-	231,402	-	-	231,402
Total financial assets	2,893,990	73,202,432	64,898,695	3,097,952	144,093,069
Financial liabilities					
Short-term borrowings from financial institutions	300,283	7,676,691	-	-	7,976,974
Other payables	-	1,185,903	-	-	1,185,903
Long-term borrowings from financial institutions	-	8,971,126	19,825,356	465,717	29,262,199
Debentures	-	17,799,740	45,968,471	-	63,768,211
Lease liabilities	-	1,100,462	3,711,200	206,223	5,017,885
Income tax payables	-	819,985	-	-	819,985
Other financial liabilities	-	784,334	-	-	784,334
Total financial liabilities	300,283	38,338,241	69,505,027	671,940	108,815,491

⁽¹⁾ Before allowance for expected credit loss

⁽²⁾ Excluding receivables that are credit-impaired

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Notes to the financial statements
For the year ended 31 December 2022

	Separate financial statements				
	Remaining maturity periods				
	At call	Within 1 year	After 1 year but within 5 years <i>(in thousand Baht)</i>	After 5 years	Total
2021					
Financial assets					
Cash and cash equivalents	958,545	-	-	-	958,545
Loan receivables and hire purchase receivables ^{(1), (2)}	-	55,174,258	47,713,104	1,995,605	104,882,967
Other receivables - related parties	-	3,152,455	-	-	3,152,455
Short-term loans	-	88,377	-	-	88,377
Long-term loan - related party	-	169,504	435,587	-	605,091
Other financial assets	-	91,014	-	-	91,014
Total financial assets	958,545	58,675,608	48,148,691	1,995,605	109,778,449
Financial liabilities					
Short-term borrowings from financial institutions	-	4,240,903	-	-	4,240,903
Other payables	-	1,221,200	-	-	1,221,200
Long-term borrowings from financial institutions	-	11,847,627	7,534,126	-	19,381,753
Debentures	-	15,026,763	35,161,634	-	50,188,397
Lease liabilities	-	1,005,571	3,307,386	188,906	4,501,863
Income tax payables	-	635,483	-	-	635,483
Other financial liabilities	-	425,751	-	-	425,751
Total financial liabilities	-	34,403,298	46,003,146	188,906	80,595,350

⁽¹⁾ Before allowance for expected credit loss

⁽²⁾ Excluding receivables that are credit-impaired

Derivative

The remaining notional amount of derivative classified by remaining contractual maturities as at 31 December 2022 was as follows:

	Consolidated and Separate financial statements			
	2022			
	Within 1 year	After 1 year but within 5 years <i>(in thousand Baht)</i>	More than 5 years	Total
Cross currency interest rate swap agreements				
- Net cash (outflow) inflow	(113,476)	(306,420)	3,298	(416,598)

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Notes to the financial statements

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(b) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

	Carrying amount		Consolidated financial statements				Fair value
	Fair value - hedging instruments	Financial instruments measured at amortised cost	Total	Level 1 (in thousand Baht)	Level 2	Level 3	
2022							
Financial assets							
Loan receivables	-	111,669,965	111,669,965	-	-	111,183,585	111,183,585
Financial liabilities							
Derivative liabilities - cross currency interest rate swap agreements	431,961	-	431,961	-	431,961	-	431,961
Long-term borrowings from financial institutions	-	24,056,121	24,056,121	-	22,190,422	-	22,190,422
Debentures	-	59,725,312	59,725,312	-	59,863,123	-	59,863,123
2021							
Financial assets							
Loan receivables	-	85,814,653	85,814,653	-	-	85,407,749	85,407,749
Financial liabilities							
Long-term borrowings from financial institutions	-	16,051,165	16,051,165	-	16,099,610	-	16,099,610
Debentures	-	47,028,188	47,028,188	-	47,411,648	-	47,411,648

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	Carrying amount		Separate financial statements				Fair value
	Fair value - hedging instruments	Financial instruments measured at amortised cost	Total	Level 1 (in thousand Baht)			
				Level 1	Level 2	Level 3	
							Total
2022							
Financial assets							
Loan receivables	-	109,307,998	109,307,998	-	-	108,821,617	108,821,617
Long-term loan - related party	-	737,500	737,500	-	741,041	-	741,041
Financial liabilities							
Derivative liabilities - cross currency interest rate swap agreements	431,961	-	431,961	-	431,961	-	431,961
Long-term borrowings from financial institutions	-	24,056,121	24,056,121	-	22,190,422	-	22,190,422
Debentures	-	59,725,312	59,725,312	-	59,863,123	-	59,863,123
2021							
Financial assets							
Loan receivables	-	85,814,653	85,814,653	-	-	85,407,749	85,407,749
Long-term loan - related party	-	562,500	562,500	-	601,487	-	601,487
Financial liabilities							
Long-term borrowings from financial institutions	-	16,051,165	16,051,165	-	16,099,610	-	16,099,610
Debentures	-	47,028,188	47,028,188	-	47,411,648	-	47,411,648

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Notes to the financial statements

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Financial assets and financial liabilities which have short-term maturity, including cash and cash equivalents, other receivables, short-term loans and short-term borrowings from financial institutions, their fair values approximate their carrying amount.

Fair value of loan receivables and long-term loans are estimated by discounting expected future cash flow by the current market interest rates of the instruments with similar terms, net of allowance for expected credit loss.

Fair value of derivative liabilities has been determined using a discounted future cash flow model, applying current market yield rates.

Floating rate long-term borrowings from financial institutions, their fair values are approximated based on the carrying amount.

Fixed rate long-term borrowings from financial institutions, their fair values are estimated by discounting expected future cash flow by the current market interest rate of the instrument with similar terms and conditions.

Fair values of debentures are referenced by the price of debentures at the Thai Bond Market Association ("ThaiBMA").

23 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board regularly monitors the return on capital, by evaluating result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

24 Commitments with non-related parties

	Consolidated and Separate financial statements	
	2022	2021
	<i>(in thousand Baht)</i>	
Capital commitments		
Buildings and other constructions	4,006	9,690
Other commitments		
Service agreements	-	4

As at 31 December 2022, the Group and the Company have no service agreement for office equipment. (2021: the Group and the Company have a service agreement for office equipment which service period was 4 years commencing from January 2018 and ending in January 2022).

25 Events after the reporting period

On 21 February 2023, at the Company's Board of Directors' meeting passed resolutions to propose to the Annual General Meeting of Shareholders for approval of a cash dividend payment of Baht 0.95 per share to the shareholders from the net profit for the year 2022, in total of Baht 2,014 million, and for approval of a budget for debenture issuance.

Part 4 Certification on the Correctness of Information

The Company has reviewed the information in this annual registration statement with caution. The Company hereby certifies that such information is correct, complete, not false, and does not mislead others without the lack of information that should be disclosed in the material matters. The Company also hereby certifies that:

(1) The financial statements and financial information summarized in the annual registration statement have already shown accurate and complete information about the financial position, operational performance, and cash flow of the Company and the subsidiaries.

(2) The Company provides a good information revelation system to ensure that the Company has disclosed all material information of the Company and the subsidiaries correctly and completely including supervising the implementation of the mentioned system.

(3) The Company has established a good internal control system and supervise the implementation of the mentioned system. Besides, the Company has also informed the internal control system evaluation as of the latest available date to the Company's auditor and the audit committee. This covers deficiencies and significant changes to the internal control system including any wrongdoing possibly affecting the financial reporting of the Company and the subsidiaries.

In this regard, in order to prove that all documents are the same documents that verified to be correct by the Company, the Company has assigned Mrs. Daonapa Petampai or Mr. Surat Chayavoradech to sign this document on every page. If any document is not signed by Mrs. Daonapa Petampai or Mr. Surat Chayavoradech as mentioned above, the Company will consider it not the information that the Company has certified its accuracy.

Name	Position	Signature
1. Mr. Chuchat Petaumpai	Executive Committee and Chairman of the Executive Committee	- Mr. Chuchat Petaumpai -
2. Mrs. Daonapa Petampai	Executive Committee and Managing Director	- Mrs. Daonapa Petampai -
Authorized persons		
1. Mrs. Daonapa Petampai	Managing Director	- Mrs. Daonapa Petampai -
2. Mr. Surat Chayavoradech	Deputy Managing Director	- Mr. Surat Chayavoradech -

ครบเครื่อง **สินเชื่อ** ต่่วน ต้องที่ เมืองไทยๆ เท่านั้น

สินเชื่อ
นาโน
ไฟแนนซ์

สินเชื่อ
โฉนดที่ดิน/
คอนโด

สินเชื่อทะเบียน
รถจักรยานยนต์/
รถยนต์/
รถเพื่อการเกษตร

สินเชื่อ
ซื้อก่อนผ่อนทีหลัง
(สินค้าทั่วไป/
สินค้าเพื่อการเกษตร)

✓ มีบริการสินเชื่อให้เลือกมากมาย

✓ สาขากระจายทั่วประเทศ
กว่า 6,500 แห่ง

สินเชื่อเช่าซื้อ
รถจักรยานยนต์
ใหม่

สินเชื่อ
ส่วนบุคคล

Attachment 1

Attachment 1.1 : Details of Directors

Adm. Apichat Pengsritong



- Age • 74 years old
- Type of Director • Independent Director
- Date of Appointment • 12th September 2012
- Years in Director Position • 10 years 3 months

Current Position

- Chairman of the Board of Directors /
Chairman of the Nomination and Remuneration

Address

- 294/10 Moo 5, Soi Nawamin 24 (Uthen 13) Nawamin Road,
Klonggoom Sub-district, Buenggoom District, Bangkok

Education

- Naval Cadet program, class 66, Royal Thai Naval Academy
- Naval Staff program, class 45, Royal Thai Naval Staff College
- Naval War program, class 28, Naval War College,
Royal Thai Navy-Australian Command & Staff College, Australian Defense College in 1986
- National Defense College Program, class 4515

Training

- Directors Accreditation Program (DAP) class 82/2010
- Risk Management Program for Corporate Leaders (RCL 5/2016)

Work Experience

- Navigator, H.T.M.S. Tachin, Anti-submarine Squadron, Royal Thai Fleet
- Weapon Officer, H.T.M.S. Tachin, Anti-submarine Squadron, Royal Thai Fleet
- Executive Officer, H.T.M.S. Sarasin, Anti-submarine Squadron, Royal Thai Fleet
- Anti-submarine Officer, H.T.M.S. Makutajakumarn, Anti-submarine Squadron, Royal Thai Fleet
- Junior Gunnery Officer, H.T.M.S. Makutajakumarn, Anti-submarine Squadron, Royal Thai Fleet
- Gunnery Officer, H.T.M.S. Makutajakumarn, Anti-submarine Squadron, Royal Thai Fleet
- Executive Officer, H.T.M.S. Makutajakumarn, Anti-submarine Squadron, Royal Thai Fleet
- Commanding Officer, H.T.M.S. Supirin, Patrol Squadron, Royal Thai Fleet
- Aide to Assistant Commander-in-Chief, Royal Thai Navy
- Deputy Chief of Staff, Bangkok Naval Station (Bangkok Naval Base (in the present))
- Naval Attache to Jakarta
- Assistant Secretary, Naval Secretariat Department

- Assistant Director General, Naval Intelligence Department
- Deputy Director General, Naval Intelligence Department
- Director of Sattahip Depp Sea Port Sattahip Naval Base
- Commander, Submarine Squadron, Royal Thai Fleet
- Director of Joint Logistics, Supreme Command Headquarter
- Commandant, Royal Thai Naval Academy
- Senior Advisor, Royal Thai Navy
- Deputy Supreme Commander Admiral

Shareholding

- 500,000 shares. Percentage 0.024 (As of 31st December 2022)

Current Position in Other Listed Companies

- 2015 – Present Chairman of the Board and Chairman of the Audit Committee, JKN Global Media Plc.
- 2014 – Present Chairman of the Board, T.A.C. Consumer Plc.
- 2010 – Present Independent Director, S&J International Plc.

Current Position in Other Companies (Not Listed) – None –

Position in the Company which might be Conflicts of Interest – None –

The Legal Dispute – None –

Meeting Attendance in 2022

- Board of Directors 8/8 times
- Board of Independent Directors 1/1 times
- Nomination and Remuneration Committee 2/2 times

Mr. Chuchat Petaumpai



- Age • 69 years old
- Type of Director • Director
- Date of Appointment • 12th September 2012
- Years in Director Position • 10 years 3 months

Current Position

- Director / Chairman of the Executive Committee /
Member of Risk Management Committee

Address

- 13 Soi Charansanitwong 83/1, Bangaor Sub-district, Bangplad District, Bangkok

Education

- Master of Business Economics, Thammasat University, 2000
- Master of Business Administration, Naresuan University, 1998
- Master of Finance, Oklahoma City University, USA, 1990

Director Training

- Directors Accreditation Program (DAP) class SET/2012
- Risk Management Program for Corporate Leaders (RLC 5/2016)

Work Experience

- Industrial Finance Corporation of Thailand (IFCT)
- Kasikornbank Public Company Limited

Shareholding

- 710,056,400 shares. Percentage 33.49 (As of 31st December 2022)

Current Position in Other Listed Companies

- 2017- Present Director and Vice President of NYE Estate Co.,Ltd.

Current Position in Other Companies (Not Listed) - None -

Position in the Company which might be Conflicts of Interest - None -

The Legal Dispute - None -

Meeting Attendance in 2022

- Board of Directors 8/8 times
- Risk Management Committee 2/2 times

Mrs. Daonapa Petampai

- Age** ● 69 years old
- Type of Director** ● Director
- Date of Appointment** ● 12th September 2012
- Years in Director Position** ● 10 years 3 months
- Current Position**
 - Director / Managing Director
- Address**
 - 13 Soi Charansanitwong 83/1, Bangaor Sub-district, Bangplad District, Bangkok
- Education**
 - Master of Finance, Oklahoma City University, USA, 1989
- Training**
 - Directors Accreditation Program (DAP) class SET/2012
- Work Experience**
 - Assistant Unit Manager – Credit Card, Head Office, Kasikornbank Plc.
 - Assistant Branch Manager, Kasikornbank Plc
- Shareholding**
 - 720,000,000 shares Percentage 33.96 (As of 31st December 2022)
- Current Position in Other Listed Companies** – None –
- Current Position in Other Companies (Not Listed)** – None –
- Position in the Company which might be Conflicts of Interest** – None –
- The Legal Dispute** – None –
- Meeting Attendance in 2022**
 - Board of Directors 8/8 times



Mrs. Kongkeaw Piamduaytham



- Age
 - 70 years old
- Type of Director
 - Independent Director
- Date of Appointment
 - 12th September 2012
- Years in Director Position
 - 10 years 3 months
- Current Position
 - Independent Director / Chairman of the Audit Committee/
Chairman of the Governance and Sustainability Committee

Address

- 291 Soi Patanakarn 61, Patanakarn Road, Praves Sub-district,
Praves District, Bangkok

Education

- Master of Finance, Washington State University, USA

Training

- Directors Certification Program (DCP) class 157/2012
- Advanced Audit Committee Program (AACP) class 13/2013
- Role of Nomination and Governance Committee (RNG) class 7/2015
- Easy Listening Program : AC knowledge that accountants should not miss 2021
- Easy Listening Program : AC knowledge that accountants should not miss 2022
- Seminar on Dissemination of Research Results of Value of Audit 2022

Shareholding

- 800,000 shares Percentage 0.038 (As of 31st December 2022)

Work Experience

- 2010 – Present Director, Aira Capital Plc.
- 2009 – Present Adviser, Aira Securities Plc.

Current Position in Other Companies (Not Listed) – None –

Position in the Company which might be Conflicts of Interest – None –

The Legal Dispute – None –

Meeting Attendance in 2022

- Board of Directors 8/8 times
- Audit Committee 7/7 times
- Board of Independent Directors 1/1 times
- Corporate Governance and Sustainability Committee 2/2 times

Mrs. Nongnuch Dawasuwan

- Age**
 - 68 years old
- Type of Director**
 - Independent Director
- Date of Appointment**
 - 29th March 2017
- Years in Director Position**
 - 4 years 9 months
- Current Position**
 - Independent Director / Member of Audit Committee / Member of Risk Management Committee / Member of the Corporate Governance and Sustainability Committee



Address

- 244 Udomsuk Soi 26, Sukhumvit 103, Bangna Sub-district, Bangna District, Bangkok

Education

- Bachelor of Accountancy, Chulalongkorn University

Training

- Directors Accreditation Program (DAP) class 137/2017
- Advance Audit Committee Program (AACP) class 26/2017
- Risk Management Program for Corporate Leaders (RCL) class 13/2018
- Easy Listening Program : AC knowledge that accountants should not miss 2021
- Easy Listening Program : AC knowledge that accountants should not miss 2022

Work Experience

- 2014 – 2015 Chief of Customs Service Sub-division, Nakhonphanom, Customs house, Thai Customs
- 2012 – 2013 Chief of Duty Accounting Sub-division, Suvarnabhumi Airport Passenger Control Customs Office, Customs Department
- 2010 – 2011 Chief of Duty Free Zone Audit Sub-division, Tax Incentive Division, Customs Department

Shareholding – None –

Current Position in Other Listed Companies – None –

Current Position in Other Companies (Not Listed) – None –

Position in the Company which might be Conflicts of Interest – None –

The Legal Dispute – None –

Meeting Attendance in 2022

- Board of Directors 8/8 times
- Board of Independent Directors 1/1 times
- Audit Committee 7/7 times
- Risk Management Committee 2/2 times
- Corporate Governance and Sustainability Committee 2/2 times

Mr. Suchart Suphayak



- Age • 65 years old
- Type of Director • Independent Director
- Date of Appointment • 17th August 2020
- Years in Director Position • 2 years 4 months
- Current Position
 - Independent Director/Chairman of the Risk Management Committee/Member of the Audit Committee/Member of the Nomination and Remuneration Committee

Address

- 64/16 Soi.Charoen Mitr, Phrakhong Nuea Sub-district Watthana District, Bangkok

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Accountancy, Assumption University

Training

- Directors Certification Program (DCP) class 72/2007
- Audit Committee Program (ACP) class 14/2007
- Director Diploma Examination class 20/2007
- Risk Management Program for Corporate Leaders (RCL 24/2021)
- Easy Listening Program : AC knowledge that accountants should not miss 2021
- Easy Listening Program : AC knowledge that accountants should not miss 2022
- Seminar on Dissemination of Research Results of Value of Audit 2022

Shareholding - None -

Current Position in Other Listed Companies

- 2008 - Present Chairman of the Corporate Governance, Nomination and Remuneration Committee of Global Connections PCL.
- 2006 - Present Chairman of Audit Committee of Global Connections PCL.
- 2022 - Present Chairman of Risk Management/Member of Audit Committee, Next Point Public Company Limited

Current Position in Other Companies (Not Listed)

- 2018 - 2020 Chief Executive Officer, Fill Up Company Limited
- 2017 - 2021 Chairman of the Audit Committee, Advance Power Conversion Company Limited
- 2011 - 2015 Associate judge, Juvenile and Family Court in Prachinburi
- 2014 - 2016 Executive Committee, ITX Transport Company Limited
- 2007 - 2013 Financial Consultant, Rermudom Company Limited

Position in the Company which might be Conflicts of Interest - None -

The Legal Dispute - None -

Meeting Attendance in 2022

- Board of Directors 8/8 times
- Board of Independent Directors 1/1 times
- Risk Management Committee 2/2 times
- Audit Committee 7/7 times
- Nomination and Remuneration Committee 2/2 times

Dr. Suksit Petampai



- Age ● 41 years old
- Type of Director ● Director
- Date of Appointment ● 18th April 2019
- Years in Director Aosition ● 3 year 8 months

Current Position

- Director/Member of the Corporate Governance and Sustainability Committee/
Member of the Nomination and Remuneration

Address

- 13 Soi Charansanitwong 83/1, Bangaor Sub-district, Bangplad District, Bangkok

Education

- Doctor of Philosophy (Architectural Heritage Management and Tourism), International Program, Faculty of Architecture, Silpakorn University
- Master of science in Major Programme Management, University of Oxford
- Master of Business Administration with two concentrations in Strategic Management and International Business, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Arts in International Management with a concentration in Finance, Dominican University of California, San Rafael, CA, USA

Training

- Directors Certification Program (DCP) class 277/2019
- Corporate Governance for Capital Market Intermediaries (CGI) class 22/2019

Work Experience

- 2012 – 2015 Silpakorn University International College: Guest Lecturer
- 2015 – 2020 Silpakorn University International College: Lecturer

Shareholding

- 902,100 shares. Percentage 0.043 (As of 31st December 2022)

Current Position in Other Listed Companies – None –

Current Position in Other Companies (Not Listed) – None –

Position in the Company which might be Conflicts of Interest – None –

The Legal Dispute – None –

Meeting Attendance in 2022

- Board of Directors 8/8 times
- Nomination and Remuneration Committee 2/2 times
- Corporate Governance and Sustainability Committee 2/2 times

Attachment 1.2 Executive Director details

Full Name/Position	Age (year)	Education	Shareholding Proportion (31/12/22)	Family Relationship between the Directors	Past 5 years Working Experience			
					Period	Position	Company	Type of Business
Mr. Surapong Pechaumpai Deputy Managing Director (Senior)	61	<ul style="list-style-type: none"> Master of Business Administration, University of the Thai Chamber and Commerce Barrister at Law, Institute of Legal Education (Thai bar Association) 	0.046	Brother of Mr. Chuchat Petaumpai	<ul style="list-style-type: none"> 2019 – Present 2013 – 2018 	<ul style="list-style-type: none"> Deputy Managing Director (Senior) Deputy Managing Director 	<ul style="list-style-type: none"> Muangthai Capital PCL. Muangthai Leasing PCL. 	<ul style="list-style-type: none"> Vehicle title loan Vehicle title loan
					2002-2012	<ul style="list-style-type: none"> Assistant Managing Director 	<ul style="list-style-type: none"> Muangthai Leasing Co.,Ltd. 	<ul style="list-style-type: none"> Vehicle title loan
					2012-Present	<ul style="list-style-type: none"> Director 	<ul style="list-style-type: none"> Muangthai Leasing Insurance Broker Co.,Ltd. 	<ul style="list-style-type: none"> Insurance broker
Mr. Parithad Petampai Deputy Managing Director	40	<ul style="list-style-type: none"> Master degree in Banking and international finance, Cass business school, London Bachelor of Engineering with Business Finance, University College London 	0.172	Son of Mr. Chuchat Petaumpai and Mrs. Daonapa Petampai	2019 – Present	<ul style="list-style-type: none"> Deputy Managing Director 	<ul style="list-style-type: none"> Muangthai Capital PCL. 	<ul style="list-style-type: none"> Vehicle title loan
					2018 – 2019	<ul style="list-style-type: none"> Assistant Managing Director 	<ul style="list-style-type: none"> Muangthai Capital PCL. 	<ul style="list-style-type: none"> Vehicle title loan
					2015 – 2018	<ul style="list-style-type: none"> Manager 	<ul style="list-style-type: none"> Muangthai Leasing PCL. 	<ul style="list-style-type: none"> Vehicle title loan
					2010 – 2014	<ul style="list-style-type: none"> Assistant Managing Director 	<ul style="list-style-type: none"> Real Asset Development Co.,Ltd 	<ul style="list-style-type: none"> Real estate
					2007 – 2009	<ul style="list-style-type: none"> Marketing Manager 	<ul style="list-style-type: none"> Kasikorn Bank 	<ul style="list-style-type: none"> Banking
					2006 – 2007	<ul style="list-style-type: none"> Analst 	<ul style="list-style-type: none"> Goldman Sachs, London 	<ul style="list-style-type: none"> Financial Institution
Mr. Surat Chaujavoradech Deputy Managing Director	53	<ul style="list-style-type: none"> Master degree in Finance, Thammasat University Master of Business Administration, Chulalongkorn University 	-	-	2021 – Present	<ul style="list-style-type: none"> Deputy Managing Director 	<ul style="list-style-type: none"> Muangthai Capital PCL. 	<ul style="list-style-type: none"> Vehicle title loan
					2019-2020	<ul style="list-style-type: none"> Assistant Managing Director 	<ul style="list-style-type: none"> Muangthai Capital PCL. 	<ul style="list-style-type: none"> Vehicle title loan
					2013 – 2018	<ul style="list-style-type: none"> Assistant Managing Director 	<ul style="list-style-type: none"> Muangthai Leasing PCL. 	<ul style="list-style-type: none"> Vehicle title loan

Full Name/Position	Age (year)	Education	Shareholding Proportion (31/12/22)	Family Relationship between the Directors	Past 5 years Working Experience			
					Period	Position	Company	Type of Business
Ms. Duangkhae Songnuy Assistant Managing Director	55	● Master of Management and Organization, Dhurakij Pundit University	0.054	-	● 2019 – Present	● Assistant Managing Director	● Muangthai Capital PCL.	● Vehicle title loan
					● 2015 – 2018	● Collection Manager	● Muangthai Leasing PCL.	● Vehicle title loan
Ms. Vimonrat Nujul Accounting Manager	54	● Master of Accountancy, Dhurakij Pundit University	0.024	-	● 2019 – Present	● Accounting Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2017 – 2018	● Accounting Manager	● Muangthai Leasing PCL.	● Vehicle title loan
					● 2012 – Present	● Director	● Muangthai Leasing Insurance Broker Co.,Ltd.	● Insurance broker
Mr. Somkiat Ratsamee Branch Manager	59	● Master of Public Administration, National Institute of Development Administration (Phitsanulok)	0.010	-	● 2019 – Present	● Branch Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2018 – 2019	● Deputy Branch Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2011 – 2018	● Assistant Branch Manager	● Muangthai Leasing PCL.	● Vehicle title loan

Full Name/Position	Age (year)	Education	Shareholding Proportion (31/12/22)	Family Relationship between the Directors	Past 5 years Working Experience			
					Period	Position	Company	Type of Business
Mr. Amnat Niamsee Collection Manager	58	● Master of Public Administration, National Institute of Development Administration (Phitsanulok)	0.012	-	● 2019 – Present	● Collection Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2018 – 2019	● Deputy Collection Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2006 – 2018	● Deputy Collection Manager	● Muangthai Leasing PCL.	● Vehicle title loan
Mr. Banyat Ninsiri Deputy Branch Manager	50	● Master of Public Administration, National Institute of Development Administration (Phitsanulok)	0.005	-	● 2022 – Present	● Deputy Branch Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2019 – 2021	● Assistant Branch Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2011 – 2018	● Assistant Branch Manager	● Muangthai Leasing PCL.	● Vehicle title loan

Full Name/Position	Age (year)	Education	Shareholding Proportion (31/12/22)	Family Relationship between the Directors	Past 5 years Working Experience			
					Period	Position	Company	Type of Business
Mr. Niyom Rodnoi Assistant Branch Manager	52	● Bachelor degree in General Management, Phetchabun Rajabhat University	0.021	-	● 2019 – Present	● Assistant Branch Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2011 – 2018	● Assistant Branch Manager	● Muangthai Leasing PCL.	● Vehicle title loan
Mr. Pradit Thongkhum Assistant Branch Manager	57	● Bachelor of Education, Uttaradit Rajabhat University	0.008	-	● 2019 – Present	● Deputy Branch Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2014 – 2018	● Deputy Branch Manager	● Muangthai Leasing Co.,Ltd	● Vehicle title loan
Mr. Songkran Eiamkai Assistant Branch Manager	52	● Bachelor of Education, Phetchabun Rajabhat University	0.0004	-	● 2019 – Present	● Deputy Branch Manager	● Muangthai Capital PCL.	● Vehicle title loan
					● 2014 – 2018	● Deputy Branch Manager	● Muangthai Leasing Co.,Ltd	● Vehicle title loan

Attachment 1.3 Details of the person taking the highest responsibility in finance and accounting (Chief Financial Officer: CFO) and the person supervising accounting (Chief Accountant)

Sections	Details
Full Name	Mr.Surat Chayavoradech (Chief Financial Officer)
Age	53 years old
Education	<ul style="list-style-type: none"> ● Master degree in Finance (MIF), Thammasat University ● Master of Business Administration (MBA), Chulalongkorn University ● Bachelor of Accountancy (BA), Chulalongkorn University
Date and Appointment	17 th January 2013
Work Experience	2021 – Present Deputy Managing Director Muangthai Capital PLC. 2019 – 2020 Assistant Managing Director Muangthai Capital PLC. 2013 – 2018 Assistant Managing Director Muangthai Leasing PLC.
Shareholding	–No shares–
Family Relationship between the Directors	– None –
Positions in Other Companies	– None –
Director Position in Other Companies	– None –
Training	2015 ● CFO Current Issues Course 2016 ● Self-Study CDP Batch 1/2016 2017 ● Self-Study CPD Batch 1/2017 ● Self-Study CPD Batch 2/2017 ● Preparation to be Auditor and Internal audit “Working Paper for Better Corruption Prevention ● Orientation Course –CFO focus on financial reporting Batch 2 2018 ● Self-Study CPD Batch 1/2018 2019 ● Self-Study CPD Batch 1/2019 ● Self-Study CPD Batch 3/2019 2020 ● inancial Risk Management & Strategies in Digital World Course Batch 1 ● Retail Credit Scoring Model Development and Application Batch 5 ● The effect of IFRS 9 accounting standard to Financial Institutions Batch 8

Sections	Details
Full Name	Miss Vimonrat Nujul (Chief Accountant)
Age	54 years old
Education	<ul style="list-style-type: none"> • Master of Accounting, Dhurakij Pundit University • Bachelor of Accounting, Ramkhamhaeng University
Date and Appointment	7 th March 2003
Work Experience	2019 – Present Accounting Manager Muangthai Capital PLC. 2017 – 2018 Accounting Manager Muangthai Leasing PLC. 2012 – 2016 Deputy Accounting Manager Muangthai Leasing PLC.
Shareholding	504,000 shares / 0.024 percent (As of 31 st December 2022)
Family Relationship between the Directors	- None -
Positions in Other Companies	- None -
Director Position in Other Companies	Muangthai Leasing Insurance Broker Co.,Ltd.
Training	2016 <ul style="list-style-type: none"> • Tax system from revenue-expenditure of business course in the end of the year / 6 hours of training • Accounting setting techniques to correspond with financial reporting standard course / 6 hours of training 2017 <ul style="list-style-type: none"> • Accounting standard and accurate tax transactions course / 6.30 hours of training • Things that should be aware when submitting financial statements in 2020 and preparation before submitting a financial statement in 2021 / 6 hours of training 2018 <ul style="list-style-type: none"> • Accounting tools and mitigate risk course / 6 hours of training • In-depth Documents received – paid updated in under the new law course / 6 hours of training 2019 <ul style="list-style-type: none"> • 5 Steps New TFRS 15: affect to accounting-tax / 7 hours of training • Accounting & Taxation Update which accountants have to know / 6 hours of training 2020 <ul style="list-style-type: none"> • In-depth of financial analysis course / 6 hours of training • Tax benefits and accounting implications / 6.30 hours of training 2021 <ul style="list-style-type: none"> • PDPA for Accounting and Finance / 6 hours of training • Problem solving and accounting-tax auditing strategies for accounting managers / 6 hours of training – Data Analytics for Internal Auditor / 6 hours of training

Attachment 1.4 Details of the Company Secretary

Sections	Details
Full Name	Miss Monthon Onphan
Age	49 years old
Education	Bachelor's degree in Business Administration and Management Suwindusit Rajabhat University (Bangkok)
Date and Appointment	14 th May 2014
Work Experience	2014 – Present Company Secretary Muangthai Capital PLC. 2011 – 2013 Accountant manager Muangthai Leasing PLC. 2005 – 2010 Administrative manager Muangthai Leasing PLC.
Shareholding	94,000 shares / 0.004 percent (As of 31 st December 2022)
Family Relationship between the Directors	– None –
Positions in Other Companies	– None –
Director Position in Other Companies	– None –
Training	<p>2013 ● Company Secretary Program (CSP) course Batch 50 ** ● Effective Minute Taking (EMT) course Batch 26</p> <p>2018 ● Anti-Corruption :The Practical Guide (ACPG) course Batch 43</p> <p>2019 ● Annual Report and Integrated Reporting Concept Batch 1</p> <p>2020 ● ASEAN CG Scorecard Coaching 2020 Batch 4</p> <p>2021 ● CGR Workshop 2021 course</p> <p>2022 ● CGR Workshop 2022 course ● 100 Full intensity tutoring for New AGM Checklist 2023</p> <p>** In 2013 : trained about the roles, duties and secretary's knowledge conducted by Thai Institute of Directors</p>

The Company Secretary

The Board of Director meeting No.3/2014 on 14th May 2014, the Board of Director approved to nominate Miss Monthon Onphan who is the Company secretary in order to align with section 89/15 of the Securities and Exchange Act B.E. 1992 as amended by Securities and Exchange Act (No.4) B.E. 2008. The following are responsibilities of the Company Secretary.

1. To supervise and make recommendations to the Board about legal compliances rules and regulations of regulatory bodies and of the Company itself as well as monitor the Company's operations on a regular basis to ensure all activities are conducted in accordance with relevant laws.

2. To arrange the Board's meetings and shareholders' meetings and coordinate with related parties to ensure that the resolutions from the Board's meetings and shareholders' meeting are carried out.

3. To supervise the disclosure of the Company's information and information technology report to be complied with The Stock Exchange of Thailand, The Securities and Exchange Commission and other related regulations.

4. To make a report and keep the following documents:

4.1 Director Registration

4.2 Notices of meetings and meeting minute reports of the Board

4.3 Notices of meetings and meeting minute reports of shareholders

4.4 Annual reports

4.5 The Board's conflict of interest reports. In this regard, the Company realizes and attaches importance to good corporate governance. Therefore, the Company Secretary, have undergone important training courses organized by The Thai Institute of Directors Association (IOD)

Attachment 2 : Details about the Directors of the Subsidiary Companies as of 31st
December 2022

Name List	Muangthai Capital Public Company Limited	Muangthai Leasing Insurance Broker Company Limited	Muangthai Leasing Company Limited	Muangthai Pay Later Company Limited
1. Mr. Chuchat Petaumpai	/, //	/	/	/
2. Mrs. Daonapa Petampai	/, M	/	/	/
3. Mr. Surapong Pechaumpai	M	/	-	-
4. Ms. Vimongrat Nujul	M	/	-	-
5. Mr. Suksit Petampai	/	-	-	/
6. Mr. Parithad Petampai	M	-	/	/

/ = Directors

// = Chairman of Executive Committee

M = Executives

Attachment 3 : Details of the Internal Audit Supervisor and the Head of the Company's Compliance Department

1. Details of the Chief Internal Auditor

Section	Details
Full Name	Mr. Chalerm Inhoum
Age	47 years old
Education	Bachelor of Accountancy, The University of Central Thailand, Nakhon Sawan
Work Experience	<p>2018 – Present Assistant manager of the audit department Muangthai Capital PLC.</p> <p>2015 – 2018 Assistant manager of the audit department Muangthai Leasing PLC.</p> <p>2008 – 2015 Audit manager Muangthai Leasing Company Limited</p> <p>2002 – 2008 Audit supervisor Muangthai Leasing Company Limited</p> <p>1999 – 2002 Audit officer Muangthai Leasing Company Limited</p>
Training	<ul style="list-style-type: none"> ● Personal Data Protection Act for Internal Audit (PDPA) training conducted by Political Science Association of Kasetsart University. ● Fraud in the organization from internal audit along with internal control to set up policies on anti-fraud and anti-corruption conducted by Dharmniti Seminar and Training Company Limited. ● Anti-fraud in organization for 6 days conducted by Federation of Accounting Professions of Thailand. ● Anti-Corruption: The Practical Guide 26/2016 conducted by the Thai Institute of Directors (IOD) ● Audit report writing conducted by Federation of Accounting Professions of Thailand. ● ASEAN Corporate Governance conducted by The Institute of Internal Auditors of Thailand. ● Evidence of examination of working paper conducted by the Institute Auditors of Thailand. ● Assurance quality of the internal audit conducted by the Federal of Accounting Professions. ● Fraud Risk Management Framework Class 2/2022 organized by the Federation of Accounting Professions. ● Seminar on publishing study results of the Value of Audit project for the year 2022, organized by the Securities and Exchange Commission (SEC).
Responsibility	<ul style="list-style-type: none"> ● Set up an audit plan and present to the Audit Committee for approval. ● Review and evaluate the efficiency and sufficiency of the internal audit of the risk management. Also, to supervise the business operations and the adequacy of risk management policy. ● Assess the accuracy, credibility, quality and adequacy of the internal control system and the security of the information technology. ● Monitor and review the internal business operation to be aligned with the Company's plans, rules, and regulations and other related rules and regulations to assess the efficiency and quality of the internal management system. ● Report the internal audit assessment result to the Committee regularly every quarter. Also, to propose the solution to improve the process along with the operation method for the Company to have an adequate internal control system.

2. Head of the Company's Compliance (Compliance)

Sections	Details
Full Name	Miss. Pithchicha Pangseng
Age	29 years old
Education	Bachelor degree in Law, Thammasat University
Work Experience	2022 – Present Compliance Specialist Assistant at Muangthai Capital PLC. 2019–2022 Operations and Business Compliance Officer, Government Savings Bank.
Training	<ul style="list-style-type: none"> ● Compliance Officer Course, Class 14, organized by Chulalongkorn University ● Courses on the prevention and suppression of money laundering and the prevention and suppression of the financing of terrorism and the proliferation of weapons of mass destruction for those who have a duty to report professional groups under Section 16 (E-learning format, model 1, fiscal year 2023) by the Anti-Money Laundering Office (AMLO).
Responsibility	<ul style="list-style-type: none"> ● Prepare of the Annual Compliance Program and Manual of Compliance Department. ● Review the Compliance Department Charter (Compliance Charter) ● Coordinate with government agencies to apply for licenses. ● Review policies for fair customer service management (Market Conduct) ● Review policies and procedures for anti-money laundering and anti-money laundering terrorism and proliferation of weapons of mass destruction financing ● Ensuring compliance with anti-money laundering and anti-money financing laws proliferation of weapons of mass destruction, e.g. reporting of suspicious cash/transactions. ● Review the Personal Data Protection Policy (PDPA). ● Comply with personal data protection guidelines such as Data Protection Impact Assessment (DPIA), data subject rights claim management persons, notifications and remedies for personal data subjects, etc. ● Training employees on relevant laws such as the anti-money laundering law, the law on personal data protection ● Reviewing the operations related to the law and related regulations. ● Examine the operation of departments within the Company to be in accordance with the policies, plans, rules and regulations of the Company. Including requirements, laws or relevant rules and propose guidelines for completeness, accuracy and appropriateness. ● Advising on laws related to the Company.

Attachment 4 : Assets Used in Business and Details about the Appraisal of the Property

1. Assets Used in Business Operation

- License for the loan business operation

The Company is the Non-Bank institute performing the loan service business operation with the business license under the supervision of The Bank of Thailand as follows:

- (1) License to operate personal loan business under supervision

It is allowed to operate an unsecured personal loan business. Currently, the interest rate is not more than 25 percent per year and the interest rate for the vehicle title loan is currently for not more than 24 percent per year.

- (2) License to operate nano finance business under supervision

It is allowed to operate a retail loan business for the purpose of occupation without security. The credit limit is not more than 100,000 Baht and the interest rate are not more than 33 percent per year.

Most of the industry competitors are the vehicle title loan operators who have the license to operate the personal loan business under supervision and the license to undertake the Nano finance business under supervision of The Bank of Thailand or the Pico Finance from The Ministry of Finance. Such licenses are one of the major barriers to entry. The operators who are interested in entering the industry competition or the operators having been licensed to undertake the loan business must have the ability to maintain and preserve various standards to comply with the supervised regulations.

- Main Fixed Assets Used in Business Operation

As of 31st December, 2022, the Company has fixed assets that are used in business operations. The net book value is 1,112.13 million Baht with the head office building located at 332/1 Bangplad sub-district, Bangplad district, Bangkok. There are only 7 branches of the Company. Almost all of the Company's branch offices are the rented buildings.

Property List	Property Features	Net Book Value (million Baht)	Obligations
1. 7 plots of land	Owned by the Company	257.47	Without obligations
2. Office buildings	Owned by the Company	351.10	Without obligations
3. Building improvement	Owned by the Company	503.56	Without obligations

2. Details of the Appraisal of the Property

– (Note to the financial statements No.10)

Attachment 5 : Policy and guidelines for Corporate Governance

The Board of Directors recognized the importance of corporate governance which represents an efficient, transparent, verifiable management system that helps building confidence and reliability among shareholders, investors, stakeholders, and all related parties. This will lead to adding value and promoting sustainable growth of the Company as a framework for performing the following tasks.

1. The Board of Directors, executives and all employees will perform duties with determination, dedication, and responsibility to the fullest potential for the best benefit of the Company adhering to the principles of good corporate governance. It is a guideline with understanding, confidence and faith as the routine until becoming good corporate culture.

2. The Board of Directors were instrumental with the management in defining the vision, strategies, policies and important plans of the Company as well as setting up a management structure that is consistent and fairly related to the Board of Directors, executives and shareholders. The Company has management approach and appropriate business operations and must undertake to ensure that the accounting, financial reporting and auditing systems are reliable.

3. The Board of Directors were instrumental in reviewing the vision, strategies, policies and practices of good corporate governance annually to increase the efficiency of supervision and raise the standard of corporate governance to suit the changes.

4. The Board of Directors and executives must be the leaders in ethical matters and is an example of performing duties with honesty, fairness, transparency and accountability.

5. The Board of Directors, executives and all employees will adhere to fairness by treating all stakeholders equally along with monitoring, controlling, and preventing any decision or action that conflicts with interests and connected transactions.

6. The Board of Directors must have an anti-corruption system powerful to ensure that the management is aware and give importance to comply with the anti-corruption policy.

7. Compliance with the Company's Corporate Governance Policy is an important indicator for evaluating the business management of the Board of Directors and the management as well as evaluating the performance of all employees.

In this regard, the operational framework according to the above corporate governance policy appear in the Corporate Governance Manual which announced to all employees to strictly adhere to.

1. Guidance on the Good Corporate Governance Manual

1.1 The Board of Directors, executives and all employees understand the content of the Good Corporate Governance Manual and learn content related to their own duties and responsibilities.

1.2 The Board of Directors, executives and all employees regularly review the knowledge and understanding of the contents of the Corporate Governance Manual.

1.3 The supervisor or the person in charge are notified to know when finding the violation or not following the code of conduct.

1.4 The cooperation is given in the investigation of various facts with the assigned agency or person.

1.5 If having any question or inquiries, consult with the supervisor.

1.6 The supervisors at all levels must be leaders in strict compliance with the principles of good corporate governance.

2. Monitoring to Ensure Compliance

The Company defines the duties and responsibilities of directors, executives and all employees to be acknowledged and comply with the policies and requirements. These are contained in the Company's Good Corporate Governance Manual and it is considered important to encourage employees under their command to have knowledge and understanding as well as strictly complying with the Company's Good Corporate Governance Manual.

The Company will not take any action that is illegal or contrary to good corporate governance principles. If the directors, executives or employees violate the stated good corporate governance principles, they will be subject to disciplinary action. If there is an action that is believed to be against the law, rules, regulations and government regulations, the Company will refer the matter to the police for further action.

If the employees at all levels of the Company have problem in making decisions or performing work related to business ethics that are not stipulated in the Company's business ethics, the following questions about the action must be asked:

2.1 Is the action against the law?

2.2 Does the action have negative effect on the stakeholders of the Company seriously?

2.3 Is the action against the policy or code of conduct or negatively affect the image of the company or not?

The employees at all levels can report complaints, comments and suggestions as well as clues about illegal actions and/or codes of conduct in

accordance with good corporate governance principles. This includes the behaviors that may imply corruption or misconduct of individuals in the organization and the stakeholders of the Company to report clues to the Company's communication channels.

The Company has trained business ethics and code of conduct for executives employees at all levels by extending the training results to cover executives at the supervisory level or equivalent up to 100 percent and training new employees on ethics and code of conduct to cover all parts. Including the preparation of tests to ensure that employees at all levels have knowledge, understanding, and can implement them in line with good governance principles or to be able to fully comply with the best practices in practice.

Guidelines for Good Corporate Governance Principles Category 1: Rights of Shareholders Principles

The shareholders have ownership rights by controlling the Company through the appointment of the committee to act on their behalf and have the right to make decisions about material changes of the Company. Therefore, the guidelines have been established to perform various tasks and to encourage shareholders to exercise their rights, including the fundamental rights of shareholders by disseminating them through communication channels in the Company. This includes the Company's website to be used as a guideline for treating shareholders as business owners which reflects respect for the fundamental rights of shareholders consisting of:

1. The right to trade or transfer shares
2. The right to attend the shareholders' meeting
3. The right to vote for election or removal of individual directors
4. The right to vote on the appointment and determination of the auditor's remuneration
5. The right to appoint another person to attend the meeting and vote on his/her behalf
6. The right to determine the remuneration of the Company's directors
7. The right to vote on matters requiring approval from the shareholders' meeting
8. The right to be informed of important information and news of the Company accurately, completely, sufficiently and in a timely manner, equally verifiable, and provide up-to-date important information through the website.
9. The right to express opinions and ask questions at the shareholders' meeting, including offering an option for shareholders unable to attend the meeting and voting.

Guidelines that Directors, Executives and Employees follow include:

As the Company recognizes and places importance on the rights of shareholders, the good practices have been established to supervise the rights of shareholders as follows:

1. Arrangement of Shareholders' Meeting

The Company stipulates that the Annual General Meeting of Shareholders is held every year. This will be held within 4 months from the end of the fiscal year of the Company or related to the interests of shareholders which requires approval from shareholders. The Board of Directors can call an Extraordinary General Meeting of Shareholders on a case by case basis. In organizing this Annual General Meeting of Shareholders, the Company has followed the AGM Checklist prepared by the Thai Investors Association in order to organize the event according to the standards to supervise the business as follows:

1.1 The Company must send documents to shareholders for notifying the information on the date, time, place and agenda of the meeting as well as all information related to matters to be decided at the meeting to all shareholders at least 30 days in advance and must be published on the Company's website in both Thai and English before giving to The Thailand Securities Depository Co.,Ltd. which is the registrar of the Company's shares to send the invitation letter to the shareholders' meeting and supporting documents to all shareholders at least 7 days prior to the meeting date for some cases such as the allocation of shares to directors and employees (ESOP), connected transactions acquisition or disposition of assets.

1.2 The Company must give an opportunity to shareholders to submit questions in advance of the meeting date during October – December of every year and in accordance with the rules prescribed by the Company, which have been published on the Company's website www.muangthaicap.com.

1.3 In case the shareholders are unable to attend the meeting in person, the Company gives the opportunity for shareholders to appoint their independent directors or any person able to attend the meeting on his/her behalf by using the proxy form B that the Company has sent along with the meeting invitation letter. At least 1 independent director will be nominated as an alternative for the proxy of shareholders.

1.4 The Company does not add any agenda or change important information without notifying the shareholders first.

1.5 The Board of Directors support the use of ballots in every agenda including the agenda for the appointment of individual directors for transparency and verifiability.

1.6 The Company must facilitate the shareholders to exercise their rights to attend the meeting and vote in full by convening a meeting on business days at a hotel in Bangkok and/or the Company's meeting room. The adequate technology will be provided for document verification and the revenue stamp is also provided for shareholders who are proxies. In case of holding a meeting through electronic media (E-AGM), the Company has introduced modern meeting technology to facilitate shareholders to be able to attend the meeting conveniently and there were no difficult conditions for attending such meetings.

1.7 The Company has prepared separate ballots for each agenda for voting. For the convenience of voting and counting of votes, when the votes are completed, they will be combined with the votes that have been entered in the proxy form to consolidate the scores and announce the total score immediately on the meeting day.

1.8 The Company will not take any action which has the nature of eliminating the right to attend the meeting of the shareholders. Every shareholder has the right to attend shareholder meeting throughout the meeting and giving the shareholders an opportunity to ask questions as well as expressing opinions freely.

1.9 When the meeting starts, the directors attend the meeting in unison including senior management as well as auditors and independent legal advisors (if any). Before starting the meeting, the Company will explain the rules related to all meetings, such as the opening of the meeting and voting including the method of counting the votes of the shareholders who must vote on each agenda under the Company's Articles of Association.

1.10 The Company will specify the interests of the directors in the invitation letter and at the shareholders' meeting. If any director has a stake or involved in the consideration of any agenda, the chairman of the meeting and/or the company secretary will inform the attendees before considering the agenda. The directors who have conflict of interest will not attend the meeting in that agenda.

1.11 The Company gave the opportunity to volunteer shareholders to act as witnesses in the vote counting for transparency in operation as well as giving shareholders an opportunity to inquire about the voting process and methods.

1.12 The attendees are encouraged to exercise their rights to protect their interests by asking questions and expressing opinions, give suggestions and vote together to make decisions on important matters possibly affecting the Company at the shareholders' meeting, such as the appointment or removal of directors, nomination of persons to be

independent directors, appointment and prescription, approval of auditor's remuneration, dividend allocation, capital reduction or capital increase, determination or amendment of the Company's Articles of Association, Memorandum of Association, and approval of special transactions, etc.

1.13 The assessment of the quality of the Annual General Meeting of Shareholders is arranged by answering the assessment form from the shareholders to use the information in developing meetings to be more efficient, transparent and beneficial to shareholders.

1.14 The important information of the Company is displayed. The area surrounding the general meeting of shareholders as well as organizing an investor relations corner with the Company's staffs are also arranged to welcome and answer any question to shareholders.

2. Treatment of Shareholders after the Date of the Annual General Meeting of Shareholders

2.1 The Company must prepare the minutes of the shareholders' meeting with efficiency. It covers important details in various matters, such as informing the shareholders of the method of vote counting by using ballots for acknowledgment first, the meeting recorded questions and answers that allowed shareholders to ask questions on various agendas. At the meeting, the resolutions of the meeting were recorded clearly together with the votes of agreeing, disapproving and abstaining in every agenda that requires voting. The names of directors attending the meeting are recorded. The minutes of the shareholders' meeting and must publish via the Company's website within 14 days from the date of the shareholders' meeting.

2.2 The Company has prepared the minutes of the shareholders' meeting to inform The Stock Exchange of Thailand (SET) within 14 days after the date of the general meeting of shareholders according to the regulations of The Stock Exchange of Thailand (SET)

Category 2 : The Equitable Treatment of Shareholders Principles

1. All shareholders must be treated equally and fairly.
2. The Board of Directors should organize a shareholder meeting process by encouraging equal treatment of all shareholders.
3. The Board of Directors should ensure that shareholders are treated and protect their fundamental rights in Category 1 equally.
4. The Board of Directors should have preventive measures in case directors and executives

use inside information for oneself or others in a wrong way.

Guidelines that Directors, Executives and Employees follow include:

The Company attaches great importance to the equitable treatment of all shareholders, including minority shareholders and foreign shareholders, by having guidelines to protect and prevent violations of shareholders' rights equally and fairness to build confidence in the investment with the Company. Therefore, good practice guidelines have been established for practice to shareholders equally as follows:

1. The Company gives an opportunity to shareholders to propose meeting agendas, to nominate candidates for directorships, and to submit questions in advance of the meeting date during October–December. It will continue to practice every year. However, proposing the meeting agenda or nominating a person to be a director must comply with the laws and regulations of the Company including the rules set by the Company and disseminating details on the Company's website at www.muangthaicap.com.

2. The Company provides a proxy form for shareholders who are unable to attend the meeting and sets voting guidelines for other people and or independent directors of the Company to be a proxy to attend the meeting by specifying the name of the work, history of all independent directors to consider choosing one person for being a proxy on behalf of the shareholders.

3. The Company has established a code of conduct on the use of internal information and trading in the Company's securities to prevent directors, executives and employees from using internal information for unlawful benefits for themselves or others. The guidelines and policies have been informed for everyone in the organization to follow and have regular monitor.

4. The Board of Directors and the executives have duty to report securities holdings and changes in securities holdings to be in accordance with the criteria of The Securities and Exchange Commission and report to the Board of Directors every time there is a stock trading. At the board meeting, the secretary must report a summary of the directors' holdings to the meeting every time.

Category 3: Role of Stakeholders Principles

1. The stakeholders should be taken care of by the Company according to the rights that are stipulated by relevant laws.
2. The Board of Directors should consider having a process to promote cooperation between the companies and stakeholders in creating financial stability and sustainability of the

business.

3. The Board of Directors should have measures to report clues to the Committee on issues about breaking the law, financial report accuracy, defective internal control system or unethical behavior.
4. The Board of Directors should establish the policy and guidelines on preventive measures corruption on receiving and giving things or any other benefits in order to incentivize them to act in a wrong way, causing conflicts by disclosing the guidelines to the Company's business partners, assessment process, fraud risk control, monitoring, evaluation, and training.
5. The Board of Directors policy on fair treatment and responsibility to trading partners should be formulated and does not infringe on the property or copyright of others.
6. The Board of Directors should have a policy to strictly comply with the conditions, contracts and obligations agreed with creditors.
7. The Board of Directors policy should be established for efficient use of resources considering the environment and society.

Guidelines that Directors, Executives and Employees follow include:

The Company realizes that stakeholders in the Company's interests should be taken care of by the Company according to the rights established by law or by mutual agreement considering the good relationship and cooperation between each other to create financial stability and sustainability of the business. Therefore, the following guidelines have been established:

1. The Company has established a code of conduct towards its stakeholders, namely shareholders, customers, employees, business partners, creditors and competitors, society and the environment by announcing to all directors, executives and employees to be informed and strictly follow including the penalties for non-compliance in employee manual.

2. The Company has established a mechanism to protect the rights of whistleblowers to the Board of Directors on issues of illegality, financial reporting accuracy, defective internal control systems, or unethical practices through the Board of Directors and the Audit Committee directly.

3. The Company has established a policy to provide equal and fair treatment to its trading partners, considering the best interests of the Company and on a fair basis for both parties. The situations that lead to conflicts of interest are avoided and comply with contractual obligations to provide true information and accurate report in

compliance with the conditions strictly agreed with partners. In the event that any conditions cannot be complied with, it must be notified in advance to jointly consider and find a solution to the selection criteria to be a partner covering 6 areas as follows:

- 3.1 Technical Capabilities
- 3.2 Financial Status
- 3.3 Expertise and Experience
- 3.4 History related to complaints
- 3.5 Conflicts of Interest / Connected Transactions
- 3.6 Anti-Corruption Policy and quality policy

4. The Board of Directors should have a policy to strictly comply with the conditions, contracts and obligations agreed with creditors whether it is the purpose of using the money, repayment, quality care collateral and any other matters that have been agreed upon with the creditors. In the event that any of the conditions cannot be complied with, the Company will notify the creditors as soon as possible in order to jointly find solutions using reasonable principles. The Company is committed to maintaining sustainable relationships with creditors and trusting each other by specifying guidelines for capital management to build strong stability and prevent the Company to be in a difficult position to repay debt to creditors. We attach importance to financial liquidity management by planning to pay debts to creditors clearly and in a timely manner.

However, the Board of Directors has given importance to follow-up plan and control financial liquidity to ensure suitable for the Company's financial activities. There is a process for assessing the ability to prevent significant risks in all aspects both under normal and critical conditions.

5. The Company has announced that the Executive Directors and employees who are aware of internal information that may significantly affect the change in the trading price of the securities must suspend the purchase and sale of the Company's securities in the period after the closing of the financial statements until the results of operations are announced or the inside information will be disclosed to the public.

In addition, the directors and senior management must notify the Board of Directors or the person assigned by the Board of Directors regarding the trading of the Company's shares at least 1 day in advance of trading.

6. The Company has promoted the efficient and cost-effective use of resources with training to promote knowledge of the environment requiring employers to pay attention and work with safety in mind and environment. This can promote the Company's stakeholders to participate in community and social development and continues to uphold and develop the treatment of stakeholders continually.

7. The Board provides measures for whistleblowing or complaints against illegal acts, codes of conduct, or behaviors that may imply corruption or misconduct of individuals in the organization from employees and other stakeholders. This includes inaccurate financial reports or defective internal control system. There is a mechanism to protect whistleblowers so that stakeholders can take part in looking after the interests of the Company more efficiently.

Channels for Whistleblowing or Complaints

- 7.1 Via electronic mail channel
(Email : whistleblower@muangthaicap.com)
- 7.2 By post to
Chairman of Audit Committee
Muangthai Capital Public Company Limited
No. 332/1 Charansanitwong Road,
Bangplad Subdistrict, Bangplad District,
Bangkok 10700

8. The Board of Directors has formulated policies and guidelines on anti-corruption and prohibits directors, executives, and employees of the Company (including subsidiaries, associated companies, other companies that the Company have control business partner and persons who may be regarded as intermediaries or agents of the Company) to act or accept or support all forms of corruption, directly or indirectly, and has disclosed the practice to be known to all.

Category 4 : Disclosure and Transparency Principles

The Board of Directors recognizes and gives importance to the disclosure of important information accurately, completely, in a timely manner, equally, and sufficiently for decision-making. At the same time, the Company's information is based on business confidentiality and key operational strategies.

The Board of Directors is responsible for the Company's financial statements and financial information appearing in the annual report. Such financial statements are prepared in accordance with generally accepted accounting standards in Thailand by choosing the appropriate accounting policy and implementing it regularly including the disclosure of complete and sufficient information in the financial statements. In this regard, the Audit Committee is responsible for reviewing the quality of financial reports and internal control systems including sufficient disclosure of important information in the notes to the financial statements and report to the Board of Directors for acknowledgment.

The Company is committed to equitable disclosure of information to its shareholders, investors and stakeholders as well as to the public in accordance with the requirements of The Securities and Exchange Commission and the regulations of The Stock Exchange of Thailand. Apart from disclosing through the Annual Report, the Company has presented the information

through the website of The Stock Exchange of Thailand and the Company's website. This makes it easy for shareholders, investors, analysts, stakeholders and interested parties to have easy access to information as well as equality and reliability. There is also a policy for disclosing information about the securities holdings of directors and executives clearly.

Guidelines that Directors, Executives and Employees follow include:

1. The Company has guidelines for disclosing important information through channels that are easily accessible, convenient and reliable such as disseminating various information through the website of The Stock Exchange of Thailand (www.set.or.th), website of The Securities and Exchange Commission (www.sec.or.th), and the Company's website (www.muangthaicap.com) so that all groups of stakeholders can access the Company's information which contains the following information:

- 1.1 Company Vision and Mission.
- 1.2 Nature of the Company's business.
- 1.3 List of Board of Directors and Executives.
- 1.4 Financial statements and reports on current and previous year's financial position and results of operations.
- 1.5 Annual Report which can be downloaded.
- 1.6 Any other information or documents that the Company presented to analysts, fund managers, or media.
- 1.7 Direct and indirect shareholding structure.
- 1.8 Group of major shareholders, both directly and indirectly holding shares of at least 5 percent of the total number of shares sold and having voting rights.
- 1.9 Direct and indirect shareholding of directors, major shareholders, senior management
- 1.10 Invitation to the General and Extraordinary General Meeting of Shareholders.
- 1.11 Company's Articles of Association, Memorandum of Associations, and agreements of the group of shareholders (if any).
- 1.12 Good Corporate Governance Policy of the Company.
- 1.13 Risk management policy including methods for managing various risks.
- 1.14 Anti-Corruption policy including channels for reporting complaints or whistleblowing
- 1.15 Charter or duties, responsibilities, qualifications, term of Office of the Board of Directors including matters requiring approval from the Board of Directors.
- 1.16 Charter or duties, responsibilities, qualifications, office terms of the Audit Committee

1.17 Code of Conduct for the Board of Directors, executives and employees of the Company.

1.18 Contact information of agencies or persons who are responsible for investor relations, such as the name of the person who can provide information and phone number.

2. Submit financial reports to the Office of The Securities and Exchange Commission, The Stock Exchange of Thailand, within the specified time and there is no item that the auditor expresses a conditional opinion.

3. Disclose the information in the annual report and the Company's website such as financial statements, corporate governance policies, business ethics, Corporate Social Responsibility Policy, analysis from various institutional analysts, nature of business, annual report, annual registration statement, shareholder meeting, list of major shareholders, SET news, news from publications, etc.

4. Establish an investor relations unit to be a channel for communication in a variety of information, such as organizing a meeting of analysts and presenting information to investors (Road Show) in the country and abroad.

5. Purchase-sale of the Company's shares: The policy is set for directors and executives to inform the Company at least 1 day in advance for trading securities through the Company's secretary and reporting to the Board of Directors' meeting quarterly.

6. Clearly disclose the criteria for remuneration of directors and executives in the annual report.

7. Clearly disclose information about the shareholding of directors and executives and set a policy for directors and executives to report the following matters:

7.1 Purchase-sale of the Company's shares: The policies are set for all directors, executives and management including close people (spouse and minor children) to refrain from buying, selling or transferring the Company's shares in the period before the disclosure of the financial statements. In the event that the financial statements have been announced to the public, the purchase-sale must notify the secretary to prepare a report on the change of securities holding (59-2) to the SEC within the specified time. The securities holdings of directors are reported to the Board of Directors' meeting quarterly.

7.2 Connected transactions and reports on interests of directors and executives to prevent conflicts of interest of directors and executives are reported to the Chairman of the Board and are included as an agenda to inform the Board of Directors' meeting quarterly.

8. The Company has no history of being ordered to amend financial statements from the Stock Exchange of Thailand and the Securities and Exchange Commission.

9. In appointing a certified public accountant approved by the general meeting of shareholders, the auditor's qualifications are not contrary to the regulations of the Stock Exchange of Thailand. The auditor does not give other management to the Company and has no relationship and/or having a stake in the company/subsidiary/executive/major shareholder or related person.

10. The Company's financial statements are unconditionally certified by the auditor.

11. Disclosure information about directors and executives on the Company's website including name, position, education, shareholding in the Company. The work experience and photographs are clearly stated.

12. The Company's senior management attaches great importance to investor relations by regularly participating in meetings, providing information and exchanging opinions with shareholders, investors, analysts and journalists. The shareholders, investors, analysts, journalists, and the general public are able to equally access the Company's information that is accurate, complete, transparent and timely especially important information that will affect the Company's stock price and can bring that information to make effective investment decisions. This will affect the true value of the Company. Finally, the company has disclosed information and news in accordance with the guidelines and rules set by The Securities and Exchange Commission and The Stock Exchange of Thailand through various channels such as the use of communication channels and dissemination of information of The Stock Exchange of Thailand, opportunity for investors or analyst to visit the Company's business (Site Visit) or talk to the Company's executives (Company Visit); giving journalists an opportunity to meet and interview, issuing news documents on the Company's performance to the public on a regular basis to hold the meeting with analysts to monitor the Company's performance quarterly.

Category 5 : Responsibilities of the Board of Directors Principles

Muangthai Capital attaches great importance to the determination of the Board's responsibilities in order to protect the interests of shareholders and all stakeholders such as formulating business strategies, operational audit to ensure that the business operation is transparent and is subject to the specified criteria with details as follows:

1. The Board of Directors must be instrumental in corporate governance for the best interest of the Company.

2. The Board of Directors must be responsible for the performance of duties to the shareholders.

3. The Board of Directors must be independent of the Company's management.

Guidelines that Directors, Executives and Employees follow include:

As a representative of the shareholders, the Board of Directors is responsible for overseeing the Company's management to comply with the law, objectives and Articles of Association of the Company. The Sufficiency Economy Philosophy has been applied in business operations by defining the Company's vision, mission, business plans, strategies and policies with details as follows:

1. Structure of the Board of Directors

1) The structure of the Board of Directors consists of directors who have a wide range of qualifications in terms of skills and experience, special abilities that are beneficial to the Company. They play an important role in formulating policies and the overview of the organization, business plans. They also play an important role in overseeing, auditing and evaluating the Company's operations to be in accordance with the plan as well as operating the Company's business to be in accordance with the laws, regulations and resolutions of the shareholders' meeting with honesty and ethics under the Code of Business Conduct. It includes overseeing the management in accordance with the goals and guidelines that have been set and create the greatest benefit to the Company and its shareholders having both males and females. The Board of Directors has provided the disclosure of the policy in determining the composition of the said committee including the number of years of being a director in the Company of each director in the annual report and on the Company's website. There are sufficient number of directors to supervise the business of the Company which consists of persons who have sufficient knowledge, experience and abilities to perform their duties effectively. There must be at least 5 directors by law, which must consist of independent directors at least one-third of the total number of directors but must not be less than 3 persons and must consist of at least half of the Board of Directors who are non-executive directors. This is for creating the balance between non-executive directors and executive directors. Independent directors must be independent from management's control and major shareholders. It must not be involved or have interest in finance and business administration and must have at least the qualifications in accordance with the rules prescribed by the Office of the Securities and Exchange Commission.

2) The structure of the Board of Directors of the Company consists of 4 independent directors out of the total number of 7 directors, which is more than one-third of the total number of directors of the Company. Such independent directors are able to comment on their work of the management department independently. This creates a balance in voting in considering various matters as well as reviewing the management for the maximum benefit of the Company.

All 4 independent directors of the Company are in the position of Audit Committee. The number of independent directors and the number of audit committees of the Company is in accordance with the rules prescribed by the Office of the Securities and Exchange Commission to have independent directors at least one-third of the total number of directors. There shall be at least 3 members of the Audit Committee, including independent directors and directors. All of them are qualified in accordance with the rules of the Notification of the Capital Market Supervisory Board in all respects.

3) The appointment of directors in accordance with the Company's Articles of Association and the requirements of relevant laws must be transparent and clear. In selecting directors to proceed through the corporate governance process and considering, there must be a history of Education and professional experience of that person with sufficient details for the benefit of the Board of Directors and Shareholders' decision making.

4) The Board of Directors shall have the office term of 3 years each. The directors who retire from office may be re-elected to the position. At every annual general meeting, one-third of the total number of directors shall be retired.

5) The Board of Directors has a policy for independent directors to hold directorships for no more than 3 consecutive terms and can renew their terms for a total of not more than 9 years, unless they are knowledgeable persons. Expertise and work experience that is very beneficial to the company's business operations and express their opinions independently.

6) The Board has considered the division of powers and responsibilities in formulating the governance policy and administration clearly separated from each other. The Chairman of the Board and the Chairman of the Executive Committee are elected by the Board of Directors. The Chairman and Chairman of the Executive Committee are not the same person in order to provide clarity in terms of responsibility for formulating governance policies and managing routine tasks. The responsibilities are clearly determined between the Board of Directors and the management. There is a balance of power in operation by the Board of Directors responsible for formulating policies and supervising the operations of the executives at the policy level. While the executives are responsible for managing the Company's affairs in various fields in accordance with the specified policies, they do not participate in the normal day-to-day management but provides support and advice on the management's business operations through Chairman of the Executive Committee regularly. The Chairman of the Executive Committee is responsible for the management of the Company under the framework of the powers assigned by the Board of Directors.

7) The directors can hold directorship positions in other businesses but must not be an obstacle to the performance of the Company's directors. It is stipulated that the directors hold the positions of directors in not more than 5 companies listed on the Stock Exchange of Thailand.

8) The Board of Directors determines the policy of holding a directorship position in other companies of the Company's directors according to the Company's regulations that the Company's directors will operate a business or becoming a partner in an ordinary partnership or an unlimited liability partnership in a limited partnership or being a director of the Company Limited or any other public limited company that operates businesses of the same nature and cannot compete with the Company's business unless notifying the shareholders' meeting prior to the resolution of appointment.

In addition, the Board of Directors has no policy to send executives to be directors of the Company and Managing Director other than the Group. In the event that the Company's executives wish to hold a directorship in other companies, the prior approval from the Executive Committee must be obtained, except for the Director position in a non-profit charitable organization. It is provided that the position is not contrary to the provisions of the law and regulations related to the Company's business operations. The Company's position must not be used for referral to promote external business.

9) The Board of Directors has appointed the Company's secretary qualifications and experience of an appropriate Company's secretary have duties and responsibilities under The Securities and Exchange Act. It serves to provide legal advice and rules that the Board must know and perform duties in overseeing the Board's activities, including coordinating the implementation of the Board's resolutions. The qualifications and experiences of the Company's secretary were disclosed in Annual report and on the Company's website.

10) The Board of Directors has promoted and supported the Company's Secretary to receive training and continually develop knowledge in law, accounting, or performing duties of the Company's Secretary.

2. Sub-committees

The Company has appointed sub-committees consisting of 1) The Audit Committee which is in accordance with the requirements of The Office Securities and Exchange Commission and The Stock Exchange of Thailand, 2) The Corporate Governance and Sustainability Committee, 3) The Risk Management Committee, and 4) The Nomination and Remuneration Committee to perform specific duties and propose matters to the Board of Directors in considering, approving or acknowledging. The sub-committees have the rights and duties as stipulated in the powers and duties of each sub-committee.

2.1 Audit Committee

The Audit Committee by the approval of the Board of Directors is consisting of The Audit Committee which is in accordance with the requirements of The Office Securities and Exchange Commission and The Stock Exchange of Thailand, The Audit Committee consists of 3 independent directors who have full qualifications as specified by the SEC and SET with at least 1 person having sufficient knowledge and experience to review the credibility of the financial statements. The Vice President of Audit Department is the secretary of the Audit Committee.

2.1.1 Office Term of the Audit Committee

1) To the Board of Directors. There is a term of office for 3 years. Directors who retire by rotation may be re-appointed.

2) The Audit Committee will retire from the position when

- End of term
- Resign from being a director of the Company
- Death
- Resignation
- Lack of qualifications for being an audit committee according to the charter of the audit committee or the criteria of the Stock Exchange of Thailand.
- The Board of Directors resolved to resign from office.

3) Resignation of the Audit Committee submit a resignation letter to the Chairman of the Board of Directors at least 30 days in advance, unless there is a force majeure circumstance approved by the Board of Directors.

4) When a member of the Audit Committee vacates office before the end of his term for any reason other than the expiration of the term for the Board of Directors Appoint a fully qualified person to be a member of the Audit Committee so that the number of audit committee members can be completed as specified by the Board of Directors. The replacement director will be in the position only for the remaining term of the resigned director.

2.1.2 Scope of Duties and Responsibilities of the Audit Committee

1) Review for the Company to have the financial report accurately, sufficiently, and timely. Disclose adequate information to ensure equality of shareholders.

2) Review for the Company to have internal control and internal audit systems that are appropriate, sufficient and effective as well as considering the independence of the internal audit department or any other department responsible for internal audit, as well as consideration on assigning, transferring and terminating the head of internal audit or other related unit performing the internal audit.

3) Review for the Company to comply with the Securities and Exchange Act, SET requirements and laws related to the Company's business.

4) Consider the related transaction or the transaction that may have a conflict of interest to follow the law and the regulations of The Stock Exchange of Thailand to ensure that such transaction is reasonable and is the most benefit to the Company.

5) Review and consider the major risks detected with the management including giving suggestions for improvement.

6) In compliance with the scope of powers and duties, the Audit Committee has the power to invite or order the management or supervisors to attend the meeting to clarify or submit relevant documents and has the power to employ or seek independent opinions from consultants or other professional experts when deemed necessary.

7) Prepare the report of the Audit Committee and disclose in the annual report of the Company. The mentioned report must be signed by the Chairman of the Audit Committee and must contain the following information:

- An opinion on the accuracy, completeness, and credibility of the Company's financial reports
- Comments about the sufficiency of the internal control system of the Company.
- Comments on the compliance with the Securities and Exchange Act, SET requirements or laws related to the Company's business.
- Explanation regarding the suitability of the auditor.
- Comment on transactions that may have conflicts of interest.
- The number of the audit committee meetings and attendance of each member of the audit committee.
- Overall opinion or observation that the Audit Committee has received from performing duties under the Charter.
- Other transactions which the shareholders and general investors should know within the scope of duties and responsibilities assigned by the Board of Directors.

8) Perform any other acts as assigned by the Board of Directors and with the approval of the Audit Committee. However, in the performance of such assigned duties, the Audit Committee is directly responsible to the Board of Directors and the Board of Directors still have responsibility for the operation of the Company to outsiders.

9) In performing the duties of the Audit Committee, if finding or suspecting that the following transactions or actions may have a material impact on the financial position and operating results of the Company, the Audit Committee must report to the Board of Directors to make improvement within the period deemed appropriate by the Audit Committee.

- Items that cause conflicts of interest
- Corruption or something wrong or there is a significant deficit in the internal control system

- Violation of the Securities and Exchange Law Requirements of The Stock Exchange of Thailand or the law related to the Company's business. If the board of directors or executives do not act to have internal revisions period under paragraph one, any member of the Audit Committee may report that an item or act under paragraph one to the Office of The Securities and Exchange Commission or The Stock Exchange of Thailand.

10) Consider and give opinions on the follow-up of anti-corruption measures including the system to manage risks linked to risks that may arise from corruption. This is to ensure that the operations of the company are transparent, honest, fair, based on morals and ethics, and conduct business with anti-corruption in all forms.

11) Receive complaints, notifying clues, acts of corruption both inside and outside that the Company's directors, executives or employees of the Company involved and check the facts as informed and propose to the Board of Directors to jointly consider penalties or solve problems according to the anti-corruption policy.

12) Summarize the tasks of the Audit Committee proposed to the Board of Directors for acknowledgment

In this regard, the Audit Committee has the power to perform various actions, such as inviting directors, employees or employees of the Company to attend the meeting to discuss, clarify or answer questions about the duties and responsibilities of the Audit Committee, consult with the Company's experts or consultants (if any), or hiring a third-party consultant or expert from time to time in case of necessity at the expense of the Company, request the Company's employees to submit documentary evidence about Company's business for the benefit of inspection or investigation in various matters in order to operate under the duty of responsibility to be successfully accomplished.

2.2 Corporate Governance and Sustainability Committee

The Corporate Governance and Sustainability Committee by the approval of the Board of Directors is responsible for supporting the performance of the Board of Directors in defining policies and guidelines in various aspects of the Company in order to continually develop better corporate governance, create good work ethics standards as well as fostering an organizational culture for all employees to have knowledge, understanding, and be able to apply them thoroughly and continuously in real work. This is for business administration to operate on the basis of morality, quality and efficiency in accordance with international good corporate governance practices that listed companies should follow and to build confidence for investors and all stakeholders.

2.2.1 Office Term of the Corporate Governance and Sustainability Committee

1) The term of office of the Corporate Governance and Sustainability Committee is 3 years and the retiring directors may be reappointed.

2) The Corporate Governance and Sustainability Committee will retire when

- Being terminated by office term
- Retired from being a director of the Company
- Death
- Resignation
- The Board of Directors has resolved to vacate the position.

3) For the resignation, the Corporate Governance and Sustainability Committee member must submit a resignation letter to the Chairman of the Board of Directors not less than 30 days in advance, unless there is a necessity which is a force majeure approved by the Board of Directors.

4) When the Corporate Governance and Sustainability Committee vacates office before the expiration of the term, the Board of Directors shall appoint a director who is fully qualified to be a member of the Corporate Governance Committee by holding office only for the term of the Corporate Governance and Sustainability Committee who vacates office.

2.2.2 Scope of Duties and Responsibilities of the Corporate Governance and Sustainability Committee

1) Set goals, policies and action plans for Sustainable Development (SD) of the Company covering both development towards an organization of excellence (High Performance Organization (HPO) and long-term value creation for stakeholders, Stakeholder Value Creation (SVC) including communication to present to the Board.

2) Set policies on good corporate governance and business ethics and presented to the Board of Directors for approval. along with giving advice and encouraging practice at all levels and review such policies to be appropriate. Comply with international laws and best practices annually. as well as supervising the evaluation and reporting of compliance with the policy on good corporate governance and business ethics on a regular basis.

3) Give advice and encourage the Company's operations to be in line with the good corporate governance policy and sustainable development achieved the goals set and comparable with leading companies as well as encouraging the Board of Directors, executives and employees to effectively comply with the guidelines for corporate governance and sustainable development of the Company.

4) Supervise the operations of the Company to be in line with the corporate governance principles of regulatory institutions such as the Stock Exchange of Thailand, the Securities and Exchange Commission in order to be in line with international practices and recommendations of institutions or agencies that relevant.

5) Supervise, monitor and evaluate the results of sustainable development operations to be balanced and efficient for maximum benefit to the Company and its stakeholders.

6) Assess and review goals, policies and plans for sustainable development to suit the needs of the Board of Directors suitable for business conditions in line with laws or international best practices, and recommendations of various institutions, as well as consideration of relevant proposals of shareholders and responses to shareholders.

7) Review the corporate governance policy and sustainable development annually.

8) Review the Board of Directors Charter.

9) Review the anti-corruption policy, the policy on accepting gifts or other benefits and the appointment of the anti-corruption committee, and monitor compliance with anti-corruption measures to ensure that the operations of the Company are transparent, honest, fair, based on morality, ethics and operates business with anti-corruption in all forms.

10) Promote the dissemination of good corporate governance culture, and participation in social activities.

11) Report on corporate governance progress and performance, and sustainable development to the Board of Directors.

12) Other matters assigned by the Board of Directors.

2.3 Risk Management Committee

Risk Management Committee by the approval of the Board of Directors is responsible for setting policies, frameworks for risk management, supervising and supporting risk management operations in line with business strategies and goals to reduce the impact of various risk factors both external and internal factors including the roles and responsibilities specified by the Board of Directors. The Sustainability Manager is positioned as the secretary of the Risk Management Committee.

2.3.1 Office Term of the Risk Management Committee

1) To the Board of Directors. There is a term of office for 3 years. Directors who retire by rotation may be re-appointed.

2) The Risk Management Committee will retire from the position when

- End of term
- Resign from being a director of the Company
- Death
- Resignation
- Lack of qualifications for being an audit committee according to the charter of the audit committee or the criteria of the Stock Exchange of Thailand.

• The Board of Directors resolved to resign from office.

3) Resignation of the Risk Management Committee submit a resignation letter to the Chairman of the Board of Directors at least 30 days in advance, unless there is a force majeure circumstance approved by the Board of Directors.

4) When a member of the Risk Management Committee vacates office before the end of his term

for any reason other than the expiration of the term for the Board of Directors Appoint a fully qualified person to be a member of the Risk Management Committee so that the number of risk management members can be completed as specified by the Board of Directors. The replacement director will be in the position only for the remaining term of the resigned director.

2.3.2 Scope of Duties and Responsibilities of the Risk Management Committee

1) Establish and review policies and the organization's risk management framework.

2) Supervise and support the organization's risk management operations following the business strategy, goals, and changing circumstances.

3) Consider reporting on the results of corporate risk management and comments on the risks that may arise including guidelines for setting control measures or mitigating (Mitigation Plan) and developing organizational risk management systems for the Risk Management and Internal Control Committee (RMCC) in order to make the management system effective continuously.

4) Report risk management of the organization to the Board of Directors for acknowledgment and in the case of significant factors or events that may affect the Company significantly and must report to the Board to acknowledge and consider as soon as possible.

5) Determine risk management policies. The Company's risk appetite is proposed to the Board of Directors for consideration on overall risk management, liquidity risk, market risk, operational risk or other risks that are significant to the Company.

6) Determine the strategy, organizational structure and resources used in risk management in accordance with the Company's risk management policy to be able to analyze, evaluate, measure and monitor risk management processes effectively.

7) Supervise, review and give recommendations to the Board of Directors regarding risk management policies, standard practices, overall risk strategy and measurements to ensure that risk management strategies are properly implemented.

8) Follow up on the implementation of anti-corruption measures, including the system to manage risks linked to risks that may arise from corruption.

9) Perform other duties as assigned by the Board of Directors.

2.4 Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) by the approval of the Board of Directors is consisting of 3 members and is an independent committee as a whole responsible for formulating rules and policies for nomination and remuneration of the Company's directors and sub-committees. This includes nominating, selecting and proposing suitable persons to serve as directors of the Company and fixing remuneration for the Company's directors as well as performing other tasks as assigned and presented to the Board of Directors and/or the shareholders' meeting as the case may be.

2.4.1 Office Term of the Nomination and Remuneration Committee

1) To the Board of Directors. There is a term of office for 3 years. Directors who retire by rotation may be re-appointed.

2) The Risk Management Committee will retire from the position when

- End of term
- Resign from being a director of the Company
- Death
- Resignation
- Lack of qualifications for being an audit committee according to the charter of the audit committee or the criteria of the Stock Exchange of Thailand.

• The Board of Directors resolved to resign from office.

3) Resignation of the Risk Management Committee submit a resignation letter to the Chairman of the Board of Directors at least 30 days in advance, unless there is a force majeure circumstance approved by the Board of Directors.

4) When a member of the Risk Management Committee vacates office before the end of his term for any reason other than the expiration of the term for the Board of Directors Appoint a fully qualified person to be a member of the Risk Management Committee so that the number of risk management members can be completed as specified by the Board of Directors. The replacement director will be in the position only for the remaining term of the resigned director.

3.1 Resignation

3.2 The Board of Directors has resolved to vacate the position.

4) The Board of Directors has authority to appoint the members of the Nomination and Remuneration Committee for the benefit of carrying out the objectives or for replacing the Nomination and Remuneration Committee who vacate office under 3.1 or 3.2. The person appointed to be Nomination and Remuneration Committee substitute for directors who have resigned or retire shall hold office for only the remaining term of the Nomination and Remuneration Committee which he represents only.

2.4.2 Scope of Duties and Responsibilities

Nomination and Remuneration Committee Performs Duties as Assigned by the Board of Directors. The scope of Powers, Duties and Responsibilities are as follows:

Recruiting

- 1) Specify criteria and policies for nominating directors and sub-committee by considering the suitability of the number of structures and the composition of the Board of Director's qualifications. Propose to the Board of Directors and / or propose for approval to the shareholders' meeting as the case may be.
- 2) Consider, select, and propose a suitable person for the position to replace the directors who completed their terms and / or have a vacancy and / or appoint more.

3) Perform any other duties regarding the nomination as assigned by the Board of Directors.

4) Evaluate the performance of the top management of the Company to be proposed to the meeting of the Board of Directors for acknowledgment and approval.

Determination of Remuneration

1) Prepare rules and policies for determining the remuneration of the Board of Directors and sub-committee to propose to the Board of Directors and / or propose for approval at the shareholder's meeting as the case may be.

2) Set necessary and appropriate remuneration both in and not in the monetary terms of the Board of Directors individually by determining the remuneration of the Board of Directors considering the appropriateness with the duty's responsibility, portfolio, and compare with companies in similar businesses and the benefits expected from the directors to be proposed to the Board of Directors to consider and propose to the shareholders' meeting for approval.

3) Responsible for the Board of Directors and responsible for providing clarification, answering the questions about remuneration for directors at the shareholders' meeting.

4) Report the policy, principles, and rationale for the remuneration of directors and executives according to the regulations of the SET by disclosing in the annual registration statement (56-1) one report of the Company.

5) Perform any other duties related to the remuneration as assigned by the Board of Directors, the management and various departments. The relevant information and documents must be reported or presented to the Nomination and Remuneration Committee to support the performance of the Nomination and Remuneration Committee to achieve the assigned duties.

3. Scope of Duties and Responsibilities of the Board of Directors

In the operation of the Board of Directors, they must perform their duties with responsibility, caution and prudence and honesty as well as in compliance with the law, objectives, and regulations of the Company and Board resolutions. At the shareholders' meeting, they must disclose the information to shareholders accurately, completely, transparently, verifiably, and timely. The Board of Directors has the duties as follows:

3.1 Scope of Duties and Responsibilities of the Board of Directors

The Board of Directors is responsible for considering and giving approval on important matters related to the Company's operations such as vision, policies, strategies, goals, business plans, annual budget, internal control, and risk management. These include supervising the management to operate in accordance with the established policies and plans efficiently and effectively.

In addition, the Board of Directors is responsible for the Company's financial statements. The Audit Committee is assigned to be responsible for reviewing financial reports and to ensure that financial reports are prepared with quality and accuracy according to generally accepted accounting standards. The important information of the Company was disclosed transparently and sufficiently by having the Accounting Department and/or the auditor attending the meeting together and present the financial report to the Board of Directors/ Audit Committee of the Company quarterly / The Board of Directors is responsible for the Company's financial statements including financial information that appears in the one report.

The Board of Directors has the power, duties and responsibilities in the management of the Company in compliance with the law, objectives and regulations of the Company as well as lawful resolutions of the shareholders' meeting with honesty, integrity and caution on the Company's benefits. The duties and responsibilities and important responsibilities include:

1. Determine vision, policies, strategies, goals, business plan, annual budget, management structure, and various administrative power of the Company, including good corporate governance policy.

2. Manage the business for the maximum benefit of shareholders (Fiduciary Duty) by adhering to 4 important guidelines as follows:

2.1 Duty of Care

2.2 Duty of Loyalty

2.3 Duty of Obedience

2.4 Duty of Disclose

3. Supervise the process of appointing and electing directors of the Company to be transparent and clear considering appointing various sub-committees to support the performance of the Board's responsibilities as appropriate and necessary. The performance of the sub-committees is regularly monitored.

4. Supervise the information security system. This includes establishing confidentiality policies and practices, maintaining reliability (Integrity), and availability of information including management of information that may affect securities prices (Market Sensitive Information), as well as ensuring that the directors, senior executives, employees, and third parties involved in compliance with the information security system.

5. Monitoring and Supervision on the administration and management of the executives or any person assigned to perform such duties in accordance with the policies, plans and budgets that have been set efficiently and effectively as well as taking care of the Company to be managed according to the good corporate governance policy.

6. Supervise that there is an effective process and channel for receiving and dealing with whistleblowing of the whistleblowers or all stakeholders.

7. Supervise the preparation of anti-corruption policies and guidelines. Strictly comply with the Company's anti-corruption policies and measures to be a good role model for the Company's personnel as well as encouraging the communication both inside and outside the organization for real practice.

8. Determine and review the board structure on the number of directors, proportion of independent directors as well as a variety of qualifications to suit the Company's business operations. The remuneration of the Company's directors and sub-committees is considered to be appropriate which has been considered by the Nomination and Remuneration Committee.

9. Set up an internal audit unit, internal control system, and internal audit efficiently and effectively.

10. Provide the Company's secretary to help taking care of various activities of the committee and help the Committee to comply with relevant laws and regulations.

11. Provide appropriate and effective risk management policies and procedures. There is regular monitoring and assessment of risk management.

12. Provide business ethics for directors, executives and employees of the Company to be a standard for the Company's business operations by directors, executives and all employees. They must perform their duties in an ethical manner and strictly comply with the Company's business ethics.

13. Comply with the principles of good corporate governance of the Company strictly and arrange to operate in accordance with the principles of good corporate governance and encourage communication to employees at all levels in the organization to be informed and strictly adhere to.

14. Evaluate the performance of the Board of Directors both wholly and individually every year as well as following up on the evaluation results of the Board of Directors and sub-committees to jointly consider in the Board of Directors.

15. Continuously develop knowledge and abilities by attending training or attending courses related to the performance of directors' duties or any activities that continually increase their knowledge of work operation.

16. Attend the Board of Directors' meeting and the annual shareholder meeting. Except in the event of force majeure, the directors who were unable to attend the meeting must notify the Company's director or the Company's secretary prior to the meeting.

17. Provide an accounting system financial reporting and reliable auditing including taking care to have a system for storing documents that can later verify the accuracy of the information.

18. Arrange for the preparation of the Company's financial statements to be accurate to show the financial position and performance in the past accounting period. It is true, complete and correct in accordance with generally accepted accounting standards. The financial statements at the end of the accounting period of the Company must be audited by the Company's auditor before presenting to the shareholders' meeting as well as reporting on the responsibility of the Board of Directors in the preparation of financial reports by displaying them in conjunction with the auditor's report in the Company's one report.

19. Supervise the Company to have internal control system, efficient and effective internal audit system with comprehensive risk management system. There are risk management process, effective reporting and follow-up, and mechanisms for complaints and whistleblowing. These include taking care of the Company to be managed according to the good corporate governance policy.

3.2 Good Corporate Governance Policy

The Board of Directors has established written corporate governance policy and communicated to everyone in the organization for understanding the good corporate governance policy. This is to encourage everyone in the organization to follow specified policies. The Board of Directors regularly review the policies and their implementation at least once a year.

3.3 Code of Conduct

The Board of Directors adheres to the correct and fair business operations by stipulating the Code of Conduct in writing for use and dissemination to directors, executives and all employees to understand the standards. The ethics that the Company uses in its business operations are practical guidelines to show the intention to conduct business with transparency, ethics and responsibility to stakeholders considering society and environment through training and communication within the organization in various forms. The Code of Conduct reflects the values of and operational guidelines. All employees must conduct themselves and operate in accordance with the ethical framework set forth in various fields as well as informing everyone to strictly adhere to and to ensure compliance with the mentioned guidelines.

3.4 Anti-Corruption Policy

The Board of Directors establishes anti-corruption policies and measures in writing to ensure that the Company's operation complies with the requirements of laws related to anti-corruption. This includes communication to the Board of Directors, executives

and employees at all levels as well as other related parties. It is promoted to be one of the Company's cultures and values. The Board of Directors has verified and reviewed the anti-Corruption policies and measures annually to comply with changes in business conditions, rules, regulations and legal provisions.

3.5 Conflict of Interest

The Board of Directors has carefully considered the conflict of interest. We have clear guidelines for the benefit of the Company and shareholders as a whole. The policy is stipulated for not allowing the directors, executives and employees, including those related to such persons, to seek personal benefits that conflict with the Company's interests. The acts that cause conflicts of interest and those involved or have an interest or related to the items considered should be avoided and notified of their relationship or connection in such transaction. Such person does not participate in any decision making in such transaction.

The Audit Committee will present to the Board of Directors about the connected transaction and conflicting items benefit which has been carefully considered suitability. The Company has complied with the rules of Office of the Securities and Exchange Commission and The Stock Exchange of Thailand by strictly setting prices and conditions with a person who may have a conflict of interest as a transaction with a third party.

The Board of Directors will supervise that the requirements regarding the procedure are followed. The disclosure of transactions that may have conflicts of interest must be accurate and complete by disclosing the transactions in the financial statements, one reports and the annual registration statement (Form 56-1).

3.6 Internal Control System

The Board of Directors places the emphasis on supervision and internal control both at the management level and the level of work effectively. The internal control system is an important mechanism to build confidence in the management in helping to reduce the business risk. It can help operating the business efficiently by allocating resources appropriately and achieving the set goals. It also helps protecting the assets from leakage, lost, or fraudulent misconduct to help ensuring the accurate and reliable financial reports. The personnel can comply with relevant laws and regulations and help protecting the investment of shareholders. Therefore, the Company determines the obligations, operational authority of the operator and executives in various matters clearly in writing. There is a control over the use of the Company's assets to benefit. The worker's duties are separated and evaluated separately to create a balance and inspection on each other appropriately.

The Board of Directors has assigned the Audit Committee to be responsible for reviewing the suitability and the efficiency of the internal control system provided by the management as well as having established and reviewed the control system in terms of operations, financial reporting, compliance with rules, regulations, policies and governance as well as risk management. It also pays attention to early warning signs and unusual entries.

The Company has hired the third parties who are independent in the performance of their duties to be responsible for the internal control of the Company. The auditors have the duty to ensure that the Company has an adequate and appropriate internal control system. The internal auditors are independent to perform full checks and balances. The internal auditors will report the results directly to the Audit Committee in order to ensure that the system placed to be able to operate effectively. The adequacy of the internal control system will be assessed and critical systems reviewed at least once a year and disclosed in the Company's one report.

3.7 Risk Management Policy

The Board of Directors has established the Risk Management Policy to cover the entire organization and allows the management to follow the policy including reporting to the Board of Directors on a regular basis. The review system will be arranged for the assessment on the effectiveness of risk management at least once a year and disclosed in the Company's one report at any time the risk level has changed. This includes focusing on the signal, early warning and unusual items.

- The Audit Committee has given opinion on the adequacy of the internal control system and risk management in the Company's one report.
- The committee provides a clear action guideline for those wishing to make complaints or report a clue or stakeholders through the website or report directly to the Company. The whistleblower shall be informed through the independent director or the Audit Committee of the Company in order that the information can be examined in accordance with the procedures specified by the Company and to report to the Board of Directors.

4. Board of Directors Meeting

4.1 The Board of Directors meeting must consist of at least half of the total number of directors presenting at the meeting to constitute a quorum. In

the event that the Chairman is not present at the meeting or unable to perform duties, if there is a Vice Chairman, the Vice Chairman shall be chairing the meeting. If there is no Vice Chairman or is unable to perform duties, the members attending the meeting shall elect one among themselves to chair the meeting.

4.2 The judgment of the Board of Directors Meeting shall be passed by a majority vote with one director having one vote. The director having interest in any matter has no right to vote in that matter. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.

4.3 The Board of Directors Meeting is usually held for at least 3 months at a time. The President of the Board shall convene a meeting of the Board of Directors. In the necessary case, if there are more than 4 directors, the Chairman may be requested to convene the committee meeting for the Chairman to set a meeting date within 14 days from the date of receiving the request.

4.4 The President of the Board or a director assigned by the President of the Board will determine the date, time and place of the Board of Directors' meeting. The meeting venue may be specified otherwise apart from the locality in which the Company's Head Office is located or nearby province. If the President of the Board or the director assigned by the President of the Board does not specify the meeting venue, the Company's Head Office shall be used as the meeting venue.

4.5 In convening the Board of Directors' meeting, the President of the Board or the assigned director must send the meeting invitation by registered mail or hand it over to the directors or representatives of the directors directly specifying the date, time, place and business to be held to the directors for not less than 5 days prior to the meeting date. Except in case of urgent need to preserve the rights or benefits of the Company, the meeting will be convened by other methods or set a meeting date earlier than that.

4.6 In determining the minimum number of quorums at the time the committee votes at the meeting, there must be no less than two third of the total number of directors.

4.7 The Chairman shall approve the arrangement of the matters to be included in the agenda of the Board of Directors' meeting with consultation and discussion with the Chairman of the Executive Committee and the Managing Director jointly determining the scope, level of importance and matters to be set as the meeting agenda. The directors shall be requested to include other important matters as an agenda for consideration in the next meeting.

4.8 The President of the Board shall allocate sufficient time for presentation of executive documents and information for questioning and discussion on important issues of the Board of Directors.

4.9 The Board of Directors assigns non-executive directors to have meetings as necessary without the participation of management at least once a year to provide an opportunity to discuss issues both related to the Company's business and matters of interest. The Managing Director shall inform the meeting results including the meeting report to the Executive Chairman and the Board of Directors for acknowledgement. If the Chairman cannot attend the meeting, the meeting shall select one director to act as the Chairman of the meeting and the Company's secretary shall be the secretary of the meeting of the non-executive directors.

4.10 The Board of Directors must dedicate time and attention to the Company fully and ready to attend meetings regularly. In case of important tasks resulting in not being able to attend the meeting, the President of the Board must be notified.

4.11 The Board of Directors has access to the necessary information to request documents and information. The services about the Company's operations should be consulted from senior management. The independent opinion is possibly sought from external consultant or professional when necessary to accompany each meeting which is considered as an expense of the Company.

4.12 The Board encourages senior management or related management to attend the Board of Directors' meeting as necessary and deemed appropriate to present information and additional useful information as relevant persons. The policy will be directly informed so that it can be implemented effectively for the consideration and decision of the Board of Directors as well as giving the Board of Directors the opportunity to know the senior management and to use in considering the succession plans in the future.

4.13 At the Board of Directors' meeting each time, the Company's secretary also attends the meeting. The minutes of the Board of Directors' meeting are recorded. The meeting summary and opinion of the Board of Directors must be clear for reference proposed to the meeting to certify in the next meeting as well as to store information or documents related to meetings for ease of reference searching. Normally, the Board of Directors will attend every meeting every time unless there is a necessity which will be notified before the meeting.

4.14 The Board of Directors' meeting is scheduled in advance throughout the year to inform the Board of Directors for their acknowledgment and to plan their attendance at the meeting.

4.15 Every director has the right to review the meeting documents and other important documents. If independent directors or the Audit Committee has any question, other directors and the Company's management must answer the questions as quickly and completely as possible.

4.16 In the event that the directors disagree with the resolution of the meeting, the directors can request the Company's secretary to record the objections in the minutes of the meeting or submit a letter of objection to the Chairman.

5. Performance Appraisal

The Company has a policy to provide the Board of Directors with a self-assessment at least once a year to help the Board of Directors review their performance, issues, and obstacles during the past year. This can increase the effectiveness of the Board of Directors in accordance with the principles of good corporate governance. The assessment is divided into 3 types as follows:

- 1) Evaluation of the performance of the whole committee
- 2) Evaluation of the performance of the sub-committees
- 3) Evaluation of the performance of individual directors

This is for the committee to use as a framework for setting norms, inspect the duties, and compare the results with the performance according to the Charter of the Board of Directors to reflect the responsibility in the performance to be truly effective and to improve the performance of the Board of Directors in accordance with the policy set. The problems and obstacles that occurred in the past year can be reviewed. The Company's secretary will submit the performance appraisal form of the Board of Directors to all committees for annual performance appraisal, both wholly and individually. After each committee has completed the assessment, the performance appraisal form of the Board of Directors for the year will be submitted.

The Evaluation Process of the Entire Committee / Sub-Committees / Individuals is as follows:

1. The Company's secretary submits the Board of Directors' self-assessment form to the Company's directors by the beginning of December every year.
2. The Company's director make an evaluation form and return it to the Company's Secretary by December of each year.
3. The Company's Secretary summarizes and analyzes the results of the performance appraisal of the Board of Directors and report the results of the analysis from the assessment to the Board of Directors for acknowledgment.
4. The Company's Secretary brings analysis results and additional opinion from the Board of Directors to plan for improvement

6. Remuneration of the Directors and Executives

The Company determines the remuneration policy for directors and executives in accordance with the Company's long-term strategies and goals, experiences, scope of duties and responsibilities at a competitive level. It is at a level that can be comparable to the industry.

The directors' remuneration is in the form of salary, meeting allowance (for meetings of sub-committee) and annual bonus. Such remuneration must be approved by the shareholders' meeting. The executives including the Chairman of the Executive Committee are paid in the form of salaries and bonuses based on Key Performance Indicators (KPIs) in the form of monetary and non-monetary indicators including sustainability indicators.

7. Development of Directors and Executives

7.1 The Board of Directors will promote and facilitate training and education for those involved in the Company's corporate governance system such as Executive Directors, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance Committee, Company's secretary, etc. in order to continually improve the performance.

7.2 The Board of Directors assign the Company's Secretary as the one who prepares the introduction document about the Company and information for orientation for newly appointed directors to be informed of the Company's information, rules and information of the Company's business sufficiently relevant prior to the performance of duties. The directors will receive training and develop knowledge continuously to help the directors to perform their duties and supervise the Company's business effectively.

7.3 The Board of Directors requires the Chairman of the Executive Committee to report regularly on the development and succession plans. The Chairman of the Executive Committee, the Managing Director, and senior management have prepared the successor plan in case they are unable to perform their duties.

The Board of Directors provides a project for executive development by having the Chairman of the Executive Committee report annually what has been done during the year and consider concurrently when considering the succession plan.

8. Orientation for New Director and Director Training

Newly appointed director shall receive proper training regarding the knowledge about the Company's business and the roles and responsibilities of the Company's director. Topics of orientation for director newly appointed by the shareholder's meeting include regulatory practice guidelines to comply with related laws, the Company's memorandum of association and the Company's regulations; scope of duties and responsibilities of the Board and other committees; minutes of the Board meeting in the past 1 year; the Director's manual: a framework for Board governance by The Stock Exchange; the Company's corporate governance and business ethics policy; laws relating to the Company's business; rules and regulations of

the Company; training programs for directors; other information relating to the Company's business operation, etc. In this training, the Company secretary will provide information to new directors. The Board has a policy to continuously promote directors' knowledge and encourage directors to participate in training courses or attend various seminars.

9. Disclosure of Information

The Board of Directors supervise the disclosure of the Company's data and information both financial and non-financial to have complete disclosure of information which is truthful, reliable, consistent and timely to comply with the laws related to the business. This must be in accordance with the regulations of The Stock Exchange of Thailand and the Office of The Securities and Exchange Commission strictly.

Whistleblowing Measures and Mechanism to Protect the Rights of Whistleblowers

Muangthai Capital Public Company Limited has set the channel for complaints or whistleblowing from illegal or unethical acts, anti-corruption policy, or behaviors possibly leading to corruption or misconduct by individuals in the organization. This includes employees, executives and stakeholders including having a mechanism to protect information providers and attaches importance to keeping complaints confidential to reassure the whistleblowers.

Guidelines for Whistleblowing and Mechanism to Protect the rights of Whistleblowers

1. Objectives

1.1 To encourage executives and employees to conduct business properly, transparent, fair and accountable in accordance with the principles of good corporate governance and the Company's Code of Conduct. The Company expects everyone to report in good faith. The conduct is contrary to or suspect that it is contrary to the aforementioned matter for the Company to acknowledge. The Company will correct it or proceed to ensure accuracy, appropriateness, transparency, fairness and in accordance with securities laws. The Stock Exchange of Thailand also provides protection for those who provide good faith information to regulators which is the principle that the Company has applied.

1.2 To ensure that supervisor and the Human Resources Department of Muangthai Capital Public Company Limited is responsible for and give advice as well as to monitor the behaviors and actions of employees to ensure they are correct and the whistleblower will be protected if it acts in good faith.

2. Scope of Whistleblowing or Complaints If Anyone has a Clue about the Wrongdoing which Meets the Conditions in the following matters:

1. Offenses, Policy/Principles of Corporate Governance or business ethics
2. Behaviors that may imply corruption or misconduct to seek unlawful benefits for oneself or others, such as corruption embezzlement, fraud, etc.
3. Violation of the Company's rules and regulations
4. Exposure to injustice in the performance of work or found a defective internal control system of the Company until it is suspected that it may be a channel for corruption or cause to suspect possibly causing the Company to lose benefits.

Determining channels for reporting complaints and suggestions on various matters including reporting the whistleblower of wrongdoing by giving employees and stakeholders the opportunity to freely express their opinions to lead to improvement of the management system. The whistleblowers can file complaints via email of independent directors directly or send a letter of complaint through the channels for whistleblowing or complaints as follows:

1. Via electronic mail channel (Email: whistleblower@muangthaicap.com)
2. By post to
Chairman of Audit Committee
Muangthai Capital Public Company Limited
No. 332/1 Charansanitwong Road, Bangplad Sub-district, Bangplad District, Bangkok 10700

3. Conditions and consideration of whistleblowers

3.1 The received information will be kept secret and the name of the whistleblower will not be disclosed to public without consent.

3.2 The details of the clues or complaints must be true, clear, or sufficient to investigate the facts for further proceedings.

3.3 The response time to the whistleblowers should not exceed 3 days after receiving the complaint.

3.4 Timeline for complaint processing depends on the complexity of the story, document adequacy, evidence received from the whistleblower including documentary evidence and explanation of the whistleblower but not later than 30 business days.

3.5 The whistleblowers will be entitled to protection whether they are employees or outsiders.

3.6 Those who received the complaints and those involved in the investigation process must keep relevant information confidential. It can be disclosed as necessary considering safety and damage of the whistleblowers or those who cooperate in the investigation of facts or source of information or related persons.

4. Protective measures for the whistleblowers

4.1 The Company will collect information and identity of the whistleblowers and the complainants confidential.

4.2 The Company will disclose information as necessary considering safety and the damage of the person reporting the source of the information or the person involved in the damage to be mitigated through appropriate and fair procedures.

4.3 The Company will not act unfairly to whistleblowers whether by changing job position, job nature, workplace, suspending work, intimidating, interfering with work termination of employment, or any other act that is unfair to the whistleblower or complainant or those who cooperate in the investigation of facts.

4.4 In the case of the complainant or those who cooperate in the investigation of facts, the Company may request to determine appropriate protection measures, or the Company may impose protection measures by the complainant or those who cooperate in the investigation without request if seeing that it is prone to damage or insecurity.

Business Ethics

The Company is determined to manage and operate business with due regard to social responsibility and stakeholders such as shareholders, customers, business partners, employees, communities and surrounding society. This is to create sustainability in business and able to manage the business to grow steadily and be accepted in society as well as to be able to generate returns to shareholders efficiently considering the benefits and impacts of business operations on stakeholders related to the Company. The focus is on social responsibility which can be divided into 8 areas as follows.

Social, Environment and Stakeholder Responsibility Policy

1. Policy on Responsibility to Shareholders

- The Company emphasizes that the employees perform their duties with honesty and straightforwardness within the framework of the Company's rules and regulations by upholding this code of conduct to act in all activities, decisions and transactions. We will conduct our business with honesty and take any action with fairness to all shareholders.

- The Company is committed to operating business in order to provide sustainable growth returns to shareholders and arrange for the disclosure of accurate, complete, adequate, and timely information for shareholders to have equal access to information. We are careful not to mislead the shareholders or confused in the information including notification of news and progress in business operations through various media such as newspapers and Company's websites. Thus, the shareholders can be informed equally prohibiting those involved or having interests to buy/sell shares ahead of schedule.

2. Conducting Business with Fairness

- The Company has established policies and guidelines for dealing with all customers by clearly notifying the conditions. Such conditions are fair and give advice to help customers with politeness and gentleness. We are ready to listen to problems and suggest solutions to customers without disclosing customer secrets.

- The Company has treated business partners and creditors fairly, equitably, without taking advantage by complying with trade conditions and/or contractual agreements made strictly together to develop business relationships that benefit both parties.

- The Company treats the competitors fairly without action that is an attack, slander, or damage the reputation of competitors including affixing publicity labels. The operation will be conducted under good competition. There is no label to destroy competitors.

- The Company's business operation must be managed in order for the business to grow sustainably and stably under careful operation honesty being fair to those involved.

- We do not seek competitors' confidential information through dishonest means or inappropriate, such as paying employees of competitors.

3. Respecting Human Rights

- The Company values and respects human rights and does not do anything that violates the rights and freedoms of any person or group of persons both directly and indirectly equally regardless of race, religion, gender or physical difference.

- The Company has an organizational culture that all employees adhere to as a guideline for working so that employees can live altogether under happy working environment and accept one another. For the treatment of employees, the Company values every employee and every level.

- The Company promotes and strictly complies with intellectual property rights, copyrights, patents, and moral rights. We encourage the executives and employees to use the Company's resources and assets effectively to increase the ability in competition. We provide good service to customers and use copyrighted goods and services. We do not support products or actions that infringe intellectual property.

4. Fair Treatment of Employees

The Company realizes that being able to continuously expand the business and have stability for more than 30 years is the result of cooperation of all employees at all levels who are determined to work in order to achieve the goals set by the Company. We treat all employees equally and fairly as follows:

- The Company provides appropriate compensation according to the knowledge and abilities of each employee. This can be compared with companies that operate the same business as well as taking care of the working environment by considering the quality of life and safety at work. In addition, we offer proper care, assistance and welfare for employees.

- The Company has developed the Company's personnel in every position and every level continuously. The emphasis is placed on organizing training and seminars on an annual basis by inviting speakers with knowledge and reputation to train. Thus, the employees can learn and continuously develop their potential and skills.

- The Company provides training within the organization and outside the organization according to related fields. The training can increase the potential of employees and executives by formulating human resource development policies and guidelines. The average number of hours of employee training per year are disclosed as follows:

Employee Level	Average Total Training Hours/Person*	Goals of the Programs
Executives and managers	22	Focus on the management of the executives with knowledge and understanding of principles, concepts and techniques in leadership and coaching subordinates who are different with conflict resolution.
Supervisors	22	Focus on the ways to develop the leadership abilities such as communication skills, motivation, coaching, setting goals for work and teamwork
Operational employees	16	Focus on correct operating techniques to provide excellent service to customers, organizational culture used as a framework and respect for supervisors

*Only the Company's standard training excluding specialized field training

- The Company has a system for assessing merit and fairness by disclosing the assessment criteria to employees at all levels for acknowledgment.

- The Company has a policy to encourage employees at each level to progress and be able to continuously grow in the organization.

- The Company provides opportunities for employees at all levels to participate in questioning or expressing opinions, both directly and indirectly, which will bring benefits in solving problems altogether.

5. Consumer Responsibility

- The Company's business operations are a service-related business which is the key to making the business successful, progressive and sustainable. The Company has set the service as the 5th mission statement that "The Company will provide excellent service and create the highest customer satisfaction" It is in line with the Company's slogan which is "Intimate Service Like Close Family Members" for all employees to treat customers as the mission and slogan that has been set.

- In presenting the loan approval conditions, the Company will present the conditions and/or the benefits that customers will receive in a transparent and clear manner in order to benefit the customers as much as possible.

- The Company gives customers the opportunity to complain about the service of employees directly to the complaints department of the Head Office by calling at 02-4838888 or making the complaint through a letter in the form of a questionnaire sent by the Head Office to the customers.

- The Company provides a policy for whistleblowing, monitoring and protection of the whistleblower's rights.

- In the event that customers face financial crises caused by natural disasters affecting the public such as floods, delays in payment of rice sold to farmers, etc., the Company will have measures to provide assistance to customers as appropriate.

6. Caring for the Environment

Although the Company's business will not cause direct impact on the environment, the Company is aware of and instilling awareness among employees to focus on and help to protect the environment starting from the environment. The Company stipulates 5 Sor activities to be held annually. In addition, there is a control over the use of office equipment under the budget received, campaign to use electricity and tap water economically, reduce the use of equipment that has the effect of causing pollution, reducing the use of paper by reusing used paper including the storage of documents in electronic media more.

7. Community and Society Development

The Company has a social responsibility policy by participating in community development to adhere to local traditions that the Company establish and carry out activities with communities regularly, both public and private sectors, such as:

- Religion: The Company has arranged the Kathin ceremony every year at least 2 temples a year. The Company is the host to gather the things to offer to the temples. The Company has practiced it as a tradition for more than 30 years until now by rotating around the area where the Company is located. This is in order to carry on the traditions that have been passed down from generation to generation and to create unity among the people in that community.

- Education: The Company has donated scholarships to students and financial support for schools located in the same community as the temple. Since 2012, the Company has started a project to build a child center building under the name “Ban Mai Khong Noo Project” by continually building a child care center every year which will rotate according to the area of the branch. The project started in 2012 until now Built as the 24th house.

- Society: The Company has practiced this tradition for more than 30 years, including supporting local traditions such as the long boat race tradition, the worshipping tradition, dragon costume parade tradition, etc. In addition, the Company has formulated policy to prohibit employees at all levels from dealing with drugs of any kind, either as a trader or a drug user. There is drug testing from employees once a year under the project “White Company”.

Including a project “Muangthai joins the heart for the community” According to the survey of the actual area and the needs of health hospitals in each province. Found that most rural areas are inaccessible to cars because it is an agricultural area, a rice field or a small road that is convenient for motorcycles only. To increase the opportunity to access the public health system and reduce the inequality of people in rural communities. therefore, making modified motorcycles to be given to hospitals to transport medical supplies, medicines to patients in their homes, including transporting elderly patients and severely injured patients.

8. Anti-Corruption

The Company attaches great importance to anti-corruption. The anti-corruption guidelines have been set up in the Code of Business Conduct. On 18th October, 2019, the Company received the certificate from the Collective Action Coalition. The Board of Directors announced the mentioned policy for directors, executives and all employees to comply with the policy in general by communicating to all employees through internal journals and specifying the details in the Good Corporate Governance Manual including such topics in the training of new employees to realize anti-corruption. At present, the CAC membership renewal has been certified on 30th June, 2022

The Company prohibits directors, executives and employees of the Company to solicit, act or accept any form of corruption, directly or indirectly, whether monetary or non-monetary to government agencies or private entities or business partners with whom the Company operates or is in contact with. This is for the benefit of the organization, self, family, friends and acquaintances or for the benefit of business. This covers all businesses and all related departments of the Company and to regularly review the implementation of this anti-corruption policy and measure as well as reviewing practices and operating requirements. This is for complying with changes in business, rules, regulations and legal requirements. The violation of any action that supports and helps or cooperating with corruption will be considered punishable according to the Company's regulations.

Guidelines that Directors, Executives and Employees follow include:

1. This Anti-Corruption Policy covers the process of personnel management from the recruitment and selection of personnel to work performance appraisal and promotion by requiring supervisors at all levels to communicate with employees for use in business activities under their responsibility and to supervise them to be effective.

2. The directors, executives and employees must avoid giving or receiving things or any other benefits from partners or those related to the Company's business, except for the benefit of normal business operations or festivals or traditions.

3. The Company provides for the management of corruption risks with a risk assessment prioritize and determine appropriate measures as well as continuously monitoring the results of the aforementioned matters.

4. Not conducting unlawful transactions related to government officials, other persons or other entities directly or indirectly.

5. Do not accept or give bribes in business of any kind. The Company operation and contacts with the government sector must be transparent and honest. The operation must strictly conform to the law.

6. Do not give and receive gifts of value beyond what a reasonable person should give between a superior and a subordinate, regardless of any occasion.

7. The employees who commit fraud will be punished in all cases without considering how much the amount of fraudulent activity and regardless of the position of the employee who commits fraud. There will be equal consideration and punishment. The penalty is dismissal.

8. The Company has cultivated and emphasized that all employees in the organization must be aware of and must perform duties with honesty not seeking benefits from their own position or giving any benefit to others. All employees are aware of the penalties as well as the impact, suffering and damage that will be received from the act of corruption.

9. Every employee has duties in helping and monitoring. If finding that there is an incident of corruption occurring in the department, it must be reported to the Company immediately by reporting through the supervisor or through other channels specified by the Company or the internal audit department.

10. The directors and executives of the Company at all levels must show honesty and be a good role model in compliance with anti-corruption policies and measures. The branch affairs department and the manager of the human resources department are assigned to be responsible for disseminating knowledge, creating understanding, and encouraging employees at all levels to seriously adhere to the anti-corruption policy continuing and enhancing it as part of the corporate culture.

11. For the clarity in operation in matters that have a high risk of corruption, the directors, executives and employees of Muangthai Capital Public Company Limited at all levels must proceed with caution in the following matters:

- Entertainment, gifts and expenses, giving or receiving gifts entertainment to be in accordance with the stipulations in the Company's Code of Conduct
- Charitable donations or financial support. Giving or receiving donations or financial support must

be transparent and legal by ensuring that the donation or the subsidy is not used as an excuse for bribery.

- For political assistance, the Company has a policy of not helping, supporting political parties, political group, or politician whether directly or indirectly.
- Charitable donations public interest and financial support.

The Company requires to donate to charity, public benefits and financial support as follows:

1. To be transparent, legitimate and not contrary to morality including not doing any act that will have a detrimental effect on the society entirely.
2. Giving or receiving donations for charity, public interest, or support are not allowed to be used as an excuse for bribery.
3. Follow the procedures for reviewing and approving charitable donations, public interest, or financial support according to the Company's regulations.
4. In case of doubt that may affect the law, the advice must be sought from the Legal Department in writing or in other important matters at the discretion of the management.

- For the business relationship and procurement with the government sector, it is prohibited to give or accept bribe in the conduct of business of any kind of the operation of Muangthai Capital Public Company Limited. This includes contacts with the government sector which must be transparent, honest and must act in accordance with relevant laws.

Monitor

The Company has set it up as the duties and responsibilities of directors, executives and all employees to be acknowledged and strictly comply with the anti-corruption policy. The Company has organizing a follow-up in all cases that occur 100%. It is important to encourage employees under their command to have knowledge and understanding and follow the good corporate governance manual and business ethics strictly. The Company will not take any action unlawful or contrary to good corporate governance principles. If the directors, executives or employees commit an offense, they will be subject to disciplinary action. If there is an action that is believed to be an offense, the Company will refer the matter to the police for further legal action. The Internal Audit Department assesses the risk of corruption throughout the organization annually.

Code of Conduct of the Employees

The employee's Code of Conduct has been prepared in this manual as a basic standard for employees in conducting oneself in an ethical manner according to the principles of good corporate governance, therefore defining the code of ethics to be used as a guideline for employees as follows:

1. Employee's Code of Conduct towards the Company

- Avoid any action which is contrary to the interests of the Company whether due to contact with the Company's trade related parties such as customers, competitors or the use of opportunities or information obtained from being a director or employees in private exploitation or working other than the work of the Company which will affect the work on the job.
- Take full responsibility for your duties their knowledge and abilities taking into account the maximum benefit of the Company. Do not take the opportunity or use the job position to seek benefits for oneself.
- Have good attitude maintain reputation and corporate image by maintaining the good reputation of the Company not to be malicious or to provide information that will cause disgrace to the Company and understanding with outsiders to maintain a good image of the organization.
- Perform duties with honesty and forthrightness, not asking/accepting or agreeing to receive money, things, or any other benefits from people related to the Company's business especially procurement. It must be operated under transparency being able to check and compare prices from the same businesses that were tendered.
- All employees must contribute and maintain a good working atmosphere to build solidarity among employees, avoid any action which will affect the reputation and image of the Company or causing problem for the Company later.
- The employees must be taken seriously and strictly commit to all activities that will enhance the quality, efficiency and development of the organization towards excellence.

- The employees are prohibited from accepting any traditional gifts, except for receiving them on behalf of the Company and collectively.
- It is forbidden for the employees to claim or accept things or any other benefits for themselves or others who are in the way of motivation to act or refraining from performing duties in a wrong way such as procurement, etc.
- The employees have duties and responsibilities to take care of the Company's assets not to be damaged, lost, and to use assets effectively for the full benefit of the Company and not to use the Company's assets for the benefit of oneself or others.

Such property means any tangible and intangible property as well as confidential information that is not disclosed to the public such as business plan, financial projection, human resources information and debtor information.

2. Employee's Code of Conduct towards the Management

- Respect, polite, humble, respect for supervisors to comply with lawful orders.
- Not make false reports or offer dishonest opinions to supervisors as well as not defaming the management without the facts.
- Refrain from giving gifts to supervisors or receive gifts from subordinates

3. Employee's Code of Conduct towards the Colleagues

- Provide knowledge and transfer work experience to participants or to give advice to colleagues for good organization development.
- Maintain and strengthen unity including participating in various activities organized by the Company to build good relationships between colleagues.
- Treat colleagues with politeness and respect for each other.
- Not use the work of fellow employees to pretend to be their own work.

4. Employee's Code of Conduct towards Oneself

- Have good attitude to take pride in being an employee and maintain their reputation and the honor of their employees.

- Be punctual and devote time to work fully.
- Develop oneself to be able to work effectively and always effective.
- Refrain from all evil not behaving in a way that could defame your reputation and the dignity of oneself and the Company.
- Study and acquire knowledge and experience to enhance oneself to be competent in professional work by always working efficiently and effectively along with maintaining good moral character being both good person of the organization.

5. Employee's Code of Conduct towards the Customers

- The success of the Company is based on customer satisfaction. All employees must create good relationship with customers by adhering to the principles of honesty, ethical treatment and realize that each customer has different needs and expectations. The employees must meet the needs of various customers including giving advice to customers about the timing, conditions for arranging contracts for customers by clearly presenting the information in the contract arrangement truthful, transparent, and fair.
- The performance of contracts, agreements or conditions towards customers. In the event that it will not be possible to conform to, the employees must negotiate with customers in advance to jointly find solutions and prevent damage.
- Respond to customers' needs with speed willing to serve under the slogan that "Intimate Service Like Close Family Members".
- In case of following up on overdue customer. Employees will follow up under the conditions. Debt collection act strictly.
- The employees must not claim, accept or not give any benefits dishonest with customers.

6. Employee's Code of Conduct towards the Competitors

- The employees must behave within the framework of good competition rules without damaging the reputation of competitors by accusing them of harming the competitors including affixing publicity labels. It will be

operated under good competition and there is no label to destroy competitors.

- The employees must not seek competitors' confidential information through dishonest or improper means such as paying competitors' employees.

Code of Conduct of the Management

Regarding the requirements for the executives, Muangthai Capital Public Company Limited expects executives to demonstrate the Company's intention to conduct business with transparency and morality. The duties are performed according to the highest ethical standards with honesty, caution and prudence for the benefit of shareholders and stakeholders. Therefore, the code of ethics is defined to be used as a practical guideline for executives as follows:

1. Management's Code of Conduct towards the Company

- Perform duties with honesty and does not take any action in a manner that causes a conflict of interest to the Company.
- Perform management duties to the best of their ability with care under the rules of good corporate governance.
- Provide a control system and effective internal audit to ensure that the Company has complied with various standards and laws related under the scrutiny of the internal auditors and review of the Audit Committee.
- Company's Management is responsible for preparing financial reports that are accurate, complete and timely. Both quarterly and annual statements are prepared according to accepted accounting standards.

2. Management's Code of Conduct towards the Shareholders

- Prepare a report on the status and performance of the Company and other important information to shareholders equally, consistently, and completely according to reality.

3. Management's Code of Conduct towards the Employees

- Provide appropriate compensation according to the knowledge and abilities of each employee. It can be compared with the Company operating

the same business as well as taking care of the working environment by considering the quality of life and safety at work. In addition, there is proper care, assistance and welfare for employees.

- There is a clear policy and guidelines on compensation, career growth, and welfares that all employees receive. There is an announcement posted on the Company's internal website under the topic of the personnel department which employees can read and study.
- There is the development of the Company's personnel every position and every level continuously. The emphasis is placed on organizing training and seminars on an annual basis by inviting speakers with knowledge and reputation to train. The employees can learn and continuously develop the potential and skills of employees to increase the knowledge and skills necessary for career growth as well as preparing the organization to create executives to replace important positions.
- The appointment and relocation including rewarding and punishing employees must act in good faith and based on knowledge the ability of that employee.
- There is a system for assessing merit and fairness by disclosing the assessment criteria to employees at all levels for acknowledgment and encourage employees at each level to progress and be able to continually grow in the organization.
- Emphasize on employees' understanding of the code of conduct and roles which employees can do to encourage behavior within the framework of the Code of Conduct throughout the organization.
- The supervisor should behave in a way that is respected by employees and employees should not do anything which is disrespectful to the supervisor.
- Refrain from giving gifts to subordinates or receive gifts from subordinates.

4. Management's Code of Conduct towards the Customers

- Present loan approval conditions and/or benefits that customers will receive transparently and

clearly in order to benefit the customers as much as possible.

- In the event that customers face financial crises caused by natural disasters that affect the public, the Company will have measures to provide assistance to customers as appropriate.
- Provide an opportunity for customers to complain about the service of employees directly to the complaints department of the head office by calling 02-4838888 or 1455 making a complaint through a letter in the form of a questionnaire sent by the Head Office to the customer.

5. Management's Code of Conduct towards the Competitors

- Treat competitors fairly without action that is an attack slander or damage the reputation of competitors including affixing publicity labels. It will be operated under good competition. There is no label to destroy competitors including no infringement of intellectual property or copyright of others.
- For the Company's business operation, it must be managed in order for the business to grow sustainably and stably under careful operation honesty and being fair to those involved.
- Not seek competitors' confidential information through dishonest or inappropriate means such as paying employees of competitors.

Code of Conduct of the Directors

The requirements for the Board of Directors of Muangthai Capital Public Company Limited is committed to complying with international standards. The highest ethics for the benefit of shareholders and other stakeholders are under the following principles:

1. Director's Code of Conduct towards the Company

- Perform the duties with honesty, transparency for the best interest of the Company and do not act in a manner that may cause conflicts with the interests of the Company.
- Apply knowledge and management skills to their full potential.
- The directors will adhere to the laws, rules and regulations related to business operations

under the principles of good corporate governance including directors and senior management. This must be notified to the Board of Directors or the person assigned by the Board of Directors regarding the trading of the Company's shares at least 1 day in advance of trading.

- Buying and selling shares of the Company, executives and all management including close people (spouse and minor children). Refrain from buying, selling or transferring the Company's shares in the period before the disclosure of the financial statements. In the event that the financial statements have been announced to the public, if there is the purchase or sale, the secretary must be notified to prepare a report on the change of securities holding (59-2) to the SEC within the specified time. The securities holdings of directors are reported to the Board of Directors' meeting every quarter.
- The connected transactions and stakeholder reports of directors and executives to prevent conflicts of interest of directors and executives must be reported to the chairman and included as an agenda to inform the Board of Directors' meeting every quarter.

2. Director's Code of Conduct towards the Shareholders

- Determine to disclose information accurately, completely, adequately, and timely for equal access to information and be careful not to mislead the shareholders or confused in the information.
- Maintain the rights of shareholders and treat all shareholders equally regardless of gender, age, race, nationality, religion, belief or political opinion. Even if the shareholders are unable to attend the meeting due to any inconvenience, the shareholders have the right to appoint another person to attend the meeting on their behalf.
- Not seeking benefits for oneself and those involved using any inside information that have not yet been disclosed to the public.

3. Director's Code of Conduct towards the Employees

- Determine the welfare, compensation and welfare policies that are fair to employees.
- Treat employees with politeness. Avoid any unfair action and listen to the opinions and suggestions of employees.
- Promote knowledge development and the ability of employees on a regular basis.
- Follow up for the Company to act on the code of conduct and the roles that employees can perform to create behavior that is within the framework of the code of conduct throughout the organization.

4. Director's Code of Conduct towards the Customers

- Support and encourage the Company to innovate in order to achieve the highest customer satisfaction.
- Supervise the Company to organize the system for customers to complain about the service and giving customers a quick response.

Attachment 6 : Independent Auditor's Report of 2022

Dear Shareholders

The Audit Committee of Muangthai Capital Public Company Limited consists of 3 qualified independent directors whose names are as follows;

1. Mrs. Kongkaew Piamduaytham	Chairman of the Audit Committee
2. Mr. Suchart Suphayak	Member of the Audit Committee
3. Mrs. Nongnuch Davasuwan	Member of the Audit Committee

The Audit Committee performs their duties within the scope of responsibilities specified in the Audit Committee Charter assigned by the Board of Directors. This is in line with good practice guidelines as stipulated in the announcement of The Stock Exchange of Thailand and the Office of the Audit Committee. It emphasizes the establishment of a systematic work process in the matter of good corporate governance, risk management system and adequate internal control, including a focus on efficient internal audit processes and effectiveness.

In 2022, the committee held 7 meetings to perform its duties within the framework stipulated in the Charter of Audit Committee. All committee's members attended every meeting, while one of these meetings was to meet with external auditors without the presence of the Company's management to discuss about findings during the auditing process and the issues in which the auditors considered as material. This practice is to promote the Company's good corporate governance and to enhance the transparency of the Company's financial statements. The minutes of meetings were prepared and reported to the Board of Directors on quarterly basis, as follows

1. Review of financial reports.

The Audit Committee reviewed and consider the quarterly financial statements, and annual financial statements and consolidated financial statements Items that may have conflicts of interest to ensure that the Company's financial reports properly prepared as it should be according to financial reporting standards Preparation of the Company's financial statements are accurate and reliable. There is sufficient and timely disclosure of important information to users of the financial statements. Comply with laws and announcements related to Regulations of The Stock Exchange of Thailand (SET) and The Securities and Exchange Commission (SEC)

2. Review of internal control and internal audit system.

The committee approved the audit plan for the year 2022 of the Internal Audit Department and regularly monitored the operating results on quarterly basis considering the key risks. The committee provided useful recommendations and comments to ensure that the existing internal control processes could help prevent or mitigate an errors in business operations. The committee also reviewed the appropriateness and adequacy of human resources as well as the independency of internal audit team. The committee commented that the Company's internal control and internal audit system were effective, appropriate and sufficient. The internal audit team performed their duties independently, transparently and fairly.

3. Review of compliance.

The committee reviewed the Company's business operations and viewed that company were complied with the SET's regulations and other regulations which were related to the Company's business, including the Company's anti-fraud policy and the regulatory changes that may impact the business operations.

4. Review of connected transactions and conflict of interest :

The committee reviewed the connected transactions and conflict of interest based on a fair, reasonable and transparent basis. Also, taking the benefits of all stakeholders and the sufficiency of information disclosures into consideration as required by The Stock Exchange of Thailand (SET) and The Securities and Exchange Commission (SEC).

5. Consideration of nomination and appointing of external auditor and the audit fee:

The Audit Committee has considered the performance of the past year. Including knowledge experience ability credibility and the sufficiency of resources, including assessing the independence and quality of the auditor's work in the past year for the remuneration of the auditor has considered the scope of the auditor's responsibilities. Remuneration of auditors from other firms deem appropriate therefore proposed to the Board of Directors for approval at the Shareholders' Meeting, in 2022, the shareholders resolved to appoint KPMG Phoomchai Audit Co., Ltd. to be the auditor of the Company's and subsidiaries of the Company with the list of auditors as follows;

- | | | | |
|------------------|-----------------|--------------------------------------|--------|
| 1. Mr.Chanchai | Sakulkoedsin | Certified Public Accountant No 6827 | and/or |
| 2. Mr.Chokechai | Ngamwutikul | Certified Public Accountant No 9728 | and/or |
| 3. Miss Sureerat | Thongarungsang | Certified Public Accountant No. 4409 | and/or |
| 4. Miss Orawan | Chunhakitpaisan | Certified Public Accountant No. 6105 | |

6. Consideration and review of the Charter of Audit Committee :

The Audit Committee performed its duties as assigned by the Board of Directors and in accordance with the responsibilities specified in the Audit Committee Charter. With caution, prudence, independence, expressing opinions straightforwardly. It is transparent and verifiable according to good corporate governance principles. as well as giving honest opinions and suggestions for the utmost benefit of the Company and fairness to shareholders, stakeholders without restriction in obtaining information, resources and cooperation from the company. The Audit Committee is of the opinion that Company financial statements and disclosure It is complete, reliable, in line with accounting standards according to generally accepted accounting principles. The auditor is independent and performs his duties as a professional. Risk management and internal control system effective and appropriate enough Internal audits are independent, covering high-risk operational processes and auditing processes that are in line with internal audit standards as well as supervising the operation to be in accordance with the law or regulations appropriately consistent with the current business environment

(Mrs. Kongkaew Piamduaytham)
Chairman of the Audit Committee

ชำระค่างวด

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รวดเร็ว

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ดาวน์โหลดได้แล้ววันนี้



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