



**SE-EDUCATION**  
**PUBLIC COMPANY LIMITED**  
FORM 56-1 ONE REPORT 2023

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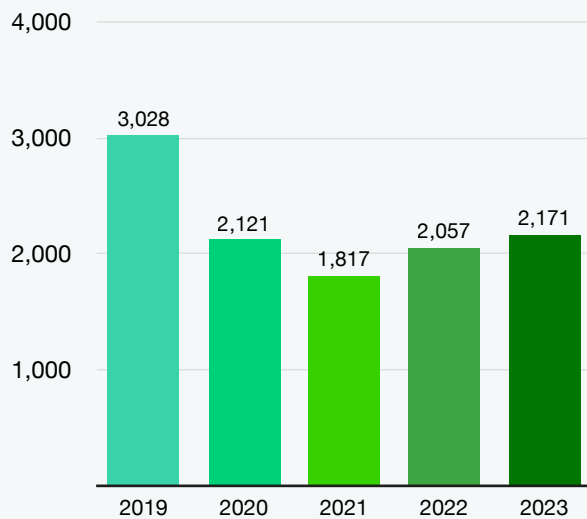
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# OPERATING

SE-EDUCATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

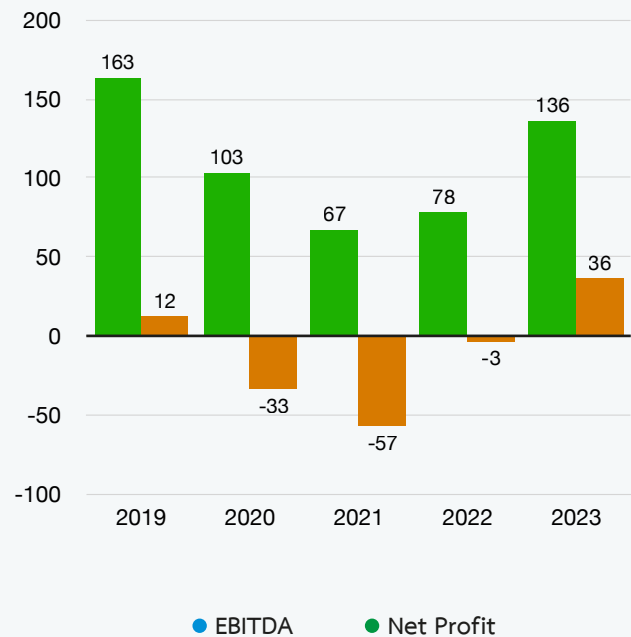
## Total Revenue

MILLION BAHT



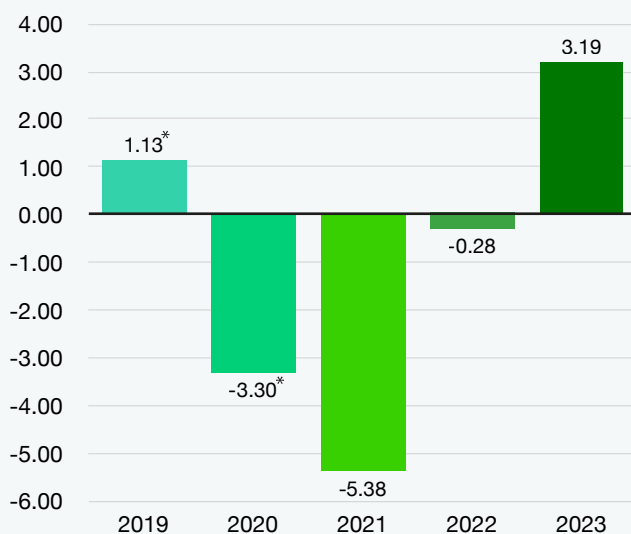
## Net Profit and EBITDA

MILLION BAHT



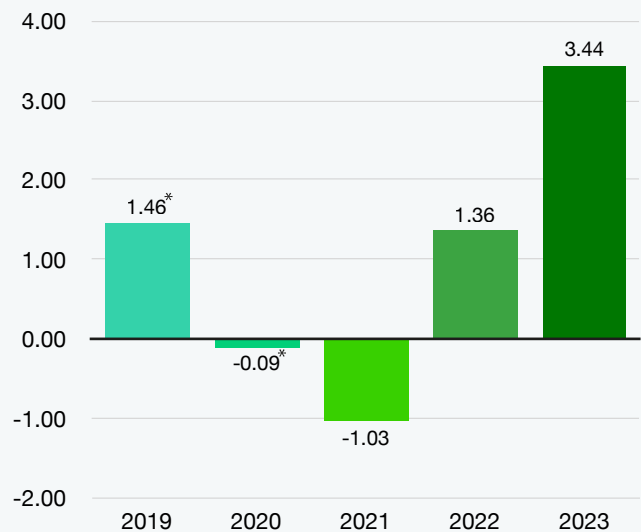
## Return on Equity (ROE)

%



## Return on Assets (ROA)

%



**Remark :** \* It is the calculation from Consolidated Financial Statement 2018 - 2020 (Restated).

# Highlight

จุดเด่นในรอบปี

หน่วย : ล้านบาท  
Unit : Million Baht

ผลการดำเนินงาน Operating Results	งบการเงินรวม Consolidated Financial Statements				
	2566 2023	2565 2022	2564 2021	2563 2020 ปรับปรุงใหม่ (Restated)	2562 2019 ปรับปรุงใหม่ (Restated)
รายได้รวม Total Revenue	2,170.95	2,056.70	1,816.66	2,121.15	3,027.80
กำไร (ขาดทุน) สุทธิส่วนที่เป็นของผู้ถือหุ้นของบริษัท Profit (loss) attributable to equity holders of the company	36.05	(2.95)	(57.08)	(33.43)	12.93
กำไร (ขาดทุน) สุทธิต่อรายได้รวม Net Profit (loss) Margin (%)	1.66	(0.14)	(3.14)	(1.58)	0.43
กำไร (ขาดทุน) ต่อหุ้น (บาท) EPS (Baht)	0.09	(0.01)	(0.15)	(0.08)	0.03
มูลค่าหุ้นทางบัญชีต่อหุ้น (บาท) Book Value per share (Baht)	3.43	2.96	2.88	3.03	3.09
สินทรัพย์รวม Total Assets	2,616.54	2,431.25	2,547.23	2,807.90	2,473.78
หนี้สินรวม Total Liabilities	1,270.39	1,270.65	1,420.18	1,625.51	1,263.89
ส่วนของผู้ถือหุ้น Shareholders Equity	1,346.15	1,160.60	1,127.04	1,182.39	1,209.89
ทุนที่ออกและที่เรียกชำระแล้ว Paid - up Capital	391.94	391.94	391.94	391.94	391.94
อัตราผลตอบแทนต่อสินทรัพย์ ROA (%)	3.44	1.36	(1.03)	(0.09)	1.46
อัตราผลตอบแทนต่อส่วนของผู้ถือหุ้น ROE (%)	3.19	(0.28)	(5.38)	(3.03)	1.13
ณ วันที่ As of	28/12/2566 28/12/2023	30/12/2565 30/12/2022	30/12/2564 30/12/2021	30/12/2563 30/12/2020	30/12/2562 30/12/2019
ราคาล่าสุด (บาท) Last Price (Baht)	2.20	2.24	2.24	1.52	1.95
มูลค่าหลักทรัพย์ตามราคาตลาด Market Cap.	862.28	877.96	877.96	595.76	764.29

**Remark** Certain financial ratios are not consistent with the financial ratios published on the website of Stock Exchange of Thailand because the financial statements were recategorized to comply with the previous financial statement.





## Message from Chairman of the Board of Directors

**Dear Shareholders,**

In 2023, Thailand had begun to recover from the aftermath of the COVID-19 pandemic. Yet, the country continued to face economic, political, and social challenges that demanded an urgent adjustment from all sectors.

SE-ED was no exception. Like every organization in the country, we sought to strengthen our organization in the face of both domestic and international challenges. Even though our earnings this year showed a positive sign due to our adjustment, we needed to acknowledge that our performance still fell short of the Board's expectations and likely failed to meet the expectations of the shareholders and all our stakeholders. The management team is aware of the need to work smarter and harder this year and in the coming years.

SE-ED recognizes the importance of business sustainability. We have focused on creating a common understanding among our teams, partners, and business allies in adding value to knowledge-building and skill-developing products and services that will enhance the learning of our society and provide sustainable benefits for everyone involved.

In addition, SE-ED is aware of the urgency of climate change. We have implemented standard practices in our governance, risk management, and other management areas to comply with the new standards.

Despite the risks in the economic, political, and social sectors, as well as the risks from climate change that demand appropriate management, we can take refuge in the internationally acknowledged fact that ‘reading’ is the best and most important way to develop human potential to work alongside AI. For this reason, SE-ED is committed to making our best effort to cultivate a reading habit for the Thai people.

Finally, I would like to thank all shareholders, committee members, management staff, employees, and everyone involved for your understanding of our situation and cooperation. Your continued support drives us toward achieving sustainable growth and strength for our organization in the near future.



**(Mr. Kasemsant Weerakun)**

Chairman of the Board of Directors

# Report of the Audit Committee

The Board of Directors of SE-EDUCATION Public Company Limited resolved in the appointment of the Company's Audit Committee which consists of 3 independent Directors, where 3 of the Directors possess the direct knowledge and understanding or experience in accounting or finance, each member in the Committee possesses the qualifications required by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2023, the Audit committee held 5 meetings. In addition, the Audit committee also held 1 internal meeting among Audit committee members, Auditor and internal audit, in absence of management directors, but, they were well-informed and acknowledged the issues discussed in the meeting.

Name	Position	Number of Meeting
Mr. Pravitt Tantiwasinchai	Chairman of Audit Committee	5/5
Asst. Prof. Tippawan Pinvanichkul	Audit Committee	5/5
Mr. Kachen Benjakul	Audit Committee	5/5

Audit Committee has performed the duty independently, within a certain authority and capacity limit, required by the Charter of Audit Committee, and assigned by the Board of Directors with the cooperation of all parties involved. The Audit committee understands the significance of internal audit, risk management, good corporate governance to ensure sufficient internal control, adequate and acceptable level of risk management, proper supervision, as well as proper and trustworthy financial report. The Audit Committee had a discussion with the board of management, top executives, internal auditors and auditor every quarter. The works of the Committee in the year 2023 can be summarized as follow:

**1. Review annual financial report for year 2023 :** The Audit committee has reviewed financial statements on a quarterly basis and annual financial reports for the year 2022 of the Company and its subsidiary prior to submitting the document This includes a proper, timely release of financial information, through cooperative meeting among accounting audit, management, accounting department, and internal audit department in considering the consolidated financial statement on quarterly basis and annual financial report to enquire upon complete, correct practice of generally accepted accounting principle, the selection of accounting policy, and proper openness, including the utilizing the observation suggestions from accounting auditor to improve and correct the preparation of the Company's financial statement. The Audit committee agreed with accounting auditors that the Company's financial statement is in accordance with General Accepted Accounting Principles and has disclosed the information accurately and adequately.

**2. Supervision of Good Corporate Governance :** The Audit Committee realized the importance of good governance and reviewed the good governance policy of the Company annually. The Committee also encouraged executives and employees to adopt the principle of good governance until it became the culture of the organization. The business is operated on the moral value, transparency and social responsibility.

**3. Review of risk management :** In overseeing the risk management, the Committee continued to ensure that the Company and its subsidiary's risk was at an acceptable level. The Committee reviewed the Company's risk management plan and acknowledged the report of the risk management practices, periodically. The Audit committee agreed that the Company has risk management at an acceptable level.

**4. Review of abiding of Security and Exchange laws, as well as the regulations stipulated by Stock Exchange of Thailand, and also other related laws related to the Company such as Revenue Code, and Public Company Act :** The Audit Committee had reviewed to ensure that law and related regulations of stock exchange of Thailand and other concerned business units are properly abided. Based on the audit committee's opinion, there was no essential issue related to the issue of violation of laws and regulations stipulated by Stock Exchange of Thailand and other related Government supervision agencies.

**5. Review and provide opinions toward related items and items that may post a possible conflict of interest which includes the afore-mentioned information disclosure :** The Audit committee agreed that the Company has disclosed information completely and correctly as said in the regulations of The Securities Exchange of Thailand, and the items are ordinary items that are appropriate and beneficial to the Company.

**6. Review of internal audit control assessment and internal audit :** The Committee had reviewed the Company's internal audit control to ensure that it is properly conducted and sufficiently effective for the usage of resources and business operation. The Audit Committee was reported the operation of the internal audit department in every quarter and gave advice for improvement as well as following up on the areas that need to be developed. The Audit Committee reviewed the audit plan of 2023 and realized there could be risks affected the operation and financial status of the Company. The Committee also emphasized the internal audit as a mean to enhance the business performance, increase revenues and decrease operation cost.

**7. Selecting and Nominating Auditors :** The Audit Committee had considered selecting the auditors by considering the auditor in term of independence, knowledge, ability, experience in auditing, a team of auditors in the office, and appropriate compensation. The Audit Committee had considered, selected, and proposed the appointment of auditors to the Board of Directors in the Board of Directors' Meeting No. 2/2024 on February 22, 2024 to seek approval from the Annual General Meeting of Shareholders to appoint an auditor from Dharmniti Auditing Company Limited as the Company's auditor in the year 2024.

The Audit Committee had performed the required duties in accordance with regulations stipulated by authority. Their performance was careful and sufficiently independent. They received good corporations from the management team, employees and all related parties. The Audit Committee agreed that the Company's directors, managing directors and all employees emphasized on operating effectively, productively, transparently, and reliably under the principle of good corporate governance to provide confidence for shareholders, investors and all related parties.



**(Mr. Pravit Tantiwasinchai)**

Chairman of the Audit Committee

# Report of the Recruitment & Remuneration Committee

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The Recruitment & Remuneration Committee has within its authority and capacity, duty and responsibility, as delegated by the board of directors which constitutes the task of setting procedures for recruitment of directors, managing director and also arrange a succession plan, as well as decisions on remuneration policy for management and employees. In 2023, the Recruitment & Remuneration Committee members held 3 meetings.

Name	Position	Number of Meeting
Mr. Kachen Benjakul	Chairman of Recruitment & Remuneration Committee	3/3
Wutthiphum Jurangkool, Ph.D.	Recruitment & Remuneration Committee	3/3

On the recruitment of directors and executives, the Recruitment & Remuneration Committee has proceeded to search and recruit suitable candidates in accordance with the criteria set by the board of directors and does not violate the regulations stipulated by supervisory authority. In 2023, the Recruitment & Remuneration Committee presented the re-appointment of the board of directors and the Audit Committee retiring to the consideration of the board of directors. Moreover, the committee provided a channel for minority shareholders to submit names of qualified persons for directorship to considered by the committee.

In setting the compensation for directors and executives, details of which have been declared in the form 56-1 One Report, the committee has considered the compensation that is commensurate with their responsibility, skills, performance and taken into account the economic conditions and peer factors.

The Recruitment & Remuneration Committee acted with circumspection, prudence, and independence for the maximum benefit of the stakeholders.



**(Mr. Kachen Benjakul)**

Chairman of Recruitment & Remuneration committee

# Report of the Risk Management Committee at the Management Level

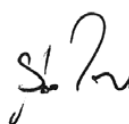
Risk Management Committee that was appointed by the Board of Directors of the Company consists of 1 Company Director and 8 Departmental Executives. In 2023, 1 meeting was held as follows :

Name	Position	Number of Meeting
Mr. Rungkan Paisitpanichtrakul	Chairman of the Risk Management Committee at the Management Level	1/1
Ms. Aree Sae-ung	Risk Management Committee at the Management Level	1/1
Mrs. Kanit Panusan Promsen	Risk Management Committee at the Management Level	1/1
Ms. Daungjai Jeenanurugk	Risk Management Committee at the Management Level	1/1
Mr. Suparat Tangsriwong	Risk Management Committee at the Management Level	1/1
Mrs. Passpunnee Mahayos	Risk Management Committee at the Management Level	1/1
Ms. Natsuda Sittipunyota	Risk Management Committee at the Management Level	1/1
Mr. Chonlavit Iamraksakiat	Risk Management Committee at the Management Level	1/1

Risk Management Committee performed the duties of monitoring and control significant risks in order to be in line with the Company's operational strategic plan. In summary, the essence of the duties in the year 2023 can be summarized as follows:

1. Consider the classification of risks and measure the level of significant risks in order to manage risks appropriately.
2. Set policies and operational procedures to reduce risks to be at an acceptable level of the organization.
3. Report the results of operations to the Audit Committee and the Board of Directors.

In summary, the Risk Management Committee had performed duties within the scope and authorities as predetermined and had ensured that the Company had an effective risk management, which was suitable for the business and the internal control system of the Company, guidelines for good corporate governance.



**(Mr. Rungkan Paisitpanichtrakul)**

Chairman of the Risk Management Committee at the Management Level

# Report of the Board of Directors Responsibilities for Financial Statements

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The Board of Directors of SE-EDUCATION Public Co., Ltd. has stressed the importance of duties and responsibilities towards Good Governance by following the objective guidelines of the Company regulation, laws, and stipulated policy and procedures of the auditing body to ensure that the financial report of the Company is proper and a complete accounting record. This enables it to reflect the true financial and operation of the Company for the benefit of shareholders and investors in a transparent fashion.

The Board of Directors is responsible for the Company's financial statements and financial information presented in this annual report. The Board of Directors agreed that the aforementioned financial statements, for the year 2023 of the Company and its subsidiary company are created in accordance with the generally accepted accounting standards, using appropriate accounting policy measures consistently employed by SE-ED as well as applying careful judgment and assessment. Essential information is adequately disclosed in the addendum notes to financial statements.

The Board of Directors has provided and maintained an efficient internal control system to ensure that accounting records are accurate, complete and adequate to protect its assets and disclose weaknesses in order to prevent fraud or materially irregular operation.

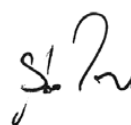
To accomplish this task, the Board of Directors has appointed an Audit Committee, which consists of Non-Executive Directors responsible for the quality of financial statements and internal control system, whose comments on these issues are readily included in the Audit Committee Report in this annual report.

The Board of Directors has agreed that SE-ED's overall internal control system is functioned up to the satisfactory level and rendered credibility and reliability to the SE-ED financial statements for the year ended December 31, 2023.



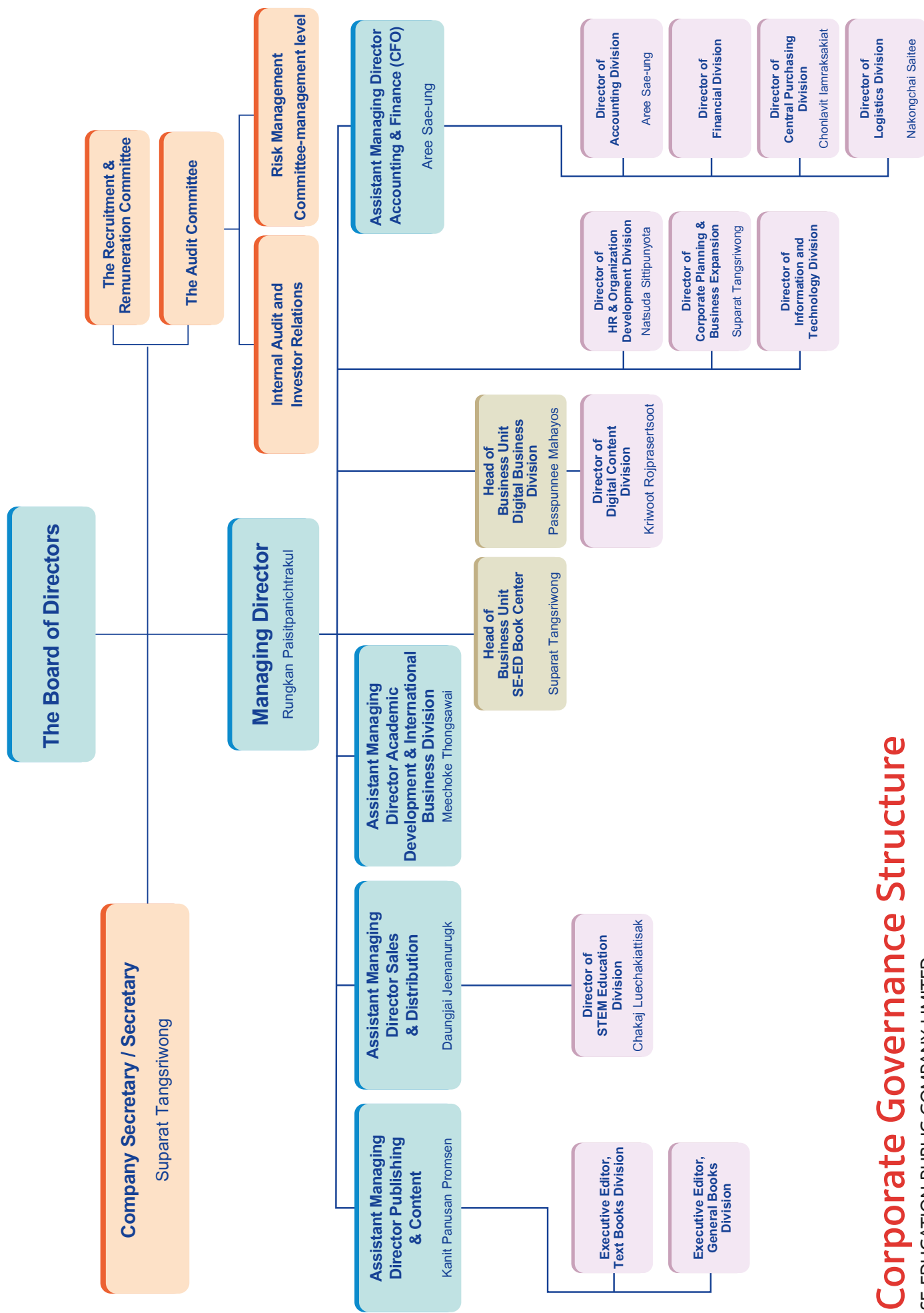
**(Mr. Kasemsant Weerakun)**

Chairman of the Board of Directors



**(Mr. Rungkan Paisitpanichtrakul)**

Managing Director





# BOARD OF DIRECTORS

SE-EDUCATION PUBLIC COMPANY LIMITED



**Mr. Kasemsant Weerakun**

- ◆ Chairman of the Board of Directors ◆ Authorized Singning Director
- ◆ Independent Director

- **Age** 60 years old
- **Date of Appoint** 9 Nov 2018
- **Last Appointment** 21 Apr 2021

**Highest Qualification**

- Researcher, Osaka University (Japanese Government Scholarship) Osaka University
- Master of Economics, Thammasat University (English Program)
- Bachelor of Economics, Thammasat University

**Training Certified (Director Program) IOD**

- Director Accreditation Program (DAP)

**Number of Shares (Proportion)**

- None -

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 16 Jul 2020 - present : Director and Authorized Signing Director, Nok Airlines Plc.
- 27 Apr 2020 - present : The Senior Expert Committee of RMUTR Academic Council, Rajamangala University of Technology Rattanakosin.
- 16 Aug 2019 - present : Authorized Singning Director, SE-EDUCATION Plc.
- 9 Nov 2018 - present : Chairman of the Board of Directors and Independent Director, SE-EDUCATION Plc.
- 18 Feb 2022 - present : Honorary Advisor to the Senate Extraordinary Committee on the Protection and Honor of the Monarchy
- 16 Aug 2021 - present : Executive Editor Crisis Communication Management Center To formulate communication strategies
- 5 Jun 2018 - present : Honorary Director of National Public Relations Committee
- 2 Aug 2018 - present : Chairman of the Subcommittee on Information Management for the Government to Create Awareness and Understanding of People, National Public Relations Committee
- 31 May 2016 - present : Corporate Communication Subcom mittee for Anti-Corruption Office, the National Anti-Corruption Commision
- 29 Jan 2015 - 2020 : Director, Advance Life Assurance Plc.
- 4 Nov 2014 - 19 Dec 2019 : Chairman of Audit Committee, Siam City insurance Plc.
- 29 Sep 2014 - 19 Dec 2019 : Independent Director, Siam City insurance Plc.

**Director Positions in the Present**

- In listed companies
  - 1 company -
- In non - listed companies
  - None -



**Wutthiphum Jurangkool, Ph.D.**

- ◆ Director ◆ Authorized Singning Director
- ◆ Recruitment & Remuneration Committee ◆ Non - Executive Director

- **Age** 44 years old
- **Date of Appoint** 26 Feb 2015
- **Last Appointment** 21 Apr 2022

**Highest Qualification**

- Doctor of Philosophy (Educational Administration), Western University
- Executive MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Laws, Ramkhamhaeng University

**Training Certified (Director Program) IOD**

- Director Certification Program (DCP)
- Finance for Director (FFD)

**Number of Shares (Proportion)**

- 51,550,512 shares (13.1525%)<sup>(1)</sup>
- 51,550,512 shares (13.1525%)<sup>(2)</sup>

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 1 Dec 2018 - present : Authorized Singning Director, SE-EDUCATION Plc.
- 15 Aug 2017 - present : Recruitment & Remuneration Committee, SE-EDUCATION Plc.
- 26 Feb 2015 - Present : Director, SE-EDUCATION Plc.
- Jun 2017 - present : Director and Chief Executive Director, Nok Airlines Plc.
- Nov 2018 - Mar 2020 : Director, NokScoot Airlines Co., Ltd.
- Jan 2018 - Dec 2020 : Director and Authorized signatory, Thai steel cable Plc.
- Nov 2015 - Present : Director and Authorized signatory, Aspiration One Co., Ltd.
- Dec 2014 - present : Director and Authorized signatory, AIRA & AIFUL Plc.
- Dec 2014 - Present : Director and Authorized signatory, Factory Depot Supply Co., Ltd.
- Apr 2013 - Nov 2019 : Director and Authorized signatory, AIRA Capital Plc.
- Feb 2013 - Present : Director and Authorized signatory, Summit Keylex (Thailand) Co., Ltd.
- Mar 2012 - Present : Director, Executive Director and Authorized signatory / AIRA Factoring Plc.
- Jan 2002 - Present : Directors Procurement of the 7 companies.
  - Summit auto body industry Co., Ltd.
  - Summit auto body industry Co., Ltd. (Plant 2)
  - Summit laemchabang auto body work Co., Ltd.
  - Summit laemchabang auto body work Co., Ltd. (Rayong Branch)
  - Summit auto tech industry Co., Ltd.
  - Thai auto Industry Co., Ltd.
  - Summit R & D Center Co., Ltd.
  - Summit advanced materials Co., Ltd.
  - Summit Corporation Co., Ltd.

**Director Positions in other business**

- In listed companies
  - 1 company -
- In non - listed companies
  - 11 companies -

**Remarks :** (1) Number of Shares of directors include shareholding of spouse minor and children and related legal person in section 258.  
(2) Number of Shares of director.



## Mr. Rungkan Paisitpanichtrakul

- ◆ Director ◆ Managing Director
- ◆ Authorized Signing Director ◆ Executive Director

- Age 48 years old
- Date of Appoint 16 Aug 2019
- Last Appointment 27 Apr 2023

### Highest Qualification

- Master Degree in Telecommunication Management, Webster University, Saint Louis, Missouri, USA.
- Bachelor Degree in Political Science, Major Public Administration, Thammasat University.

### Training Certified (Director Program) IOD

- None -

### Training Certified (Other institution)

- Thai Listed Companies Association : Fundamentals for Corporate Secretaries

### Number of Shares (Proportion)

- 2,000,000 shares (0.5103%)<sup>(1)</sup>
- 2,000,000 shares (0.5103%)<sup>(2)</sup>

### Relation among family within The Director and Executives

- None -

### Working Background

- 1 Mar 2021 - present : Managing Director, SE-EDUCATION Plc.
- 16 Aug 2019 - present : Director, SE-EDUCATION Plc.
- 16 Aug 2019 - present : Authorized Signing Director, SE-EDUCATION Plc.
- 10 May 2022 - present : Director, Plearn Patt Co., Ltd.
- 1 May 2016 - present : Advisor to Executive Director, Summit Corporation Co., Ltd.
- 2013 - present : Managing Director, Rattana Jarutat Co., Ltd.
- 16 Aug 2019 - 20 Jul 2024 : Director, Baeslab., Ltd.
- 1 Oct 2019 - 10 Jan 2022 : Head of Business Unit SE-ED Book Center, SE-EDUCATION Plc.
- 16 Aug 2019 - 24 Feb 2021 : Company's Secretary, SE-EDUCATION Plc.
- 10 Aug 2019 - 28 Feb 2021 : Deputy Managing Director, SE-EDUCATION Plc.
- 1 Jan 2005 - 30 Apr 2016 : Business Development Director, Summit Windmill Golf Club Co., Ltd.

### Director Positions in the Present

- In listed companies
  - None -
- In non - listed companies
  - 2 companies -



## Mr. Pravit Tantiwasinchai

- ◆ Director ◆ Chairman of Audit Committee
- ◆ Independent Director

- Age 67 years old
- Date of Appoint 22 Apr 1999
- Last Appointment 27 Apr 2023

### Highest Qualification

- Graduate Diploma in Auditing - Chulalongkorn University
- Bachelor Degree in Accounting - Chulalongkorn University

### Training Certified (Director Program) IOD

- Director Accreditation Program (DAP)

### Number of Shares (Proportion)

- None -

### Relation among family within The Director and Executives

- None -

### Working Background

- 23 Dec 2017 - present : Chairman of Audit Committee, SE-EDUCATION Plc.
- 22 Dec 1999 - present : Audit Committee, SE-EDUCATION Plc.
- 22 Apr 1999 - present : Director and Independent Director, SE-EDUCATION Plc.
- 2012 - present : Director, MK Restaurant Group Plc.
- 2012 - 2016 : Deputy Managing Director of Accounting and Finance Group, MK Restaurant Group Plc.
- 2006 - 2012 : Deputy Managing Director of Accounting and Finance Group, MK Restaurant Co., Ltd.
- 1994 - 2006 : Accounting & Financial Executive Manager MK Restaurant Co., Ltd.

### Director Positions in other business

- In listed companies
  - 1 company -
- In non - listed companies
  - None -



**Mr. Kachen Benjakul**

- ◆ Director ◆ Chairman of Recruitment & Remuneration Committee  
◆ Audit Committee ◆ Independent Director

- Age 46 years old
- Date of Appoint 28 Jun 2005
- Last Appointment 21 Apr 2022

**Highest Qualification**

- Master of Arts in International Economic and Finance, Chulalongkorn University
- Bachelor of Industrial Engineering (I.E.), Chulalongkorn University

**Training Certified (Director Program) IOD**

- Director Accreditation Program (DAP)

**Number of Shares (Proportion)**

- 473,231 shares (0.1207%)<sup>(1)</sup>
- 464,640 shares (0.1185%)<sup>(2)</sup>

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 9 Nov 2018 - present : Chairman of Recruitment & Remuneration Committee, SE-EDUCATION Plc.
- 27 Feb 2018 - present : Recruitment & Remuneration Committee, SE-EDUCATION Plc.
- 12 Nov 2009 - present : Audit Committee, SE-EDUCATION Plc.
- 28 Jun 2005 - present : Director and Independent Director, SE-EDUCATION Plc.
- 2008 - present : Consultant for Human Resources, Plearnpattana School, Plearn Patt Co., Ltd.
- May 2012 - 2023 : Audit Committee, Project Planning Service Plc.
- 2006 - 2008 : Executive Director, Plearnpattana School, Plearn Patt Co., Ltd.
- 2001 - 2004 : Senior Equity Analyst, Government Pension Found (GPF)
- 2000 - 2001 : Analyst, Government Pension Found (GPF)

**Director Positions in other business**

- In listed companies  
- None -
- In non - listed companies  
- 1 company -



**Asst.Prof. Tippawan Pinvanichkul, Ph.D.**

- ◆ Director ◆ Audit Committee ◆ Independent Director

- Age 57 years old
- Date of Appoint 16 Aug 2019
- Last Appointment 21 Apr 2021

**Highest Qualification**

- Ph.D. in Management of Technology, Asian Institute of Technology (AIT)
- M.B.A. in Management of Technology, Asian Institute of Technology (AIT)
- B.A. in Accounting, Thammasat University

**Training Certified (Director Program) IOD**

- Director Certification Program (DCP)
- Advanced Audit Committee Program (AAP)
- Company Reporting Program (CRP)

**Training Certified (Other institution)**

- King Prajadhipok's Institute : Corporate Governance for Directors and Senior Executives of Regulators, State Enterprises and Public Organizations (PDI).
- Capital Market Academy : Certificate, Executive Program (CMA 25).
- Price-Babson Symposium : Certificate, Entrepreneurship Educators (SEE40).

**Number of Shares (Proportion)**

- None -

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 2022 - present : Nomination, Remuneration and Corporate Governance Committee Member, Internet Thailand Plc.
- 27 Apr 2021 - present : Director, Audit Committee and Independent Director, Internet Thailand Plc.
- 15 Feb 2021 - present : Director, SMEs Bank.
- 16 Aug 2019 - present : Director, SE-EDUCATION Plc.
- 16 Aug 2019 - present : Audit Committee and Independent Director, SE-EDUCATION Plc.
- 2015 - present : Committee member and Treasurer, Thai Business Incubators and Science Park Association
- 24 July 2014 - present : Director, Nawawiwat Co., Ltd.
- 2013 - present : Director, Audit Committee and Independent Director, Mud & Hound Plc.
- 01 Oct 2010 - present : Vice President for Property and Finance, King Mongkut's University, Technology Thonburi.
- 2009 - present : Advisor, Baker Tilly (Thailand) Co., Ltd.

**Director Positions in the Present**

- In listed companies  
- 2 companies -
- In non - listed companies  
- 1 company -

**Remarks :** (1) Number of Shares of directors include shareholding of spouse minor and children and related legal person in section 258.  
(2) Number of Shares of director.



**Mr. Phairat Sittakul**

◆ Director ◆ Non - Executive Director

- **Age** 74 years old
- **Date of Appoint** 10 Oct 1974
- **Last Appointment** 21 Apr 2022

**Highest Qualification**

- B.Eng. in Engineering (Electrical), Chulalongkorn University

**Training Certified (Director Program) IOD**

- Director Accreditation Program (DAP)

**Number of Shares (Proportion)**

- 8,051,498 shares (2.0542%)<sup>(1)</sup>
- 2,910,310 shares (0.7425%)<sup>(2)</sup>

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 1993 - present : Director, SE-EDUCATION Plc.
- 1974 - 1993 : Director, SE-EDUCATION Co., Ltd.
- 2005 - 2011 : Independent Director, SE-EDUCATION Plc.
- May 2005 - Nov. 2009 : Audit Committee, SE-EDUCATION Plc.
- 2008 - Sep 2010 : Assistant Director of operation and maintenance of electricity generator project, Ratchaburi electricity generating Co., Ltd.
- 2002 - 2008 : Level 11 Engineer, EGAT.
- 1999 - 2002 : Thermal power plant maintenance division manager, EGAT.
- 1997 - 1999 : Electrical maintenance engineering division manager, EGAT.

**Director Positions in other business**

- In listed companies
  - None -
- In non - listed companies
  - None -



**Assoc.Prof. Yuen Poovarawan**

◆ Director ◆ Non - Executive Director

- **Age** 73 years old
- **Date of Appoint** 10 Oct 1974
- **Last Appointment** 21 Apr 2022

**Highest Qualification**

- M.Eng. in Industrial Engineering and Management, Asian Institute of Technology (AIT)
- M.Eng. in Engineering (Electrical), Chulalongkorn University
- B.Eng. in Engineering (Electrical), Chulalongkorn University

**Training Certified (Director Program) IOD**

- None -

**Number of Shares (Proportion)**

- 2,924,224 shares (0.7461%)<sup>(1)</sup>
- 1,843,538 shares (0.4704%)<sup>(2)</sup>

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 1993 - present : Director, SE-EDUCATION Plc.
- Feb 2014 - Aug 2019 : Authorized Signing Director, SE-EDUCATION Plc.
- 1974 - 1993 : Director, SE-EDUCATION Co., Ltd.
- 2011 - present : Special Expert, Kasetsart University.
- 2002 - 2011 : Vice - President for Information Technology, Kasetsart University.
- 1991 - 2000 : Director, Office of University Computer Services, Kasetsart University.

**Director Positions in other business**

- In listed companies
  - None -
- In non - listed companies
  - None -



**Mr. Thanong Chotisorayuth**

◆ Director ◆ Independent Director

- **Age** 70 years old
- **Date of Appoint** 10 Oct 1974
- **Last Appointment** 27 Apr 2023

**Highest Qualification**

- Honorary Doctorate in Business Administration, National Institute of Development Administration.
- Master of Education in Educational Administration, Chulalongkorn University
- Bachelor Degree in Engineering (Electrical), Chulalongkorn University

**Training Certified (Director Program) IOD**

- Director Certificate Program (DCP)

**Training Certified (Other institutions)**

- Capital Market Academy (CMA) : Executive MBA Class 3

**Number of Shares (Proportion)**

- None -

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 1993 - present : Director, SE-EDUCATION Plc.
- 20 Dec 2023 - present : Independent Director, SE-EDUCATION Plc.
- 1987 - 30 Nov 2018 : Managing Director, SE-EDUCATION Plc.
- 1974 - 1992 : Director, SE-EDUCATION Co., Ltd.
- 1985 - 1987 : Director and Deputy Managing Director Marketing, SE-EDUCATION Co.,Ltd.
- 2010 - present : School Director of Plearnpattana School, Plearn Patt Co., Ltd.
- 2003 - present : Director, Plearnpattana School, Plearn Patt Co., Ltd.
- 2003 - 2006 : Executive Director, Plearnpattana School, Plearn Patt Co., Ltd.
- 2013 - 30 Mar 2021 : Chairman of the Board of Directors, BaesLab Co., Ltd.
- 1984 - present : Director, M&E Co., Ltd.
- 2012 - present : Director, MK Restaurant Group Plc.
- 2001 - 2018 : Director, SE-ED Book Center Co., Ltd

**Director Positions in other business**

- In listed companies
  - 1 company -
- In non - listed companies
  - 2 companies -



**Mr. Worapote Chutchaikulsiri**

◆ Director ◆ Independent Director

- **Age** 64 years old
- **Date of Appoint** 26 Feb 2015
- **Last Appointment** 27 Apr 2023

**Highest Qualification**

- MA. Executive Master of Accountancy, Chulalongkorn, University
- BA. Accountancy, Thammasat University

**Training Certified (Director Program) IOD**

- Director Accreditation Program (DAP)

**Training Certified (Other institutions)**

- Thailand Securities Institute (TSI), The Stock Exchange of Thailand (SET)  
: CFO's Orientation course for New IPOs

**Number of Shares (Proportion)**

- None -

**Relation among family within The Director and Executives**

- None -

**Working Background**

- 26 Feb 2015 - present : Director, SE-EDUCATION Plc.
- 1 Jul 2022 - present : Independent Director, SE-EDUCATION Plc.
- 16 Aug 2019 - 24 Feb 2021 : Authorized Signing Director, SE-EDUCATION Plc.
- 26 Feb 2020 - 30 Jun 2020 : Chief Financial Officer, SE-EDUCATION Plc.
- 10 Aug 2019 - 30 Jun 2020 : Deputy Managing Director, SE-EDUCATION Plc.
- 27 Feb 2018 - 7 Jul 2019 : Audit Committee, SE-EDUCATION Plc.
- 1 Jan 2018 - 7 Jul 2019 : Independent Director, SE-EDUCATION Plc.
- 2014 - 2015 : Director, Summit Corporation Co. Ltd.
- 2007 - 2012 : Director, International Casting Product Co., Ltd.
- 2006 - 2012 : Vice-President, Finance & Accounting, Somboon Advance Technology Plc.
- 2004 - 2006 : Vice-President, Finance & Administration, Somboon Advance Technology Plc.
- 2002 - 2004 : Executive Director, Bangkok Spring Industrial Co., Ltd

**Director Positions in the Present**

- In listed companies
  - None -
- In non - listed companies
  - None -

**Remarks :** (1) Number of Shares of directors include shareholding of spouse minor and children and related legal person in section 258.  
(2) Number of Shares of director.

# EXECUTIVES

SE-EDUCATION PUBLIC COMPANY LIMITED

## Mr. Rungkan Paisitpanichtrakul<sup>(3)</sup>

◆ Director ◆ Authorized Signing Director ◆ Managing Director ◆ Executive Director

- Age 48 years old
- Date of Appoint 16 Aug 2019
- Last Appointment 30 Jul 2020

### Highest Qualification

- Master Degree in Telecommunication Management, Webster University, Saint Louis, Missouri, USA.
- Bachelor Degree in Political Science, Major Public Administration, Thammasat University.

### Training Certified (Director Program) IOD

- None -

### Training Certified (Other institution)

- Thai Listed Companies Association : Fundamentals for Corporate Secretaries

### Number of Shares (Proportion)

- 2,000,000 shares (0.5103%)<sup>(1)</sup>
- 2,000,000 shares (0.5103%)<sup>(2)</sup>

### Relation among family within The Director and Executives

- None -

### Working Background

- 1 Mar 2021 - present : Managing Director, SE-EDUCATION Plc.
- 16 Aug 2019 - present : Director, SE-EDUCATION Plc.
- 16 Aug 2019 - present : Authorized Signing Director, SE-EDUCATION Plc.
- 10 May 2022 - present : Director, Plearn Patt Co., Ltd.
- 1 May 2016 - present : Advisor to Executive Director, Summit Corporation Co., Ltd.
- 2013 - present : Managing Director, Rattana Jarutat Co., Ltd.
- 16 Aug 2019 - 20 Jul 2024 : Director, Baeslab., Ltd.
- 1 Oct 2019 - 10 Jan 2022 : Head of Business Unit SE-ED Book Center, SE-EDUCATION Plc.
- 16 Aug 2019 - 24 Feb 2021 : Company's Secretary, SE-EDUCATION Plc.
- 10 Aug 2019 - 28 Feb 2021 : Deputy Managing Director, SE-EDUCATION Plc.
- 1 Jan 2005 - 30 Apr 2016 : Business Development Director, Summit Windmill Golf Club Co., Ltd.

### Director Positions in the Present

- In listed companies
  - None -
- In non - listed companies
  - 2 companies -

## Ms. Aree Sae-ung<sup>(3)</sup>

◆ Assistant Managing Director Accounting & Finance (CFO) and Director of Accounting Division

- Age 53 years old

### Highest Qualification

- Certified Accounting Auditor No. 5368
- MBA, Burapha University
- Bachelor Certificate (Audit), Thammasat University
- BBA (Accounting), Rajamangala Institute of Technology

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- None -

### Relation among family within The Director and Executives

- None -

### Working Background

- 11 Jan 2022 - present : Assistant Managing Director Accounting & Finance (CFO), SE-EDUCATION Plc.
- 19 Apr 2021 - 31 Aug 2022 : Acting Director of Logistics Division, SE-EDUCATION Plc.
- 2004 - present : Director of Accounting Division, SE-EDUCATION Plc.
- 2001 - 2003 : Accounting Manager, SE-EDUCATION Plc.
- 2000 - 2001 : Internal Audit Manager, SE-EDUCATION Plc.
- 1994 - 2000 : In - charge, AMC Co., Ltd.

### Director Positions in other business

- In listed Companies
  - None -
- In non - listed Companies
  - None -

Remarks : (1) Number of Shares of executives include shareholding of spouse minor and children and related legal person in section 258.  
(2) Number of Shares of executive.  
(3) The executive managers defined by SEC's announcement.



## Mrs. Kanit Panusan Promsen<sup>(3)</sup>

◆ Assistant Managing Director Publishing & Content

• **Age** 56 years old

### Highest Qualification

- Master of Business Administration, Ramkhamhaeng University
- Bachelor of Science, Chiang Mai University

### Training Certified (Director Program) IOD

- None -

### Training Certified (Other institutions)

- MINI MBA, University of Thai Chamber of Commerce
- MINI MBA, Chulalongkorn University

### Number of Shares (Proportion)

- 7,166 shares (0.0120%)<sup>(1)</sup>
- 7,166 shares (0.0120%)<sup>(2)</sup>

### Relation among family within The Director and Executives

- None -

### Working Background

- 11 Jan 2022 - present : Assistant Managing Director Publishing & Content, SE-EDUCATION Plc.
- 6 Sep 2018 - 10 Jan 2022 : Head of Business Unit, Books Division, SE-EDUCATION Plc.
- 2005 - 5 Sep 2018 : Executive Editor, General Book Division, SE-EDUCATION Plc.
- 1992 - 2005 : Assistant Editor and Managing Editor, General Book Division, SE-EDUCATION Plc.
- 1991 - 1992 : Office Administrator, PAC RIM GROUP
- 1990 - 1991 : Cultural Orientation Teacher, The American Consortium

### Director Positions in other business

- In listed companies  
- None -
- In non - listed companies  
- None -

## Ms. Daungjai Jeenanurugk<sup>(3)</sup>

◆ Assistant Managing Director Sales & Distribution

• **Age** 55 years old

### Highest Qualification

- Master of Economic (Business Economics), Kasetsart University, Si Racha Campus
- BBA (Accounting), Ramkhamhaeng University

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- 432 shares (0.0001%)<sup>(1)</sup>
- 432 shares (0.0001%)<sup>(2)</sup>

### Relation among family within The Director and Executives

- None -

### Working Background

- 11 Jan 2022 - present : Assistant Managing Director, Sales & Distribution, SE-EDUCATION Plc.
- 6 Sep 2018 - 10 Jan 2022 : Head of Business Unit, Sales & Distribution Division, SE-EDUCATION Plc.
- 2011 - present : Director of Sales & Distribution Division, SE-EDUCATION Plc.
- 1999 - 2011 : Distribution Division Manager, SE-EDUCATION Plc.
- 1996 - 1998 : Sales and Distribution Manager, Nation Multimedia Group Plc.
- 1993 - 1996 : Shop Manager, McThai Co., Ltd.
- 1991 - 1993 : Accountant, Loxley Aluminum and Engineering Co., Ltd.

### Director Positions in other business

- In listed companies  
- None -
- In non - listed companies  
- None -

## Meechoke Thongsawai, Ph.D.<sup>(3)</sup>

◆ Assistant Managing Director Academic Development & International Business

• **Age** 53 years old

### Highest Qualification

- Doctor of Philosophy Degree field of study Educational Communications and Technology, Faculty of Education, Chulalongkorn University
- Master of Business Administration, Assumption University
- Bachelor of Business Administration, Assumption University

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- 121,000 shares (0.0309%)<sup>(1)</sup>
- 121,000 shares (0.0309%)<sup>(2)</sup>

### Relation among family within The Director and Executives

- None -

### Working Background

- 19 Jan 2023 - present : Assistant Managing Director Academic Development & International Business, SE-EDUCATION Plc.
- 10 May 2022 - present : Director, Plearn Patt Co., Ltd.
- 11 Jan 2022 - 18 Jan 2023 : Head of Business Unit, Academic Development & International Business, SE-EDUCATION Plc.
- 2011 - 10 Jan 2022 : Director of Academic Consulting and International Business Division, SE-EDUCATION Plc.
- 2001 - 2011 : Foreign Books Division Manager, SE-ED Book Center, SE-EDUCATION Plc.

### Director Positions in other business

- In listed companies  
- None -
- In non - listed companies  
- 1 company -



# EXECUTIVES

SE-EDUCATION PUBLIC COMPANY LIMITED

## Mr. Suparat Tangsriwong

◆ Head of Business Unit SE-ED Book Center, Director of Corporate Planning & Business Expansion and Company Secretary

• Age 52 years old

### Highest Qualification

- Bachelor of Science Program in Computer Science, Chiang Mai University

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- None -

### Relation among family within The Director and Executives

- None -

### Working Background

- 11 Jan 2022 : Head of Business Unit SE-ED Book Center, SE-EDUCATION Plc.
- 9 Apr 2021 - present : Director, BaesLab Co., Ltd.
- 25 Feb 2021 - present : Company Secretary, SE-EDUCATION Plc.
- 22 Nov 2019 - present : Director of Corporate Planning & Business Expansion, SE-EDUCATION Plc.
- 1 Oct 2018 - 21 Nov 2019 : Assistant Director in Marketing & Non Book, SE-ED Book Center, SE-EDUCATION Plc.
- 1 Apr 2016 - 30 Sep 2018 : Assistant Director of Business Development, Rattana Jarutat Co., Ltd.
- 1 May 2014 - 28 Feb 2016 : Assistant Director of Sales, Summit Windmill Golf Club Co., Ltd.

### Director Positions in the Present

- In listed companies
  - None -
- In non-listed companies
  - None -

## Mrs. Passpunnee Mahayos

◆ Head of Business Unit Digital Business

• Age 54 years old

### Highest Qualification

- Master Degree of Applied Statistics, NIDA
- Bachelor Degree of Science, Mahidol University

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- None -

### Relation among family within The Director and Executives

- None -

### Working Background

- 28 Oct 2019 - present : Head of Business Unit Digital Business, SE-EDUCATION Plc.
- 6 Dec 2022 - present : Director, Kratai pa Co., Ltd.
- 1 Feb 2015 - 31 Dec 2015 : Managing Director, Oriental City Group Co., Ltd.
- 19 Sep 2013 - 15 Jan 2015 : Chief Executive Officer, GHL ePayments Co., Ltd.
- 1 Aug 2011 - 15 Jan 2015 : Chief Operating Officer, GHL (Thailand) Co., Ltd.

### Director Positions in the Present

- In listed companies
  - None -
- In non-listed companies
  - 1 company -

## Ms. Natsuda Sittipunyota

◆ Director of HR & Organization Development Division

• Age 59 years old

### Highest Qualification

- Bachelor of Business Administration, Saint John's University

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- 292,460 shares (0.0746%)<sup>(1)</sup> -
- 292,460 shares (0.0746%)<sup>(2)</sup> -

### Relation among family within The Director and Executives

- None -

### Working Background

- 1 Jun 2023 - present : Director of HR & Organization Development Division, SE-EDUCATION Plc.
- 1995 - 31 May 2023 : Manager of HR & Organization Development Division, SE-EDUCATION Plc.

### Director Positions in other business

- In listed Companies
  - None -
- In non-listed Companies
  - None -

Remarks : (1) Number of Shares of executives include shareholding of spouse minor and children and related legal person in section 258.  
(2) Number of Shares of executive.  
(3) The executive managers defined by SEC's announcement.

## Mr. Chakaj Luechakiattisak

◆ Director of STEM Education

• Age 55 years old

### Highest Qualification

- Bachelor Degree of Science in Industrial Education (Electrical Engineering), King Mongkut's Institute of Technology North Bangkok

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- 7,906 shares (0.0020%)<sup>(1)</sup>
- 7,906 shares (0.0020%)<sup>(2)</sup>

### Relation among family within The Director and Executives

- None -

### Working Background

- 1 Jan 2019 - present : Director of STEM Education in Sales & Distribution department, SE-EDUCATION Plc.
- 1 Jan 2017 - 31 Dec 2018 : Director of STEM Education in Magazines department, SE-EDUCATION Plc.
- 1 Jan 1997 - 1 Dec 2016 : Special Book Editor, SE-EDUCATION Plc.
- 1 Jan 1993 - 11 Dec 1996 : Editor of HOBBY ELECTRONICS Magazine, SE-EDUCATION Plc.

### Director Positions in the Present

- In listed companies
  - None -
- In non - listed companies
  - None -

## Mr. Kriwoot Rojprasertsoot

◆ Director of Digital Content Division

• Age 49 years old

### Highest Qualification

- Bachelor of Telecommunications Engineering - King Mongkut's Institute of Technology Ladkrabang

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- 56 shares (0.0000%)<sup>(1)</sup>
- - None -<sup>(2)</sup>

### Relation among family within The Director and Executives

- None -

### Working Background

- Apr 2019 - present : Director of Digital Content Division, SE-EDUCATION Plc.
- Feb 2015 - Mar 2019 : Director of R&D of Innovation Educational Project & Director of Magazines Division, SE-EDUCATION Plc.

### Director Positions in the Present

- In listed companies
  - None -
- In non - listed companies
  - None -

## Mr. Chonlavit lamraksakiat

◆ Director of Central Purchasing Division

• Age 46 years old

### Highest Qualification

- Master of Science, Applied Statistics, National Institute of Development Administration
- Bachelor of Engineering, Mechanical Engineering, Chulalongkorn University

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- None -

### Relation among family within The Director and Executives

- None -

### Working Background

- 16 Sep 2019 - present : Director of Central Purchasing Division, SE-EDUCATION Plc.
- 1 Nov 2018 - 15 Sep 2019 : Director of Strategic Information Administration Division, SE-EDUCATION Plc.
- 2012 - 31 Oct 2018 : Assistant Director in Strategy Analysis and Business Improvement, SE-ED Book Center, SE-EDUCATION Plc.
- 2012 - 2013 : Manager of Internal Audit and Investor Relations Department, SE-EDUCATION Plc.
- 2010 - 2012 : Manager of Internal Audit and Business Efficiency Development, SE-EDUCATION Plc.
- 2007 - 2010 : Project Manager, Business Efficiency Development, SE-ED Book Center, SE-EDUCATION Plc.

### Director Positions in other business

- In listed Companies
  - None -
- In non - listed Companies
  - None -

# EXECUTIVES

SE-EDUCATION PUBLIC COMPANY LIMITED

## Mr. Nakongchai Saitee

◆ Director of Logistics Division

- Age 49 years old

### Highest Qualification

- BA. Accounting – SRINAKHARINWIROJ University

### Training Certified (Director Program) IOD

- None -

### Number of Shares (Proportion)

- None -

### Relation among family within The Director and Executives

- None -

### Working Background

- 1 Sep 2022 - present : Director of Logistics, SE-EDUCATION Plc.
- 1 Dec 2021 – 30 Aug 2022 : Assistant Director of Logistics, SE-EDUCATION Plc.
- 1 Mar 2021 – 30 Nov 2021 : Manager of Logistics, SE-EDUCATION Plc.
- 1 Jan 2020 – 31 Jan 202 : Assistant Manager of Logistics, Ninja Van Thailand Co., Ltd.
- 1 Apr 2018 – 31 Dec 2019 : Manager of Logistics, Sharp Thai Co., Ltd.
- 1 Mar 2016 – 31 Mar 2018 : Manager of Logistics, TPI All Sessions Co., Ltd.

### Director Positions in the Present

- In listed companies
  - None -
- In non - listed companies
  - None -

Remarks : (1) Number of Shares of executives include shareholding of spouse minor and children and related legal person in section 258.  
(2) Number of Shares of executive.  
(3) The executive managers defined by SEC's announcement.



PART 1

# Company Background and Management

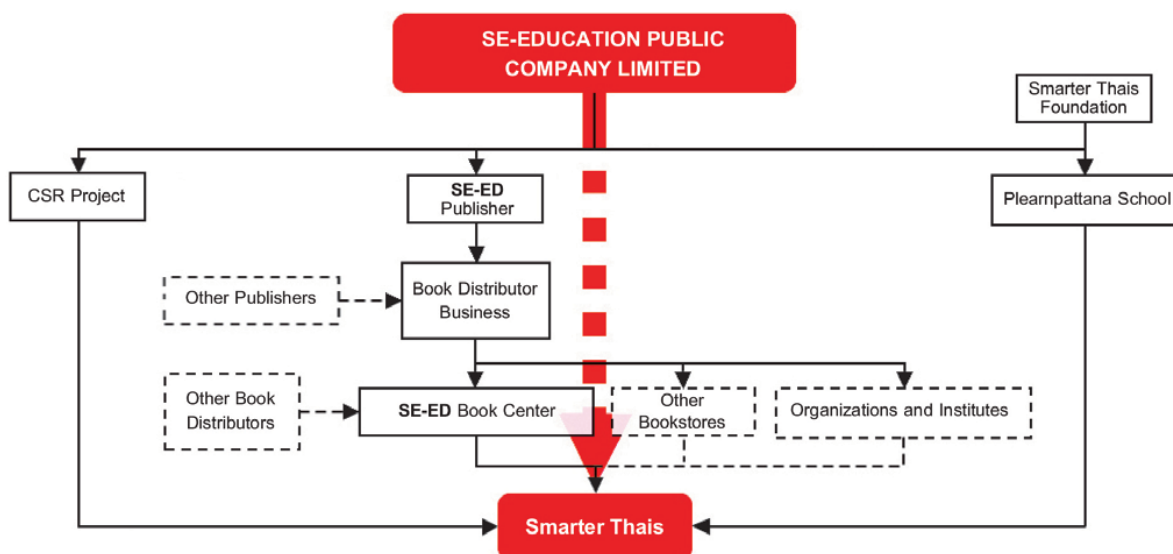
# Organizational structure and operation of the group of companies

## Policy and business overview

The Company was established by a group of ten electrical engineers. Each of them had experiences in knowledge promoting activities from their participation in Academic Club as a student at the Faculty of Engineering, Chulalongkorn University. They realized that Thailand needed to develop many more of academic resources but no one had been interested in the academic development. Thus, the Company was established in 1974. The Company was approved as a listed company by the Stock Exchange of Thailand (SET) since 1991.

SE-EDUCATION Public Company Limited is shortened to SE-ED, which is an abbreviation of Science, Engineering and Education. The name reflects the objective of the Company, SE-ED seek to do business in the area that promote education in the field necessary to the development of the nation, with the focus on science, engineering and education. Currently, the Company is also popularly known as SE-ED.

The Company can sustainably operate a business that grows alongside the society while being able to survive in the long term if the executives and employees share the commitment and inspiration to drive the organization into becoming the 'knowledge provider' who makes Thai people smarter. From the past up to present, the Company has seriously operated the business along with creating new innovations to serve the mission 'to make Thais smarter'. The Company's business operation can be summarized into the following chart:



The operation chart displays many activities that have been integrated into the Company's business operation as in the following:

- **SE-ED Publisher:** The publishing unit is responsible for publishing books and other education resources to help Thai people improve their potentials. The unit has been active since 1974.
- **Book Distribution Business:** As a distributor SE-ED has distributed good books from both in house publications and other publishers' to SE-ED Book Center and other bookstores across the country. The distribution unit began its operation since 1998.
- **SE-ED Book Center:** The Company's bookstore business has been in operation since 1991 with the determination to expand branches across the country, giving convenient access to knowledge and good books for Thai people. Books sold in SE-ED Book Center are of mixed varieties and exclude any books that contain inappropriate contents, encourage violence, violate laws or contradict to the moral value of Thai society.
- **Plearnpattana School:** This is an alternative school that takes students from pre-kindergarten to Matayom 6. SE-EDUCATION PUBLIC COMPANY LIMITED is one of the founders. The school has been in operation since the 2004 academic year onwards. The school's curriculum is designed to equip students with knowledge skill, working skill and life skill that will support students to develop their full potential and become an eligible adult who possesses a voluntary mind, good moral and awareness of his/her social responsibility.

## Vision, Mission and Strategies of the Company

**Vision :** SE-ED shall be a leader in providing easy and convenient access to knowledge to Thai people.

**Mission :** SE-ED seeks to do business in the areas that promote education for knowledge that is necessary to the development of the nation. It operates the business that will make 'Thais smarter' by developing the sustainable business with a continuous earning growth at the above the industry's average, being a role-model company that can create work result deems beneficial and accepted by society at large with the happy staff, and able to deliver and maintain an attractive long-term investment returns at the satisfactory level.

## Strategies :

1. The Company aimed to open the branches in each province to cover the country and be the bookstore with the most branches to offer new experience and inspiration to Thai people. This went along with the branch innovation plan. To differentiate its bookstores, the new branches would use a modern yet localized design. The digital technology would be employed to improve the products and operation in the branches in order to be the leading knowledge provider. In the other words, this was a combination of an offline channel (branches) and an online channel and an improvement of the managing system in order to cutback the cost for a better management.
2. Forwarding knowledge and entertaining content from around the world to inspire Thai people.

3. The Company developed its e-commerce to be more effective and innovative since the website had been visited most and had the most various books available in the country. In order to be a life-long learning center, the Company had increased sales opportunities via social media and online marketplaces such as Facebook pages, Lazada, Shooppee, meb, Ookbee, Bundanjai and reached more specified readers, providing direct rewarding benefits to both publishers and readers.

4. The Company developed and customized products for a self-initiate study in the formats of book, e-book, audiobook and videobook, e-library, e-testing, online VDO, streaming platform, online course with e-book (for educational institutes or any organizations) to suit the new generation's way of life which rapidly changes and to be inspiration to others.

5. The Company used an integrated marketing communication model by developing suitable tools and channels to promote products and cultivating a reading culture, reinventing itself with several models towards relentless promotional activities. That is to say the Company is stressing the importance of marketing activities as a value creation for business. With this, the Company also directs all of its efforts to the target customers, and in addition, directly respond to the customers' need, which allows success for most of the newly-launched products;

6. The Company promoted customer's relationship and business alliances that work closely together. The Company is committed to treating customers as promised within the regulations and etiquette of business operation for benefits for business and society. The Company also sought to work on the basis of mutual business success, for the Company opens to the exchange of views in doing business to seek ways in resolving conflicts and difficulties that might occur. For the better cooperation, the information learned can be used to improve the product development and management process to meet the unwavering standard and this should benefit all parties involved.

7. The Company realized the importance of learning within the organization and developing the employees' new soft and hard skills for an excellent services and the promotion of Company's image, by concentrating on staff and team's consistent development, and also create professional working attitude to the staffs to really take care of each customer in more detail aspects, leading to the better customer's satisfaction.

## Significant Changes and Developments

At the beginning, the Company published the monthly magazine 'Semiconductor Electronics' and was the distributor of electronic devices from abroad.

In 1978, the Company published the monthly magazine 'Taksa, Science and Technology Edition' for the general and young readers whose interests are in the areas of science and technology.

In 1979, the Company launched the monthly magazine 'Miti Tee See' that aimed at the creativity and imagination and, particularly, for those who don't like the heavy science, hoping to gain readers attention in science.

In 1980, the Company started to publish the engineering and scientific textbooks which were later became the textbook and academic books division.

In 1983, the Company published the monthly magazine 'Microcomputer' and began to publish the books about microcomputer. At the same time, the Company set up the management books division for the purpose of publishing the books that can help people work more efficiently rather than publishing books that can only be sold in a short period of time.

In 1985, the Company adapted and introduced the Standing Order Distribution System and merged the magazine 'Taksa, Science and Technology Edition' with 'Miti Tee See' which resulted in the new magazine called 'Rou - Rorb -Tua' magazine which was later transformed and changed its name into what is today called 'UpDATE' magazine. In the meantime, the Company's Children Book division was born in 1986 and 'Wittayasat Arn Sanook' - the first finest set of cartoon books aiming at teaching young learners - was published and warmly welcomed by general public.

The Company continued to take its lead in publication of magazines and educational books, becoming the forefront in knowledge publishing firm in the country with the best distribution system in the book business. The Company also became the book distributor for other publishers producing books in the same fields.

In 1990 the Company was permitted to be listed on the Stock Exchange of Thailand and started the 'SE-ED Book Center' project that allows Thai people to get access to books and to support the future growth of overall book market by focusing on opening branches in various leading shopping centers. SE-ED Book Centers will sell both books from its publications and also from the others. The first branch of book center for family and working people opened in late 1991 at Fortune Town Shopping Center.

In the third quarter of 1996, SE-ED opened SE-ED Book Center in supercenters. The first branch was at Lotus Supercenter, Pattaya with strong belief that supercenters would be the new trend going forward and also suitable locations for the long - term business.

In 2008, the Company opened SE-ED Learning Center with the space of 600 square meters, located at Chamchuri Square building - a part of Chulalongkorn University, to facilitate the expansion of youth activities in different forms in the future. This includes the training for professional activities to increase the potential of Thai people in different fields for the general public. In addition, the Company's new business strategies included the development of two supplementary curricular aiming to increase children's potential and intelligence in mathematics and English. The curricular are as follows:

- FAN Math is a supplementary mathematics program for kindergarten 3 to primary 6 levels. Teaching and learning materials are presented in animation format.
- ACTive English is a supplementary English program for kindergarten 2 to primary 6 levels. Teaching and learning materials are mainly interactive multimedia and consistent with the Common European Framework of Reference for Languages (CEFR).

Because the SE-ED Learning Center was not profitable anymore, the Company closed down the center in 2018 in order to cut down its operational cost.

In 2014, the Company has officially opened the Book Distribution Center and warehouse, which can service up to 600 bookstore branches. The Book Distribution Center is not only designed to be more spacious for storing, but also has functionality and utility, it will enhance the performance to service and do the distribution for 480 point of sales at the same time. In addition, the work model is developed to be more accurate, functional, and faster by improving the distribution process to be the Digital Assorting System. This system supports the circular of the products in the bookstore and stimulates to have more various kinds of products for our customers.



## Significant changes and Developments in 2023

- The Company cooperated with the Department of Education and schools to hold an International Youth Robot Competition Thailand 2023 (IYRC Thailand 2023), which encouraged many children from primary education and higher levels to join the competition and represent Thailand in an International Youth Robot Competition 2023. The representative that we chose had won 24 prizes at the international level, including Best Prize, Silver Prize, Bronze Prize, Excellent, and Excellent Controller Prize. The competitors were 24 students from 13 schools. This has made all country, school, and parents proud.
- The Company also held a STEM Education camp for educational institutions, utilizing knowledge in Science, Technology, Engineering, Mathematics, and English through self-learning activities for children to practice and develop their skills, gaining experiences in the 21<sup>st</sup> century.
- We developed the SE-ED E-Library system to cover book management, videos, and other resources in the library, aiming to create a comprehensive system for libraries and extend our market to international education groups. Nowadays, we have more than 115 education and organizational groups using the online library, such as Rajini School, Ramkhamhaeng University, KMITL University, National Library, Expressway Authority, and Bangkok Sky Train.
- We collaborated with the Office of the Basic Education Commission, MOE, and others to propose the approval for the 4 skills Test of EduSynch CEFR Level Test from The Teachers' Council of Thailand. This allows teachers who pass the test to submit it to MOE. Seeing the opportunity of the CEFR Level Test, the Academic and International Business Development Department developed the EduSynch test kit as a House Brand under the name SE-ED Academy CEFR Level Test, meeting the needs of educational institutions at both school and university levels.
- The Company cooperated with the Human Capital Excellence Center (HCEC), including 185 centers nationwide, to hold exams for 4,000 English-teaching teachers under the Office of the Basic Education Commission (OBEC). This exam aimed to measure their knowledge and skills.
- The Company licensed new titles from both local proprietors and international sources, publishing and distributing them through our partners. Additionally, we held several book-launching events and activities featuring educational and entertainment titles at SE-ED Book Centers and our bookstore partners.
- Throughout this year, SE-EDUCATION Publisher and its imprints, including dominant genres, received more positive feedback from readers compared to the past years of the pandemic. The self-help genre had several remarkable titles; for example, "The Little Book of Ikigai," with sales in over 30 languages worldwide, was the leading title. "Atomic Habits" maintained its best-selling position from 2020 to 2023, with total sales of 200,000 copies within 2 years. In 2023, a collector's edition (hardcover) featuring selected all-time best-selling or classic titles was published to boost the market, receiving positive feedback from fans. Titles included "Magic of Thinking Big," "Dek Wat Don," "Money 101," "Ikigai," and especially "Atomic Habits," which continuously captured readers' hearts. Moreover, the publisher continued to produce children's books, including the "10 Minutes Fun Reading" series, activity books, and licensed cartoon IP books - Disney and Sesame Street - which remained favorites among young readers and parents and maintained their popularity. For the large market of teenagers and schoolers, SE-EDUCATION Publisher achieved a positive outcome with over 70,000 copies sold of tutoring books for generic education, especially "TGAT2 & TGAT3 University

Entrance Examination” titles by Ajarn Khlui. Regarding the fiction genre, the famous Asian and trending title among young readers, “Ding Hai Fu Sheng Lu,” received positive feedback after its publication.

- In 2023, SE-ED Publishing conducted a market trial with online tutoring courses and online mock-up tests in collaboration with authors who are also tutors.

## Changes in Capital Structure

SE-EDUCATION Public Company Limited (SE-ED) was established on October 10, 1974 with a registered capital of THB 99,000. Their objective was to do business in knowledge dissemination, with a view to develop the fullest potential of Thai people in areas essential to the national development.

In 2001, at the Annual General Shareholders Meeting 1/2001, dated April 30, 2001, the shareholders approved of additional shares registered by the amount of THB 137,141,560 by divided into the following:

- Warrants offered to shareholders are numbered at 10,549,356 shares, where the proportion of right to exercise per 1 unit can be used to buy common stock of 1 share at the price of THB 16.50 per share, with validity lasting for 5 years, from the date of issuing the paper, allowable for exercise every 3 months and the right to exercise is expired on December 15, 2006.

- Warrants offered to company’s directors, staffs, sub-agents are 3,164,800 shares, where the proportion right exercise per 1 unit can be used to buy common stock of 1 share at the price of THB 10 per share, with validity lasting for 5 years from the issuing date listed on the paper, allowable for exercised with the duration of 1 year per warrant and each warrant for every 3 months, with each warrant allowed to buy common stock at the rate of 10, 10, 10, 30 and 40 of the total warrants respectively, and the last date to exercise is on January 14, 2008.

As of 2003, at the Annual General Shareholders Meeting 1/2003, dated April 23, 2003, shareholders have agreed to approve the change of share value (share dilution) from previously THB 10 to THB 1, which the Company has proceeded to register with the Commerce Ministry on May 22, 2003.

In addition, in 2004, at the Board of Directors’ meeting as of 1/2004, dated February 4, 2004, the board resolved to allow the Company to re-purchase the shares, for the purpose of monetary management. As the Company had over-excess liquidity of 19,783,600 shares (total worth of THB 122.64 Million, re-purchase value of THB 6.20 per share) which according to the Ministerial rule with regards to ‘outline and method of share re-purchase, selling of re-purchase shares and cut-off for the Company’s re-purchase shares’, stipulated that the Company must sell the re-purchased shares within 3 years after date ending of share re-purchase activity, which was due on September 11, 2007. The Company could not finish the re-purchasing of shares as committed by the Board of Directors resolution. Therefore, to follow the guideline of Ministerial rule, the Board of Directors’ meeting as of 4/2007 dated on September 19, 2007, approved the capital reduction by way of reducing the share repurchase by 19,783,600 shares, resulting in the remaining capital of 328,345,090 shares. The Company registered the reduction of registered capital on October 24, 2007.

In 2011, during the 1/2011 general shareholders meeting on April 28, 2011, it was approved that the Company's authorized capital was reduced in order to comply with the paid-in capital. As a result, the Company's authorized capital remains 323,921,130 shares. The Company registered the reduction of registered capital on May 11, 2011.

In 2012, at General Shareholders Meeting No.1/2012 on April 26, 2012, it was resolved to approve the stock dividends to be issued at the rate of 10 existing shares per 1 dividend share in order to increase the company's stock liquidity and maintain the liquidity of the working capital to support future investments and expansions. It was approved to increase the Company's share capitals to support the aforementioned stock dividends. Therefore, the Company's share capital has increased to 356,313,243 shares. The Company registered change of the capital increase on May 8, 2012.

In the General Shareholders Meeting No. 1/2013 convened on April 25, 2013, there was a resolution to decrease the Company's authorized capital to correspond with the paid-up capital; and another resolution to increase the company's authorized capital to support the stock dividend payment in the ration 10 original shares per 1 dividend stock. As a result, the company's authorized capital increased to 391,944,529 shares. The company registered the increase capital on May 22, 2013.

## Nature of Business

The Company has 4 major business areas, which can be described as follows:

**1. Bookstore Business: SE-ED** has operated SE-ED Book Center and many university bookstores in Bangkok and other provinces as well as the network and sales area in various forms

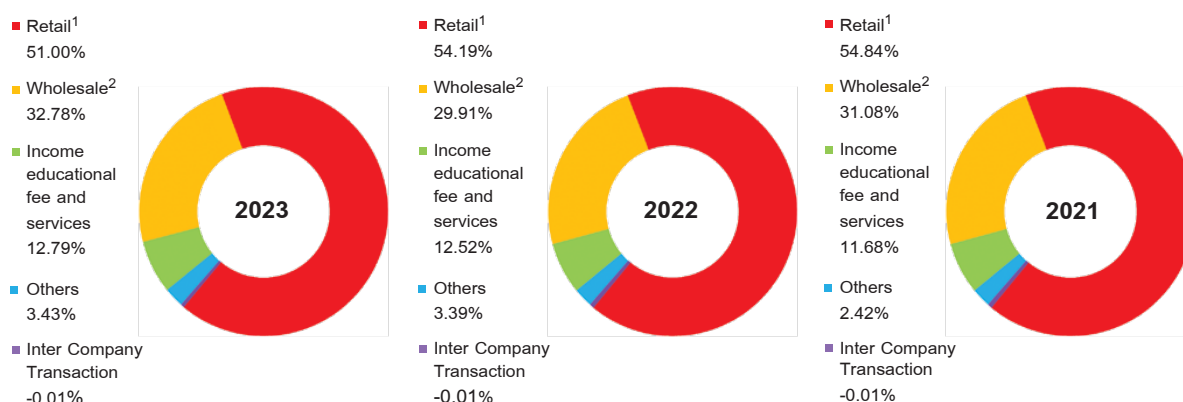
**2. Distribution Business:** By publishing educational books in various categories which intended for self-development in traditional format and other formats like e-book, audiobook, and videobook. It also offered a contract printing.

**3. Publishing Business:** Publishes knowledge and educational content in various categories and audiobooks in the CD format, especially in a self-development category. Printing by demand is also offered.

**4. Plearnpattana School:** Is a joint investment to build an alternative school from pre-kindergarten to Matayom 6. The curriculum offers a flexibility in learning experience to encourage the full potential development for students who will become important for the development of the country in the future.

SE-ED continues to be a leader in the bookstore, distribution and publishing businesses while all five businesses work well in supporting and encouraging one another, resulting in the achievement of a competitive advantage, as well as increasing the Company's overall value added.

## Total Revenue from Main Products Categorized by Sales Channels



- Remark**
- <sup>1</sup> Retail - revenue from SE-ED Book Center and e-commerce
  - <sup>2</sup> Wholesale - revenue from book published sales, and distributed to bookstores and other sales channels : such as education institution and library etc.
  - <sup>1</sup> and <sup>2</sup> - total sales of Company's own publications in 2023, 2022, 2021 represents 11.92, 11.35%, and 11.79% of sales revenue respectively.

## Product information

Products and services that Company are continuing operations as follows:

**1. Books:** Currently, SE-ED is one of the largest book publishers in Thailand, publishing books for bookstores nationwide. The Company pioneered in publishing knowledge books in several fields; such as administration/management, self-development, psychology, engineering in various fields, youth development books, language and dictionary, parenting, food and health, maps, e-book, audiobook and videobook which help to promote the development in many aspects.

**2. Distribution:** The Company distributes books published by SE-ED and other publishers including the companies whose publishing is in the Company's direction, by distributing books to small and large scale stores nationwide roughly. And, the Company also sells directly to the educational institutions.

The Company has been appointed as Thailand's sole distributor of Oxford University Press (OUP) for books and related media for English language teaching and learning from January 1, 2007 onward. Under this agreed cooperation between SE-ED and OUP, the business activities of production and distribution associated with English language learning will be increased through the company's distributing channel which promptly allows SE-ED to share some responsibility of resolving the country's problem with regards to English language learning in Thailand in the much greater extent.

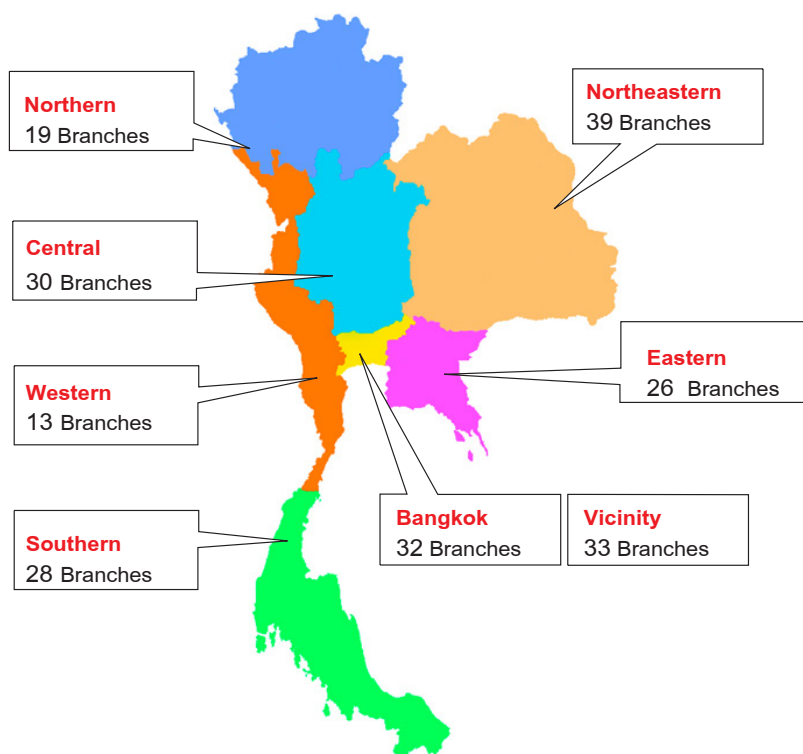
Presently, the Company is the largest book distributor to the chain bookstores. Books which were self-published by the Company while also help distributing other several publishers and organizations.

**3. Bookstore Business (SE-ED Book Center):** SE-ED operates SE-ED Book Center and network stores and “University bookstores” all located both in Bangkok and other provinces, including managing space in the selling areas in different models.

SE-ED Book Centers designed with modern designs and good layout plans, efficiently selling and emphasizing being located in convenient locations for people to come to buy books. The main locations are located in leading supercenters (such as Tesco Lotus, Big C, etc.) leading shopping malls (such as Central, The Mall, Robinson, Future Park, Seacon Square, provincial leading shopping centers, etc.) and education institutes (such as Siam University and Srinakharinwirot prasanmit prasanmit University) in different models both in Bangkok and other provinces.

By the end of 2023, SE-ED has already opened 220 branches in operation, with 65 branches in Bangkok and nearby provinces, and 155 branches in other provinces. Today, SE-ED Book Center is the complete chain of bookstores with the highest sales in Thailand.

**The number of SE-ED Book Center as of December 31, 2023 Total 220 Branches**



**4. SE-ED Kiddy Camp:** The Company had designed the learning model to enhance problem-solving skills for young generation and students through various activities as follows:

- SE-ED iKids’ Young Thinker & Inventor Program is the new way to encourage kids to learn how to invent and create robots by themselves through multimedia and books. Moreover, this program provides kids with knowledge of Science, Technology, Engineering, and Mathematics or STEM. In the program, kids will be stimulated to systematically act out, think, analyze, and solve the problems. In addition, with this knowledge integration, this program will help kids easily apply their knowledge to their everyday lives and easily connect them to technology nowadays.

- SE-ED Kiddy Camp for 8-14 years-old kids is organized on school vacation and has many options for kids; they can choose to go camping or go day camping. The goal of the camp is to encourage kids to learn with fun, to strengthen them with knowledge, and to encourage them to be brave to learn new things. Moreover kids will be able to learn science, electronic invention, teamwork, leadership, self-study independence, basic knowledge for living, morals, and especially friendship. Kids will enjoy many activities, for example, the Young Explorer, a rally, exercises.

**5. Plearnpattana School:** SE-ED's proportion in the joint investment on Plearnpattana School accounts for 48.97%. SE-ED has cooperated on administration for providing resources and knowledge in order to establish Plearnpattana School as an alternative school. Plearnpattana School is expected to develop Thai youth's potential, through its flexible curriculum, to be the mainspring of the nation in the future. Plearnpattana School takes children from pre-nursing through Matayom 6.

### **Marketing and Competition**

The Company distributes books and magazines through the SE-ED Book Center network, other bookstores, and educational institutions in Bangkok and other provinces. The Company also develops its e-commerce systems to be up-to-date. The Company promotes sales through various social media channels and online marketplaces to increase sales channels and to keep up with changing consumption trends.

To catch up with the lifestyle of the new generation that had changed dramatically, the Company had developed products in the form of physical book, e-book, audiobook, videobook, e-library, e-testing, VDO Online, Streaming Platform, online courses with e-books for educational institutions or organizations to support the growth of the online market in the future.

The company had a business expansion plan to offer products and services to business customers and corporate customers.

**Key Success Factors :** The factors that contribute to the Company's current leading position and the Company's more important role in the future book business can be summarized as follows:

- **Business policy is evidently conducive to national development:** Since the beginning the Company has all along adhered to its business in knowledge dissemination, with a view to developing the full potential of Thai people in areas essential to the national development. The Company's continued growth is in line with the national development, and fortunately, not severely affected by the economic slump. Besides, its corporate image is clear, well received, and trusted by every party concerned.

- **Tools and business components for future business operation:** Nowadays, the Company's different business divisions support one another efficiently and render more opportunities for success.

1. The Company has its own largest distribution channel and network store, SE-ED Book Center. The stores spread into major communities all over the country and the Company is always the first to receive offers to select new locations for new branches. As a result, the distribution business had more chances to grow while the bookstore business's cost was lower. Moreover, it allows more possibilities of success for book publishing, as there are direct distribution channels that allowed the customers to receive the products faster and more conveniently.

2. The Company also has its own media and PR tools, including [www.se-ed.com](http://www.se-ed.com), [m.se-ed.com](http://m.se-ed.com) for smartphone or tablet for being channel and support marketing activities.

**Company Pricing Policy:** Pricing policy is set to meet the purchasing power of each target group, and the production costs, while maintaining reasonable profits in a long run.

**Sales and Distribution Channels:** The Company distributes books and magazines through networks of SE-ED Book Center, and other bookshops in Bangkok and other provinces by managing the distribution channels according to customers, products and services as follows :

- 1. Books Retail Customers** The customers are general readers and working people. The Company distributes books through the network of SE-ED Book Center which the centers of books and entertainment for family and working people, located in shopping centers and supercenter in Bangkok and other provinces and also in the higher educational institutes.
- 2. Books Wholesale Customers** This group of customers is accounted for around 762 different stores. For Books stores in Bangkok and around its vicinity using its own transportation for distribution, the Company utilizes the 'Standing Order' distribution system, a combination of consignment and non-returnable sales system. For most of booksellers in other provinces the Company uses private transportation company for distribution, a non-returnable sales system has been applied with a limit of returnable quantitie

**Competition:** The Company as the market leader and receiving great acceptance by general readers and being ready to expand new branches, the Company can keep a big step ahead by taking advantage of first priority to choose new location and has the lower operating investment. In the future the books business is expected to grow out of a few large firms who are well prepared to face the competition.

Moreover, as the Company's business model covers publishing, distributing and bookstores, the company always benefits from the new comers in the book business, as the result the effect of competitors is slightly.

**Market Share:** Although the Company is the market leader in 3 important businesses: the leading retailer in bookstores chain and book distributor (or wholesaler), and books publishers. But as a book business has limitation in terms of completeness of database which makes the market share estimation in each segment contains some errors.

For retail bookstore business, the Company believes the network of SE-ED Book Center is the one of the major players who posses quite a large proportion of the market share.

For the business of distributing book to booksellers, the Company becomes the largest distributor in the market, but the proportion is still not high, due to the fact that market share in book business is less concentrated.

For publishing business, the Company always ranks between numbers 1 to 3 in the book market, depending upon which publishing, in each year, produces the best selling tittles more or less, but in general the market share is not that significant because it is less concentrated than usual.

**Substitution products** Advances in the fields of technology, industry, and business required us to always learn new things in order to gain advantages in competition. Though communication technology and computer keep running, books are still the only medium that can be read any time and any place. It is durable and costs less money. However the Company also focuses at reading habits on smartphones and tablet devices. Its application on various platforms has been developed to be one of the choices for consumers to access knowledge regardless of formats.

**Bargaining power of buyers and sellers** As the books business has a standard trading condition structure with several traders in which nobody can evidently dominate the market and the needs to be interdependent of each other, there are not many problems in bargaining. However, due to the fact that new large retailers in other businesses expand into the books business and may cause bargaining with publishers and distributors according to the general retail business nature but is still not much effect of the over all business as their market share is still not significantly large enough at present

## Procurements of Products or Services

**Products from other publishers** in general, consists of 2 parts.

**1. Books for distribution:** At present the books that are distributed to all bookstores through out the country come from the Company's own publishing house and other who decide to grant the Company as their distributors to distribute their book nationwide. The Company will consider only the products which are in accordance with the Company's marketing direction and have an opportunity to sell.

**2. Books and other goods SE-ED Book Center sells directly:** SE-ED Book Center receives goods from 2 main channels: the Company's distribution business unit and the other channel SE-ED Book Center in charge of consideration and selection of products for sales in the Company bookstores.

**Relation with suppliers and the effect of losing them:** For value of products bought for reselling from each distributor will not be more than 30% of total selling cost, whereby the proportion of product value purchased from the 10 first largest trading partners against the cost of goods sold for the past 3 years is illustrated as follows:

(Unit : Million Baht)

Item	Year 2023		Year 2022		Year 2021	
	Value	%	Value	%	Value	%
Value of reselling products from the first 10 lagest trading partners	733.12	59.31	692.88	58.51	667.38	63.95
Total cost of goods sold	1,236.17	100	1,184.19	100	1,043.66	100

In 2023, there is no specific revenue from sales considered to have severe effect on the Company. In addition, the Company is not involved, in any way, with the particular seller and has no obligation to place any order in the future.



**Books published by SE-ED:** Books published by the Company are the responsibility of the book publishing to prescribe the direction and selection of original manuscripts to publish including the production process of printing into complete copy before handover to the Company distribution group for distribution.

**Production utilization ratio:** As the Company does not own a printing press, the production of books are in the responsibility of in-house work groups to take care of the production throughout the complete cycle and spread the printing jobs to several printers matched with the schedule. Therefore the real production can be increased or decreased without any unnecessary delay.

**Raw materials and suppliers:** Paper is the main raw material which the Company purchases from local distributors in lump sums. The types of paper used in the production of books mostly are wood-free, newsprint, coated and cover coated.

**Relation with raw material suppliers and the effect of losing them:** For the purchasing value of paper, the Company has no particular relation with these suppliers and has no binding obligation to buy from them in the future. In the case that these suppliers cannot provide the Company with paper, the Company can still procure them from other suppliers. The total value the Company expenses for raw materials and finished goods to suppliers was 22.49% of the cost of products in 2023 or 2.01% of cost of goods sold, which can be considered that no specific supplier can cause severe effect to the Company.

**Partnership Code:** The Company intensely focused in selecting its business alliances and would like ensure that selecting process and business partners were treated equally and fairly. The Company always realized the importance of working with credible, ethical, professional, being social and environmental awareneses, and free from breaching any labor and environment laws partners. These requirements were stipulated in its procurement contract. The Company also emphasized on encouraging and supporting anti-corruption with its business partners and worked closely to develop business.

To operate its business, the Company strictly conformed with the Trade Competition Act B.E.2549 which its regulations and criteria between the retailer, producer, and distributor based on the Trade Competition Act B.E.2542. To operate its business smoothly according the said Act, the Company and its business partners had agreed to revise the contract template to be more precise and detailed. The Company treated its business partners as we shared ownership. For the Company's special requirements can be listed as follows:

1. The business partner must have financial creditability and potential to grow up along with the Company in the long run. The production process must be considerate of society and environment according the related law and regulations.
2. The business partner must produce and distribute the quality goods without copyright or trademark infringement. All accounts can be inspected.
3. The business partner must be supportive in promotions and after sale service for customer.

**Process and production technology:** Production process for a new book starts from editorial teams calling for meetings to plan and consider the selection of manuscripts. This manuscript may come from the self-proposed original writer, or from the Company-assigned writer or translator in accordance with the Company's determined guidelines. Then, the editorial team will consider the content, correctness, and readability of the books which also include the activity involved, re-evaluating and opinionating the books in terms of marketability by Company's respectable book advisors who possess knowledge and interest in particular subject areas. After the team agrees on the book, the content may be re-adjusted and formatted at a suitable level for the market, and the use of copyright contract may be signed with a writer, a translator, or a foreign publisher.

In the meantime, the artwork team will start to design the book cover and when the finished manuscript is ready for print, the computer artwork will later take on its duty. After finishing the artwork, the step of proof-reading activity will be taken and corrected until the content and art design are completed. In the case of books, there will be additional step that are the naming of the book and pricing, which also involves the related marketing work that is suitable for the target audiences.

For book manuscript works, the Company uses Macintosh computers and PC along with all other related tools and equipment, whereby all this computer technology shows sign of having higher efficiency but becoming less expensive. In addition, the editorial staffs in the team are very experienced and possess expertise in writing. They come from people in the editorial team and also general writers. After the manuscript is done, the Company will pay for the printer to print, while paper is supplied directly by the Company. The paper Company then delivers paper straight to the printing press at the determined time so that each manuscript is printed into book.

**Capability, necessity, and expenses in modifying machines to be able to compete:** As the Company does not own a printing press, there is no need for the Company to invest in the machinery and equipment in printing. It becomes unnecessary for the Company to develop machinery and equipment. And due to the competitive environment of the printing press business, it equips the Company with bargaining power and, with this, the Company is always allowed to have choices of printing press companies to choose from.

## Assets Used in business undertaking

### Assets of Company and Subsidiaries

Book value of Property, Plant and Equipment and Leasehold of the Company and its subsidiary as of December 31, 2023 follow:

(Unit: Million Baht)

Assets	Type	Book Value	Collateral against bank overdrafts and long-term loans
Land	Owner	953.05	Financial Statement, Note No. 21 and No. 36
Building	Owner	707.76	
Building Decoration	Owner	4.93	-
Office Equipment	Owner	51.98	-
Vehicles	Owner	1.32	-
Work-in-Progress	Owner	26.43	-
Leasehold right on land	Area rights holder	13.23	-
Leasehold right on buildings	Area rights holder	8.80	-
<b>Total</b>		<b>1,767.50</b>	-

**Major characteristics of the fixed assets of the Company and its subsidiary** consisting of land, buildings, equipment and leasehold summarized as follows:

1. The Company has 1 lease contract for office space and services at The Interlink Tower Bangna, 1858/87-90, Debaratna Rd., Bangna Tai, Bangna, Bangkok, Thailand. The contract's term is from March 1, 2022 to February 28, 2025, The contracts' term is 3 years, and the Company has the right to renew the contracts for 3 more years.

2. The Company had entered the rental agreement and got leasehold rights in shopping centers to be the location of a total of 220 branches. The lease term is between 3 months to 11 years 9 months. The area rental agreement can be renewed for a period of three years. In general, there are two models of calculating the rental payment: a) percentage based on sales value of each branch which depends on the terms of the contract agreed between each other and b) a fixed rate. The value of leasehold right is THB 48.86 million.

3. As at December 31, 2023 and 2022, the whole amount of the leasehold rights consisted of Four land lease agreements which the subsidiary entered into with its shareholders totalling Baht 31.33 million. It is related to the lease of land area of approximately 11 rais 279 square wah for the period of 29 - 49 years and one Director land lease agreements totalling Baht 15.62 million. It is related to the lease of land area of approximately 4 rais 70 square wah for the period of 30 years for the purpose of operating an education institute.

**Intangible Assets** Intangible Assets as of December 31, 2023 consist of

- Internal Copyright Contracts      Total 1,680 Copies
- Foreign Copyright Contracts      Total 1,534 Copies
- Trademark and Service Marks      Total 31 Marks \*
- Trademark and Service Marks are on registration processing “None”

**Remark** \* The registration term of the trademark and service mark is 10 years from the date of registration and may be renewed for every 10 years.

## Investment Policy of the Company and its Subsidiary

The Company has a policy to invest in its subsidiary and associate companies that operate business relevant to the Company’s business so that the investment will support the Company’s operation. The operation of the subsidiary and associate companies is assigned to the executives or the Company’s directors with particular expertise who will act as the representatives of the Company. As of December 31, 2023 the Company’s investment on the subsidiary and associate companies can be summarized as follows:

Company	Relation	Type of Business	Paid Capital (Million Baht)	Share Percentage (%)
Plearn Patt Co., Ltd.	Subsidiary	Private School (Operating Plearnpattana School)	151.85	48.97
M&E Co., Ltd.	Associate	Publisher of Engineering Books and Magazine	0.40	25.00

## Shareholding Structure

In 1984, the Company also invested in 25% of the shares in M&E Co., Ltd. with a paid-up share capital of THB 400,000. The M&E Co., Ltd. prints and publishes technical magazines, EC Magazines and engineering manuals, distributed by SE-ED.

The Company has 99.93% share in SE-ED Book Center Company Limited (founded on May 11, 2011), that has a paid-up capital in the amount of THB 100,000. The company does not operate any business; it is founded to prevent other people to use the name SE-ED Book Center and to form another company and cause confusion. Later, the Company increased its shareholding in SE-ED Book Center Co., Ltd. to 99.99%, with the paid-up capital in the amount of THB 1,000,000. Later, the company canceled joint venture and the company had registered for the dissolution with Ministry of Commerce on December 21, 2018. The liquidation had been completed on June 20, 2019.

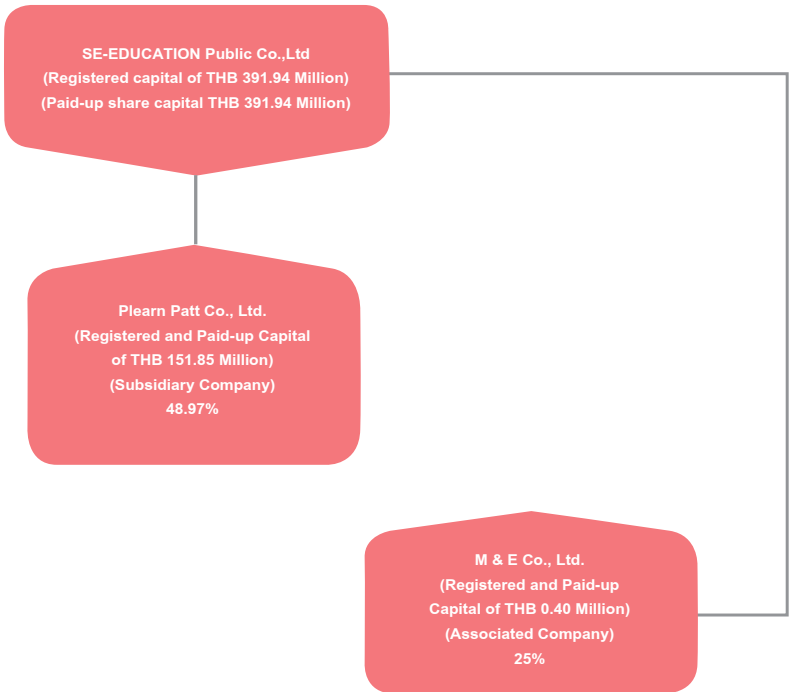
In 2003 the Company acquired 28.75% of the shares of Plearn Patt Co., Ltd. (founded on September 25, 2002) with the paid-up capital in the amount of 80,000,000 Baht. Later in 2005 the Company’s share percentage increased to 48.82% with the authorized capital and paid-up capital in the amount of 170,000,000

Baht. The authorized capital and paid-up capital was decreased and remained in the amount of 169,475,500 Baht, representing the shareholding ratio of 48.97%. In the fourth quarter of 2009 Mr. Thanong Chotisorayuth, Managing director, took up the position of the acting Director of Plearnpattana School and became the Director of the school in 2010 after receiving approval from the Board of Director. 2009 is also the year that the Company consolidated the financial statement of Plearn Patt Co., Ltd. (subsidiary) and the Company takes part in overseeing the operation of this business. Later on May 18, 2017, Plearnpatt Co., Ltd. had lowered its capital from THB 169,475,500 with THB 10 per share to THB 151,850,500 with THB 8.96 per share.

The registered name of Plearn Patt Co., Ltd. is the name of the school called 'Plearnpattana School', located at Buddhamonthon 2 Road, enrolling students from pre-kindergarten year up to Matayom 6. The first academic year started in 2004. This was the important gathering of more than 70 education enthusiasts from several groups of people such as parents, teachers, academics and school executives, in collaboration with private organizations who played a significant role towards family institutions and education to create new concept schools, to create quality children for the country.

In 2013 the Company has 60% share in BaesLab Company Limited (founded on April 22, 2013), with the paid-up capital in the amount of THB 250,000. BaesLab is a consulting, software and hardware designing and developing business. Later, the company canceled joint venture and the company had registered for the dissolution with Ministry of Commerce on July 20, 2023. The liquidation had been completed on September 21, 2023.

**Shareholding structure of SE-EDUCATION PUBLIC COMPANY LIMITED,  
its subsidiaries and associates**



## Shareholder

(a)The List of the top 10 shareholders, according to article 258, Securities Exchange Commission Act (B.E. 2535), and including shareholders are under person with control power (if any) as of March 7, 2024 (latest share register closed date) are as follows:

No.	Shareholders	Number of Shares	% of Paid-up Capital
1	<b>Jurangkool Group</b>	<b>244,401,112</b>	<b>62.36</b>
	Mr. Thaveechat Jurangkool	97,950,000	24.99
	Wuthiphum Jurangkool,Ph.D	51,550,512	13.15
	Mrs. Hathairat Jurangkool	50,229,300	12.81
	Mr. Natthapol Jurangkool	44,671,300	11.40
2	<b>Poovarawan Group</b>	<b>25,214,456</b>	<b>6.43</b>
	Ms. Nawan Poovarawan	8,230,973	2.10
	Ms. Nanjana Poovarawan	7,343,919	1.87
	Mr. Nutch Poovarawan	6,715,340	1.71
	Assoc. Prof. Yuen Poovarawan	1,843,538	0.47
	Ms. Wanna Poovarawan	1,080,686	0.28
3	<b>DBS BANK LTD</b>	<b>18,377,800</b>	<b>4.69</b>
4	<b>Mr. Pongsak Sivapatrakumpol</b>	<b>13,129,518</b>	<b>3.35</b>
5	<b>Sittakul Group</b>	<b>10,279,857</b>	<b>2.62</b>
	Ms. Vanwimol Siitakul	5,141,188	1.31
	Mr. Phairat Siitakul	2,910,310	0.74
	Mr. Vitawat Sittakul	1,390,879	0.35
	Ms. Patcharawan Sittakul	837,480	0.21
6	<b>Mr. Touchchai Chotisorayuth</b>	<b>9,505,082</b>	<b>2.43</b>
7	<b>Mr. Ratchapon Pitisukdanont</b>	<b>6,843,524</b>	<b>1.75</b>

No.	Shareholders	Number of Shares	% of Paid-up Capital
8	UOB KAY HIAN PRIVATE LIMITED	5,000,000	1.28
9	Mr. Natee Rongkarattanakul	2,620,000	0.67
10	Mr. Mongkol Punnarattanakul	2,152,000	0.55
Total		337,523,289	86.12

**Remarks** - The paid-up capital, as of March 7, 2024 is THB 391,944,418 (Latest share register closed date)  
- Investors can view the current Shareholder's information from the Company's website before the date of the annual Shareholder's meeting.

## Shares Distribution

Shares distribution as of March 7, 2024 (Book closing date of the last registration)

Item	Share Distribution						Total		
	Individual			Juristic individual					
	Number	Shares	%	Number	Shares	%	Number	Shares	%
Thai shareholders	2,776	366,219,253	93.44	7	2,074,379	0.53	2,783	368,293,632	93.97
Foreign shareholders	5	63,015	0.01	3	23,587,771	6.02	8	23,650,786	6.03
Total	2,781	366,282,268	93.45	10	25,662,150	6.55	2,791	391,944,418	100.00

(b) The major shareholder who practically have material influence in prescribing the company's management policy operation is Wutthiphum Jurangkool, Ph.D. Director, Recruitment & Remuneration Committee, and being the one of the Authorized Signing Director with two persons out of these two persons can sign together to authorize.

## No. of Registered Capital and Paid-up share Capital

### The Company's Security

Security's Name : SE-ED : SE-EDUCATION PUBLIC COMPANY LIMITED

Market : SET

Industry Group : Service

Business Category : Media and Publishing

First Trade Date : August 22, 1991

Authorized Capital : THB 391,944,529; THB 1 per common share

Paid-up Capital : THB 391,944,418; THB 1 per common share

(Unit : Baht)

	2023	2022	2021
Registered share capital:	391,944,529	391,944,529	391,944,529
Par value:	1	1	1
Paid-up share capital :			
paid-up share capital at the beginning of the period	391,944,418	391,944,418	391,944,418
paid-up share capital at the end of the period	391,944,418	391,944,418	391,944,418
Premiums on share capital :			
premiums on share capital at the beginning of the period	149,420,557	149,420,557	149,420,557
premiums on share capital at the end of the period	149,420,557	149,420,557	149,420,557



## The Subsidiary's Security (Plearn Patt Co., Ltd.)

(Unit : Million Baht)

Detail	2032	2022	2021
Authorized Share capital	151.85	151.85	151.85
Book value (Baht per share)	8.96	8.96	8.96
Issued and paid-up share capital	151.85	151.85	151.86
SE-ED holds of share	48.97	48.97	48.97

## Dividend Payment Policy

### Dividend Payment Policy of the Company

The Company declared a policy to pay dividend no less than 50% of the net profit after the deduction of the corporate income tax based on the separate financial statements. However, the dividend payment is subject to change depending on operating performance, financial position, liquidity, the need for working capital, investment and business expansion plans, suitability, and other factors relating to the Company's operations and management. This is contingent upon the condition that it will result in the maximum benefit of the shareholders as the Board of Directors deems appropriate. With respect to annual dividend, after the resolution of the Board of Directors to pay dividend, the Board shall submit to the shareholders for an approval at the Shareholders Annual General Meeting. Except the interim dividend, the Board is able to approve to pay an interim dividend and will report to the shareholders at the next Shareholders Meeting.

### Dividend Payment Policy of the Subsidiary (Plearn Patt Co., Ltd.)

The Company can pay dividend payment from the subsidiary when the Company withholds the capital reserve of no less than 5% of the annual total profit, deducted by the accumulated deficit (if any) until the reserve capital is accounted for no less than 10% of the registered capital. The Company may not pay dividends from other sources except for the profit money. In case the Company has an accumulated deficit, the Company may not pay dividends. The dividends will be divided by the numbers of shares evenly. However, the committee may pay occasional interim dividends if the profit amount is sufficient to appropriately do so and the committee will report it in the coming meeting. The dividend can be paid within one month from the shareholders' meeting date on the date of the committee's approval.

In addition, according to the Bill of Private Schools B.E. 2550 Section 45, the annual profits from the operation of schools in the system can be allocated by the committee as follows:

1) Schools in the system which are supported by the government allocate no more than 3% of the profit to the system's school support fund assigned by the committee.

In addition, according to the Bill of Private Schools B.E. 2550 Section 45, the annual profits from the operation of schools in the system can be allocated by the committee as follows:

- 1) Schools in the system which are supported by the government allocate no more than 3% of the profit to the system's school support fund assigned by the committee.
- 2) No less than 10% of the profit is allocated to the capital reserve.
- 3) No more than 40% of the profit is allocated to the licensee.
- 4) In case there are other funds, the profit may be located to such funds. In case of no other funds available, the remaining profits may be allocated to the capital reserve.

**The Company's dividend payments in the last 3 years are as follows:**

Description	2023 *	2022	2021
1. Net profit (Loss)	24,778,106	2,362,875	(60,552,473)
2. No. of share	391,944,418	391,944,418	391,944,418
3. Cash Dividend per share	Omit	Omit	Omit
4. Total Dividend payment	-	-	-
5. Dividend payout ratio	-	-	-

**Remark :** \* The Board of Directors' meeting no. 2/2024 had a resolution to propose to the General Shareholders Meeting to approve omitted dividend payment for the operation result of 2023, where by such omitted dividend payment will be decided at the annual general shareholder's meeting No.1/2024 on April 25, 2024.

# Risk Management

The Board of Directors of SE-Education Public Company (Limited) was well aware of the responsibilities it takes to run a good-governance operation in order to maximize the benefits to the shareholders of the Company. Thus, the Company systematically and continuously provided the risk management of its operation to reduce all risks to be in the acceptable level, for example, business risk, operational risk, financial risk, and legally and regulation risk.

The Board of Directors of the Company therefore assigned the Audit Committee to manage all risks. By this Audit Committee, an operational level committee was set up which included the high-level executives of the Company. All matters reported to the Audit Committee to make sure that the Company has a proper, acceptable risk management.

## Risk factors on business operation

### Operational Risk

- **Risk from the Conflicts over the Important Operational Place**

- o **The Distribution Center and Warehouse** All of the Company's publications and consigned products were solely stored at its Distribution Center and Warehouse at Bangna-Trad Rd., km.21 and then distributed to the SE-ED Book Center Branches, general bookstores, and other institutes. Therefore, the warehouse was an important place for operating business of the Company.

- o **Plearnpattana School** accounted as an important place to operate the business of its subsidiary company. Currently, the subsidiary company located on Phutthamonthon Sai 2 Rd., and covered 35 rai. The 15 rai rented from one of the shareholder of the subsidiary company and had 4 contracts valued THB 31.33 MB in total and covered 29-49 year period for an educational purpose. The terms and conditions in said contracts enforced the landlord not to sell or rent the land to any parties without the consent from the subsidiary company. In case the landlord was in utmost need and absolutely cannot find the solution, the landlord must to offer the subsidiary company first at the same price offered to other parties. If the subsidiary fails to accept the said offer within 60 days from the first day receives the notice, the landlord can precede with the transaction with other parties. Nevertheless, the subsidiary company had reconsidered to revise the terms and conditions of above contracts in order to prevent the expected risk in the future.

The Company had strongly emphasized on its prevention policy and raising awareness about place management better than rectifying the situation when damage is done. For the risk from natural disasters, accidents or other unforeseeable causes, it will definitely affect the operation of the Company and its subsidiary company. Therefore, the Company had insured the assets and goods thoroughly and regularly adapt the insurance limit to align with the value of the goods.

Further, the Company had developed the spare working system when the warehouse system is down or unable to work. Also, the ability to temporarily open the warehouse was enhanced in order to receive the goods from publishers and distributors and distribute them all over the country.

- **Risk from Fire, Flood and Other Natural Disasters:** Being in the publishing business, the Company's assets and products can be easily damaged and broken from various causes, which can potentially harm the business operation of the Company. Even though the Company and its subsidiary have adequate insurance coverage, the Company has always improved the precautionary measures against such dangers.

To reduce any risk from fire and to limit the fire spread, the new distribution center and warehouse had been equipped with the automatic fire alarm system and the automatic sprinkler system on the ceiling and between the shelves aisles. Further, the Company provided the employees the annual basic firefighting and evacuation fire drill training, along with the manual of fire safety emergency plan. Also, the protocol and responsible team had been assigned in case of fire emergency.

To reduce any risk from power failure, the uninterruptable power supplies had been provided in order to eliminate waste of operational time. Also, the preventive maintenance system had been employed to check up on the transformers, consumer units, and the uninterruptable power supplies.

- **Risk from IT System and Computer System Problems Nowadays :** IT system and computers were widely brought in as the important tools to business operation and competition. It also needed the constant risk management of security and system protection in order to operate smoothly and efficient.

Therefore, the Company issued the policy to govern IT system and practice guideline for usage, control, and security. To reduce and prevent any mistakes or computer system problems in the branches, warehouse, headquarter, and subsidiary company, trainings on technologies, social media responsibility, and computer regulations were provided to the employees.

Moreover, the Company and subsidiary company had developed the whole system to have a high availability which was a system to support larger transactions and high number of website visitors, including the anti-virus system. Since technologies changed rapidly, the Company would keep updating the whole system to be steady and ready to support the business expansion. In 2012, the Company had upgraded the network from Multiprotocol Label Switching or MPLs (128/128kbps) to Asymmetric Digital Subscriber Line or ADSL (1024/512kbps). The connection efficiency had improved greatly as a result.

- **Risk of Lacking of Specialists :** Human resources with a specific set of skills were important to the Company and subsidiary company. Publication and teaching aspects or even in business creation aspect were needed because all the current businesses the Company and subsidiary company operated were from the start.

To continuously enhance potential and efficiency of human resources, the Company had reviewed the compensation of its employees to align with the average in the same industry in terms of salary,

bonus, benefit, and training. Moreover, the Company planned to make employees can work as substitutes for themselves. The manual guide of the important roles will be provided for the new employees to easily learn and understand their tasks.

- **The risk of a deadly epidemic** : The occurrence of a serious epidemic affected purchasing power and the overall economy of the country. By this, it affected SE-ED Book Center stores directly. The Company therefore had increased sales channels and online marketing, issued a plan for appropriate cash flow management. In addition, the Company had educated employees on how to follow instructions from the announcements of the Ministry of Public Health or relevant government agencies.

### **Business Risk**

- **Risk from Replaceable Products and Reading Behavior Changes** : The Company's policy had been updated to develop and produce digital content, for example, e-book and audiobook. Currently they are available in many online channels.

To increase sales channels and reach the online customers, the Company's website: [www.se-ed.com](http://www.se-ed.com) and SE-ED application provide are for a faster and more convenient access to product information and marketing activities.

- **Risk from Copyright Infringements** : Since the Company strongly supports the ant copyright infringement policy, all foreign books will be licensed legally with the proprietors and checked the right availabilities in the territory before proceeding. Also, the Company always acquires the agreement and/or permission letter for any licensed content and illustrations.

Further, the authors or proprietors are required to enter the contract to legally confirm and grant the rights of the content to the Company to publish, distribute, and deliver a consignment.

### **Financial Risk**

- **Risk from Bad Debts of Uncollectible Account Receivables** : The Company's policy on the credit limit of its clients was to inspect their financial status based on the Company's standard. To adjust the credit limit aligning with current economic situation, the Company employed the debt recovery system and annually reviewed the clients' statuses and credit limits.

- **Risk from Foreign Exchange Rate** : Since the Company had entered the contract to be an exclusive distributor of ELT books of Oxford University Press (OUP) and acquired the rights to distribute and sell said books in Cambodia, Laos, and Indonesia, the Company exposed to risk of exchange rate volatilities. It was obligated and inevitable to buy and sell in the foreign currencies. In order to reduce risk of the Company to be at an acceptable level, the Company issued the policy entering into a forward contract with the banks and always approving by the Management.

### **Production Risk**

- **Risk from Material Shortage in Publication** : In order to adequate stocking up for production in a reasonable price, the Company always has the publication plan in advance and keeps update on the price trends of material.



## 1. Sustainability Management Policy and Goals

The Company is committed to the business of knowledge dissemination with emphasis on developing the knowledge and skills of Thai people in the fields necessary for the development of the country and creates sustainable growth under ethical principles and corporate governance as well as being responsible to the community, society, and the environment. The Company has taking the impact on business shareholders within the value chain in business operations into account. The Company has formulated operational strategies that cover all three dimensions of sustainable development, namely economy, society and environment. The important points are as follows:

### Economic Aspect

1. Committed to conducting business in accordance with good governance principles under good supervision Operate with transparency, fairness and can be verified with respect to the law. and regulations
2. Focus on product development, creation, and quality services in terms of a wide range of knowledge with technology and digital innovation to enhance the potential of the business and encourage Thai people to be better.
3. Work with both domestic and international partners to disseminate and develop a body of knowledge in a variety of fields in various ways suitable for Thai society, along with creating opportunities and increase competitiveness of Thai people.

### Social Aspect

1. Realizes the importance of human rights by not allowing the business to be involved directly or indirectly in violation of the rights and liberties of individuals. The Company takes care and treats personnel fairly, including giving equality to employees of all genders.
2. Encourages underprivileged children and communities in Thai society to gain access to learning resources more easily through activities such as book donations, school learning material donations, in hope to encourage lifetime reading habits.
3. Enables SE-ED customers to the opportunities to participate in donations at every SE-ED Book Center nationwide, which organized by the Smarter Thais Foundation.

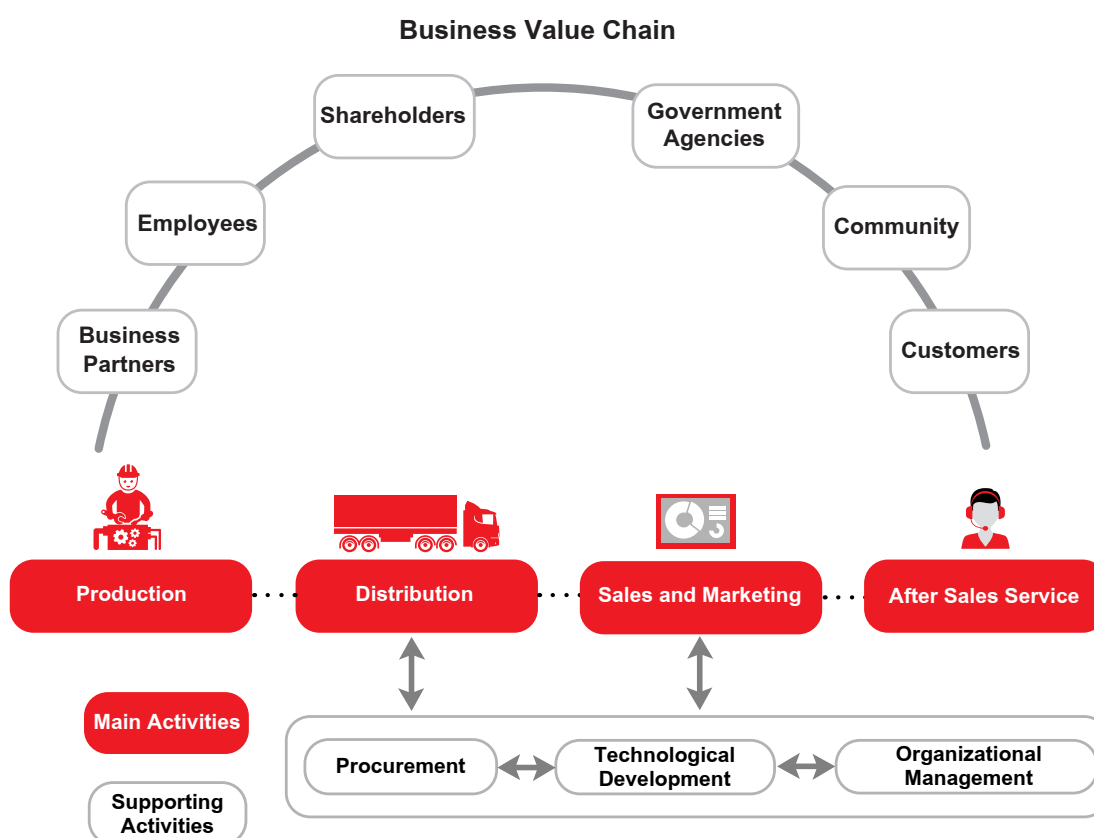
## Environmental Aspect

1. Implements the project and campaigns to raise awareness among employees to preserve and save resources and energy with efficiency.
2. Reduces paper consumption by encouraging employees to keep important documents or business information in the form of electronic media (e-document)
3. Creates and supports e-book, audiobook, and e-library reading services to reduce paper consumption.

## 2. Managing the impact on stakeholders in the business value chain

### 2.1 Business Value Chain

The company, executives, and all employees have commitment and inspiration together to grow the organization together with society in a sustainable way and to survive in the long run while creating new innovations to fulfill our mission, “We are determined to make Thai people better”. The Company realizes importance in treating stakeholders fairly, respecting rights and creating mutual understanding with stakeholders. The Company has categorized the stakeholders into 6 groups, namely: shareholders, employees, customers, partners, alliances, and communities & society that can create value through the business value chain as per the following details:



## 2.2 Analysis of stakeholders in the business value chain

The Company sees importance in those who involved in the business in the value chain both internally and externally in order to create wealth, financial stability, and sustainability together, the Company therefore determines efficient operations to meet expectations and needs of stakeholders as follows:

Stakeholder groups	Contact Channels	Expectations	Actions
Shareholders	<ul style="list-style-type: none"> <li>• Annual General Meeting of Shareholders</li> <li>• Reporting quarterly and yearly results by disclosing information on the Company's website and stock exchange's website</li> <li>• Investor Relations information on the Company's website.</li> <li>• Investor Relations Department</li> </ul>	<ul style="list-style-type: none"> <li>• Good performance business grows sustainably</li> <li>• Good Corporate Governance</li> <li>• Management with transparency and reliability</li> <li>• Effective risk management</li> </ul>	<ul style="list-style-type: none"> <li>• Operate business with transparency and in accordance with good governance</li> <li>• Disclose important information accurately and completely</li> </ul>
Employees	<ul style="list-style-type: none"> <li>• Public hearing and needs of employees to support the new business of the Company</li> <li>• Human Resource Management Communications</li> <li>• Annual performance appraisal of employees at all levels</li> </ul>	<ul style="list-style-type: none"> <li>• Appropriate remuneration and welfare</li> <li>• Being treat with equality, equality, respect for basic human rights.</li> <li>• Stability and career advancement</li> </ul>	<ul style="list-style-type: none"> <li>• Remuneration allocation and welfare as appropriate</li> <li>• Organize training courses, promote and develop employees' knowledge on a continual basis.</li> <li>• Listen to employees' opinions and suggestions to develop and improve appropriately</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Communication both online and offline about products and services</li> <li>• Regular customer meetings through the bookstore. and salesperson</li> <li>• Channels for referrals or make a complaint through Customer Service or the Company's website</li> </ul>	<ul style="list-style-type: none"> <li>• Offer good quality products and services at fair prices</li> <li>• Quick and punctual delivery of products</li> <li>• High security of personal information</li> </ul>	<ul style="list-style-type: none"> <li>• Deliver quality products and services</li> <li>• Develop products and services that meet customer needs</li> <li>• Create channels for customers to suggest and respond to complaints conveniently and quickly</li> </ul>



Stakeholder groups	Contact Channels	Expectations	Actions
Business Partners	<ul style="list-style-type: none"> <li>• Business Ethics</li> <li>• Meetings with business partners</li> <li>• Selection process and evaluating the performance of suppliers</li> <li>• Notice of data protection of business partners</li> </ul>	<ul style="list-style-type: none"> <li>• Fair and transparent business operations</li> <li>• Procurement process that is convenient, fast, and accurate</li> <li>• Operations are in accordance with the law and regulations set</li> <li>• Security of personal information</li> </ul>	<ul style="list-style-type: none"> <li>• Prepare business contracts and have a transparent and fair procurement process</li> <li>• Accurate payment schedule and on time</li> <li>• The security of information of partners is in accordance with the law.</li> </ul>
Alliances	<ul style="list-style-type: none"> <li>• Collaboration in various projects leading to product offerings and new services including activities to promote a learning society</li> <li>• Communication to tell, share market trends. and consumer behavior in different groups regularly</li> </ul>	<ul style="list-style-type: none"> <li>• Cooperation in doing business in accordance with good governance principles</li> <li>• Create and drive a learning society to create business opportunities</li> <li>• Development of sustainable business opportunities</li> </ul>	<ul style="list-style-type: none"> <li>• Make agreements to create a standardized, fair organizational business cooperation framework</li> <li>• Participate in discussions and meetings on a regular basis in creating activities to promote learning and marketing</li> </ul>
Communities & Society	<ul style="list-style-type: none"> <li>• Promote participation between the organization and the communities to create a learning society through various activities</li> <li>• Participate in or be part of a public or private sector organizing an event to promote various learning</li> </ul>	<ul style="list-style-type: none"> <li>• Carry out work or activities to create a learning society with transparency and accountability</li> <li>• Develop projects or activities with the determination to make Thai people better sustainably</li> </ul>	<ul style="list-style-type: none"> <li>• Support and promote activities related to learning that benefit the community.</li> <li>• Cooperate and participate in various projects that promote learning appropriately</li> </ul>

## Procurement Policy

- For the maximum benefit of the Company in terms of quality, price, and delivery
- With a transparent and verifiable procurement process
- From a trusted seller sources who have seller registration and be in the tax system
- There is a clear system and method of purchasing
- Have a good and tight internal control system
- Do not support illegal items

## 3. Environmental Sustainability Management

### 3.1 Environmental policies and practices

The Company places importance on sustainable business operations and awareness of environmental impact management, including the efficient use of resources and energy, the Company therefore pushes environmentally friendly practices into the operating system and covers activities that continually affect energy savings to ensure that no environmental impacts are created under the Company's business operations.

### 3.2 Environmental Performance

The company places great importance on energy saving by promoting and creating awareness for employees to save energy and efficient use of resources not wasted in vain. This is considered another way to reduce greenhouse gas emissions. For the year 2023, the company had carried out important energy-saving activities as follows:

- Saving electricity at the office by using LED T8 light bulbs to save energy and changing the light switches into individual string switches in the headquarters in order to save electrical energy on unoccupied workspaces.
- Power saving in the distribution and warehouse was implemented by using the T5 High Output bulbs instead of Metal halide lamps for higher space that needs more light. This implement helps reduce more than 50% of electricity usage. For normal space, the T5 fluorescent bulbs were installed, which can save electricity up to 33% when compared to normal fluorescent bulbs. In addition, the automatic light on and off system was installed in the new warehouse, which was working separately and independently, helping to use energy effectively.
- Minimizing of paper usage project promoting employees to manage the important documents through electronic media (e-document) to reduce papers usage and enable faster searching.
- The digital distribution system of the Distribution Center enabled a more flexible sorting system to efficiently handle all express book requests and accommodate changes in the market. Moreover, this system helped reducing paper use in the process up to 500,000 sheets per month.

- Saving water in the headquarters project by installing automatic piping valves in restrooms, working with the Contact Switch at toilets' doors. Valves will be turned on, if the door was closed only. This prevents wasting water.

#### Electricity Expense

Detail	Year		
	2021	2022	2023
Total electricity expense (Baht)	26,635,463.49	27,515,800.98	27,663,053.72
Percentage of total electricity expense to total expenses (%)	1.45	1.36	1.33
Percentage of total electricity expense to total revenues (%)	1.47	1.34	1.27
Intensity ratio of total electricity expense to total number of employees (Baht/Person/Year)	24,324.62	27,029.27	28,430.68

#### Fuel Expense

Detail	Year		
	2021	2022	2023
Total fuel expense (Baht)	3,064,802.03	3,859,982.51	4,076,789.18
Percentage of total fuel expense to total expenses (%)	0.17	0.19	0.20
Percentage of total fuel expense to total revenues (%)	0.17	0.19	0.19

#### Water Withdrawal Expense

Detail	Year		
	2021	2022	2023
Total water withdrawal expense (Baht)	154,419 .00	111,376.09	85,286.60
Percentage of total water withdrawal expense to total expenses (%)	0.01	0.01	0.00
Percentage of total water withdrawal expense to total revenues (%)	0.10	0.01	0.00
Intensity ratio of total water withdrawal expense to total number of employees (Baht/person/year)	141 .02	109.41	87.65

## 4. Sustainability Management in a Social Aspect

### 4.1 Social Policy and Guidelines

The Company is aware of the importance of conducting business with corporate social responsibilities (CSR) under ethical principles to achieve fairness to all stakeholders involved as well as applying good corporate governance principles as a guideline to maintain the balance of operations in terms of economy, community, society, and environment. The Company has a policy to respect human rights, child labor, and women labor by giving importance to labor practices and always respect for human rights, child labor, and women workers equally with all forms of labor. To provide all employees with a happy working environment, accept, and treat each other at all levels like family.

### 4.2 Social Performance

#### 1. Business operations with fairness

The Company conform the law, commit to conduct business under ethical basis by paying attention to strictly complying with contracts with partners under the rules of conducting business for the benefit of the business and society, by defining as a guideline for the Company's business operations. There are also other practices as follows:

- 1.1 The company has clearly defined work procedures in various matters such as procurement and employment, requiring the bidding of various projects. Approval Authority and rules for conducting various matters with clarity, transparency and fairness
- 1.2 The Company has a policy on confidentiality, information retention, provision of information, and use of inside information to conduct business with honesty equality to all stakeholders.
- 1.3 The Company has regulations and procurement process for a clear, transparent selection of trading partners, treating them with fairness.
- 1.4 The Company selects trade partners with reliable financial background and has the potential to grow together in the long run. There is a production process that takes into account the society and environment according to legal requirements.
- 1.5 The Company and its partners will produce or sell quality products that meet the needs and is not an infringement product or trade mark.

In 2023, the Company has not received any complaints about unfair business operations from its business partners.

#### 2. Anti-corruption

The Company is committed to legally conducting business with transparently and be a good example in society as well as pledging that the Company will not support any form of corruption for the operation of the Company to be in line with good corporate governance. In addition, it also has a policy to encourage employees to live according to the law as good citizens of the nation as well as encouraging business

partners of the Company run a legitimate business because the Company is aware that corruption is a serious threat to the development of the country and is a major obstacle to the sustainability of the nation.

In addition, the Board of Directors also determines the communication channel with the independent Directors via postal mail or email to permit reporting channels and suggestions so that instruction on the information examination process can be made.

**For the report on any illegal activity :** The Board of Directors also provides procedures and a channel of copyright infringement and appeal, by post and email:

Registered mails : Independent Directors, SE-EDUCATION Public Co., Ltd.  
1858/87-90, Interlink Tower Bangna Building, 19th Floor,  
Debaratna Road, Bangna Tai, Bangna, Bangkok, Thailand. ZIP code 10260

E-mail : id@se-ed.com

The Company has a policy to protect information providers and will keep the information of the informant confidential. There are inspection measures and clear penalties.

In 2023, no reports on misconduct relating to fraud and corruption related to the Company were found.

### 3. Respect Human Rights

The Company is aware of respecting the law and human rights which is basic human rights that requires equality in terms of dignity and the right to live with dignity regardless of gender differences, religious beliefs, political opinion, social belief, physical status or educational qualifications, without discrimination.

In 2023, the Company has not received any complaints about human rights violations from the Company's employees, business partners, and communities.

### 4. Fair Labor Treatment

The Company places importance on the value of all employees. Therefore, guidelines for treatment of employees have been established. Regarding good corporate governance, the Company organizes activities to promote and develop key personnel as follows:

- 4.1 Annual health check-up for all employees at the Company (head office and warehouse) for employees in provincial branches, the Company has a budget for each person to facilitate employees to be able to check their health with their local hospital.
- 4.2 Employee welfare such as medical welfare benefits life insurance and group accidents including insurance/life In the case of traveling to perform duties in high-risk areas.
- 4.3 Other welfare benefits included funeral assistance in the event of his/her parents of the employee dies, financial assistance in case of natural disasters such as floods, storms, etc.
- 4.4 Coordinate and find loan sources for employees in special cases such as floods, fires, house repairs.

- 4.5 Promote and provide knowledge about savings, tax management, money management, and investment by inviting speakers from publishers or a knowledgeable writer who specializes in finance and investment that sells books with the Company to be a lecturer to educate employees.
- 4.6 Organize a variety of activities and invite employees to participate in the agenda and various festivals such as the New Year's merit making event, reading promotion events for employees through SE-ED Book Club activities to meet, discuss, and exchange views on books, etc.
- 4.7 Library for employees has provided within the Company, so that employees can sit and read in the library during their free time. Employees can also borrow books and read at home. It encourages the development of knowledge that the employees themselves and to promote the development of knowledge that the employees' families concurrently.
- 4.8 Privileges for employees to purchase books at special prices to promote their knowledge development and work skills.
- 4.9 The Company has a policy of non-discrimination and provides equal opportunities in employment with the employment of disabled people according to The Act fully according to the law. The Company also promotes and develops the quality of life of people with disabilities, including supporting and encourage disabled people to work equally with normal people in positions that can be performed, such as accounting and finance work, human resources work, distribution center work.

The Company pays attention to safety and hygiene in the workplace so that all employees are safe have good health in a good environment, the Company therefore proceeds with work related to safety and hygiene in the year 2023 as follows:

1. Organize fire evacuation drills given to employees annually.
2. Spray insecticides in the office every month to prevent diseases and germs that may be caused by various insects.

## 5. Responsibility to customers and consumers

The Company has a firm policy to create and publish books and learning materials that contribute to the development of competency in English, mathematics, science, and emerging knowledge to personnel in the country, including children and youth, to learn through the media and product innovation and services to further the imagination and inspire their own through product distribution channels and services that everyone can access at a fair price. The Company is committed to selling products and quality services to customers as follows:

- 5.1 Disclosure of product and service information details completely and clearly.
- 5.2 Accept returning or exchanging any product that is damaged or having properties that do not match the label, the advertisement, conditions, methods and channels.
- 5.3 The Company prepares a database of customers and members to provide discounts, special privileges or organize promotional activities with a system to maintain the confidentiality of information safely.
- 5.4 Establish a Customer Service to provide advice on the use of products and services and solve various problems arising from the use, including receiving complaints from customers.

## 6. Participation in Communities and Social Development

SE-ED is committed to creating ‘A society of learning’ based on the belief that education is a crucial foundation for national development. We are aware of the importance of creating opportunities and encouraging Thai people to love reading by working with agencies in every sector. To increase the potential and quality of education, SE-ED conducts business according to the basic framework under the principles of corporate governance, along with community development and sustainable societal growth.

### Forward inspiration

“Inspiration starts here” is SE-ED’s unwavering commitment to encourage Thai people to “love reading” because reading is the starting point for inspiration, imagination, and creativity. SE-ED is akin to a never-ending treasure trove of learning, filled with a wide variety of books to meet every interest.

SE-ED is committed to supporting Thai people in loving reading through various activities aimed at promoting reading. These include BOOK TALK sessions led by renowned writers, WORKSHOP activities focusing on children’s books, and celebration events acknowledging the accomplishment of Thai people having read over 100,000 copies. In 2023, two notable books were ATOMIC HABITS by JAMES CLEAR and MONEY 101 by Coach Noom-Jakkraphong Mesaphan.





## Create a new experience in the bookstores

SE-ED is committed to enhancing the bookstore experience for customers by giving our branch stores a fresh new look. Each store has its own unique design, tailored to meet the needs of customers of all ages and backgrounds. We believe that updating the appearance of our stores will create a reading experience that feels exciting and inspiring for our customers. Some of the renovated branches include ICS branches, Central Chiang Mai, Silom Complex, The Mall Bangkok, Big C Place Saraburi, and Big C Sungai Kolok.





Another new experience: SE-ED collaborates with the renowned cartoon brand “SESAME STREET” to infuse the warmth and cheerfulness of its beloved characters into our efforts to promote reading and enhance the in-store experience. This partnership led SE-ED to receive the prestigious “RETAILER OF THE YEAR” award at the HONG KONG INTERNATIONAL LICENSING SHOW 2023.



### Promote reading at the national level

SE-ED is dedicated to fostering a culture of learning within Thai society and continuously inspiring individuals through various reading-promotion activities. SE-ED actively participates in initiatives such as National Book Week, regional book fairs, and pickup truck warehouse opening events, offering books at special prices to make them easily accessible to everyone.





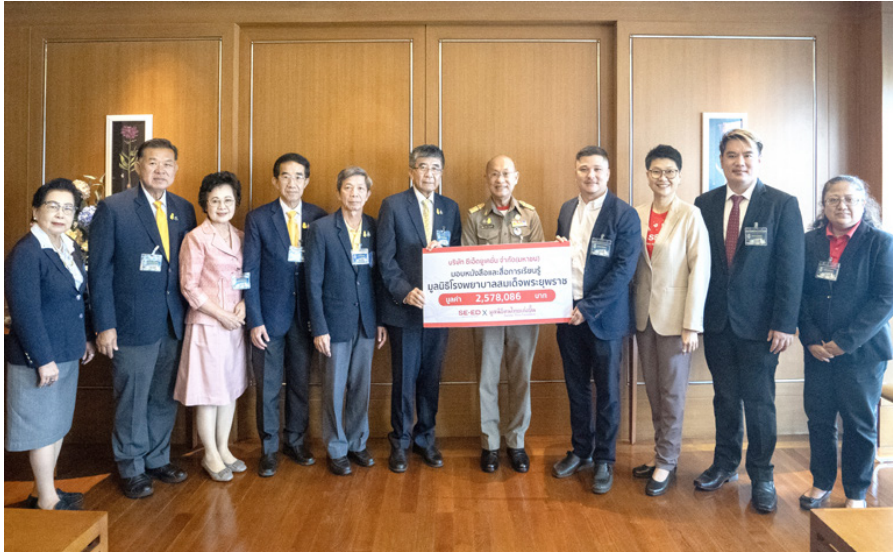
Recognizing the importance of cultivating a love for reading among Thai youth, SE-ED endeavors to instill this value sustainably. One such effort involves organizing contests for young content creators of youth books, providing them with a platform to showcase their abilities in recommending books. Additionally, SE-ED promotes reading skills at events like the Book Fair and Learning 2023 in Ubon Ratchathani Province.





## Forward knowledge to society

SE-ED and the Smarter Thais Foundation persist in their efforts to enrich society by donating books to 1,600 educational institutions, foundations, and various agencies across the country. This initiative, totaling 40 million baht in value, aims to foster learning opportunities in every region. Recipients include all Somdej Phra Yupparaj Hospitals, the Library Association of Thailand, the Department of Corrections, public libraries nationwide under the Department of Learning Promotion, and projects like the “Educational Survival Bags” by the Royal Thai Army.



## Integrate educational cooperation to raise the level to the international level

SE-ED acknowledges the significance of fostering ongoing cooperation to elevate the quality of Thai education to international standards. This entails integrating educational innovations, developing curricula, enhancing teaching and learning materials, and conducting activities aimed at raising standards to international standards. Collaboration between SE-ED and various educational agencies serves as a pivotal strategy to enhance efficiency and promote continuous learning among educational personnel. Notable collaborations include partnerships with the Office of the Vocational Education Commission and the St. Gabriel Foundation of Thailand. SE-ED also hosts events like the SE-ED ACADEMIC DAY seminar, catering to educational institution administrators and teachers. Additionally, SE-ED plays a role in organizing the International Youth Robot Competition (IYRC) Thailand 2023, fostering global engagement and technological proficiency among youth participants.



# Management Discussion and Analysis (MD&A)

## Analysis of operations and financial position

### Profitability and Operation Efficiency

	Consolidated financial statements			Separate financial statements		
	2023	2022	2021	2023	2022	2021
Total revenue (Million Baht)*	2,170.95	2,056.70	1,816.66	1,884.99	1,794.61	1,605.67
Growth from the last year (%)	5.60	13.21	(14.35)	5.00	11.77	(15.65)

\* The total revenue is from financial statement that combines the profit share from the associate, which is in accordance with the total revenue information from the Stock Exchange of Thailand.

In the year 2023, the Thai economy as a whole grew at a slower pace, which was in line with the slow recovery of export and revenues of tourism. Government spending shrank due to capital expenditures of both the central government and state enterprises. However, private consumption indicators and the service sector continued to expand and were important driving forces of the Thai economy. Meanwhile, core inflation remained stable. The labor market continued to recover from the previous quarter. Signs of employment in the manufacturing sector were to be slowing down. For the publishing industry, the market was beginning to recover. Various publishing houses increased the production capacity of new publications. Book categories, especially the applied psychology, self-development, business techniques, and entertainment encouraged the atmosphere for producing, reading, and consumers' response better. In addition, other products that promote learning or enhancing skills for children and the lifestyle groups of teenagers, students, and working people are starting to show signs of improvement as well; yet, it was still not the same level as before COVID-19. However, the Company had adapted itself to be more in line with the current situation. It continued to control expenses in every dimension, including closing branches that were not profitable, although the Company received a rental discount from shopping malls, which helped the Company cut some expenses.

- **Branch Closing** The Company closed 24 unprofitable branches, allowing the Company to control expenses more efficiently. The Company recently had 220 branches that are still in operation as of December 31, 2023.

- **Branch Expansiones** The Company had opened a new branch in the Year 2023 such as ICONSIAM, Nong Khai, Mittraphap Road, Big C Su-ngai Kolok Narathiwat, Big C Saraburi.

However, the income from the wholesale business raised a growth rate of approximately 14.8% from the previous year and due to an increase of 0.6% from the retail business group. With the Same Store Sale group having a growth rate of 6.7%. The company has collaborated with the Office of Basic Education Commission (OBEC), the Ministry of Education, and partners to seek endorsement approval of the 4-skill EduSynch CEFR Level Test from the Secretariat Office of the Teachers Council of Thailand. This accreditation allows all test-taking teachers to submit their passing scores to the Ministry of Education for academic status advancement.

The company recognizes potential opportunities presented by the CEFR Level Test. In response, the Academic Development and International Business Division has developed the EduSynch test into a house brand under the name SE-ED Academy CEFR Level Test. This test continuously meets the needs of educational institutions at both the school and university levels.

In 2023, the company conducted the exam for 4,000 OBEC teachers nationwide by closely collaborating with 185 Human Capital Excellence Centers (HCEC) to assess the knowledge and language proficiency of English teachers across the country.

However, the Company had also been an adjusted in terms of cost control and improving books and products selection to meet the needs of customers.

In addition, the Company was improving its online channels to be more convenient and faster to facilitate the changes of customer behavior which tended to shop online more. The Company structure had been revised to increase efficiency, reduce costs, and generate new sources of income. The Company also attached great importance to new digital businesses. Currently, the Company was under products & services development with collaboration from alliances specialized in education, content providers, and international technology leaders in order to strengthen and maintain its premier position in book industry and the greatest book store chain store of Thailand. This would embark a new era of learning centers on online and offline platforms.

### Operating performance for year 2023, 2022 and 2021

(Unit : Million Baht)

	Consolidated financial statements		
	2023	2022	2021
<b>Revenues</b>			
Revenues from sales	1,818.74	1,729.50	1,560.59
Tuition fees income	227.66	257.44	212.07
Interest income and dividend income	0.44	0.48	0.47
Gain form value measurement of investorment property	22.50	-	-
Other income	51.62	69.28	43.54
<b>Total revenues</b>	<b>2,170.95</b>	<b>2,056.70</b>	<b>1,816.67</b>

### Operating performance for year 2023, 2022 and 2021

(Unit : Million Baht)

	Consolidated financial statements		
	2023	2022	2021
<b>Expenses</b>			
Cost of sales	1,162.72	1,100.91	988.53
Cost of tuition fees	198.40	187.58	151.68
Selling expenses	439.82	468.46	436.57
Administrative expenses	283.18	265.78	265.00
Other loss	0.13	0.07	2.43
<b>Total expenses</b>	<b>2,084.25</b>	<b>2,022.79</b>	<b>1,844.21</b>
Gross profit	735.29	698.45	632.45
Gross Margin (%)	35.07%	35.15%	35.68%
EBITDA	135.69	78.47	69.66
Profit from operation accordance with Cash Flow Statement	173.64	156.84	151.58
Net profit(loss) of shareholders' equity of parent company	36.05	(2.95)	(57.08)
<b>EPS (Baht)</b>	<b>0.092</b>	<b>(0.008)</b>	<b>(0.146)</b>

**OPERATING RESULTS** For the year ended December 31, 2023 the financial information can be summarized as follows:

- **The total revenue** Total revenue according to the consolidated financial statements was THB 2,170.95 million, increased by THB 114.25 million or 5.60% which according to the separate financial statements, the income increased by 5%.
- **The sales and administrative expenses** is THB 723.13 million, an decrease of THB 11.18 million or 1.50% due to effective control costs. especially improving product turnover rate.
- **Financial expenses** were THB 21.70 million, decreased by THB 0.55 million in with a decrease of the principal burden.

**EBITDA** was THB 135.69 million, increased by THB 57.22 million or 72.90% according to improving operating results and realized a profit from the appraisal of investment real estate of THB 18 million.



## Analysis of financial

### Statement of financial position As at 31 December 2023 and 2022

(Unit : Million Baht)

	Consolidated financial statement			
	2023	2022	Increase (decrease)	%
Current assets	428.13	403.54	24.59	6.10
Non-current assets	2,188.41	2,027.71	160.70	7.90
<b>Total assets</b>	<b>2,616.54</b>	<b>2,431.25</b>	<b>185.29</b>	<b>7.60</b>
Current liability	864.93	803.91	61.02	7.60
Non-current liability	405.46	466.74	(61.28)	(13.10)
Total liability	1,270.39	1,270.65	(0.26)	(0.02)
Total shareholder's equity	1,346.15	1,160.60	185.55	16.00
<b>Total liability and shareholder's equity</b>	<b>2,616.54</b>	<b>2,431.25</b>	<b>185.29</b>	<b>7.60</b>

**Current assets increased by THB 24.59 million or 6.10%** as follows:

- Cash and cash equivalents increased by THB 16.63 million or 16.29%.
- Trade accounts receivable and other receivables increased by THB 11.21 million or 23.70%. Most of them were the major receivables.
- Inventories increased by THB 6.89 million or 3.10%.
- Other current financial assets decreased by THB 11.39 million or 89.80% due to the sale of temporary investments to use as working capitals and repayment of long-term loans.

**Non-current assets increased by THB 160.70 million or 7.90%** due to additional assessment of land and buildings used for operations and investment properties by an independent appraiser.

**Current liability increased by THB 61.02 million or 7.60%** as follows:

- Bank overdrafts and short-term loans increased by THB 64.96 million.
- Long-term loans due within one year of subsidiary increased by THB 23.99 million.
- Current portion of long-term employee benefits obligations which was due within one year increased by THB 4.10 million due to a decrease in employee turnover.
- Current portion of lease liabilities decreased by THB 20.40 million.
- Trade and other current payables decreased by THB 16.35 million.



**Non-current liabilities decreased by THB 61.28 million or 13.10%** due to:

- Long-term loans decreased by THB 106.17 million due to loan repayment under the contract.
- Provision for decommissioning costs decreased by THB 9.83 million.
- Deferred tax liabilities increased by THB 46.57 million.
- The subsidiary's education insurance money increased by THB 10.80 million due to a policy during the year to collect insurance money for school development.

**Shareholder's equity decreased by THB 185.55 million or 15.16%** because an increase in property and investment property appraisals by an independent appraiser and better operating results of the Company.

#### Statement of cash flows of 2023 and 2022

(Unit : Million Baht)

	Consolidated financial statement			
	2023	2022	Increase (decrease)	%
Cash flows from (used) operation activities	146.80	106.42	40.38	37.90
Cash flows from (used) investing activities	(53.68)	(35.27)	(18.41)	(52.20)
Cash flows from (used) financing activities	(76.49)	(104.75)	28.26	26.27
<b>Cash flows Increase (decreased)</b>	<b>16.63</b>	<b>(33.60)</b>	<b>50.23</b>	<b>149.50</b>

**Cash flows from operation activities in 2023 was THB 146.80 million** came from:

- Profit in the form of cash from operation was THB 173.56 million.
- From changes in operating assets increased by THB 9.35 million from trade accounts receivable.
- Operation liabilities increased by THB 3.71 million from the education insurance money and realizing the advance income of the subsidiary.
- Cash deceased by THB 4.80 million from reconditioning of closed branches and renovating branches.
- Cash deceased by THB 21.63 million from paying an interest of the long-term loans.

**Cash flows from in investing activities in 2023 was THB (53.68) million.**

- Cash deceased by THB 49.76 million from expanding school building and purchasing the school supplies of the subsidiary company.
- Cash decreased by THB 18.18 million from the purchase of rights-of-use assets under lease agreements.

**Cash flows used in financing activities in 2023 was THB (76.49) million.**

- Cash decreased from due long-term loans of THB 82.18 million.
- Cash decreased by THB 54.94 million due to paying liabilities under lease agreements.
- Cash increased from short-term loans from financial institutions of THB 60 million.
- Cash decrease from the subsidiary companies' dividend payment of THB 4.32 million.

**Financial ratio of 2023 and 2022**

(Unit : Million Baht)

Financial ratios		Consolidated financial statement	
		2023	2022
Return On Equity (ROE)	%	3.19	(0.28)
Return on Asset (ROA)	%	3.44	1.36
Debt to Equity Ratio	times	0.94	1.09
Interest Coverage Ratio	times	9.10	8.15

**Note:**

- ROE (Return on Equity) = Net profit (Parent Company only) divided by shareholder's equity (averaged) from Parent Company only
- ROA (Return on Assets) = Net profit before financial and tax expenses divided by total assets (averaged)
- Debt to Equity ratio = total debts divided by shareholder's equity (minor shareholder's equity included)
- Debt service Coverage Ration = Profit from operating activities before changes in operating assets and liabilities + interest + income tax expenses divided by interest from operation and investment

**Return on Equity (ROE)** was 3.19%, increased by 3.47% according to the improving performance comparing and **Return on Assets (ROA)** was 3.44% increased by 2.08% from the revaluation of assets.

**Debt to Equity Ratio** decreased by 0.15 times from the loan repayment that were due and an increase of shareholder equity from the appraisal of land and buildings by an independent appraiser.

**Interest Coverage Ratio** increased 0.95 times in line with the increased principal burden.

## Financial ratios

### LIQUIDITY RATIO

Ratio	Consolidated Financial Statements		
	2023	2022	2021
Current Ratio (Times)	0.49	0.50	0.58
Quick Ratio (Times)	0.21	0.20	0.29
Cash Flow Ratio (Times)	0.18	0.13	0.09
Accounts Receivable Turnover (Times)	18.70	17.90	14.66
Average Debt Collection Period (Day)	20	20	25
Inventory Turnover (Times)	5.43	5.22	3.80
Average Selling Period (Day)	67	70	96
Payable Turnover (Times)	3.43	2.93	2.18
Average Payment Period (Day)	106	124	168
Cash Cycle (Day)	(20)	(34)	(47)

### PROFITABILITY RATIO

Gross Profit Margin (%)	35.07	35.15	35.68
Operating Profit (loss) (%)	4.14	1.71	(1.55)
Other Profit (%)	3.43	3.39	2.42
Cash to Earnings Ratio (%)	169.15	320	(309)
Net Profit (loss) Margin (%)	1.66	(0.1)	(3.1)
Return on Equity (%)	3.19	(0.28)	(5.38)

### EFFICIENCY RATIO

Return on Assets (%)	3.44	1.36	(1.03)
Return on Fixed Assets (%)	1.18	0.73	0.45
Assets Turnover (Times)	0.58	0.56	0.68

### FINANCIAL POLICY RATIO

Debt to Equity Ratio (Times)	0.94	1.09	1.26
Interest Capability Ratio (Times)	9.10	8.15	7.89
Debt Service Coverage Ratio (Times)	0.20	0.115	0.100
Dividend Payout Ratio (%)	0*	0	0

**Remark :** \* To omit of dividend for the operation result of the Company for the year 2023 from net profit in the separate financial statement, which has been proposed from the Board of Directors and waiting for approval from shareholders in the annual general shareholders' meeting No.1/2024, on April 25, 2024.

## Legal Disputes

As of December 31, 2023 the Company and to associates did not have any lawsuit or legal disputes which may effect to company and its associates' assets more than 5% of shareholders' equity and effect the operation significantly, includes did not have any lawsuit or legal disputes from the regular business which may effect to company and its associate.





PART 2

# Corporate Governance

# Corporate Governance Policy

The Board of Directors is aware of the importance of good corporate governance to increase transparency, competitiveness and confidence to the shareholders, the investors and the involved parties. So, it has prescribed in written format the policy on Good Corporate Governance and also revised and updated the policy on Good Corporate Governance and business ethics handbook that are suitable for the business environments and more international, by stipulating that the revision of Good Corporate Governance policy shall be made once a year.

## The Board of Directors has prescribed the policy of good corporate governance as follows:

1. The Board of Directors, all management and staffs are determined to engage in practicing Good Corporate Governance in the Company and organize management structure that offers linkage between the Board of Directors, management, shareholders and stakeholders.
2. Shareholders will be treated with fairness and have their rights in access to information and available channel of communication with the Company.
3. The Board of Directors will facilitate all minority shareholders in permission to add number of minority shareholders' meeting prior to the date of shareholders' meeting, which also includes a clear guideline of practice.
4. The Board of Directors will engage in the release of business information with regards to finance and non-finance information adequately, reliably, timely, transparently, fairly to all shareholders, investors and Company's Stakeholders.
5. The Board of Directors will establish a unit in the Company to deal with shareholders, investors, auditing the business communication with good governance office.
6. The Board of Directors will promote the co-operation between the Company and the Stakeholders, and also determines the communication channel between them.
7. The Board of Directors may appoint other Committee(s) to consider the monitoring of task as suitable.
8. The Board of Directors has the role in determining the vision, mission, financial target, risk, work plan, and also monitor and control the work in accordance with the policy and plan as effectively prescribed.
9. The Board of Directors has the role in promoting the business ethics in written form and also promotes the activity that supports good ethical conduct of Directors, management, and staffs.
10. The Board of Directors will conduct the annual self-evaluation activity to create auditing framework of the Board of Directors.

11. The Board of Directors will organize a recruitment System for individuals who will be responsible for management position through transparent and sufficient process of selection.

For the Corporate Good Governance Policy and Business Ethics Policy, please search and view the information from Investor Relations website (<http://corporate.se-ed.com>).

## **Board Responsibilities**

For the act of duty for Directors, all the stated principles will be of honestly, directness and abiding by the rule of laws and regulations of the Company. By adhering to the principles for every business activity, all decisions and transactions made will be processed with honesty at its core.

The Board of Directors shall consider prescribing and separating the duty and responsibility between the Directors and the management clearly, including communicating the roles, duties and responsibilities to the Directors, the management and the employees of the Company regularly

The Board of the Company is responsible for performing its duties according to legality, objectives and company regulations and shareholders' resolution with integrity for the Company's best interest. The Board of the Company has an exact amount of time to be in office, which is consistent with the Company's regulations which stated that one-third of Committees who have the longest term in position must accept the resignation in each annual general meeting.

The Board of Directors actively participates in defining the Company's vision, mission, strategies, goals, and business plans. These elements are subject to annual review and consideration. The Management team is tasked with reporting performance results aligned with the strategy during quarterly board meetings. Additionally, the Board oversees, monitors, and evaluates the performance of the management team and operations to ensure alignment with defined business plans and regulatory requirements. Furthermore, adherence to regulations set by each business unit under supervision and related governmental units, as well as resolutions from shareholder meetings, is a priority. The aim is to maximize economic value for the business while ensuring maximum security for shareholders and considering the interests of all stakeholders. In 2023, the Board of Directors reviewed and approved the company's vision, mission, and strategy twice.

The Company realized the importance of good supervision, as the result, 8 out of 10 Directors (80%) completed the Director Accreditation Program (DAP), Director Certification Program (DCP), Finance for Director (FFD), Advanced Audit Committee Program (AACP) and Company Reporting Program (CRP) organized by Thai Institute of Directors Association.

## **Rights of Shareholders**

The Company's Board of Directors is aware of ownership rights in controlling the company through appointment of the Board of Directors to act on behalf of shareholders and maintains the right to decide on the major change of the Company's Board of Directors. Therefore, it seeks to support the shareholders whether major or individual ones, foreign or institutional investors to exercise their rights as bestowed upon by the stipulated basic shareholders' right which are the rights to buy-sell, or transfer stocks, sharing profit, receipt of adequate information regarding the business, and the shareholders should learn about the rule and procedure in attending the shareholders' meeting and permitting adequate information for consideration before the meeting. This also includes the opportunity to query the Directors both during the meeting or in advance submission of query request. The Company's Board of Directors is aware and put the emphasis on the importance of shareholders' right. It seeks not to infringe upon or evict the shareholders' rights.



The Board of Directors has set a schedule for an annual shareholders' meeting within 4 months from the end of accounting's year. And in case of necessity for special meetings which may arise from the needs to resolve the issue that may affect the interest of shareholders with regards to laws, regulations that must be approved by shareholders, the Board of Directors will call for an extra meeting for shareholders.

In organizing shareholders' meeting, the Company's Board of Directors stresses the importance of shareholders' rights, beginning with the date of meetings which are not a long holiday or national holiday and appointment time for meeting should not be too early or too late in the evening and the meeting place should be held in a place where transportation is relatively convenient. Moreover, the Company proceeds to send the invitation with the details of meeting agendas, along with Directors' opinions, the details of agendas to consider the important reasons, positive and negative impact in each agenda, authorization documents in 3 formats as defined by laws, and list of independent Directors along with suggestions for proxy authorization procedures so that the shareholders can assign proxy on behalf of them to attend the meeting and declared the preparation of customs stamps to serve the proxy without charge. This includes the map of place for meeting for shareholders for no less than 21 days in advance before the meeting day, and also announced through daily newspaper for a minimum of 3 consecutive days, and 3 days before the meeting day, to allow time for shareholders of the incoming meeting.

## **Shareholders' Meeting**

In the shareholder's meeting of 2023, the Board of Directors has appointed the Company's secretary to inform the shareholders through Stock Exchange of Thailand and Company's investor relations website that the shareholders can request for additional meeting agenda, nomination of candidate for the post of director, as well as the advance inquiry. The Company's directors allow any inquiry to be submitted from September 30, 2022 to December 31, 2022 directly to Company's secretary, investor relation division, or through website, by proposing the meeting agenda, and name of person for the position as directors at least 3 months prior to the last date of the fiscal year.

However, there was no shareholder who requested additional meeting agenda, nomination of candidate for the managerial position. For the advance inquiry, the Company has allowed the acceptance of inquiry till the day of shareholders' meeting.

And in the shareholder's meeting of 2024, the Board of Directors has specified the date of request from October 3, 2023 to December 31, 2023, which can be requested directly to Company's secretary, investor relation division, or through website, by proposing the meeting agenda, and name of person for the position as Directors at least 90 days prior to the last date of the fiscal year and the Company have illustrated the principles and methods used on the website of investor relations.

## **Delivery of the Annual General meeting invitation documents**

In the shareholders' meeting, the Board of Directors has placed priority to the Shareholder's right, by sending the meeting invitation letter with meeting details, objectives and reasons, along with the Committees' opinion to consider the noteworthiness of inquiry, the positive and negative effect in each period of meeting, authorization letter, and name of independent Director(s) together with advise in authorization paper that allow shareholder choices to choose someone to represent them in the Shareholder's meeting. This includes the map of the place for meeting for shareholders. and also announced through daily newspaper for a minimum of 3 consecutive days, and 3 days before the meeting day, to allow time for alarming shareholders of the incoming meeting. It must be noted that for the general shareholders' meeting in 2023, the Company will openly post an invitation message, annual report for

2022 and all related documents in Thai and English version be fully released calling for a shareholders' meeting on the Company's website in advance no less than 28 days., and invitation message to shareholders via stock registrar in advance no less than 21 days.

## **Date of Shareholders' Meeting and Meeting Procedure**

The Company attempted to improve the process of shareholders' meeting to ensure the suitability consistently, particularly after 2005 onward. It adheres to the principle that every shareholder should have equal opportunity in receiving the information and also equal chance for shareholders' right, including the right to voice opinion or to offer suggestions that are beneficial to the Company.

To register for the meeting, the Company will allow registration for at least 2 hours prior to the beginning of actual meeting and continue to do so until the meeting is over a regular practice since 2005. In addition to that, the Board of Directors will also seek to serve the shareholders with the staffs and adequate number of computer. In the general shareholders' meeting 2007, the Company, for the first time, started using a barcode system for registration purposes to facilitate the shareholders, as well as an arrangement to print voting cards in each meeting agenda for every shareholder.

The Company prepared staff to serve shareholders in acquiring information and serve the query points. Moreover, a welcoming meal is organized for attended shareholders. The Annual General Shareholders Meeting 2023 was convened in Meeting Room 11A, Interlink Tower Bangna Building, 9<sup>th</sup> Floor. (originally Nation Tower). The Company reserved sufficient parking space for the shareholders and provided maps with information about public transportation that was attached to the invitation letter.

For those shareholders who were available to attend the meeting by themselves, the Company allowed the shareholders to authorize an independent Director for at least 1 individual or the Company's secretary to attend the meeting and vote in representation.

Prior to the meeting, the Company played a DVR introducing the Company history, its annual operating results to all shareholders to learn about the Company information before the start of the meeting. There was also another video presentation about the promotion of the corporate governance related to shareholder's meetings of listed companies. Before the meeting really begins, the Chairman will explain the method of voting and counting. The counting of votes will be illustrated and the results of every step in the meeting room will also be summarized. In case the shareholders cannot attend the meeting, the Company allows the shareholder to authorize someone, independent Director (s) or Company's secretary representing them in the meeting. During the meeting, the Company provides adequate time and allows a fair chance for shareholders to ask questions. The Directors who are related to that question, particularly Chairman of auditor Committee, Chairman of Committee and Managing Directors, including the high-level executives in the area of accounting, finance, internal audit and accounting audit to attend the meeting at the same time to answer some of the questions in the meeting. The Chairman will moderate the meeting according to the scheduled meeting agenda. But such meeting will not allow an un-announced meeting agenda, with the total time of 2 hours and a half or more.

The Board of Directors put the emphasis on attendance of the Annual General Shareholders Meeting in order to receive questions and feedbacks. In the Annual General Shareholders Meeting 2023, 7 out of 10 (70%) directors attended the meeting. However, Acting Chairman of the Board of Directors, Managing Director, and Chairman of every subcommittee attended the meeting. The Company's executives in accounting, finance, internal auditor and auditors were also in attendance to answer questions of the shareholders. In addition, the Company invited a neutral auditor, Mr. Somjit Kanokseriwong from Chuan and Associates Law Office to supervise the vote counting.

In the voting, the shareholders used voting cards to vote deploying barcode systems to count vote more rapidly and efficiently. The Company will collect the voting card only in case there are shareholders who vote against or abstain from voting, but for the Board of Directors' election, to be in line with the best practice of shareholders' meeting, the Company collected the voting cards from the each of the participated shareholders and voting of Directors will be voting for each Director. Moreover, the Company has requested a law consultant to join the vote counting procedure and confirmed the result with accuracy, transparency, and in accordance with the Company's regulation. For the result of voting in each agenda, the Company immediately announced the result of the vote in each agenda of each shareholder's resolution regardless of whether the vote result shows on the outcome of agree, disagree, abstention and invalid ballot immediately.

After the meeting, the Board of Directors will allow chance for shareholders, analysts and general investors to answer to the inquiry, by having the Chairman, Sub-committee chairman, managing director, and senior executives in accounting and finance to jointly answer. However, in replying to the inquiry, the Board of Directors will adhere to the equal opportunity to the Company's information.

### **After the meeting day**

The Company's directors assigned the secretary to disclose resolutions and voting results from the shareholders meetings on the day after through The Stock Exchange of Thailand and the Company's website. During the shareholders meeting, the company's secretary has recorded important questions, and remarks from the meeting, counting votes and concluding resolutions. The number of votes for each agenda is clearly recorded which agree, disagree abstention and invalid ballot. Shareholders meeting reports along with pictures and audio records will be posted on the Company's website Investor Relations (<http://corporate.se-ed.com>), within 14 days from the meeting date.

### **Equitable Treatment of Shareholders**

The Company's Board of Directors is aware of the equal and just treatment to all shareholders.

1. The Board of Director assigned the Company's secretary to announce to the shareholders through the communication channel of Stock Exchange of Thailand and investor websites for shareholders to propose meeting agenda, lists of persons to be positioned as Directors and submit questions in advance. The Board of Directors determines the time to receive the request directly to the Company's secretary, investor relation, independent Directors or via website by proposing the meeting agenda and name of the person to be positioned as Directors at least 3 months prior to the last date of the fiscal year, in which criteria of consideration is posted on the website of investor relation. The Company's secretary will propose the name as proposed by shareholders to the Recruitment and Remuneration Committee to examine the qualifications and then propose it to the Board of Directors and then to the shareholders' meeting. The Board of Directors will examine the suitability whether to add the agenda as requested by shareholders to the meeting or not based on said criteria, by allowing shareholders to propose names of candidates to be positioned as Director and propose the agenda in advance which has been a normal practice since 2006.

2. The Board of Directors proposes the name of 1 Independent Director as a choice for proxy of shareholders who holds the proxy authorization to exercise the right in the meeting and voting for each agenda.

3. The Board of Directors moderate the shareholders' meeting according to the agenda announced earlier in the meeting's invitation document, and will not add any agenda to the meeting without informing shareholders in advanced, so that the shareholders have enough chance to study the information of the operation performance to be considered in each agenda adequately and suitably.

4. The Company's Board of Directors prepares the voting cards for all agendas. The Company has used the barcode system for recording and displaying the voting result since 2006, while preparing staff to facilitate the collection of voting cards in the meeting room, which except in the case of voting to elect Directors, the staff will collect voting cards whether they be yes, no, or absentee' votes. And after the meeting, staff will collect the voting card for all agenda. Moreover, the Board of Directors arranges to have legal consultant to witness the voting count for transparency.

5. The Company's Board of Directors assigns the Company's secretary to prepare and write the meeting report accurately and completely, and then disseminate the meeting report to all shareholders through investor relation website and the Company also submitted the report to the Stock Exchange of Thailand no more than 14 days after the date of the meeting. Moreover, the Company also broadcasts audio and video of the shareholders' meeting on the investor relation website to allow interested shareholders to view the past meeting.

6. The Company determines preventive measures to tackle the use of inside information to benefit Directors by announcing to all parties concerned to be aware of role and duty to report the status of security holdings of each individual, spouse and minor children who hold security and acknowledge the change in security prepared reports for each time there is a buy, sell, transfer or receive of security to the Security and Exchange Commission according to the Article 59 of Security and Exchange Commission Act. (B.E. 2535) within 3 days after the date of purchase, sell, transfer or receive the transfer of security and notify the company's secretary to inform the Board of Directors in respectively. The Company always alerts in the meeting of Board of Directors and all management committees. Moreover, the Directors and management also acknowledges the duty and responsibility as stipulated and penalty as stated in Security and Exchange Commission Act (B.E. 2535), and the Company prohibits the management who know the inside information of the Company to not violate article 241 of the already-mentioned law, including the related regulation.

7. To prevent conflict of interest, the Board of Directors carefully supervises. When there is an item that may result in a conflict of interest, the Company seeks to stipulate the policy and procedure of the related item approval in written form, including the policy and method of supervision so that the management and related persons will not use inside information to their own benefit.

## **Roles of Stakeholders**

The Board of Directors has given priority to all groups, regardless of being internal vested interests such as the employees or the management of the Company or external vested interests such as trade partners, competitors, writers, translators, public servants and other involved parties. Since the Company realizes that support from vested interests can help in competitiveness and profitability of the Company, they are regarded as important to the long-term success of the Company. The Company has identified the guideline of practice in written form in the good corporate governance policy that the Board of Director supports the cooperation between the company and the stakeholders. The Company also developed an employee manual about business ethics and morality. This manual is to become the regulations and rules that need to be strictly followed by directors, executive staff and every employee. It also seeks to determine the communication channels. Moreover, the Company will take care of stakeholders according to the relevant laws, and, by no means, act in violation of stakeholders' rights, which can be described as below.

Stakeholders	Policy Good Corporate Governance
Shareholder(s)	The Company determines to operate in the business with honesty, direct, and verifiable, by adhering to the sustainable business development, with continuous average growth that is higher than industry average. It is committed to be a role model Company and can generate satisfied return on investment in long term.
Business Partner(s)	The Company will treat all business partners with fairness and equality on the basis of mutual benefit between the two parties.
Competitor(s)	The Company will treat all competitors under the rule of laws for proper conduct of business competition and will not attempt to damage the name and goodwill of competitors by wrongful accusation.
Creditor(s)	The Company promises to strictly abide by the contracts or condition agreed and promptly notify the partners if the agreements cannot be honored in order to find a reasonable remedy.
Customer(s)	The Company determines to produce products and appropriate services at the right price and is also satisfied by customers.
Staff(s)	The Company will support the working development and promote staff happiness.
Society	The Company will focus on the important of knowledge development to the children and society by strictly abided by the Company's aspiration.

Moreover, the Company has set a policy in good governance for all stakeholders through the Company's Sustainable Balance Report. As the Company considers corporate social responsibility for community and environment its main mission, the Company has focused on its corporation with every stakeholder to promote the sustainable growth of the Company.

## Safety, Occupational Health, and Working Environment

The Company was committed to reducing accidents and would not ignore in the event of an accident and unsafe incidence or affect the health of employees. Without delay, the Company would provide help to employees who have been fully harmed or tackle the threads to hygiene. The Company would investigate the cause and rectify the situation to make sure that those problems would never happen again.

### Cases of Workplace Accidents

Detail	Year		
	2021	2022	2023
Total number of employees that lost time injuries for 1 day or more (Person)	1	0	0
Total number of employees that fatalities as a result of work-related injury (Person)	0	0	0

## Respect for Human Rights

The Company realized every employee is entitled to work in a clean and safe environment, as well as without any human rights abuses. The Company also supports employees to perform their potential and self-esteem that are parts of organization's sustainable development. Therefore, the Company has a set of policies that every executive and employee have to abide by. The Company is committed to fairly and honestly manage remunerations, welfares, benefits, and employment conditions that are in line with same industry norms, where the Company provides higher benefits than the legal requirement. The Company has also set up a provident fund to promote saving for that employees can have a happy retirement life, annual health check-up, Provide financial support to employees affected by natural disasters etc. In 2023, the Company did not receive any complaints against the human rights abuses from employees, business partners, and local communities.

## Non-infringement of Intellectual Property

the Company has tremendous spirit against copyright infringement, the Company clearly announced its determination to strictly follow the Intellectual Property law and will never commit any violation on rights, patents, trademarks, or software. In 2023, the Company was not claimed to be engaged in any copy dispute with any stakeholders.

## Significant Changes and Developments in Corporate Governance in the Previous Year

From Meeting of the Board of Directors No. 1/2023, the Board of Directors had reviewed the good corporate governance policy and had a resolution to approve the good corporate governance policy for the year 2023.

The Company had been renewed membership of the Anti-Corruption Coalition of the Thai private sector on June 30, 2021.

## Compliance with good corporate governance principles in others

The Company is committed to doing the right things as a guideline for business of all the Directors and employees. The Company has announced the enforcement of business and employee ethics for the Directors, the executives and all the employees to uphold as guideline in performing according to duty with loyalty, honesty and justice. In addition, this also includes conduct with the Company and vested interests, the public and society. The Company has assigned the internal audit and investor relations section to continuously follow up on compliance with ethics, and prescribes disciplinary actions in case of violations.

The Board of Directors has confidence that a good corporate governance process can help to promote the operations of the Company, and is the heart of achieving the fundamental objective to optimize value for the shareholders. The values the Company aims and expects for all the Directors and employees to do in all missions are:

- Giving highest priority to building satisfaction for customers
- Having confidence in working together
- Dedication towards work with virtue and professionalism
- Upholding the principles of good procedure and discipline
- Readily responding to all uneventful situations

The Board of Directors understands the business operation, the responsibility to the Stakeholders, staff, environment and society. The Board has prepared the spread of business ethics, policies on social and environmental issues through several communication channels such as the public relation activities and staff's meetings. It also includes the follow up on the ethical conduct of business and stipulates the penalty measures.

## Good Corporate Governance Principle that the Company Cannot Comply

In 2023 the Company is able to follow the principles of corporate governance of Thai listed companies issued by Thai Institute of Directors. However, the Company cannot adhere to some principles as follows:

**The Board of Directors should limit the term of independent committees to a maximum of 9 years without exception; preferably the maximum term should be 6 years without exception:** As the Company's main business is retailing which requires special expertise in products such as books, the Board of Directors do not limit the term of independent directors. After consideration, it is agreed that experience and expertise in book business is needed in order to provide a policy, strategy, vision and advice for the Company's direction. Anyhow, the Board of Directors do not overlook the disclosure of the date each independent director took up the position and the length of term that each independent director has been in the office so far; this information is disclosed in the invitation to the General Shareholders Meeting so that it can be used as a reference in the meeting.

Anyhow, the Company's regulation indicates that in every general shareholders' meeting, one third of the directors need to leave the office, which is the director who has the longest term. The Company also gives an opportunity to the shareholders to nominate the person who is qualified to be appointed a director at least 3 months before the end of the accounting year. Because of the procedure that the Company follows in selecting the person to be the director, it can be said that the Company does not overlook the suggestion to limit the term of independent directors; the independent directors are also a member of the Board of Directors, one third of which are required to leave the office every year.

**The company should form the CG Committee:** Even though the Company does not form the CG Committee as shown in the organizational structure, the Audit Committee consistently perform the task in checking the good corporate governance under the scope of duties specified in the Audit Committee's Charter and duties assigned by the Board of Directors.



# Corporate governance structure and significant information related to the Board of Directors and others

## Information on the Board of Directors

The Company's Management structure consists of The Board of Directors consists of 3 Boards: The Board of Directors, The Audit Committee and the Recruitment & Remuneration Committee.

### The Board of Directors

The Board of Directors has the duty to make recommendations and to draw Company policy, working strategy and other visions of the Company's operation. As of now the Board consisted of the following 10 members:

No	Name	Position	Type of Directors	First Appointment	Last Appointment
1	Mr. Kasemsant Weerakun	Chairman of The Board of Directors Authorized Signing Director	Independent Director	November 9, 2018	April 21, 2021
2	Wutthiphum Jurangkool, Ph.D.	Director Authorized Signing Director Recruitment & Remuneration Committee	Non - executive Director	February 26, 2015	April 21, 2022
3	Mr. Rungkan Paisitpanichtrakul	Director Managing Director Authorized Signing Director	Executive Director	August 16, 2019	April 27, 2023
4	Mr. Pravit Tantiwasinchai	Director Chairman of Audit Committee	Independent Director	April 22, 1999	April 27, 2023
5	Mr. Kachen Benjakul	Director Chairman of Recruitment & Remuneration Committee Audit Committee	Independent Director	June 28, 2005	April 21, 2022
6	Asst. Prof. Tippawan Pinvanichkul, Ph.D.	Director Audit Committee	Independent Director	August 16, 2019	April 21, 2021
7	Mr. Phairat Sittakul	Director	Non - executive Director	October 10, 1974	April 21, 2022
8	Assoc. Prof. Yuen Poovarawan	Director	Non - executive Director	October 10, 1974	April 21, 2022
9	Mr. Thanong Chotisorayuth	Director	Independent Director	October 10, 1974	April 27, 2023
10	Mr. Worapote Chutchaikulsiri	Director	Independent Director	February 26, 2015	April 27, 2023



The Directors who are authorized to sign on behalf of the Company are the Directors who was appointed to be the authorized signatories from the Board of Directors, with signatures of at least two - three of the authorized Directors and stamp of Company's seal of approval.

**Scope of Duties of the Board of Directors:** The Board of Directors has duties to make decisions and supervise the operation of the Company as follows:

1. To determine the vision, mission, and strategy of the Company that includes the objective and financial target to support the stability, balance and sustainable benefit for all elements concerned. This also includes the continuous value adding to the shareholder.

2. To practice according to the laws, stipulations, and regulations associated with business activity and also shareholders' resolution, so that the Company's business interest will be maintained as to not result in conflict of interest which may affect the interested groups.

3. To determine the management guideline and overall risk management, as effective risk management procedure may be realized.

4. To assign the task of reports on financial status and ensure the openness, clarity, transparency, and reliability of such reports in accordance with the rules related to each department.

5. To supervise on the suitable communication channels between the Company and the shareholders and also the interested groups.

6. To ensure the availability of the suitable system or mechanism of executives' remunerations, creating a proper work incentive.

7. To approve budgets for the financial activity such as budgets for stock investments and loans, that will not result in the conflicts of interest toward any Committee member.

With exception, the following matters are required for the Committees to have approval from the shareholders' meeting prior to undertaking the plan.

1. Issues prescribed by law have to be approved for the resolution of general shareholders.

2. Issue of related-party transactions with the value of items needed to be approved from the resolution of general shareholders according to the regulation or promulgation of the Stock Exchange of Thailand about related-party transaction of listed companies.

3. Issue of buying or selling significant assets with the value needed to be approved from the resolution of general shareholders according to the regulation or promulgation of the Stock Exchange of Thailand about acquisition and disposal of assets of listed companies.

The shares held by the Board of Directors in 2023 and 2022 include shares held by spouses and minor children. Shareholders under the Securities and Exchange Commission Act (B.E. 2535) section 258 are shown as follows:

No.	Name-Last name	2023		2022		Increase (Decrease)
		Number of shares	Proportion	Number of shares	Proportion	
1	Mr. Kasemsant Weerakun	-	-	-	-	-
2	Wutthiphum Jurangkool, Ph.D.	51,550,512	13.15%	51,550,512	13.15%	-
3	Mr. Rungkan Paisitpanichtrakul	1,000,000	0.26%	1,000,000	0.26%	-
4	Mr. Pravitt Tantiwasinchai	-	-	-	-	-
5	Mr. Kachen Benjakul	464,640	0.12%	464,640	0.12%	-
	Spouse	8,591	0.00%	8,591	0.00%	-
6	Asst. Prof. Tippawan Pinvanichkul, Ph.D.	-	-	-	-	-
7	Mr. Phairat Sittakul	2,910,310	0.74%	2,910,310	0.74%	-
	Spouse	5,141,188	1.31%	5,141,188	1.31%	-
8	Assoc. Prof. Yuen Poovarawan	1,843,538	0.47%	1,843,538	0.47%	-
	Spouse	1,080,686	0.28%	1,080,686	0.28%	-
9	Mr. Thanong Chotisorayuth	-	-	9,522,722	2.43%	(9,522,722)
	Spouse	-	-	175,525	0.04%	(175,525)
10	Mr. Worapote Chutchaikulsiri	-	-	-	-	-
Total number of shares by Director		57,769,000	14.74%	67,291,722	17.17%	(9,522,722)
Total number of shares by Director include person in section 258		63,999,465	16.33%	73,692,712	18.80%	(9,698,247)

## Information on subcommittees

### The Audit Committee

The Audit Committee consists of three members and one audit committee secretary, including three independent directors whom are knowledgeable and have experience in accounting or finance fields. The list is as follows:

No	Name	Position	Type of Directors	First Appointment	Last Appointment
1	Mr. Pravit Tantiwasinchai	Chairman of Audit Committee	Independent Director with accounting or finance experience	December 22, 1999	November 13, 2023
2	Asst. Prof. Tippawan Pinvanichkul, Ph.D.	Audit Committee	Independent Director with accounting or finance experience	August 16, 2019	November 13, 2023
3	Mr. Kachen Benjakul	Audit Committee	Independent Director with accounting or finance experience	November 12, 2009	November 13, 2023

Mr. Wichian Rungpoonsap, Internal Audit and Investor Relations Manager, is the secretary of the Audit Committee.

### Scope of Duties of the Audit Committee

1. Ensure the accuracy and adequacy of financial reports.
2. Ensure the suitability and effectiveness of Internal Control and Internal Audit systems and examine the independence of Internal Audit, including the approval of position transfer, hiring termination of the head of Internal Audit or other division responsible for Internal Audit.
3. Reassure that the Company has the proper, suffice, and effective risk assessment and management.
4. Ensure the Company's practice is in compliance with regulation Security and Exchange Commission and relevant law concerning the Company's business.
5. Consider, select and propose the nomination of independent person to perform the duty of the Company's Accounting Auditor and suggest remuneration for such a person, including: attending the meeting with Accounting Auditors without the presence of management by at least once a year.
6. Consider related items and disclose them in accordance with the law and regulation of the Security and Exchange Commission. This is to ensure that said items are reasonable and most beneficial to the Company.
7. Prepare report of Audit Committee and disclose the information in the Company's Annual Report under which the report be signed by the Audit Committee as follows:
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report.
  - (b) an opinion on the adequacy of the Company's internal control system.

- (c) an opinion on the proper, suffice, and effective risk assessment and management system.
  - (d) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business.
  - (e) an opinion on the suitability of an auditor.
  - (f) an opinion on the transactions that may lead to conflicts of interests.
  - (g) the number of the Audit Committee meetings, and the attendance of such meetings by each committee member.
  - (h) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter.
  - (i) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors.
8. Take any action as assigned by the company under the approval of Audit Committee.

## Recruitment, Appointment and Term of Audit Committee

The Company's Board of Directors appointed the Audit Committee as proposed by the Recruitment & Remuneration Committee in which the consideration criteria is made from Company's Independent Directors and at least 1 Director must have accounting and finance knowledge, with the term of 2 years. The Audit Committee whose term is expired is permitted to be re-appointed to the position once again.

## The Recruitment & Remuneration Committee

Are appointed by the Board of Directors. Their duty is to search and recruit individuals to be the board of director and also to follow up on succession plan to select individuals suitable for higher executive position and reports directly to the Board of Directors for approval, or to advise to the shareholders in some cases. Moreover, the Committees also review the annual remuneration for the management team to be commensurate with the responsibility and comparable to the outside labor market of the same industry, including the remuneration at the appropriate level with respect to the business growth, the operation result rate of increase in profit margin, as well as task and responsibility of committee, sub-committee, and the Company executives, to submit the proposal at the shareholder's meeting.

The Recruitment & Remuneration Committee comprised of 2 respectable individuals, 1 from the independent Director and 1 Director:

No	Name	Position	Qualification	First Appointment	Last Appointment
1	Mr. Kachen Benjakul	Chairman of Recruitment & Remuneration Committee	Independent Director	February 27, 2018	November 11, 2022
2	Wutthiphum Jurangkool, Ph.D.	Recruitment & Remuneration Committee	Non - executive Director	August 15, 2017	November 11, 2022

### **Scope of Duties of the Recruitment & Remuneration Committee**

1. To short-list and select the candidates to be appointed in the position of Managing Director, Deputy Managing Director and senior executives in financial & accounting and also follow up on succession plans to recruit the suitable individuals for the position of high executive when the term is expired.
2. To determine methods and criteria in recruiting the Directors Managing Director, Deputy Managing Director and senior executives in financial & accounting so that the process remains transparent.
3. To stipulate method and criteria short-listing of the candidates who possess the quality in advance from minority shareholders so as to treat all shareholders with fairness.
4. To present the policy and criteria on payment of the remuneration for the Directors, Managing Director, Senior Executives, Advisors to the Board of Directors, Committees appointed by the Board of Directors and Employees.
5. To consider the annual remuneration of the Directors, Managing Director, Senior Executives, Advisors to the Board of Directors and the Committees appointed by the Board of Directors and Employees.
6. Review the scope of authority of the Company to be practically reasonable and submit it to the Committees for their approval.
7. To have legitimate power in calling for documents or individuals related to the case in point for consideration.
8. To perform the scope of duties as assigned by the Board of Directors.

### **Recruitment, Appointment, Term of the Recruitment & Remuneration Committee**

The Board of Directors appointed Recruitment & Remuneration Committee for 2 years term.

## Information on executives

At present, there are 12 executives of the Company (The management No. 1-5 are executives according to the definition in the announcement of the Securities and Exchange Commission (SEC)), showing reports of changes in securities of the management as B.E. 2023 as follows:

No.	Name	Position / Type of Directors	Number of shares	Number of shares	Increase (Decrease) during the year
			2023	2022	
1	Mr. Rungkan Paisitpanichtrakul	Director / Managing Director / Authorized signing director	2,000,000	1,000,000	1,000,000
2	Ms. Aree Sae-ung	Assistant Managing Director / Accounting & Finance (CFO) / Director of Accounting Division	-	-	-
3	Mrs. Kanit Panusan Promsen	Assistant Managing Director Publishing & Content	7,166	7,166	-
4	Ms. Daungjai Jeenanurugk	Assistant Managing Director Sale & Distribution	432	432	-
5	Meechoke Thongsawai, Ph.D.	Assistant Managing Director Academic Development & International Business	121,000	121,000	-
6	Mr. Suprat Tangsriwong	Director of Corporate Planning & Business Expansion / Company Secretary	-	-	-
7	Mrs. Passpunnee Mahayos	Head of Business Unit Digital Business	-	-	-
8	Ms. Natsuda Sittipunyota	Director of HR & Organization Development Division	292,460	292,460	-
9	Mr. Chakaj Luechakiattisak	Director of STEM Education	7,906	7,906	-
10	Mr. Kriwoot Rojprasertsoot	Director of Digital Content Division	-	-	-
	Spouse		56	56	-
11	Mr. Chonlavit Iamraksakiat	Director of Central Purchasing Division	-	-	-
12	Mr. Nakongchai Saitee	Director of Logistics Division	-	-	-

**Scope of Duties for Managing Director:** The managing director is empowered to act on behalf of all Directors in the following matters:

1. To administer Company affairs, follow objectives and obligations, including procedures and resolutions issued by the Committee and assume authority to direct all professional staff and employees. In managing Company business, the managing director is directly responsible on behalf of the Committee.

2. To hire, position, appoint, and punish professional staff and discontinue employment of staff and employees, including the promotion, or salary adjustment. This directive excludes professional staff and employees who are employed, positioned, and punished and dismissed by a Committee, or procedural regulations.

3. To determine the conditions of employment of professional staff and employees, to order or announce the procedure of administration and operation which does not obstruct the Company's regulations, the Committee's agreements, the labor law or other related laws.

4. To operate any other business following Company regulations and the Committee's agreement, including assigning operational functions to the Company's officers and employees.

5. To act and commit for endorsement of contracts permitted under license and any other contracts involving licenses with appropriate and careful consideration to prevent any violation of a license held by others.

6. For any business related to external sources, the managing director and authorized directors have the authority to act and commit within the scope of the authority, specified in regulation No.1, except any business in which the managing director and Authorized Directors might be in disagreement, or have some benefit from that business, or conflict with the Company or Company's subsidiaries. Conclusions should be reached when the Committee meeting includes the independent Directors. To achieve success, the managing director and the authorized Directors will assign any person as a representative to respond to that particular duty.

7. In absence or unavailability of managing directors, the deputy managing director will act on his or her behalf for general routine work and report to the managing director afterwards, other than that, the deputy managing director will request permission to proceed from the Chairman. When there is a vacancy for the position of Managing director, the acting Managing director will be selected from the list of directors or shareholders approved by the Recruitment & Remuneration Committee.

8. The approval of over-budget item beyond what has earlier been agreed upon by the Board of Directors must be presented in the meeting of Board of Directors for considerations and approvals according to the Company's regulation or stipulated laws.



## **Compensation for Directors and Executives**

### **(1) Compensation for the Company's Directors**

The compensation for Directors and Executives, the Board of Directors has appointed the Recruitment & Remuneration Committee to consider the appropriateness and responsibility of each director and executives, circumstance, economic environment, and relative compliance with other business within a similar industry. Moreover, the Recruitment & Remuneration Committee had proposed the remuneration policy and guidelines for considering the remuneration rate for each committee and propose to the general shareholders' meeting to review and approve annually. However, the compensation of the Director of the Board of Directors, Sub-committee to the board has already been approved at the shareholder's general meeting.

#### **(a) Cash Compensation:**

The salary compensation consists of

- Chairman of the Board: 25,000 Baht per month.
- Director and Independent Director: 15,000 Baht per month.

Meeting allowances are only for those directors who attend the meeting. However, in the Board of Directors or Sub-committee of the Board of Directors meeting, both committee may decide not to receive the allowance in a particular meeting, which depends upon the judgment and collective decision of both committee.

- Meeting allowance for the Chairman of the Board of Directors 20,000 Baht/person per time.
- Meeting allowance for Directors 10,000 Baht/person per time.
- Meeting allowance for the Chairman of Sub-committee 10,000 Baht/person per time.
- Meeting allowance for Sub-committee 7,000 Baht/person per time.
- Executive Director will not receive the directors' compensation which are position allowance, directors' meeting allowance, and directors' bonuses.

#### **(b) Other Compensations**

-None-

### **(2) Executives' Compensation**

**The Compensation of managing director:** The Recruitment & Remuneration Committee will evaluate the performance of each managing director so as to consider the compensation of managing director according to specified criteria. Once the evaluation of managing director is finalized, the Recruitment & Remuneration Committee will submit the Board of Directors for consideration and approval.

**For the Compensation of top executives,** the Recruitment & Remuneration Committee will determine the criteria and structure of executive compensation, which will consider them according to the principle and policy specified by the Board of Directors and also in accordance with the Company performance as well as the performance of each director. The managing director will be the person to consider the appropriateness in identifying the compensation of each individual staff and also the annual pay-rise of salary for high executives, and report all the reasonable compensation increase to the Board of Directors for later acknowledgment.

Compensation for Management Managing Director and Management Executives as defined by SEC in total of 5 executives which can be illustrated in the table below.

Items	Cash Remuneration 2023 (Baht)
Salary	9,834,276
Bonus	-
Other Compensations :	
- Contributions for the Provident Fund	491,712
- Long-term benefits	663,091
- Other	797,273
<b>Total</b>	<b>11,756,352</b>

## Information on employees

The Company compensated staff with salary, bonuses and provident funds, it also has other welfare schemes to all staffs, such as healthcare reimbursable expense, annual health check-up, accommodation and travel expenses during trips to other provinces, insurance, bookstore branch uniforms fund for employees who suffer from a disaster, living expense fund and other relief fund including award to diligent staffs who work for 10, 20 and 30 years as an incentive to comfort staffs' morale and spirit in building up the Company's long-term growth

The Company has a total of 973 employees. In 2023, the Company had paid compensation to employees in the total amount of THB 283,537,182 (ratio of average remuneration of female employees to male employees is 1.21). The compensation includes salary, overtime pay, living allowance, bonuses, special allowances, social security allowances, contributions to the provident fund and etc. In addition, the subsidiary had paid to the employees in the same manner as the Company in the total amount of THB 162,737,039.

### Employees of SE-EDUCATION PUBLIC COMPANY LIMITED

Employees by Employee Level	Employees (Person)		
	2021	2022	2023
Operational level	1,012	934	895
Management level (Manager Up)	71	70	64
Executive level (Director Up)	12	14	14
<b>Totals</b>	<b>1,095</b>	<b>1,018</b>	<b>973</b>

Employees by Age Group	Employees (Person)		
	2021	2022	2023
Employees under 30 years old	332	319	301
Employees 30-50 years old	690	620	582
Employees over 50 years old	73	79	90
<b>Totals</b>	<b>1,095</b>	<b>1,018</b>	<b>973</b>

Employees by Gender	Employees (Person)		
	2021	2022	2023
Total number of male employees	286	267	258
Total number of female employees	809	751	715
<b>Totals</b>	<b>1,095</b>	<b>1,018</b>	<b>973</b>

### Employees of Plearn Patt Co., Ltd. (Subsidiary Company)

Employees by Employee Level	Employees (Person)	
	2022	2023
Executive (Manager Up)	16	16
Teacher	262	269
Employees	98	98
<b>Totals</b>	<b>376</b>	<b>383</b>

**Table of the proportion of employees participating in the provident fund (PVD) in 2023**

Name	Join PVD	Employees participating in PVD	Employee participation in PVD to total employees
SE-Education PCL	Yes	690 person	71%
Plearnpattana Co., Ltd.	Yes	255 person	67%

## Personnel Development Policy

The Company has a policy to enhance the potential and efficiency of its staff on a regular basis with a view to better preparing them of global change in both competitiveness and new technology. It is the Company's mission to make employees happy as the Company believes that happy employees will work more effectively, with more creativity and dedication to the work, resulting in the Company's sustainable growth. In 2023, training will be provided in various courses such as Mastering Product Sales, Excellence in Service Development, Optimizing Service and Sales Performance, Professional Pivot Table Analysis Workshop, Power BI Data Analysis Mastery, Sales Mastery: The Science of 5 Elements, Effective Communication Strategies Workshop, Beyond Success: Strategies for Mastery, Teamwork Techniques for Organizational Goals, Firefighting Training and Emergency Drills, First Aid Essentials Workshop.

### Employment Development

Management Level	Manager	Staff
Head Office	52%	48%
Branch	66%	34%

Level Skill	Basic Functional Skill	Self Learning
Head Office	50%	50%
Branch	51%	49%

Learning Chanel	On The Job Training	Classroom
Head Office	0%	100%
Branch	51%	49%

## Other significant information

### Company Secretary

**Company Secretary / Secretary to the Boards of Directors :** The Board of Directors' Meeting No. 1/2021 on February 25, 2021 appointed Mr. Suparat Tangsriwong, to be the Company's secretary for the responsibility in monitoring the Company to comply with the rules and the Company's regulations and also in line with principles of Good Corporate Governance to allow effective management.

#### Company Secretary Profile

Mr. Suparat Tangsriwong Age 52 years old

Position : Head of Business Unit SE-ED Book Center, Director of Corporate Planning & Business Expansion, Company Secretary

Education : Bachelor of Science Program in Computer Science, Chiang Mai University

Number of shares (Proportion) : None

Relation among family within the Director and Executive : None

Working Background :

- 11 Jan 2022 - present Head of Business Unit SE-ED Book Center, SE-EDUCATION Plc.
- 9 Apr 2021 - present Director, BaesLab Co., Ltd.
- 25 Feb 2021 - present Company Secretary, SE-EDUCATION Plc.
- 22 Nov 2019 - present Director of Corporate Planning & Business Expansion, SE-EDUCATION Plc.
- 1 Oct 2018 - 21 Nov 2019 Assistant Director in Marketing & Non Book, SE-ED Book Center, SE-EDUCATION Plc.
- 1 Apr 2016 - 30 Sep 2018 Assistant Director of Business Development, Rattana Jarutat Co., Ltd.
- 1 May 2014 - 28 Feb 2016 Assistant Director of Sales, Summit Windmill Golf Club Co., Ltd.

#### Scope of Duties of Company's Secretary / Secretary to the Boards of Directors

1. To give initial recommendations to the Directors concerning the issues of legality, regulations, and a number of different kinds of company information, and follow through to ensure that all regulations properly adhere, including the report concerning changes which are deemed significant.

2. To organize shareholders' meetings and the Board of Directors' meeting in accordance with the law and Company's rule.

3. To record and report the issues in the shareholders' and the Board of Directors' meeting, and also keep track of activities that have been decided in the shareholders' and the Board of Director's meeting.

4. To ensure the openness of information, which is in accordance with the Stock Exchange of Thailand, Securities and Exchange Commission and other supervisory authority.

5. To communicate with the shareholders, investors and supervisory authority, including the dissemination of information to the interested public and other interest groups.

6. To perform any other assignments that delegated by the Board of Directors.

## Head of Internal Audit

The Company has an internal audit unit responsible to reassure that the main practices and essential financial activities of the Company are in line with the guideline and are operated with effectiveness. It includes audit on legal compliance and compliance control as well as the independent internal audit and investor relations unit who is capable of independently performing the check and balance. Therefore, the Board of Directors has designated that the internal audit and investor relations unit to report the results of the audit directly to the Audit Committee, and is also evaluated by the Audit Committee.

### Head of Internal Audit's Profile

Mr. Wichian Rungpoonsap Age 51 years old

Position : Manager of Internal Audit and Investor Relations Department, Audit Committee Secretary

Relation among family within the Director and Executive : None

Education : BBA (Finance), Ramkhamhaeng University

Working Background :

- Aug, 2013 – present                      Manager of Internal Audit and Investor Relations Department, SE-EDUCATION Plc.
- Dec, 2013 – present                      Audit Committee Secretary, SE-EDUCATION Plc.
- Dec, 2003 – Aug, 2013                      Area Manager, SE-ED Book Center, SE-EDUCATION Plc.
- Apr 2000 – Dec, 2003                      Assistant Store Manager, SE-ED Book Center, SE-EDUCATION Plc.

## Investor Relations Department

The Board of Directors has set up a business unit for investor relation to support the direct communication with investors, institution, shareholders, analysts, and related governmental sector. The investors can directly contact for more information by Mr. Wichian Rungpoonsap at tel. +66 2826 8000 ext. 8, +66 2826 8690, fax. +66 2826 8699, or e-mail us at : [ir@se-ed.com](mailto:ir@se-ed.com) and also click on website <http://corporate.se-ed.com>. Moreover, the investor relation has also been a member of Thai Investor Relations Club since 2006.

Furthermore, the department of investor relation has set time duration of non-disclosure practices of information relating to the earning result to shareholders, investor, and analyst 7 days prior to the date that the Company submits the report of the earning result to the SET.

Not only the information is being disclosed, as stipulated by law of supervising body, the Company's Board of Directors also assigned the managing director, deputy managing director, accounting department director, finance department director, and Company's secretary to participate in activity of investor relation for its highest effectiveness for shareholders and investors. Moreover, the Company's Board of Directors also assigned the Audit Committee and the Company's secretary to monitor the annual operation plan, budgeting, manpower, and acknowledge the work result of investor relation divisions through Investor Relation Internal Report, which collects all data from different sources, opinions, and suggestions from questionnaires collected. At the same time, the Audit Committee and Company's secretary also reported to the Board of Director on a regular basis in each quarter.

## The Person Supervising Accounting

Ms. Aree Sae-ung Age 53 years old

Position : Assistant Managing Director Accounting & Financial (CFO) & Director of Accounting Division

Number of shares (Proportion) : None

Relation among family within the Director and Executive : None

Education :

- Certified Accounting Auditor No. 5368
- MBA, Burapha University
- Bachelor Certificate (Audit), Thammasat University
- BBA (Accounting), Rajamangala Institute of Technology

Working Background :

- |                             |  |
|-----------------------------|--|
| - 11 Jan 2022 - present     | Assistant Managing Director Accounting & Financial (CFO) |
| - 2004 - present            | Director of Accounting Division, SE-EDUCATION Plc.       |
| - 19 Apr 2021 - 31 Aug 2022 | Acting Director of Logistics Division, SE-EDUCATION Plc. |
| - 2001 - 2003               | Accounting Manager, SE-EDUCATION Plc.                    |
| - 2000 - 2001               | Internal Audit Manager, SE-EDUCATION Plc.                |
| - 1994 - 2000               | In - Charge, AMC Co., Ltd.                               |

## Compensation of Auditor

**Auditing Fee :** The Company and its associated companies have paid the auditing fee for the period of fiscal year 2023 to Dharmniti Auditing Co., Ltd. in the amount of THB 1,060,000 (excluding raveling/accomodation fees, and expenses in witnessing the stock counting). The Auditor doesn't have any relation with the Company other than auditing service only.

**Other Service Fee :** The Company and its associated companies don't pay any other service fee to Dharmniti Auditing Co., Ltd. for the fiscal year 2023.



# Report on key operating results on corporate governance

## Selection, development and evaluation of duty performance of the Board of Directors.

**Independent Director** The Board of Directors has sought to prescribe the definition of the term 'Independent Director' during the Board of Directors' meeting number 3/2009 which is stricter than minimum frame of definition of Independent Directors announced by the Security and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). In the Board of Directors meeting No. 3/2012, the definition of 'Independent director' was revised to be consistent with the definition from the Stock Exchange of Thailand, in 'Independent Directors Handbook' dated March 29, 2012. as follows :

1. Holds shares not exceeding 0.5% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended for at least 2 years.
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brother, sister or children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
4. Have not or never had business relationships with the applicant, its parent company, subsidiaries, associates, major shareholders or controlling parties of the applicant in respect to holding the power which may cause an obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended for at least 2 years.
5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended for at least 2 years.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor and received a service fee more than 2 million per year from the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended for at least 2 years.

7. Is not the director who is nominated to be the representative of the directors of the applicant, major shareholders or any other shareholder related to the major shareholder.
8. Do not operate a similar business with significant competition with the business of the company or subsidiaries. Do not be a significant shareholder, a director with management participation, an employee, or a consultant with regular salary, or possess more than 1% of the total shares with voting rights of other companies that operate a similar business with significant competition with the business of the company or subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant.
10. After being appointed as the independent director in accordance with the conditions under the article (1) - (9), such independent director may be assigned by the board of directors to make decisions in respect to business operation of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of applicant.

However, the independent Directors had examined the qualifications of independent Directors in an annual basis, and the Board of Directors trusted that the stipulated qualifications of 'Independent Directors' which is stricter than guideline of Security and Exchange Commission (SEC) and Stock Exchange of Thailand (SET) minimum frame of reference will be adequate for the Company's selected independent Directors to be truly independent and appropriate for the particular characteristics of the Company, as the Company's main business is retailing which requires special expertise in products such as books, the Board of Directors do not limit the term of independent directors. After consideration, it is agreed that experience and expertise in book business is needed in order to provide a policy, strategy, vision and advice for the Company's direction. Anyhow, the Board of Directors do not overlook the disclosure of the date each independent director took up the position and the length of term that each independent director has been in the office so far; this information is disclosed in the invitation to the General Shareholders Meeting so that it can be used as a reference in the meeting.

**Director Recruitment** : The Recruitment & Remuneration Committee to determine selection criteria of an appropriate individual in accordance with the Company policy to be nominated as the Director or Sub-committees, according to the Company's rules and regulations, the Company needs a minimum of 5 members in the Board of Directors, no less than three fourth of the members must have Thai citizenship, and no less than half of the members have a residence in the Kingdom of Thailand. The selection process must be based on both consideration of the director pool and on the board skill matrix, which set up to encourage diversity in not only sexes, but also knowledge, ability, experience, leadership and vision in the Company. Furthermore, any crucial skills that the existing Board of Directors misses will be considered in selecting. The qualifications of the Board of Directors must be in line with the Company's business strategies while the selection process must be transparent. The director recruitment process is as follows:

1. The Recruitment & Remuneration Committee determine the structure, size and constituents of the Board of Directors, and stipulate the quality of Directors to be replaced in terms of overall knowledge, experience, and expertise in compliance with the element and quality stated in the related laws/regulations.

2. The Recruitment & Remuneration Committee determine the method of nominating qualified candidates, including the procedure of nominating the qualified candidates in advanced from the minor shareholders. Shareholders can submit the name of a qualified candidate in advance, at least 3 months prior to the last date of the fiscal year. Shareholders will receive information from Stock Exchange of Thailand, the investor relation website of the company, and other investors' websites on which a nomination form will be available.
3. The Recruitment and Remuneration Committees begin the search and consider the name of suitable candidates for Directors.
4. The Recruitment & Remuneration Committee select the best candidate to be Directors and the recruitment result and nominate the name of the person who is judged as the best candidate to be the Company's Director, together with the reasons and propose to the Board of Directors through the Company's secretary.
5. The Board of Directors considers the selection of suitable candidates who possess the right quality as proposed by the Recruitment and Remuneration Committee and present the candidate in the shareholder's meeting for consideration.

**Election of Directors in Annual General Meeting:** As for the Directors' vote, the shareholder's meeting will elect Directors, whereby each shareholder has an equal voting right of 1 share per vote. The recruitment of each director must receive more than half of the number of votes from the present shareholders with the rights to vote.

In voting for the Directors, the vote to elect a Director must be voted one Director at a time.

Persons who receive the maximum number of votes that are ranged according to the order of each candidates' score received from the vote will be elected as Directors, with the number of Directors equal to the number of Directors needed at the time of election. If too many candidates receive equal votes, they will draw for the raffle ticket to determine final selection.

Directors are not allowed to operate in any other business, or to become partners or shareholders in another company that operates in the same business and compete with the Company, unless they have informed in the shareholders' meeting prior to the appointment.

Directors must inform the Company immediately if he or she benefits from the contract signed with the Company, or from their decrement and increment of bonds and shares of the Company and affiliates companies.

At general annual meetings, one-third of Directors will be retired. If the number of Directors cannot be divided into three equal parts, the number of retirements may be calculated to the nearest one-third.

In 2023, there were 4 following directors who retired by rotation from there positions as their term expired:

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Pravit Tantiwasinchai      | Director, Chairman of Audit Committee and Independent Director |
| 2. Mr. Worapote Chuchaikulsi      | Director and Independent Director                              |
| 3. Mr. Thanong Chotisorayuth      | Director and Independent Director                              |
| 4. Mr. Rungkan Paisitpanichtrakul | Director and Managing Director                                 |

However, the Nomination and Remuneration Committee considered this matter in accordance with the criteria of the selection. This shows that all 4 directors have the qualifications required according to the Public Limited Company Act B.E. 2535. Nonetheless, the qualifications of these directors, such as capability, experience and expertise (Board Skill Matrix) have been analyzed so that these are in line with the Company's operational strategies. In this regard, such matter has been proposed through the resolution of the Board of Directors of the Company in order to be presented as an agenda in the 2023 Annual General Meeting of Shareholders. As a result, the meeting approved this matter and to reappoint these directors for another term.

### Board Skill Matrix

Name / Specific Expertise	Knowledge of company business	Management	Organizational development	Society, environment and corporate governance	Information and digital technology	Account / Finance	Risk management	Compliance
Mr. Kasemsant Weerakun	✓	✓	✓	✓	✓		✓	✓
Wutthiphum Jurangkool, Ph.D.	✓	✓	✓	✓	✓	✓		✓
Mr. Rungkan Paisitpanichtrakul	✓	✓	✓	✓	✓		✓	
Mr. Pravut Tantiwasinchai	✓	✓				✓		
Mr. Kachen Benjakul	✓	✓	✓			✓		
Asst. Prof. Tippawan Pinvanichkul, Ph.D.	✓	✓	✓	✓		✓	✓	
Mr. Phairat Sittakul	✓	✓		✓	✓			
Assoc. Prof. Yuen Poovarawan	✓	✓	✓	✓	✓			
Mr. Thanong Chotisrayuth	✓	✓	✓	✓	✓		✓	
Mr. Worapote Chutchaikulsi	✓	✓	✓	✓	✓	✓	✓	
<b>Total</b>	<b>10</b>	<b>10</b>	<b>8</b>	<b>8</b>	<b>7</b>	<b>5</b>	<b>5</b>	<b>2</b>

**Directors Representing from Major Shareholders:** as of December 31, 2023. The company had one director representing from Major Shareholders is Wutthiphum Jurangkool, Ph.D. Director, Authorized Signing Director, Recruitment & Remuneration Committee and Non - executive Director.

### Recruitment of Managing Director and Executives

For the position of Managing Director Deputy Managing Director and senior executive in financial & accounting, the Recruitment and Remuneration Committees will select the best suitable candidate whose knowledge, ability, experience, and understanding of the book business are essential. Moreover, the candidate must manage to achieve objective or the Board of Directors pre-determined goal, whereby the Recruitment and Remuneration Committees will propose to the Board of Directors for appointment.

For executive positions from the position of department directors, the management will be responsible for recruitment consideration of the most suitable person according to the Human Resource management regulation, and report to the Board of Directors to acknowledge, except when there is an appointment of head of the Internal Audit team, it must first be approved by the Audit Committee.

**Succession Plan :** The Board of Directors assigned managing director and executives to prepare a succession plan for different levels of executive positions in management and main line of duty, by considering work profiles and potential of each individual and determine the readiness for work replacement, ability development, and necessary skills. Moreover, the Board of Directors assigned managing director to report to the Board of Directors to acknowledge the readiness plan in case the executives cannot perform their duty.

**Balance of Power for Non-Executive Directors:** as current the Board of Directors consists of 10 members:

- |   |   |         |
|---|---|---------|
| • Directors that are in the management team :     | 1 | persons |
| • Directors that are not in the management team : | 3 | persons |
| • Independent Directors :                         | 6 | persons |

The Board of Director and management of the Company have qualifications in compliance with the article 68 of Public Company Limited Act (B.E. 2535) and possess no prohibited quality stipulated in the regulation of Security Exchange Commission concerning the request and permission to sell new shares. Moreover, no criminal records have been found for the past 10 years.

## Chairman of the Board and Managing Director's Role

**Position Combination or Separation:** The Company has made this a policy that the Chairman of the Board of Directors shall not be the same individual who positions as the managing director, to ensure the check and balance and, so, made reviewing of work more transparent.

The Chairman of the Board of Directors comes as independent Director and is the leader and

meeting moderator who controls the flow of the Board of Directors' meeting in effective and efficient manner. In each meeting, all Directors are urged to actively participate, as well as raising essential questions. Directors also occasionally meet to advice and help the business management with the managing director. At the same time, the Board is to stay away from routine day-to-day operations or business activities responsible by management, where the managing director is the head of the management team. The Board of Directors has authorized the managing director or the authorized person to sign in binding document as has been directly authorized. The Managing director then effectively authorizes and empowers the high executives with the tasks which are clearly marked in term of line of duty and responsibility. Therefore, the authority and role of the Board and that of the management are clearly defined and separated.

## Board of Directors' Performance Evaluation

The Board of Directors arranged an annual self-evaluation session of the performance for individual, group, sub-committees, and Managing Director, evaluation to permit the Directors to reconsider the past works, problems, and difficulties that each faced during the past year to understand the need to improve or correct to increase the work performance by evaluation the result of work in aggregate view, by using evaluation guidelines recommended by the Stock Exchange of Thailand, but readjusted the format slightly to best suit the Company's business environment and use the evaluation result - in chart format - to review and revise, so as to increase work efficiency.

**Evaluation criteria** with this, the assessment as referred to 6 topics, such as (1) the structure and qualifications of the Board of Directors, (2) duty and responsibility of the Board of Directors, (3) the Board of Directors' meeting, (4) performance of Directors, (5) relationships with the management, (6) self-development of Directors and management development.

**Evaluation Process**, the Board of Directors had assigned the Company Secretary to send assessment forms to the Board of Directors, Sub-committees, and Managing Director, and to collect them back to summarize the results and report to the Board of Directors' meeting annually.

In 2023, the performance evaluation results of the Board of Directors and Sub-committees can be summarized as follows:

Evaluation	Average (%)	Level
The Board of Directors (Entire Board)	93.58	Excellent
The Board of Directors (Individual)	95.08	Excellent
The Audit Committee (Entire Board)	92.32	Excellent
The Audit Committee ((Individual)	90.56	Excellent
The Recruitment & Remuneration Committee (Entire Board)	89.06	Excellent
The Recruitment & Remuneration Committee (Individual)	84.44	Excellent
Managing Director	85.19	Excellent

## Directors' Development

The Company understands the importance of Directors' development. The Board of Directors has specified in the principle of Corporate Good Governance that the Company will promote and facilitate a continuity of training of Directors from supervisory units, where the Board of Directors appointed the Company's secretary to be the coordinator with the Directors in keeping them informed about the training courses and seminars.

In 2023 the directors attended trainings to improve their knowledge and understanding in the role of a director to increase the effectiveness in their works, which 3 directors. The details of training programs and seminars can be summarized follows:

Name	Programs
Mr. Kasemsant Weerakun	<ul style="list-style-type: none"> <li>• ESG Risks Management Workshop</li> <li>• Climate Governance 3/2023</li> </ul>
Mr. Thanong Chotisorayuth	<ul style="list-style-type: none"> <li>• Climate Governance 3/2023</li> </ul>
Asst.Prof.Tippawan Pinvavichkul, Ph.D.	<ul style="list-style-type: none"> <li>• To understanding the basic principles of TFRS 9 (Fundamental of TFRS 9) Class No. 1/2023.</li> <li>• The summary of asset accounting principles of NPAEs Class No. 2/2023.</li> <li>• The Basic knowledge and case studies of withholding tax, Vat and personal income tax.</li> <li>• The error in preparation of Financial Statements of listed companies, risks, effects and prevention guidelines.</li> <li>• The most important points in auditing; TFRS 9, TFRS 15 and TFRS 16.</li> </ul>

**Orientation for New Directors in the Board:** The Board of Directors appointed the Company's secretary to brief all related information to the new directors through the director's handbook which has been prepared and submitted to directors to be used as a complete and up-to-date reference and also arranged a visitation of the Company's business operation, facilitating a better understanding of the Company's business.

Inside the Director's handbook, a comprehensive briefing of all contents relating to the Company and data deemed important to the Directors are all included, for instance: History of the Company, Organization structure, Company's businesses, Company's regulation, the Board meeting, principle of Corporate Governance, ethics for directors, executives, and staffs, related item, the release of stockholding, related rules, etc.

## Board of Directors Meeting and Compensation of Board of Directors

### Board of Directors Meeting

The Board of Directors had a policy about the minimum attendance in the meeting; that is a minimum of two third of directors must be present. In case a director cannot attend the meeting, it is possible to use a conference call technology. This is to show that the Board of Directors will always advise the Company in its operation, supervise the works of the management, and maintain its accountability for the Company and shareholders.

The Board of Directors has set in advance and held special meeting as necessary, by clear advance meeting date and has set regular follow-up on operation period. The Chairman of the Board of Directors and the Managing Directors jointly considered the meeting calendar, by considering important case. The each Director is permitted to present the issues in the meeting as needed. The secretary will prepare invitation letter along with meeting schedule and details prior to the actual meeting at least 7 days to allow time for the Board of Directors to peruse the information prior to the meeting.

In each meeting, the Chairman of the Board of Directors allocated adequate and long enough to allow Directors to clarify problematic issues prudently. Moreover, the Chairman of the Board of Directors and the Board of Directors invited high level executive to the Board of Directors' meeting to request for more information and recorded in minutes of the meetings that were filed and certified by the Board of Directors for the Board of Directors and involved parties to view.

The Board of Directors assigned the management executives to regularly prepare operation report to the Board of Directors on a monthly basis to allow the Board of Directors to follow up on the operation progress of the Company.

In 2023, the Board of Directors met in total of 6 times with the average meeting length of 5 hours. In each meeting, the percentage of all the Board of Directors attended the meeting was 97% and each Director was 97% attending rate per year, there are an executive director from accounting division, executives from the division, and executives from Internal Audit & Investor Relations Division attending in sharing additional information.

In the Board of Directors agreed on joint meetings for non-executive Directors, during the Board of Directors meetings No. 1/2023 on January 30, 2023, before the Board of Directors meeting, non-executive Directors and Independent Directors convened without the management's attendance to discuss general problems of the Company's management and corporate governance, then inform the President so that the management may take due action.

The Audit Committee held a regular meeting by at least once every quarter with the outside accounting audit, and also the accounting department, and also report directly to the Board of Directors. Moreover, the Board of Directors has pressed the emphasis on the importance of being transparent and verifiable, therefore, it requests the Audit Committee to hold joint meetings with the accounting department and the internal audit department without the presence of management division at the meetings, And In 2023, the Audit Committee met in total of 5 times. Audit Committee meeting No. 4/2023 on November 13, 2023 was a meeting between the Audit Committee, internal audit division and auditor without the presence of management division once.

The Recruitment & Remuneration Committee held a total of 3 meetings

The Annual General Meeting of Shareholders held 1 meeting.

The details of the Board of Directors meeting and Sub-Committees Meeting in 2023 are follows:



Name of Directors	The Board of Directors' Meeting	The Audit Committee' Meeting	The Recruitment & Remuneration Committee' Meeting	The General Shareholders' Meeting 2023
	6 Meetings	5 Meetings	3 Meetings	1 Meeting
1. Mr. Kasemsant Weerakun	6/6	-	-	1/1
2. Wutthiphum Jurangkool, Ph.D.	5/6	-	3/3	1/1
3. Mr. Rungkan Paisitpanichtrakul	6/6	-	-	1/1
4. Mr. Pravit Tantiwasinchai	6/6	5/5	-	1/1
5. Mr. Kachen Benjakul	6/6	5/5	3/3	0/1
6. Asst. Prof. Tippawan Pinvanichkul, Ph.D.	6/6	5/5	-	1/1
7. Mr. Phairat Sittakul	6/6	-	-	0/1
8. Assoc. Prof. Yuen Poovarawan	6/6	-	-	1/1
9. Mr. Thanong Chotisorayuth	6/6	-	-	1/1
10. Mr. Worapote Chutchaikulsiri	5/6	-	-	0/1

## Compensation of the Board of Directors

Compensation of the Board of Directors consisting for 10 persons as of year 2023 is in the following :

(Unit : Baht)

Name of Directors	Position / Type of Directors	Meeting allowance			Emoluments	Remuneration From 2021 operation (paid in 2022)	Total
		The Board of Directors	The Audit Committee	The Recruitment & Remuneration Committee			
1. Mr. Kasemsant Weerakun	Chairman of the Board Of Directors Authorized Signing Director Independent Director	100,000	-	-	300,000	-	400,000
2. Wutthiphum Jurangkool, Ph.D.	Director Authorized Signing Director Recruitment & Remuneration Committee Non - executive Director	50,000	-	14,000	180,000	-	244,000
3. Mr. Rungkan Paisitpanichtrakul*	Director Managing Director Authorized Signing Director Executive Director	-	-	-	-	-	-
4. Mr. Pravit Tantiwasinchai	Director Chairman of Audit Committee Independent Director	50,000	40,000	-	180,000-	-	270,000
5. Mr. Kachen Benjakul	Director Chairman of Recruitment & Remuneration Committee Audit Committee Independent Director	50,000	28,000	20,000	180,000	-	278,000
6. Asst. Prof. Tippawan Pinvanichkul, Ph.D.	Director Audit Committee Independent Director	50,000	28,000	-	180,000	-	258,000
7. Mr. Phairat Sittakul	Director Non - executive Director	50,000	-	-	180,000	-	230,000
8. Assoc. Prof. Yuen Poovarawan	Director Non - executive Director	50,000	-	-	180,000	-	230,000
9. Mr. Thanong Chotisrayuth	Director Independent Director	50,000	-	-	180,000	-	230,000
10. Mr. Worapote Chutchaikulsi	Director Independent Director	50,000	-	-	180,000	-	230,000
<b>Total</b>		<b>500,000</b>	<b>96,000</b>	<b>34,000</b>	<b>1,740,000</b>	<b>-</b>	<b>2,370,000</b>

**Remark :** \* Executive Director will not receive the directors' compensation which are position allowance, directors' meeting allowance, and directors' bonuses.

### Other Compensations

-None-

## Governance on subsidiaries and associated

### Policy for the Company's Directors and Executives in other firms

The Board of Directors has established a policy to hold a position in other companies that are listed on the Stock Exchange of Thailand for not more than 5 companies.

Moreover, The Board of Directors stipulated that the managing director and high executives can also hold the posts of Director in other companies as seen necessary and does not affect the duty and responsibility of the Company but must be approved by the Board of Directors or Authorized person.

### The Detail Director who in other firms of Subbsidiary companies, associated Companies, and related Companies's Directors

Name	SE-ED	Plearn Patt (Subbsidiary)	M & E (associated)	Related Companies (if any)
1. Mr. Kasemsant Weerakun	A C N	-	-	-
2. Wutthiphum Jurangkool, Ph.D.	C H	-	-	-
3. Mr. Rungkan Paisitpanichtrakul	C F E G	C	-	-
4. Mr. Pravit Tantiwasinchai	C B N	-	-	-
5. Mr. Kachen Benjakul	C D J N	C M	-	-
6. Asst. Prof. Tippawan Pinvanichkul, Ph.D.	C D N	-	-	-
7. Mr. Phairat Sittakul	C	-	-	-
8. Assoc. Prof. Yuen Poovarawan	C	-	-	-
9. Mr. Thanong Chotisorayuth	C	C L	C	
10. Mr. Worapote Chutchaikulsiri	C N	-	-	-

**Remarks :** A = Chairman of the Board      B = Chairman of Audit Committee  
C = Director      D = Audit Committee      E = Executive  
F = Management director      G = The executives as in the definition of SEC announcement  
H = The Recruitment and Remuneration Committee      I = Company Secretary  
J = Chairman of recruitment and remuneration committee  
K = Vice-Chairman of the Board of Directors  
L = Chairman of the Board of Director, Plearn Patt Co., Ltd.  
M = Consultant      N = Independent Director

**The Detail of executive who in other firms of Subsidiary companies, associated Companies, and related Companies's Directors**

Name	SE-ED	Plearn Patt (Subsidiary)	M & E (associated)	Related Companies (if any)
1. Mr. Rungkan Paisitpanichtrakul	F E G	C	-	-
2. Ms. Aree Sae-ung	E G	-	-	-
3. Mrs. Kanit Panusan Promsen	E G	-	-	-
4. Ms. Daungjai Jeenanurugk	E G	-	-	-
5. Meechoke Thongsawai, Ph.D.	E G	C	-	-
6. Mr. Suparat Tangsriwong	E I	-	-	-
7. Mrs. Passpunnee Mahayos	E	-	-	-
8. Ms. Sajipat Pumpuengput	E	-	-	-
9. Mr. Chakaj Luechakiattisak	E	-	-	-
10. Mr. Kriwoot Rojprasertsoot	E	-	-	-
11. Mr. Chonlavit lamraksakiat	E	-	-	-
12. Mr. Nakongchai Saitee	E	-	-	-

**Remarks :** A = Chairman of the Board B = Chairman of Audit Committee

C = Director

D = Audit Committee

E = Executive

F = Management director G = The executives as in the definition of SEC announcement

H = The Recruitment and Remuneration Committee

I = Company Secretary

J = Chairman of recruitment and remuneration committee

K = Vice-Chairman of the Board of Directors

L = Chairman of the Board of Director, Plearn Patt Co., Ltd.

M = Consultant

#### Detail of Sub-company's Directors

Name	Related with SE-ED	Plearn Patt
Mrs. Supavadee Harnmetee		<b>B</b>
Mr. Thanong Chotisorayut	Director	<b>B C</b>
Ms. Krongthong Boonprakong		<b>A</b>
Mr. Silawat Susilvorn		<b>B C</b>
Mrs. Veena Wongwaivit		<b>B C</b>
Mr. Thida Pitaksinsuk		<b>B</b>
Mr. Kachen Benjakul	Director	<b>B</b>
Mr. Rungkan Paisitpanichtrakul	Director	<b>B</b>
Meechoke Thongsawai, Ph.D.	Executive	<b>B</b>

**Remarks :** A = Chairman of Board B = Director C = Executive Director

## Monitoring of compliance with the corporate governance policy and guidelines

### Disclosure and Transparency

The Board of Directors has a policy of the Company as a role model in operating on the basis of transparency, verifiable, adequate disclosure of information for all parties concerned, monitoring to ensure the disclosure of accurate information with trustworthiness, completeness, timeliness, and equal access of information to everyone.

The Board of Directors has a policy for the directors with potential of conflicts of interest to report the ownership of assets of the directors, spouses and minor children annually.

The Board of Directors has a policy for related transactions by allowing transactions with conventional conditions. As for transactions between the Company and its subsidiary with the directors, the executives or related parties, the transaction agreements must be what a reasonable man should achieve with any ordinary contract partner in the same situation. Any negotiation must be without influence from the directorship status or the status of an executive or a related party. The Board of Directors assigns the Audit Committee to investigate any transaction with potential conflicts of interest or any related transaction that is worth more than 2 million Baht per quarter and report to the Board of Directors' meeting in every quarter.

The Board of Directors is responsible for the financial statements of the Company and financial information, appeared in the annual report. The financial statements are prepared according to generally accepted accounting principles in Thailand, using the accounting policy that is suitable as practice regularly and with careful discretion together with the best projections in the preparations, including disclosure of important data adequately in the added notice section supplementing the financial statements.

The Board has provided and maintained all necessary requirement of the internal audit with effectiveness, to ascertain with rationality that the accounting records are correct, complete and sufficient to maintain the assets and to learn of any weakness so that any significant irregularity can be prevented.

The Board of Directors of SE-EDUCATION Public Co., Ltd has appointed the Audit Committee consisting of non-management Directors to supervise the quality of the financial report and internal control, as well as the opinions of the Audit Committee regarding this issue. Comments concerning this matter appear in the report of the Audit Committee. The Board of Directors considers overall internal control of SE-EDUCATION Public Co., Ltd. to be satisfactory, and is trustworthy for the reliability of the financial statement of SE-EDUCATION Public Co., Ltd. as on December 31, 2023.

**Relations with Investors** The Board of Directors is aware that data concerning the Company's finance and non-finance aspects all play certain roles in the investor's decision-making process and vested interests. It therefore ensured that the management who has implemented matters concerning disclosure of data was complete, accurate, reliable, consistent, timely, and equal to that which the management has always given priority and upheld all along.

In disclosing important information of the Company both financial and non-financial, the Company used the Stock Exchange of Thailand as a channel. Moreover, the Company also discloses the information through the Company's investor relation website both in Thai and English, for example, Basic information about the Company, annual report, annual information disclosure report, financial ratios, historical data on dividends payout, shareholders and investors information dissemination, and non-monetary information such as, Corporate Governance policy, public relation - this information is always updated on a continual basis, in 2023 have no local investor and foreign investor asked to meet up the management.

## Items that may have conflict of interest

The Company's Board of Directors carefully monitor to avoid any conflict of interest that may arise and also look into the related items, by stipulating in the policy and steps of approval for each item in written notice. Moreover, the Audit Committee proposes to the Company regarding the items that could cause conflict of interest. The Company's Board of Directors has been particularly careful when consideration is made, in accordance with criteria stipulated by stock exchange through the determination of price and condition as if such items are dealt with the outsiders (Fair and at Arms' Length) and disclose the inter-related items which are significant, item value, counterparty, reason/necessity in annual information disclosure report.

The Board of Directors approved the principles and suggestion of Securities and Exchange Commission in accordance with the Section 89/12 (1) of Securities and Exchange Act (No.4) B.E. 2551 to allow the company management to enter in to any business transaction between the Company and its subsidiaries and directors, executives or related persons. The transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under the similar circumstances, on the basis of business negotiation which is without any influences directly resulted from the company's positions of director, executive, or related person. However, the Board of Directors has assigned the Audit Committee the task to present the items which may pose a conflict of interest and any related items for the transaction over 2 million Baht per quarter and reports it directly to the Board of Directors to acknowledge in a quarterly basis.

In the past year, the Company did not find any actions that violate the conflict of interest policy.

In the meeting of Board of Directors, should the Directors have interest in the decision, the Chairman of the Board will request for Directors to abide to the regulation and have the Director informed to the meeting and is asked not to vote or voice opinion for the matter.

## Supervision on the of insider information

The monitoring of policy and measures are in written format with respect to the Good Corporate Governance and handbook for the Board of Directors which has already been discussed in the Board and Executive meeting. The top management of the Company have also been informed about the announcement of Securities and Exchange Commission which stated that the management (including the spouse and minor children - or, in other words, not yet 20 years of age) must report the change of stock ownership to the Securities and Exchange Commission as stipulated in the law called Securities and Exchange Commission Act B.E. 2535 in the section 59 within 3 days after the change of ownership of Securities taken place, and also report to the Company's secretary to report to the Board of Directors for acknowledgement. Moreover, the management in the meeting has also been informed about the penalty imposed upon those who violate the laws.

The Company has the policy that sets the guideline for the practice of Good Corporate Governance, ethical practices of the Board of Directors, including the regulation that prohibit the staff from taking the Company's document or information for personal use, or bring outside the Company, without asking for permission. This also includes exposure of financial documents or other related documents for outsiders, and also prohibits the trading activity within 1 month prior to public release of financial information. If done so, the act can be considered 'misconduct' to the Company's rule of conducts. Should the management or staff violate such rules of conduct, the penalty can be ranged from warning, fine, work suspension, work without pay or job termination.

In the past year, the Internal Audit Department had emailed to notify relevant employees about the Policy on the use of inside information and prohibit employees and executives from trading the Company's securities in the period of one month before the financial statements or other information are released to the public. However, There was no related director, executive, or employee involved in any trading of the Company's shares during the prohibited period.

## Corruption-connected Protection

The Company has intention to operate its business transparently and legally in order to be one of the exemplar companies in Thailand. To align with corporate governance (CG), the Company pledged not to participate or support any kinds of corruption. Further, the Company not only supports every employee to live and behave legally as a good citizen of Thailand, but also supports its business partners to operate their businesses transparently and legally. By this, the Company created the network of cooperation in industrial level to develop business procedures transparently and legally. Since the Company is truly aware that corruption is the great obstacle in developing the country and national security, its anti-corruption policy in writing is launched to be guidance in its operating businesses.

## Anti-Corruption Policy

The Directors and employees of the Company are prohibited to engage in any kinds or any forms of corruption in every business activities both directly and indirectly. In case of charity, business gifts exchange or sponsor, the Company must operate it transparently without intentions to exchange of

reciprocal benefits or to convince the government officers or private units to operate inappropriately. By this, the Company has thoroughly defined the procedures against corruption with a mean to regularly review these procedures in order to be consistent with changes in business, rules, regulations, and law.

## **Anti-Corruption Operation**

The Company gives emphasis on carrying out the anti-corruption policy. In 2012 the Company avowed to join the Collective Action Coalition against Corruption (CAC) and always sends its staff to join the anti-corruption trainings in order to improve the knowledge about the issue, and the Company was certified to be a member of the Private Sector Collective Action Coalition against Corruption Council as of August 18, 2017 by the Thai Institute of Directors (IOD) up to now.

In 2021, the Company renewed of a member of the Private Sector Collective Action Coalition against Corruption Council as of June 30, 2021, the Punishment Measure is also strictly implemented against the executives and the employees involving in internal fraud, bribery, and corruption. In addition, the Fraud and Corruption Assessment is annually conducted and the result is presented to the Audit Committee and the board committee respectively. The principles are also emphasized through training and meetings to ensure that every employee is aware of the importance of honesty.

In addition, the Board of Directors also determines the communication channel with the independent Directors via postal mail or email to permit reporting channels and suggestions so that instruction on the information examination process can be made.

## **For the report on any illegal activity**

The Board of Directors also provides procedures and a channel of copyright infringement and appeal, by post and email:

Registered mails	Independent Directors, SE-EDUCATION Public Co., Ltd. 1858/87-90, Interlink Tower Bangna Building, 19 <sup>th</sup> Floor, Debaratna Road, Bangna Tai, Bangna, Bangkok, Thailand. ZIP code 10260
E-mail	id@se-ed.com

Employees own rights to directly inform and report corruption, code of conduct violation, and rights abuse to the directors, or their secretary, or to a department that has set up to be responsible for it. Employees are also able to express and share their opinion and suggestion about the operation of the Company. However, the Company has already set up the Department of Internal Audit and Investor Relations that is responsible for receiving all complaints from employees. Besides, employees also directly send a complaint e-mail to the Independent Directors. Every complaint and suggestion will be decided on a case-by-case basis. All complaint and those who complain will be entirely secured, therefore, there is no harm or effect on them.



# Internal control and related party transactions

## Controlling System and Internal Audit

The Company sees the importance of internal control at the management and the operation level, so it has clearly prescribed duties and powers on the operation of the operators and the management, specifically in writing. There is a control on the use of the assets of the Company to the highest benefit, and there is the separation of duty between the operators, the controllers and evaluation, for suitable check and balance among each other. Moreover, there is internal control on the financial system and the Company has prepared the financial report for submission to the responsible management line of duty.

The Company has an internal audit unit responsible to reassure that the main practices and essential financial activities of the Company are in line with the guideline and are operated with effectiveness. It includes audit on legal compliance and compliance control as well as the independent internal audit and investor relations unit who is capable of independently performing the check and balance. Therefore, the Board of Directors has designated that the internal audit and investor relations unit to report the results of the audit directly to the Audit Committee, and is also evaluated by the Audit Committee.

The Board of Directors and management has continued to stress the importance of internal control, by emphasizing on the adequate internal control system for business operation to maximize management as well as assets monitoring, reduction in possible errors, the Company's damage prevention, financial management, risk management, operation supervision, which reasonably ensures that the Company can operate as expected and maximized the added value in long run. In addition, The Board of Directors has made certain that all operations are within the rules and regulations stipulated by the laws to prevent any possible damage to the Company.

The Audit Committee has performed its duties within the framework of responsibilities assigned by the Company's Board of Directors, which is also consistent with the Stock Exchange of Thailand's stipulation. In the fiscal year 2021, there were 4 Audit Committee meetings in which attended along with the executives, auditors, accounting department and internal audit department. The remarks about the sufficiency of the internal audit system can be summarized as follows:

**Part 1 Control Environment** The Company determines business goals which are accurate, clear, possible and measurable. Moreover, the Company's structure supports the goals. There are regulations and penalties to prohibit executives and employees from possible conflict of interest. The Company, however, is in the stage of establishing policies and regulations about financial, purchasing and administrative transactions. All policies are based on fair business with partners for long-term benefit.

**Part 2 Risk Assessment** The Company always went through the risk assessment, both internal and external business risks. The working group consisting of the Managing Director, Deputy Managing Director, and assistant Managing Director related to the risk in each line of duty, and each division and department managers will analyze risk factors, as well as the control and follow-up action for risk administrative plans.

**Part 3 Control Activities** The administrative responsibilities include authorization, considering proper credit limit to be approved by executives in each level accounting and information booking and asset keeping. To authorize any transaction, 2 Directors have to co-sign documents.

Transaction authorization between the Company and major Shareholders, Director, executives, and related persons are regarded for these advantages, as with any external transactions with others.

**Part 4 Information & Communicatio** The Company provides enough information for Directors' decisions. However, in case of the change in last updated information, the Company may not be able to submit a financial statement with the meeting letter 7 days before the meeting, but it can be proposed just a day before, or at the meeting room.

Accounting documents are filed systematically in accordance with the accounting system for the purposes of business policy.

**Part 5 Monitoring Activities** The Company uses a follow up system comparing each quarter's goal, which is examined by the internal audit, by reporting the performance directly to the Audit Committee. When significant errors are encountered, the Internal Audit must immediately inform the Committee concerned, as well as the updated error correction report.

Moreover, the Audit Committee has found that there were not any significant weaknesses, from effectiveness assessment, in the accounting control system.

## Inter-Company Transaction

The inter-business items between The Company and its subsidiary and related individuals are shown below:

The Company had significant business transactions with related parties. These parties are directly or indirectly related through common shareholding and/or directorship. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and those related parties.

The related companies include the following:

Company	Relationship
Pleam Patt Co.,Ltd.	Subsidiary company by direct shareholders
BaseLab Co.,Ltd.	Subsidiary company by direct shareholders (Complete liquidation on September 21, 2023)
M AND E Co., Ltd.	Subsidiary company by direct shareholders

The significant transactions with related parties for the years ended December 31, 2023 and 2022, can be summarized as follows:

		Baht			
		Consolidated financial statements		Separate financial statements	
Transfer Pricing Policy		2023	2022	2023	2022
<b>Transactions in the statements of income</b>					
<b>Subsidiary companies</b>					
Sales of goods	Mutually agreed agreement	-	-	125,049	192,202
Service expenses	Mutually agreed agreement	-	-	2,336	4,673
Dividend income	As declared	-	-	4,150,000	3,320,000
<b>Transactions in associate company</b>					
Dividend income	As declared	-	-	1,500,000	600,000
<b>Related companies</b>					
Service revenue	Mutually agreed agreement	11,215	11,411	11,215	11,411
Sales of goods	Mutually agreed agreement	-	1,039,488	-	1,039,488
<b>Shareholder and directors of subsidiary companies</b>					
Amortised right-of-use on land	Mutually agreed agreement	858,357	1,286,315	-	-
Amortised leasehold right on land	Mutually agreed agreement	666,073	285,258	-	-
Interest expenses	3% - 5% per annum	55,767	75,082	-	-

As at December 31, 2023 and 2022 Significant outstanding balances with related companies are as follow:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Outstanding balances at the statements of financial position</b>				
<b>Subsidiary companies</b>				
Trade and other current receivables	-	-	-	45,402
<b>Shareholder and directors of subsidiary companies</b>				
Leasehold rights on land	13,229,589	13,895,663	-	-
Lease liabilities	25,913,681	31,526,329	-	-
Long- term loan from director	1,300,000	2,300,000	-	-

## Directors and management's benefits

For the years ended December 31, 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Short-term employee benefits	19,484,528	20,013,631	14,788,652	14,948,565
Post-employment benefits	566,752	630,895	537,920	560,360
Total	20,051,280	20,644,526	15,326,572	15,508,925

## Need and reasons of related party transactions

Transactions amongst the Company, associated companies and related parties shall be approved by the Audit Committee in the meeting, for fair transactions and appropriate costs compared to other persons' transactions and no interest transfers between the Company subsidiaries, associated companies and other related companies and individuals.

The Board of Directors approved the principles and suggestion of the Office of Securities and Exchange Commission in accordance with the Section 89/12 (1) of Securities and Exchange Act (No.4) B.E. 2551 to allow the company management to enter in to any business transaction between the Company and its subsidiaries and directors, executives or related persons. The transaction has the same commercial terms as those an ordinary person would agree to, with any unrelated counterparty under similar circumstances, on the basis of business negotiation which is without any influence directly resulted from the company's positions of director, executive, or related person. However, the Board of Directors has assigned the Audit Committees the task to present the items which may pose a conflict of interest and any related items for the transaction over 2 Million Baht per quarter and reports it directly to the Board of Directors to acknowledge in a quarterly basis.

Policy and trend of future transactions The Company may have transactions with major shareholders and executives in the future which are in the forms of leasing, service providing, and copyright contracts for the mutual benefit of the Company by disclosure of the types and amount of related transactions between the Company and probable conflicted persons in accordance with the promulgations and regulations of the Office of Securities and Exchange Commission (SEC).



PART 3

# Financial Statements

# Independent Auditor's Report

To the Shareholders and Board of Directors of SE-EDUCATION PUBLIC COMPANY LIMITED

## Opinion

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

In my opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of Se-Education Public Company Limited and its subsidiaries as at December 31, 2023, its consolidated financial performance and its consolidated cash flows for the year then ended and the separate financial position of Se-Education Public Company Limited as at December 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

## Basis for Opinion

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

## Key Audit Matters

Key audit matters are matters that are most significant to my professional judgment in auditing the consolidated financial statements and separate financial statements for the current period. I have considered these matters under the context of the overall audit of the consolidated and separate financial statements. In the expression of my opinion, I do not express a separate opinion on these matters.

## **Revenue recognition from sales**

Revenue from sales is a transaction with the significant value in the financial statements and also has a direct effect on the performance that the users of the financial statements pay attention to. I consider that the revenue recognition is a significant risk in the audit. Therefore, I have paid special attention on such revenue recognition regarding the accuracy and completeness of the revenue transactions recorded in the account.

I have audited the revenue recognition from sales by understanding and evaluating the effectiveness of significant internal controls related to sales revenue cycle and randomly testing compliance with the control system designed by the Company by testing from the sales process until the end of the process and evaluating the efficiency of the computer system that the Company uses to retrieve all the information related to sales reports, checking sales revenue recognition to be consistent with the Company's revenue recognition policy, randomly checking of sales documentation that incurred during the year and near the end of the accounting period, reviewing of credit memos issued by the Company after the end of the accounting period and analysing income by comparing historical data and industrial data, and checking potential irregularities that may incur in sales transactions especially the accounting transactions are made through journal vouchers.

## **Estimation of allowance for declining in value of inventories**

The Company's inventories had the significant balances in the financial statements which were educational publications depending on the popularity of consumers, the Company has a risk in the value of inventories higher than the net realizable value. However, the consideration of the net realizable value requires the considerable judgment of the management including the related assumptions. Therefore, I have paid special attention on the use of the management judgment regarding such estimation.

I have made the understanding policies and methods used by the management to estimate the net realizable value of inventories, using the methods to assess the net realizable value of inventories, randomly testing transactions in the report to separate age and net realizable value with relevant documents, assessing the reasonableness of the assumptions used by the management in determining sales at a price lower than cost to consider the appropriateness of the declining value of inventories, testing the accuracy of calculating the net realizable value of inventories and considering the appropriateness of the main assumptions the Company used as well as referencing internal and external data, considering the operational plan, including the analysis of past trends and considering the adequacy of disclosure according to Thai Financial Reporting Standards.

## **Other Information**

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

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



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

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

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

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

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and separate financial statements, including the disclosures, and whether the consolidated financial statements and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

The engagement partner responsible for the audit resulting in this independent auditor's report is Miss Nannaphat Wannasomboon.



**(Miss Nannaphat Wannasomboon)**

Certified Public Accountant

Registration No. 7793

Dharmniti Auditing Company Limited

Bangkok, Thailand

February 22, 2024

# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of financial position

As at 31 December 2023

### ASSETS

		Baht					
		Consolidated financial statements			Separate financial statements		
		As at December	As at December	As at January	As at December	As at December	As at January
		31, 2023	31, 2022	1, 2022	31, 2023	31, 2022	1, 2022
Notes			(Restated)	(Restated)		(Restated)	(Restated)
<b>Current assets</b>							
Cash and cash equivalents	5	118,730,390	102,097,735	135,702,719	16,534,202	18,375,391	32,757,370
Trade and other current receivables	4, 6	58,469,578	47,255,903	50,221,956	54,966,650	43,308,870	45,973,421
Inventories	7	227,006,131	220,117,558	223,588,903	224,768,230	218,027,450	221,303,745
Other current financial assets	8	1,302,686	12,693,465	56,658,729	1,302,686	12,693,465	56,658,729
Other current assets	9	22,627,438	21,376,489	22,661,128	20,350,350	19,710,521	20,860,701
<b>Total current assets</b>		<b>428,136,223</b>	<b>403,541,150</b>	<b>488,833,435</b>	<b>317,922,118</b>	<b>312,115,697</b>	<b>377,553,966</b>
<b>Non-current assets</b>							
Restricted bank deposits and other investments	10	8,000,000	8,499,110	12,971,637	8,000,000	8,499,110	12,971,637
Investment in associated company	11	17,407,273	19,709,507	19,654,461	100,000	100,000	100,000
Investment in subsidiary companies	12	-	-	-	83,000,000	83,150,000	69,482,091
Investment property	13	123,900,000	101,400,000	-	123,900,000	101,400,000	-
Property, plant and equipment	14	1,745,483,007	1,586,436,042	1,637,544,388	1,351,731,155	1,189,631,616	1,321,702,560
Right-of-use assets	15	161,146,681	171,388,960	241,621,922	118,057,641	126,281,194	213,455,712
Intangible assets	16	8,038,714	3,293,731	4,704,378	6,847,692	2,935,116	4,438,102
Prepaid book copyright and translation fee		24,249,586	23,184,940	22,607,425	24,249,586	23,184,940	22,607,425
Rental guarantee and deposit		70,640,046	75,699,292	82,084,705	70,640,046	75,699,292	82,084,705
Current tax assets		1,522,811	5,539,561	1,617,180	1,521,981	5,538,114	1,614,503
Withholding tax pending for the refund		18,612,421	23,499,013	25,956,897	18,613,251	23,499,013	25,956,897
Other non-current financial assets	8	81,934	184,411	-	81,934	184,411	-
Other non-current assets		9,324,024	8,871,577	9,629,190	6,303,340	7,096,890	7,669,365
<b>Total non-current assets</b>		<b>2,188,406,497</b>	<b>2,027,706,144</b>	<b>2,058,392,183</b>	<b>1,813,046,626</b>	<b>1,647,199,696</b>	<b>1,762,082,997</b>
<b>Total assets</b>		<b>2,616,542,720</b>	<b>2,431,247,294</b>	<b>2,547,225,618</b>	<b>2,130,968,744</b>	<b>1,959,315,393</b>	<b>2,139,636,963</b>

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

**SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries**  
**Statement of financial position (continued)**  
As at 31 December 2023

**LIABILITIES AND SHAREHOLDERS' EQUITY**

		Baht					
		Consolidated financial statements			Separate financial statements		
		As at December	As at December	As at January	As at December	As at December	As at January
		31, 2023	31, 2022	1, 2022	31, 2023	31, 2022	1, 2022
	Notes		(Restated)	(Restated)		(Restated)	(Restated)
<b>Current liabilities</b>							
Bank overdraft and short-term loan							
from financial institution	17	227,805,930	162,849,680	140,000,000	227,805,930	162,849,680	140,000,000
Trade and other current payables	18	388,647,405	404,996,071	473,504,505	370,943,703	388,478,900	458,658,370
Income received in advance recognisable							
within one year	19	78,131,280	73,536,630	63,935,223	-	-	-
Current portion of long-term loans	21	104,172,000	80,180,000	62,302,000	31,172,000	56,280,000	62,302,000
Current portion of long-term employee							
benefits obligations	23	6,417,037	2,344,230	3,654,371	6,417,037	2,344,230	3,654,371
Current portion of lease liabilities	26	35,987,981	56,401,537	82,069,723	34,515,653	55,268,038	80,523,544
Accrued income tax		26,336	-	-	-	-	-
Other current financial liabilities	27	-	254,390	-	-	254,390	-
Other current liabilities	20	23,738,463	23,345,733	23,664,044	22,341,741	21,344,980	21,792,372
<b>Total current liabilities</b>		<b>864,926,432</b>	<b>803,908,271</b>	<b>849,129,866</b>	<b>693,196,064</b>	<b>686,820,218</b>	<b>766,930,657</b>
<b>Non-current liabilities</b>							
Income received in advance	19	46,357,388	44,889,588	40,063,880	-	-	-
Long-term loans	21	54,680,000	160,852,000	241,032,000	54,680,000	85,852,000	142,132,000
Educational guarantee	22	15,003,000	4,202,000	4,143,000	-	-	-
Deferred tax liabilities	25	92,835,757	46,260,502	37,791,302	83,288,761	36,416,661	34,294,654
Long-term employee benefits obligations	23	82,194,092	82,384,416	77,167,609	63,331,081	68,057,356	63,598,038
Lease liabilities	26	82,515,380	84,237,737	119,305,823	51,742,000	52,861,975	97,031,181
Provision for decommissioning costs	24	27,959,089	37,788,382	41,642,857	27,959,089	37,788,382	41,642,857
Other non-current financial liabilities	27	211,435	-	2,427,219	211,435	-	2,427,219
Other non-current liabilities		3,707,022	6,125,981	7,478,396	3,029,476	3,399,477	5,823,908
<b>Total non-current liabilities</b>		<b>405,463,163</b>	<b>466,740,606</b>	<b>571,052,086</b>	<b>284,241,842</b>	<b>284,375,851</b>	<b>386,949,857</b>
<b>Total liabilities</b>		<b>1,270,389,595</b>	<b>1,270,648,877</b>	<b>1,420,181,952</b>	<b>977,437,906</b>	<b>971,196,069</b>	<b>1,153,880,514</b>
<b>Shareholders' equity</b>							
Share capital							
Authorized share capital							
391,944,529 ordinary shares of Baht 1 each		391,944,529	391,944,529	391,944,529	391,944,529	391,944,529	391,944,529
Issued and paid-up							
391,944,418 ordinary shares of Baht 1 each		391,944,418	391,944,418	391,944,418	391,944,418	391,944,418	391,944,418
Share premium		149,420,558	149,420,558	149,420,558	149,420,558	149,420,558	149,420,558
Retained earnings							
Appropriated to legal reserve							
Company		39,194,453	39,194,453	39,194,453	39,194,453	39,194,453	39,194,453
Subsidiaries		2,303,459	1,879,770	1,540,819	-	-	-
Unappropriated		108,792,867	72,866,674	75,006,265	64,677,945	38,579,022	35,738,712
Other components of shareholders' equity		525,461,936	387,615,444	375,061,648	508,293,464	368,980,873	369,458,308
Total shareholders' equity of parent		1,217,117,691	1,042,921,317	1,032,168,161	1,153,530,838	988,119,324	985,756,449
Total non-controlling interests of the subsidiaries		129,035,434	117,677,100	94,875,505	-	-	-
<b>Total shareholders' equity</b>		<b>1,346,153,125</b>	<b>1,160,598,417</b>	<b>1,127,043,666</b>	<b>1,153,530,838</b>	<b>988,119,324</b>	<b>985,756,449</b>
<b>Total liabilities and shareholders' equity</b>		<b>2,616,542,720</b>	<b>2,431,247,294</b>	<b>2,547,225,618</b>	<b>2,130,968,744</b>	<b>1,959,315,393</b>	<b>2,139,636,963</b>

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

# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of income

For the year ended 31 December 2023

		Baht			
		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<b>Revenues</b>					
Revenues from sales		1,818,738,898	1,729,504,104	1,818,867,342	1,729,696,306
Tuition fees income		277,660,398	257,443,067	-	-
Interest income and dividend income		436,599	477,422	5,875,339	4,163,453
Gain from fair value measurement of investment property		22,500,000	-	22,500,000	-
Other income		51,616,543	69,279,919	37,752,251	60,746,665
<b>Total revenues</b>		<b>2,170,952,438</b>	<b>2,056,704,512</b>	<b>1,884,994,932</b>	<b>1,794,606,424</b>
<b>Expenses</b>					
Cost of sales		1,162,718,767	1,100,910,067	1,162,847,211	1,101,102,269
Cost of tuition fees		198,395,288	187,576,970	-	-
Selling expenses		439,820,939	468,457,296	439,820,939	468,457,296
Administrative expenses		283,183,603	265,777,127	227,730,989	215,165,532
Loss on impairment of investments in subsidiaries (reversal)		-	-	-	(13,667,908)
Other loss		129,501	69,978	129,501	69,978
<b>Total expenses</b>		<b>2,084,248,098</b>	<b>2,022,791,438</b>	<b>1,830,528,640</b>	<b>1,771,127,167</b>
<b>Profit (loss) from operating activities</b>		<b>86,704,340</b>	<b>33,913,074</b>	<b>54,466,292</b>	<b>23,479,257</b>
Finance cost		(21,698,439)	(22,248,942)	(17,974,439)	(18,994,375)
Share of profit (loss) from associated company	11	82,405	56,699	-	-
<b>Profit (loss) before income tax (expenses)</b>		<b>65,088,306</b>	<b>11,720,831</b>	<b>36,491,853</b>	<b>4,484,882</b>
Income tax (expenses)	31	(11,676,829)	(2,057,924)	(11,713,747)	(2,122,007)
<b>Profit (loss) for the year</b>		<b>53,411,477</b>	<b>9,662,907</b>	<b>24,778,106</b>	<b>2,362,875</b>
<b>Profit (loss) attributable to</b>					
Equity holders of the Company		36,054,684	(2,945,900)	24,778,106	2,362,875
Non-controlling interests of the subsidiaries		17,356,793	12,608,807	-	-
		<b>53,411,477</b>	<b>9,662,907</b>	<b>24,778,106</b>	<b>2,362,875</b>
<b>Basic earnings (loss) per share</b>					
Attributable to equity holders of the Company	32	0.092	(0.008)	0.063	0.006

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

# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of comprehensive income

For the year ended 31 December 2023

		Baht			
		Consolidated financial statements		Separate financial statements	
Notes		2023	2022	2023	2022
	<b>Profit (loss) for the year</b>	53,411,477	9,662,907	24,778,106	2,362,875
	<b>Other comprehensive income :</b>				
	Item that will not be reclassified to profit or loss				
	Actuarial gain (loss) arising from past-employment benefit,				
	- net from tax expense	(2,625,896)	-	888,628	-
	Change surplus on revaluation of assets				
	- Effect from tax expense	139,977,542	26,752,516	139,744,780	-
	Share of other comprehensive income (loss)				
	of associated company	11 (884,639)	598,348	-	-
	<b>Other comprehensive income (loss) for the year</b>	136,467,007	27,350,864	140,633,408	-
	<b>Total comprehensive income (loss) for the year</b>	189,878,484	37,013,771	165,411,514	2,362,875
	<b>Total comprehensive income (loss) attributable to</b>				
	Equity holders of the Company	174,196,373	10,753,156	165,411,514	2,362,875
	Non-controlling interests of subsidiaries	15,682,111	26,260,615	-	-
		189,878,484	37,013,771	165,411,514	2,362,875

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

# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of changes in shareholders' equity

For the year ended 31 December 2023

	Baht										
	Consolidated financial statements										
	Equity attributable to the parent's shareholders							Equity attributable to non-controlling interests of the subsidiaries			
	Issued and paid-up share capital	Share premium	Other components of shareholders' equity					Total equity attributable to shareholders of the Company	Total shareholders' equity		
			Retained earnings		Other comprehensive income		Total other components of shareholders' equity				
			Unappropriated		Unrealised gain (losses) on investments in equity designated at fair value through other comprehensive income	Surplus on revaluation of assets					
			Appropriated to legal reserve	Subsidiary							
	Company										
Notes											
<b>Beginning balance as at January 1, 2022</b>	391,944,418	149,420,558	39,194,453	1,540,819	75,006,265	(3,573,368)	378,635,016	375,061,648	1,032,168,161	94,875,505	1,127,043,666
legal reserve	-	-	-	338,951	(338,951)	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-	-	-	-	(3,459,020)	(3,459,020)
Profit (loss) for the year	-	-	-	-	(2,945,900)	-	-	-	(2,945,900)	12,608,807	9,662,907
Other comprehensive income (loss) for the year	-	-	-	-	108,460	598,348	12,992,248	13,590,596	13,699,056	13,651,808	27,350,864
Total comprehensive income (loss) for the year	-	-	-	-	(2,837,440)	598,348	12,992,248	13,590,596	10,753,156	26,260,615	37,013,771
Transferred surplus on revaluation of assets to retained earnings	-	-	-	-	1,036,800	-	(1,036,800)	(1,036,800)	-	-	-
<b>Balance as at December 31, 2022</b>	391,944,418	149,420,558	39,194,453	1,879,770	72,866,674	(2,975,020)	390,590,464	387,615,444	1,042,921,317	117,677,100	1,160,598,417
legal reserve	-	-	-	423,689	(423,689)	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-	-	-	-	(4,323,775)	(4,323,775)
Profit (loss) for the year	-	-	-	-	36,054,684	-	-	-	-	17,356,793	53,411,477
Other comprehensive income (loss) for the year	-	-	-	-	(718,451)	(884,639)	139,744,780	138,860,141	36,054,684	(1,674,684)	136,467,006
Total comprehensive income (loss) for the year	-	-	-	-	35,336,233	(884,639)	139,744,780	138,860,141	174,196,374	15,682,109	189,878,483
Transferred surplus on revaluation of assets to retained earnings	-	-	-	-	1,013,649	-	(1,013,649)	(1,013,649)	-	-	-
<b>Balance as at December 31, 2023</b>	391,944,418	149,420,558	39,194,453	2,303,459	108,792,867	(3,859,659)	529,321,595	525,461,936	1,217,117,691	129,035,434	1,346,153,125

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

## For the year ended 31 December 2023

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



# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of cash flows

For the year ended 31 December 2023

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Cash flows from operating activities</b>				
Profit (loss) for the year	53,411,477	9,662,907	24,778,106	2,362,875
Adjustments to reconcile profit (loss) net cash provided by				
(paid) from operating activities:				
(Gain) on disposal of temporary investments	(280,387)	(207,515)	(280,387)	(207,515)
Other unrealized (gain) loss	(328,249)	(2,357,240)	(328,249)	(2,357,240)
(Gain) from reviewing interest rate	(6,402,497)	-	(6,402,497)	-
(Gain) loss on adjusting investment value	(8,782)	49,888	(8,782)	49,888
(Gain) from fair value measurement of investment property	(22,500,000)	-	(22,500,000)	-
Loss on impairment of investments in subsidiaries (reversal)	-	-	-	(13,667,908)
Share of (gain) loss from associated company	(82,405)	(56,699)	-	-
Loss for expected credit loss for accounts receivable				
and estimated goods return (reversal)	990,379	995,482	797,433	1,453,160
Bad debt	121,475	533,082	121,475	340,582
Expense from loss of inventories (reversal)	2,665,243	(500,777)	2,665,243	(500,777)
Expense from allowance for loss of inventories, dilapidated				
and slow moving (reversal)	(32,398,535)	(11,894,843)	(32,398,535)	(11,894,843)
Expense for donation of goods	14,374,344	14,020,252	14,374,344	14,020,252
Loss on destroy goods	7,788,084	4,911,796	7,788,084	4,911,796
Depreciation and amortization	55,822,946	59,531,596	28,390,237	35,274,061
Amortization of right-of-use assets	67,000,648	86,868,437	64,981,922	85,084,252
(Gain) loss from cancellation of lease agreements	(410,638)	1,578,910	(410,638)	1,155,218
Loss on impairment of assets (reversal)	45,977	(238,579)	45,977	(238,579)
(Gain) loss on sales of equipment	226,203	(487,566)	183,759	(467,371)
Loss on written-off fixed assets	2,960,190	391,468	661,647	391,468
Loss on written-off intangible assets	-	38,767	-	38,767
Loss on written-off supplies	-	586,023	-	586,023
Rental reduction	(2,322,105)	(7,566,318)	(2,322,105)	(7,566,318)
Loss from dissolution of a subsidiary company	-	-	66,429	-
Adjustment from clearing long outstanding payable	(9,542,405)	(31,046,577)	(9,542,405)	(31,046,577)
Long-term employee benefits expenses	9,036,686	8,193,788	7,332,526	6,532,177
Written-off withholding tax	532,435	-	532,435	-
Interest income	(436,599)	(477,422)	(225,339)	(243,453)

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

# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of cash flows (continued)

For the year ended 31 December 2023

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Interest expenses	21,698,439	22,248,942	17,974,439	18,994,375
Dividend received	-	-	(5,650,000)	(3,920,000)
(Income) tax expenses	11,676,829	2,057,924	11,713,747	2,122,007
Profit from operating activities before changes in operating assets and liabilities	173,638,753	156,835,726	102,338,866	101,206,320
Operating assets (increase) decrease				
Trade and other current receivables	(12,325,529)	1,437,488	(12,576,688)	870,808
Inventories	682,291	(3,065,083)	830,084	(3,260,133)
Prepaid expense	(1,122,938)	(567,416)	(476,953)	(718,585)
Other current assets	(128,011)	1,266,032	(162,876)	1,282,742
Prepaid book copyright and translation fee	(1,064,646)	(577,515)	(1,064,646)	(577,515)
Rental guarantee and deposit	5,059,246	6,385,412	5,059,246	6,385,412
Other non-current assets	(450,999)	760,291	793,550	572,475
Operating liabilities increase (decrease)				
Trade and other current payables	(11,859,518)	(37,000,096)	(13,097,333)	(38,807,350)
Income received in advance	6,062,450	14,427,115	-	-
Educational guarantee	10,801,000	59,000	-	-
Other current liabilities	1,124,650	(277,011)	1,728,681	(406,092)
Other non-current liabilities	(2,418,959)	(1,352,415)	(370,001)	(2,424,431)
<b>Cash received from operating activities</b>	<b>167,997,790</b>	<b>138,331,528</b>	<b>83,001,930</b>	<b>64,123,651</b>
Cash paid for decommissioning cost	(4,803,236)	(4,006,319)	(4,803,236)	(4,006,319)
Cash paid for employee benefit	(3,133,944)	(4,332,122)	(2,451,208)	(3,428,000)
Cash received from employee benefit	-	45,000	-	45,000
Cash paid for interest expenses	(21,631,100)	(22,148,970)	(17,907,100)	(18,894,403)
Cash received from income tax	9,891,441	-	9,891,441	-
Cash paid for income tax	(1,522,811)	(1,467,174)	(1,521,981)	(1,465,727)
<b>Net cash provided by operating activities</b>	<b>146,798,140</b>	<b>106,421,943</b>	<b>66,209,846</b>	<b>36,374,202</b>
<b><u>Cash flows from investing activities</u></b>				
Cash paid for purchase other current financial assets	(673,990,000)	(831,340,000)	(673,990,000)	(831,340,000)
Cash received from sale of other current financial assets	681,169,058	879,954,878	681,169,058	879,954,878
Cash received from government bond	5,000,000	-	5,000,000	-
Increase in restricted bank deposits and other investment	-	(19,460)	-	(19,460)

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

# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of cash flows (continued)

For the year ended 31 December 2023

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash received from dissolution of a subsidiary company	-	-	83,571	-
Cash paid for purchase of fixed assets	(49,760,881)	(76,868,357)	(22,117,110)	(4,578,449)
Cash paid for purchase of intangible assets	(211,999)	(19,795)	(211,999)	-
Cash paid for purchase of right-of-use assets	(18,177,221)	(10,279,627)	(18,177,221)	(601,261)
Cash received from sale of equipment	354,074	1,936,285	315,114	1,891,285
Dividend received	1,500,000	600,000	5,650,000	3,920,000
Cash received from interest income	436,599	477,422	225,339	243,453
Cash received from cancelled lease	-	287,024	-	287,024
<b>Net cash provided by (used in) investing activities</b>	<b>(53,680,370)</b>	<b>(35,271,630)</b>	<b>(22,053,248)</b>	<b>49,757,470</b>
<b><u>Cash flows from financing activities</u></b>				
Increase in bank overdraft	4,956,250	12,849,680	4,956,250	12,849,680
Cash received from short-term loan from financial institution	210,000,000	10,000,000	210,000,000	10,000,000
Cash paid for short-term loan from financial institution	(150,000,000)	-	(150,000,000)	-
Cash paid for long-term loans	(82,180,000)	(62,302,000)	(56,280,000)	(62,302,000)
Cash paid for lease liabilities	(54,937,590)	(61,843,957)	(54,674,037)	(61,061,331)
Dividend paid	(4,323,775)	(3,459,020)	-	-
<b>Net cash used in financing activities</b>	<b>(76,485,115)</b>	<b>(104,755,297)</b>	<b>(45,997,787)</b>	<b>(100,513,651)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>16,632,655</b>	<b>(33,604,984)</b>	<b>(1,841,189)</b>	<b>(14,381,979)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>102,097,735</b>	<b>135,702,719</b>	<b>18,375,391</b>	<b>32,757,370</b>
<b>Cash and cash equivalents at end of year</b>	<b>118,730,390</b>	<b>102,097,735</b>	<b>16,534,202</b>	<b>18,375,391</b>
<b><u>Supplemental cash flows information</u></b>				
<b><u>Non-cash transactions</u></b>				
Gain in revaluation surplus on changes in value of unit trust	117	238	117	238
Increase in right-of-use assets	(40,156,176)	(47,001,589)	(40,156,176)	(35,697,507)
Increase in lease liabilities	40,156,176	47,001,589	40,156,176	35,697,507
Increase for demolition costs	(1,291,384)	-	(1,291,384)	-
Increase provision for decommissioning costs	1,291,384	-	1,291,384	-
(Increase) decrease in payables for purchase of assets	99,903	(484,002)	(305,211)	347,784
Accrued employee benefits	(4,424,000)	-	(4,424,000)	-
Actuarial gain (loss) arising from past-employment benefit	(2,403,741)	-	1,110,786	-
Increase in surplus revaluation of assets	(174,680,976)	(33,163,792)	(174,680,976)	-

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

# SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Notes to the financial statements

31 December 2023

### 1. GENERAL INFORMATION

#### 1.1 Address and legal status

Se-Education Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company listed on the Stock Exchange of Thailand on 29 April 1993.

The address of its registered office is as follows:

Head office : located at 1858/87-90, Debaratana Road, Bangna South Sub-District, Bangna District, Bangkok.

Distribution center : located at 118 Moo 1, Tambon Sisa Chorakhe Yai, Bang Sao Tong District, Samutprakarn.

#### 1.2 Nature of the Company’s business and shareholder

The Group operate their businesses in Thailand and are authorised to engage in the following:

1. Operate bookstores which consist of SE-ED Book Center and network stores and various university bookstores in Bangkok and other provinces as well as the network and sales area in various forms.
2. Distribute books for both published by SE-ED and other publishers to bookstores all over the country and to other sales channels.
3. Publish books by producing books and book printing.
4. Plearnpattana School, which operates a private school offering courses for students from pre-kindergarten to Matayom 6.
5. BaesLab Co., Ltd., which operates in consulting, provision and distribution of software and hardware business. (Complete liquidation on September 21,2023).

## 2. BASIS FOR PREPARATION OF THE FINANCIAL STATEMENTS

### 2.1 Basis for preparation of the financial statements

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

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

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

### 2.2 Basis of consolidated financial statements preparation

2.2.1 The consolidated financial statements are prepared by including the Group financial statements as follows:-

Subsidiary companies' name	Nature of business	Country of incorporation	Shareholding percentage	
			2023	2022
BaesLab Co., Ltd.	Operates in consulting, provision and distribution of software and hardware business. (Complete liquidation on September 21,2023)	Thailand	-	60.00
Plearn Patt Co.,Ltd.	Private school	Thailand	48.97	48.97

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

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

2.2.4 The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

2.2.5 Material balances and transactions between the Group companies have been eliminated from the consolidated financial statements.

2.2.6 Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

**2.3 The separate financial statements** present investments in subsidiaries and associate under the cost method.

## **2.4 Financial reporting standards that became effective in the current year**

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

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

## **2.5 Revised financial reporting standards to be applied in the future**

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

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

### **3. SIGNIFICANT ACCOUNTING POLICIES**

#### **3.1 Revenues recognition**

- 3.1.1 Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns and discounts except for consignment where the revenue from consignment is recognized when the event of either the sales report is received or the payment is received first
- 3.1.2 Advertising service revenue is recognized when services have been rendered taking into account the stage of completion.
- 3.1.3 Service income is recognized when services have been rendered taking into account the stage of completion.
- 3.1.4 The entrance fee income the Company has recognized the entrance fee for the period of rights specified by the students' status.
- 3.1.5 Education supporting fees are recognized as income of the school term to which they relate.
- 3.1.6 Interest income is recognized on an accrual basis based on the effective interest rate.
- 3.1.7 Dividends are recognized when the right to receive the dividends is established.

#### **3.2 Cash and cash equivalents**

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

#### **3.3 Inventories/Allowance for dilapidated, slow moving and loss of inventories**

Finished goods are valued at the lower of cost (weighted average) and net realisable value. Cost includes all production costs and attributable overheads.

Work in process are valued at the lower of standard cost (which approximates actual cost) and net realisable value.

Raw materials are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

Allowance for dilapidated and slow moving is based on the percentage of the inventory turnover in conjunction with the consideration of the book editor.

Allowance for lost goods are charged based on percentage of sales of each branch. The reversal of such allowance incurred when the inventory taking and inventories lost actually at the branch.

### 3.4 Investments in associate and subsidiaries

- 3.4.1 Investment in associate are accounted for in the consolidated financial statements using the equity method.
- 3.4.2 Investments in subsidiaries and associate are accounted for in the separate financial statements using the cost method net of provision for impairment of investments (if any).

### 3.5 Investments property / Depreciation

Investment property is defined as property held with the held to capitalize on the increase in the value of the asset and not use in operations.

Land and land improvement for investment property are stated at revalued amount less accumulated depreciation and allowance for impairment (if any).

Investments property are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made every 5 years to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows.

- When an asset's carrying amount is increased as a result of a revaluation of the Group assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised equity under the heading of "Revaluation surplus". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus" in respect of the same asset.

Depreciation of investments property is calculated by reference to their costs amount, on the straight-line basis over the following estimated useful lives:

Land improvement	10 years
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Depreciation is included in determining income.

No depreciation is provided for land classified as investment property



### 3.6 Property, plant and equipment/Depreciation

Land and building and improvement are stated at revalued amount less accumulated depreciation and allowance for impairment (if any).

Land and buildings are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made every 5 years to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Equipment are stated at cost less accumulated depreciation and allowance on impairment (if any).

Differences arising from the revaluation are dealt with in the financial statements as follows.

- When an asset's carrying amount is increased as a result of a revaluation of the Group assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised equity under the heading of "Revaluation surplus". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus" in respect of the same asset.

Depreciation of building and equipment is calculated by reference to their costs or the revalued amount, on the straight-line basis over the following estimated useful lives:

	Useful lives
Land improvement	10 - 50 years
Buildings and building improvement	5 - 50 years
Building decorations	5 - 6 years
Office equipment and air conditioners	5 - 10 years
Motor vehicles	5 - 10 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

### 3.7 Borrowing costs

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

### 3.8 Intangible assets

Intangible assets are carried at cost less accumulated amortization and allowance for impairment (if any).

Intangible assets with finite lives are amortized on a systematic basis over the economic useful line and tested for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense are included in determining income.

Amortization in included in determining income.

A summary of the intangible assets with finite useful lives is as follows.

	Useful lives
Computer software	5 - 10 years
Book copyright and translation fee	Amortised per number of book sold

### 3.9 Leases

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

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

#### Right-of-use assets - as a lessee

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

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

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

### **Lease liabilities**

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

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

### **Short-term leases and leases of low-value assets**

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

## **3.10 Related party transactions**

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company. They also include associated companies and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel directors, and officers with authority in the planning and direction of the Group's operations.

### 3.11 Foreign currencies

The consolidated financial statements and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period

Gains and losses on exchange are included in determining income.

### 3.12 Impairment of assets

At the end of each reporting period, the Group performs impairment reviews in respect of the investments property, property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss. However, in cases where investments property and property plant and equipment were previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation. In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

### 3.13 Employee benefits

#### Short-term employee benefits

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

#### Post-employment benefits (Defined contribution plans)

The Group's employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

### **Post-employment benefits (Defined benefit plans)**

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plans. The Group treat these severance payment obligations as a defined benefit plan. In addition, the Company provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary, based on actuarial techniques, using the projected unit credit method

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income. are recognised immediately in other comprehensive income and other long-term benefits are recognised immediately in profit and loss.

### **3.14 Provision for decommissioning costs**

The Group recognises a provision for decommissioning costs, where an obligation exists. The estimated amount of the eventual costs relating to the decommissioning is discounted to its present value. The decommissioning costs are included in right-of-use assets and depreciated on a straight-line basis over the expected period of the decommissioning. The Group recognised provision for decommissioning costs is based on decommissioning costs which involves various assumptions, such as decommissioning period, future inflation rate and discount rate.

### **3.15 Provisions**

Provisions are recognized when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

### **3.16 Income tax**

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

#### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

#### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period using the tax rates enacted at the end of the reporting period.

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

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised

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

### 3.17 Fair value measurement

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

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

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

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

Level 3 - Use of unobservable inputs such as estimates of future cash flows At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

### 3.18 Financial instruments

#### Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss. The classification of financial assets at initial recognition is driven by the Company and its subsidiaries' business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Equity instruments can be classified and cannot be changed by two types of measurement which are measuring fair value through profit or loss or measuring fair value through other comprehensive income that without recycling to profit or loss.

The initial recognition of financial assets that are not measured at fair value through profit or loss with fair value plus or deduct transaction cost directly related to the acquisition or issuance. Financial assets that are measured at fair value through profit or loss, transaction costs are recognized as expense in profit or loss. However, trade receivables, that do not contain a significant financing component are measured at the transaction price.

Subsequent measurement of debt instruments by 3 methods depends on the classification of debt instruments.

- Financial assets measured at amortized cost when financial assets are held to receive cash flow under the agreement and condition of the agreement of the financial assets that generate cash flow to pay the principal and interest from the principal balance on the specified date only. Such financial assets have to be calculated using the effective rate and are subject to impairment assessment. Profit or loss arising from derecognized, modified or impaired will be recognized in profit or loss.
- Financial assets measured at fair value through other comprehensive income when financial assets are held to receive cash flow under the agreement and to sell financial assets and the agreement condition of financial assets generating cash flow that only pays the principal and interest from the principal balance on the specified date. The change of value of financial assets is recognized through other comprehensive income except loss on impairment and interest income and gain and loss on exchange rate are recognized as profit or loss upon recognized of financial assets. Earning or deficit previously recognized in other comprehensive income has to be reclassified into profit or loss. Such financial asset has to be calculated using the effective interest rate same as financial assets measured at amortized cost.
- Financial assets measured at fair value through profit or loss when financial assets that do not meet the criteria for amortized cost or financial assets measured at fair value through other comprehensive income will be presented in the statement of financial position at fair value by recognizing the net change of fair value in profit or loss.

Subsequent valuation of equity instruments must present equity instruments using the fair value and record profit/loss from change in fair value through profit or loss or other comprehensive income depending on equity instruments classification.

### **Classification and valuation of financial liabilities**

The Group is recognized initially of financial liabilities at fair value net of transaction costs and classified as financial liabilities as financial liabilities subsequently measured at amortized cost using the effective rate. The amortized cost is calculated taking into account fees or costs that are an integral part of the effective rate. Amortization by the effective rate is presented as part of financial costs in profit or loss.

## **Derivative**

Derivative is recognized at fair value and measured fair value at the end of the reporting period. Profit or loss from fair value remeasurement is recognized in profit or loss immediately unless that derivative is used for hedge.

## **Derecognition of financial instruments**

Financial assets will be derecognized from the account when the right to receive cash flow of such asset has ended or when the right to receive cash flow of the assets is transferred including upon the transfer of all risk and consideration of that asset or transfer of internal control in that asset although there is no transfer or maintaining of nearly all risk and consideration of such asset.

Financial liabilities will be derecognized from the account when the obligation of such liabilities has been complied, the obligation is cancelled or the obligation has ended. In case existing financial liabilities are changed to new liabilities from one single lender with considerably different requirements or there is a significant amendment in the requirements of existing liabilities, these are considered as recognition old liabilities and recognizing new liabilities by recognizing the difference of such carrying value under profit or loss.

## **Impairment of financial assets**

Expected credit loss for financial assets measured at amortized cost or debt instrument financial asset measured at fair value through other comprehensive income and assets arising from credit facility obligation and financial guarantee agreement are assessed without having to wait for the credit event to occur first. The Company and its subsidiaries use the general approach in considering the allowance for loss on impairment. For trade receivables, the Company and its subsidiaries apply a simplified approach in calculating ECLs. The Company and its subsidiaries recognize a loss based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

## **Offset of financial instruments**

Financial assets and liabilities will be offset and presented at net balance in the statement of financial position in the case legally enforced in offsetting the recognized amount. The Company and its subsidiaries intend to pay the net balance or intends to receive assets and settle payment of liabilities at the same time.

## **3.19 Significant accounting judgements and estimates**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows.



### **Consolidation of subsidiaries that the Company holds less than half of shares**

The management of the Company determined that the Company has control over Plearn Patt Company Limited, even though the Company holds 48.97% of shares and voting rights that is less than half of shares and voting rights. This is because the Company is a major shareholder and has the ability to direct the significant activities, while other shareholders are only minor shareholders. As a result, Plearn Patt Company Limited is deemed to be a subsidiary of the Company and has to be included in the consolidated financial statements from the date on which the Company assumed control

### **Expected credit losses for accounts receivable**

In determining an allowance for expected credit losses for accounts receivable, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

### **Provision for diminution in value of inventories**

In determining of provision for diminution in value of inventories (allowance for dilapidated, slow moving and lost goods), the management needs to make judgement and estimates based upon, among other things, past goods returned history, inventory turnover, the consideration of the book edition and past good lost history.

### **Determining the lease term of contracts with renewal and termination options**

The Group determined the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Group reassessed the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

### **Estimating the incremental borrowing rate**

The Group cannot readily determine the interest rate implicit of the lease. Therefore, the incremental borrowing rate of the Group is used to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group has would have to pay for necessary borrowing to acquire the assets, or assets with close value to right-of-use assets in similar economic environment, borrowing period and borrowing security.

## **Depreciation of investments property, property plant and equipment and right-of-use assets and amortization of intangible assets**

In determining depreciation of investments property plant and equipment and right-of-use assets and amortization of intangible assets, the management is required to make estimates of the useful lives and residual values of the investments property, plant and equipment and intangible assets and to review estimate useful lives and residual values when there are any changes.

The Group measures investments property, land and buildings at revalued amounts such amounts are determined by the independent valuer using the market approach for land and the cost approach for buildings. The valuation involves certain assumptions and estimates as described in Note 14.

In addition, the management is required to review property, plant and equipment and right-of-use assets and intangible assets for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

## **Deferred tax assets**

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

## **Post-employment benefits under defined benefit plans**

The obligation under the defined benefit plan and other long-term employee benefit plans is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increases rate and staff turnover rate.

## **Fair value of financial instruments**

In determining the fair value of financial instruments recognized in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

## 4. TRANSACTIONS WITH RELATED PARTIES

The Company had significant business transactions with related parties. These parties are directly or indirectly related through common shareholding and/or directorship. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and those related parties.

The related companies include the following:

Company	Relationship
Plearn Patt Co., Ltd.	Subsidiary company by direct shareholders
BaesLab Co., Ltd.	Subsidiary company by direct shareholders (Complete liquidation on September 21, 2023)
M AND E Co., Ltd.	Associated company by direct shareholders

The significant transactions with related parties for the years ended December 31, 2023 and 2022, can be summarized as follows:

Transfer Pricing Policy		Baht			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Transactions in the statements of income</b>					
<b>Subsidiary companies</b>					
Sales of goods	Mutually agreed agreement	-	-	125,049	192,202
Service revenue	Mutually agreed agreement	-	-	2,336	4,673
Dividend income	As declared	-	-	4,150,000	3,320,000
<b>Transactions in associate company</b>					
Dividend income	As declared	-	-	1,500,000	600,000
<b>Related companies</b>					
Service revenue	Mutually agreed agreement	11,215	11,411	11,215	11,411
Sales of goods	Mutually agreed agreement	-	1,039,488	-	1,039,488
<b>Shareholder and directors of subsidiary companies</b>					
Amortized right-of-use on land	Mutually agreed agreement	858,357	1,286,315	-	-
Amortized leasehold right on land	Mutually agreed agreement	666,073	285,258	-	-
Interest expenses	3% - 5% per annum	55,767	75,082	-	-

As at December 31, 2023 and 2022 Significant outstanding balances with related companies are as follow:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b><u>Outstanding balances at the statements of financial position</u></b>				
<b><u>Subsidiary companies</u></b>				
Trade and other current receivables	-	-	-	45,402
<b><u>Shareholder and directors of subsidiary companies</u></b>				
Leasehold on land	13,229,589	13,895,663	-	-
Lease liabilities	25,913,681	31,526,329	-	-
Long - term loan from director	1,300,000	2,300,000	-	-

### **Directors and management's benefits (According to the definition of the Securities and Exchange Commission (SEC))**

For the years ended December 31, 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Short-term employee benefits	19,484,528	20,013,631	14,788,652	14,948,565
Post-employment benefits	566,752	630,895	537,920	560,360
Total	20,051,280	20,644,526	15,326,572	15,508,925

## **5. CASH AND CASH EQUIVALENTS**

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash	7,044,000	8,404,708	6,785,428	8,180,394
Bank deposits - current accounts	3,127,145	900,055	2,745,497	518,408
Bank deposits - saving accounts	108,559,245	92,792,972	7,003,277	9,676,589
Total	118,730,390	102,097,735	16,534,202	18,375,391

## 6. TRADE AND OTHER CURRENT RECEIVABLES

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<u>Trade receivables - Related parties</u>				
Classified by aging				
Not yet due	-	1,039,485	-	1,084,887
Total	-	1,039,485	-	1,084,887
<u>Trade receivables - Other companies</u>				
Classified by aging				
Not yet due	46,800,544	33,529,530	46,800,545	33,529,530
0 - 6 months	13,577,205	13,669,223	11,272,302	10,884,362
6 - 12 months	1,928,305	900,470	411,580	76,227
Over 12 months	2,633,934	2,649,192	201,767	63,730
Total	64,939,988	50,748,415	58,686,194	44,553,849
<u>Less</u> Allowance for expected credit losses	(6,072,904)	(5,265,361)	(2,882,375)	(2,267,778)
Allowance for goods return	(2,342,885)	(2,160,049)	(2,342,885)	(2,160,049)
Total	56,524,199	43,323,005	53,460,934	40,126,022
Total trade receivable	56,524,199	44,362,490	53,460,934	41,210,909
<u>Other current receivables</u>				
Advances	422,509	965,509	392,509	955,509
Others	1,522,870	1,927,904	1,113,207	1,142,452
Total other current receivables	1,945,379	2,893,413	1,505,716	2,097,961
Total trade and other current receivables - net	58,469,578	47,255,903	54,966,650	43,308,870

The movements in transactions of allowance for expected credit losses and allowance for returned goods as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	Allowance for expected credit losses	Allowance for goods return	Allowance for expected credit losses	Allowance for goods return
Beginning balance	5,265,361	2,160,049	2,267,778	2,160,049
<u>Add</u> Increase during the year	836,390	182,836	643,444	182,836
<u>Less</u> reversal during the year	(28,847)	-	(28,847)	-
Ending balance	6,072,904	2,342,885	2,882,375	2,342,885

## 7. INVENTORIES

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Finished goods	369,596,297	394,016,580	367,258,811	391,826,887
Work in process	8,281,549	9,206,248	8,281,549	9,206,248
Raw material	565,912	730,892	565,912	730,892
Total	378,443,758	403,953,720	376,106,272	401,764,027
<u>Less</u> Allowance for loss of inventories	(4,771,790)	(7,023,238)	(4,771,790)	(7,023,238)
Allowance for dilapidated and slow moving	(146,665,837)	(176,812,924)	(146,566,252)	(176,713,339)
Inventories - net	227,006,131	220,117,558	224,768,230	218,027,450

Movements in transactions of allowance for loss of inventories and dilapidated and slow moving are summarized as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance	183,836,162	195,731,005	183,736,577	195,631,420
<u>Add</u> Increase during the year	1,510,316	10,816,568	1,510,316	10,816,568
<u>Less</u> reversal during the year	(33,908,851)	(22,711,411)	(33,908,851)	(22,711,411)
Ending balance	151,437,627	183,836,162	151,338,042	183,736,577

## 8. OTHER CURRENT AND NON-CURRENT FINANCIAL ASSETS

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Investment in securities in unit trust - at cost	1,302,569	8,201,240	1,302,569	8,201,240
<u>Add</u> Unrealized gain on changes in the value of investments	117	238	117	238
Investment in securities - at fair value	1,302,686	8,201,478	1,302,686	8,201,478
Saving bonds with 10 years maturity	-	4,491,987	-	4,491,987
	1,302,686	12,693,465	1,302,686	12,693,465
Interest rate swap transaction	81,934	184,411	81,934	184,411
Total	1,384,620	12,877,876	1,384,620	12,877,876

## 9. OTHER CURRENT ASSETS

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Supplies	12,705,659	12,947,791	12,704,192	12,920,107
Prepaid expenses	8,119,293	6,996,355	5,848,385	5,371,432
Other	1,802,486	1,432,343	1,797,773	1,418,982
Total	22,627,438	21,376,489	20,350,350	19,710,521

## 10. RESTRICTED BANK DEPOSITS AND OTHER INVESTMENTS

This account consisted of:

	Baht	
	Consolidated/Separate financial statements	
	2023	2022
Fixed deposits with 12 months maturity	8,000,000	8,000,000
Saving bonds with 10 years maturity	-	499,110
Total	8,000,000	8,499,110

As at December 31, 2023, the fixed deposits with 12 months maturity, with the interest rate of 0.70% per annum has been used to guarantee electricity use, rental of space and dealers (Note 34.2 to financial statements).

As at December 31, 2022, the fixed deposits with 12 months maturity, with the interest rate of 0.10% per annum and savings bonds with 10 years maturity, face value Baht 0.50 million with the interest rate of 3.625% per annum has been used to guarantee electricity use, rental of space and dealers.

## 11. INVESTMENTS IN AN ASSOCIATE

### 11.1 Investments in an associate is summarized below.

			Baht							
			Consolidated financial statements				Separate financial statements			
			At equity method		Allowance for impairment of investments		At equity method - Net		At cost method	
Company's name	Nature of business	Shareholding percentage (%)	2023	2022	2023	2022	2023	2022	2023	2022
M AND E Co., Ltd.	Painting office production of technical	25	17,987,273	20,289,507	(580,000)	(580,000)	17,407,273	19,709,507	100,000	100,000
Total	magazines and engineering manuals		17,987,273	20,289,507	(580,000)	(580,000)	17,407,273	19,709,507	100,000	100,000

### 11.2 Share of comprehensive income and dividend received

During the years, the Company has recognized its share of gain (loss) from investments in associate in the consolidated financial statements and dividend income in the separate financial statements as follows:

		Baht					
		Consolidated financial statements				Separate financial statements	
		Share of gain (loss) from associate		Share of other comprehensive income (loss) of associate		Dividend	
Company's name		2023	2022	2023	2022	2023	2022
M and E Co., Ltd.		82,405	56,699	(884,639)	598,348	1,500,000	600,000

### 11.3 Summarized financial information of associate

Financial information of the associate is summarized below.

		Baht									
		Paid-up capital		Total assets		Total liabilities		Total revenues		Profit for the year ended	
Company's name		2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
M and E Co., Ltd.		400,000	400,000	79,258,969	85,000,499	1,309,876	1,442,472	3,856,107	4,691,502	801,376	1,234,252



### For the year 2023

According to the Shareholders' Meeting No. 1/2023 dated April 29, 2023 of M AND E Co., Ltd., it had a resolution to approve the dividend payment from the operating results ended December 31, 2004 to the shareholders at Bath1,500.00 per share for 000,4 shares. Totaled Baht 6.00 million on July 20, 2023.

### For the year 2022

According to the Shareholders' Meeting No. 1/2022 dated April 25, 2022 of M AND E Co., Ltd., it had a resolution to approve the dividend payment from the operating results ended December 31, 2003 and 2004 to the shareholders at Bath600.00 per share for 000,4 shares. Totaled Baht 2.40 million on June 30, 2022.

## 12. INVESTMENTS IN SUBSIDIARIES

### 12.1 Investments in subsidiaries as presented in the separate financial statements is summarized below.

Company's name	Paid-up capita		Shareholding percentage		Cost		Allowance for impairment of investments		Carrying amounts based on cost method + net		Dividend received during the year	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	(Thousand Baht)	(Thousand Baht)	(%)	(%)								
BaesLab Co., Ltd.	-	250	-	60.00	-	150,000	-	-	-	150,000	-	-
Pleam Patt Co., Ltd.	151,850	151,850	48.97	48.97	83,000,000	83,000,000	-	-	83,000,000	83,000,000	4,150,000	3,320,000
Total					83,000,000	83,150,000	-	-	83,000,000	83,150,000	4,150,000	3,320,000

### 12.2 Details of investments in subsidiaries that have material non-controlling interests

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit allocated to non-controlling interests during the year		Dividend paid to non-controlling interests during the year	
	2023	2022	2023	2022	2023	2022	2023	2022
	(%)	(%)						
Pleam Patt Co., Ltd.	51.03	51.03	129,035,434	117,677,100	17,356,793	12,608,807	4,323,775	3,459,020

### 12.3 Summarized financial information that based on amounts before inter-company elimination about Plearn Patt Co., Ltd. that have material non-controlling

	Baht	
	2023	2022
Current assets	110,145,591	91,298,022
Non-current assets	441,805,282	444,926,670
Current liabilities	171,719,868	117,127,320
Non-current liabilities	121,150,278	181,966,366
Revenue	277,660,398	266,194,573
Profit	34,032,604	24,724,654
Other comprehensive income (loss) for the year	(3,281,763)	27,079,859
Total comprehensive income	30,750,841	51,804,513
Cash flow provided by operating activities	80,969,763	70,296,482
Cash flow used in investing activities	(27,759,236)	(81,943,069)
Cash flow provided by (used in) financing activities	(34,637,328)	(7,561,645)
Increase (decrease) in cash and cash equivalents - net	18,573,199	(19,208,232)

#### **BaesLab Co., Ltd.**

According to the Extraordinary Shareholders' Meeting No. 1/2023 dated July 10, 2023, BaesLab Co., Ltd. had a special resolution to dissolve the company and the company had registered for the dissolution with Ministry of Commerce on July 20, 2023. The liquidation had been completed on September 21, 2023. And on September 21, 2023, such subsidiary had repaid the investment to the Company amounted Baht 0.08 million.

#### **Plearn Patt Co., Ltd.**

##### **For the year 2023**

On March 31, 2023, the Annual General Shareholders' Meeting for the year 2023 of Ploenpat Co., Ltd., a subsidiary, the meeting resolved to pay dividends from the operating results ended December 31, 2022 to the shareholders at Baht 0.50 per share for 16,947,550 shares, totaled Baht 8.70 million on April 30, 2023.

##### **For the year 2022**

On April 26, 2022, the Annual General Shareholders' Meeting for the year 2022 of Ploenpat Co., Ltd., a subsidiary, the meeting resolved to pay dividends from the operating results ended December 31, 2021 to the shareholders at Baht 0.40 per share for 16,947,550 shares, totaled Baht 6.78 million on May 25, 2022.

## 13. INVESTMENTS PROPERTY

This account consisted of:

	Baht				
	Consolidated/Separate financial statements				
	Balance as at	Transaction during the year			Balance as at
	December 31, 2022	Additions	Deduction	Transfer In (out)	December 31, 2023
<u>Cost</u>					
Land and land improvement	50,154,022	-	-	-	50,154,022
<u>Less Accumulated depreciation</u>	<u>658,412</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>658,412</u>
Total	<u>49,495,610</u>				<u>49,495,610</u>
<u>Appraised value - net</u>					
Land and land improvement	51,904,390	22,500,000	-	-	74,404,390
Land and land improvement appraised value - net	<u>51,904,390</u>	<u>22,500,000</u>	<u>-</u>	<u>-</u>	<u>74,404,390</u>
Investment property, net	<u>101,400,000</u>				<u>123,900,000</u>

	Baht				
	Consolidated/Separate financial statements				
	Balance as at	Transaction during the year			Balance as at
	December 31, 2021	Additions	Deduction	Transfer In (out)	December 31, 2022
<u>Cost</u>					
Land and land improvement	-	-	-	50,154,022	50,154,022
<u>Less Accumulated depreciation</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>658,412</u>	<u>658,412</u>
Total	<u>-</u>				<u>49,495,610</u>
<u>Appraised value - net</u>					
Land and land improvement	-	-	-	51,904,390	51,904,390
Land and land improvement appraised value - net	<u>-</u>	<u>-</u>	<u>-</u>	<u>51,904,390</u>	<u>51,904,390</u>
Investment property, net	<u>-</u>				<u>101,400,000</u>

The Group arranged for an independent professional value to appraise the value of certain assets in 2022 on an asset-by-asset basis (Level 3) appraised investment property is land that is not used in operations. Appraised value Baht 123.90 million (In 2017 with a total appraisal value Baht 101.40 million) land was revalued using the Market approach.

As at December 31, 2023 and 2022, land improvements were fully depreciated but are still in use amount to Baht 0.68 million.

## 14. PROPERTY, PLANT AND EQUIPMENT

This account consisted of:

	Baht				
	Consolidated/Separate financial statements				
	Balance as at	Transaction during the year			Balance as at
	December	Additions	Deduction	Transfer In (out)	December
	31, 2022				31, 2023
<u>Cost</u>					
Land and land improvement	487,042,437	105,645	-	-	487,148,082
Building and building improvement	871,927,413	1,383,781	(4,459,338)	8,835,149	877,687,005
Building and building decorations	109,350,215	1,059,918	(14,369,127)	(9,554,032)	86,486,974
Demolition cost	11,412,683	50,649	(1,583,361)	(1,242,849)	8,637,122
Office equipment	494,160,781	14,635,961	(34,420,215)	607,038	474,983,565
Motor vehicles	21,395,910	-	-	-	21,395,910
Construction in progress	13,108,347	27,730,919	-	(14,406,235)	26,433,031
Total	2,008,397,786	44,966,873	(54,832,041)	(15,760,929)	1,982,771,689
<u>Less Accumulated depreciation</u>					
Land and land improvement	36,407,095	3,573,324	-	-	39,980,419
Building and building improvement	283,026,479	26,388,728	(2,168,518)	-	307,246,689
Building and building decorations	105,203,801	1,981,418	(14,336,286)	(11,399,913)	81,449,020
Demolition cost	11,376,162	27,289	(1,583,361)	(1,242,849)	8,577,241
Office equipment	436,693,515	19,955,281	(33,649,631)	-	422,999,165
Motor vehicles	19,680,716	391,993	-	-	20,072,709
Total	892,387,768	52,318,033	(51,737,796)	(12,642,762)	880,325,243
<u>Less Allowance for impairment</u>					
Building and building decorations	124,369	138,723	(92,746)	-	170,346
Total	124,369	138,723	(92,746)	-	170,346
<u>Appraised value - net</u>					
Land and land improvement	433,885,842	72,000,000	-	-	505,885,842
Building and building improvement	36,664,551	102,680,976	(2,024,462)	-	137,321,065
Property, plant and equipment appraised value - net	470,550,393	174,680,976	(2,024,462)	-	643,206,907
Property, plant and equipment - net	1,586,436,042				1,745,483,007

	Baht				
	Consolidated/Separate financial statements				
	Balance as at	Transaction during the year			Balance as at
	December	Additions	Deduction	Transfer In (out)	December
	31, 2021				31, 2022
<u>Cost</u>					
Land and land improvement	507,491,951	22,005,390	-	(42,454,904)	487,042,437
Building and building improvement	831,714,679	34,000	-	40,178,734	871,927,413
Building and building decorations	139,498,166	1,460,645	(36,595,276)	4,986,680	109,350,215
Demolition cost	17,060,684	32,814	(5,892,115)	211,300	11,412,683
Office equipment	536,374,059	16,786,953	(60,496,193)	1,495,962	494,160,781
Motor vehicles	24,970,065	-	(3,574,155)	-	21,395,910
Construction in progress	27,175,970	36,045,866	-	(50,113,489)	13,108,347
Total	2,084,285,574	76,365,668	(106,557,739)	(45,695,717)	2,008,397,786
<u>Less Accumulated depreciation</u>					
Land and land improvement	33,209,114	3,856,393	-	(658,412)	36,407,095
Building and building improvement	258,277,459	24,749,020	-	-	283,026,479
Building and building decorations	134,633,744	2,952,120	(36,358,904)	3,976,841	105,203,801
Demolition cost	17,060,684	117,336	(5,867,431)	65,573	11,376,162
Office equipment	471,853,242	23,925,744	(56,633,240)	(2,452,231)	436,693,515
Motor vehicles	22,659,604	434,690	(3,413,578)	-	19,680,716
Total	937,693,847	56,035,303	(102,273,153)	931,771	892,387,768
<u>Less Allowance for impairment</u>					
Building and building decorations	362,948	79,484	(318,063)	-	124,369
Total	362,948	79,484	(318,063)	-	124,369
<u>Appraised value - net</u>					
Land and land improvement	454,263,154	31,527,078	-	(51,904,390)	433,885,842
Building and building improvement	37,052,455	1,636,714	(2,024,618)	-	36,664,551
Property, plant and equipment appraised value - net	491,315,609	33,163,792	(2,024,618)	(51,904,390)	470,550,393
Property, plant and equipment - net	1,637,544,388				1,586,436,042

	Baht				
	Separate financial statements				
	Balance as at	Transaction during the year			Balance as at
	December	Additions	Deduction	Transfer In (out)	December
	31, 2022				31, 2023
<u>Cost</u>					
Land and land improvement	314,006,872	-	-	-	314,006,872
Building and building improvement	553,793,229	-	-	-	553,793,229
Building and building decorations	109,351,721	1,059,918	(14,369,127)	(9,554,032)	86,488,480
Demolition cost	11,412,683	50,649	(1,583,361)	(1,242,849)	8,637,122
Office equipment	387,524,846	9,104,017	(32,475,298)	489,494	364,643,059
Motor vehicles	19,698,810	-	-	-	19,698,810
Construction in progress	82,949	7,159,801	-	(4,538,693)	2,704,057
Total	1,395,871,110	17,374,385	(48,427,786)	(14,846,080)	1,349,971,629
<u>Less Accumulated depreciation</u>					
Land and land improvement	7,616,803	868,049	-	-	8,484,852
Building and building improvement	123,464,307	13,247,802	-	-	136,712,109
Building and building decorations	105,203,252	1,981,418	(14,336,286)	(11,399,913)	81,448,471
Demolition cost	11,376,162	27,289	(1,583,361)	(1,242,849)	8,577,241
Office equipment	361,222,167	9,935,442	(31,793,841)	-	339,363,768
Motor vehicles	17,983,617	391,993	-	-	18,375,610
Total	626,866,308	26,451,993	(47,713,488)	(12,642,762)	592,962,051
<u>Less Allowance for impairment</u>					
Building and building decorations	124,369	138,723	(92,746)	-	170,346
Total	124,369	138,723	(92,746)	-	170,346
<u>Appraised value - net</u>					
Land and land improvement	401,440,164	72,000,000	-	-	473,440,164
Building and building improvement	19,311,019	102,680,976	(540,236)	-	121,451,759
Property, plant and equipment					
appraised value - net	420,751,183	174,680,976	(540,236)	-	594,891,923
Property, plant and equipment - net	1,189,631,616				1,351,731,155

	Baht				
	Separate financial statements				
	Balance as at	Transaction during the year			Balance as at
	December	Additions	Deduction	Transfer In (out)	December
	31, 2021				31, 2022
Cost					
Land and land improvement	364,160,894	-	-	(50,154,022)	314,006,872
Building and building improvement	553,793,229	-	-	-	553,793,229
Building and building decorations	139,499,672	1,460,645	(36,595,276)	4,986,680	109,351,721
Demolition cost	17,060,684	32,814	(5,892,115)	211,300	11,412,683
Office equipment	443,485,159	2,058,844	(58,019,157)	-	387,524,846
Motor vehicles	23,272,965	-	(3,574,155)	-	19,698,810
Construction in progress	82,949	739,675	-	(739,675)	82,949
Total	1,541,355,552	4,291,978	(104,080,703)	(45,695,717)	1,395,871,110
Less Accumulated depreciation					
Land and land improvement	7,407,166	868,049	-	(658,412)	7,616,803
Building and building improvement	110,216,505	13,247,802	-	-	123,464,307
Building and building decorations	134,633,195	2,952,120	(36,358,904)	3,976,841	105,203,252
Demolition cost	17,060,684	117,336	(5,867,431)	65,573	11,376,162
Office equipment	402,262,356	15,593,051	(56,633,240)	-	361,222,167
Motor vehicles	20,962,505	434,690	(3,413,578)	-	17,983,617
Total	692,542,411	33,213,048	(102,273,153)	3,384,002	626,866,308
Less Allowance for impairment					
Building and building decorations	362,948	79,484	(318,063)	-	124,369
Total	362,948	79,484	(318,063)	-	124,369
Appraised value - net					
Land and land improvement	453,344,554	-	-	(51,904,390)	401,440,164
Building and building improvement	19,907,813	-	(596,794)	-	19,311,019
Property, plant and equipment					
appraised value - net	473,252,367	-	(596,794)	(51,904,390)	420,751,183
Property, plant and equipment - net	1,321,702,560				1,189,631,616

In 2023, the Company have arranged for an asset appraisal with a total appraisal value of Baht 1,238.40 million. (In 2017 with a total appraisal value Baht 1,231.54 million) for an independent professional value to appraise the value of certain assets an asset-by-asset basis (Level 3). as follows:

Land was revalued using the Market approach.

Buildings were revalued using the Cost approach, which represents the estimated cost to construct a new building at the current replacement cost less depreciation based on useful life.

In 2022, the subsidiaries have arranged for an asset appraisal with a total appraisal value of Baht 446.85 million. (In 2017 with a total appraisal value Baht 236.53 million) for an independent professional value to appraise the value of certain assets an asset-by-asset basis (Level 3). as follows:

Land was revalued using the Market approach.

Buildings were revalued using the Cost approach, which represents the estimated cost to construct a new building at the current replacement cost less depreciation based on useful life.

As at December 31, 2023 and 2022, certain building and equipment were fully depreciated but are still in use of the Group. The gross carrying amount before deducting accumulated depreciation and allowance for impairment of those assets amounted Baht 470.54 million and Baht 610.09 million respectively, (Separate financial statements Baht 411.04 million and Baht 552.68 million, respectively).

The Company mortgaged the land and constructions thereon where the distribution centre is situated to secure against credit facilities granted by a commercial bank (Notes 17, 21 and 36 to the financial statements).

## 15. RIGHT-OF-USE ASSETS

This account consisted of:

	Baht		
	Consolidated financial statements		
	Balance as at	Transaction during the year	Balance as at
	December	Additions	Change in
	31, 2022		conditions/
	(Restated)		written-off
			December
			31, 2023
<u>Cost</u>			
Leasehold rights on land	18,112,821	-	-
Leasehold rights on buildings	67,853,371	-	(29,579,843)
Rental area	345,986,955	35,159,615	(48,953,407)
Rental area improvement	202,316,005	18,177,221	(22,457,645)
Demolition cost	19,037,312	1,291,384	(1,041,752)
Rental vehicles	12,725,237	5,645,228	(2,863,684)
Total	666,031,701	60,273,448	(104,896,331)
<u>Less</u> Accumulated depreciation			
Leasehold rights on land	4,217,158	666,073	-
Leasehold rights on buildings	56,708,452	2,343,653	(29,579,843)
Rental area	219,554,232	54,104,470	(43,681,232)
Rental area improvement	189,968,724	6,338,512	(24,214,741)
Demolition cost	18,807,688	249,807	(1,041,752)
Rental vehicles	5,386,487	3,298,133	(2,863,684)
Total	494,642,741	67,000,648	(101,381,252)
Right-of-use assets - net	171,388,960		161,146,681



Baht				
Consolidated financial statements				
	Balance as at	Transaction during the year		Balance as at
	December	Additions	Change in	December
	31, 2021		conditions/	31, 2022
	(Restated)		written-off	(Restated)
<u>Cost</u>				
Leasehold rights on land	10,030,858	9,678,366	(1,596,403)	18,112,821
Leasehold rights on buildings	173,460,075	-	(105,606,704)	67,853,371
Rental area	355,513,466	46,353,725	(55,880,236)	345,986,955
Rental area improvement	215,793,945	816,988	(14,294,928)	202,316,005
Demolition cost	20,046,065	-	(1,008,753)	19,037,312
Rental vehicles	12,077,345	647,892	-	12,725,237
Total	786,921,754	57,496,971	(178,387,024)	666,031,701
<u>Less Accumulated depreciation</u>				
Leasehold rights on land	5,077,891	285,258	(1,145,991)	4,217,158
Leasehold rights on buildings	157,804,403	3,900,955	(104,996,906)	56,708,452
Rental area	164,793,642	71,507,490	(16,746,900)	219,554,232
Rental area improvement	195,481,785	8,259,644	(13,772,705)	189,968,724
Demolition cost	19,549,075	121,639	(863,026)	18,807,688
Rental vehicles	2,593,036	2,793,451	-	5,386,487
Total	545,299,832	86,868,437	(137,525,528)	494,642,741
Right-of-use assets - net	241,621,922			171,388,960

Baht				
Separate financial statements				
	Balance as at	Transaction during the year		Balance as at
	December	Additions	Change in	December
	31, 2022		conditions/	31, 2023
	(Restated)		written-off	
<u>Cost</u>				
Leasehold rights on buildings	67,853,371	-	(29,579,843)	38,273,528
Rental area	311,041,999	35,159,615	(48,953,407)	297,248,207
Rental area improvement	202,316,005	18,177,221	(22,457,645)	198,035,581
Demolition cost	19,037,312	1,291,384	(1,041,752)	19,286,944
Rental vehicles	12,725,237	5,645,228	(2,863,684)	15,506,781
Total	612,973,924	60,273,448	(104,896,331)	568,351,041
<u>Less Accumulated depreciation</u>				
Leasehold rights on buildings	56,708,452	2,343,653	(29,579,843)	29,472,262
Rental area	215,821,379	52,751,817	(43,681,232)	224,891,964
Rental area improvement	189,968,724	6,338,512	(24,214,741)	172,092,495
Demolition cost	18,807,688	249,807	(1,041,752)	18,015,743
Rental vehicles	5,386,487	3,298,133	(2,863,684)	5,820,936
Total	486,692,730	64,981,922	(101,381,252)	450,293,400
Right-of-use assets - net	126,281,194			118,057,641

	Baht			
	Separate financial statements			
	Balance as at	Transaction during the year		Balance as at
	December	Additions	Change in	December
	31, 2021		conditions/	31, 2022
	(Restated)		written-off	(Restated)
<u>Cost</u>				
Leasehold rights on buildings	173,460,075	-	(105,606,704)	67,853,371
Rental area	329,522,299	35,049,643	(53,529,943)	311,041,999
Rental area improvement	215,793,945	816,988	(14,294,928)	202,316,005
Demolition cost	20,046,065	-	(1,008,753)	19,037,312
Rental vehicles	12,077,345	647,892	-	12,725,237
Total	750,899,729	36,514,523	(174,440,328)	612,973,924
<u>Less</u> Accumulated depreciation				
Leasehold rights on buildings	157,804,403	3,900,955	(104,996,906)	56,708,452
Rental area	162,015,718	70,008,563	(16,202,902)	215,821,379
Rental area improvement	195,481,785	8,259,644	(13,772,705)	189,968,724
Demolition cost	19,549,075	121,639	(863,026)	18,807,688
Rental vehicles	2,593,036	2,793,451	-	5,386,487
Total	537,444,017	85,084,252	(135,835,539)	486,692,730
Right-of-use assets - net	213,455,712			126,281,194

The whole amount of the leasehold on buildings represented leased areas in leading shopping centers in order to open SE-ED Book Center. The terms of these leaseholds range between 10 to 30 years.

As at December 31, 2023 and 2022, the whole amount of the leasehold rights consisted of Four land lease agreements which the subsidiary entered into with its shareholders totalling Baht 31.33 million. It is related to the lease of land area of approximately 11 rais 279 square wah for the period of 29 - 49 years and one Director land lease agreements totalling Baht 15.62 million. It is related to the lease of land area of approximately 4 rais 70 square wah for the period of 30 years for the purpose of operating an education institute.

## 16. INTANGIBLE ASSETS

This account consisted of:

	Baht			
	Consolidated financial statements			
	Balance as at	Transaction during the year		Balance as at
	December 31, 2022	Additions	Deduction	December 31, 2023
<u>Cost</u>				
Computer program	52,599,366	211,999	-	53,726,215
Program under development	-	5,098,585	-	5,098,585
Total	52,599,366	5,310,584	-	58,824,800
<u>Less Accumulated amortization</u>				
Computer program	49,305,635	1,480,451	-	50,786,086
Total	49,305,635	1,480,451	-	50,786,086
Intangible assets - net	3,293,731			8,038,714

	Baht		
	Consolidated financial statements		
	Balance as at	Transaction during the year	
	December 31, 2021	Additions	Deduction
<u>Cost</u>			
Computer program	52,570,927	99,795	(71,356)
<u>Less Accumulated amortization</u>	47,866,549	1,471,675	(32,589)
Intangible assets - net	4,704,378		3,293,731

	Baht		
	Separate financial statements		
	Balance as at	Transaction during the year	
	December 31, 2022	Additions	Deduction
<u>Cost</u>			
Computer program	51,961,689	211,999	-
Program under development	-	5,098,585	-
Total	51,961,689	5,310,584	-
<u>Less Accumulated amortization</u>			
Computer program	49,026,573	1,398,008	-
Total	49,026,573	1,398,008	-
Intangible assets - net	2,935,116		6,847,692

	Baht			
	Separate financial statements			
	Balance as at	Transaction during the year		Balance as at
	December	Additions	Deduction	December
	31, 2021			31, 2022
<u>Cost</u>				
Computer program	52,033,045	-	(71,356)	51,961,689
<u>Less</u> Accumulated amortization	47,594,943	1,464,219	(32,589)	49,026,573
Intangible assets - net	4,438,102			2,935,116

## 17. OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

This account consisted of:

	Baht	
	Consolidated/Separate financial statements	
	2023	2022
Overdraft	17,805,930	12,849,680
Short-term loan	210,000,000	150,000,000
Total	<u>227,805,930</u>	<u>162,849,680</u>

As at December 31, 2023 and 2022, the Company have the overdrafts amounted Baht 17.81 million and 12.85 million, respectively, with carried MOR% per annum and guaranteed by mortgaging the land with buildings (Note 36 to the interim financial statements).

And the Company have the short-term loans amount of Baht 210.00 million and 150.00 million, respectively, in the form of promissory in the amount of Baht 220.00 million notes in the not over 3 months with interest rate of 5.15% - 5.60% per annum and 2.95% - 4.15% per annum, respectively.

## 18. TRADE AND OTHER CURRENT PAYABLES

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade payable - other companies	303,860,589	323,967,220	302,471,864	322,488,720
Accrued expenses	68,056,985	59,461,567	54,357,909	44,701,038
Other payables for purchase of assets	350,811	251,307	305,211	-
Notes payable	-	302,245	-	302,245
Other payables	16,379,020	21,013,732	13,808,719	20,986,897
Total	<u>388,647,405</u>	<u>404,996,071</u>	<u>370,943,703</u>	<u>388,478,900</u>

## 19. INCOME RECEIVED IN ADVANCE

This account consisted of:

	Baht	
	Consolidated financial statements	
	2023	2022
Income received in advance - not yet recognized	124,488,668	118,426,218
<u>Less</u> Income received in advance recognizable within one year	<u>(78,131,280)</u>	<u>(73,536,630)</u>
Net	<u>46,357,388</u>	<u>44,889,588</u>

Movements of income received in advance are summarised as follows:

	Baht		
	Consolidated financial statements		
	Initial entrance fee	Education supporting fee	Total
Beginning as at January 1, 2022	51,131,914	52,867,189	103,999,103
<u>Add</u> Increase during the year	<u>18,525,000</u>	<u>253,667,493</u>	<u>272,192,493</u>
<u>Less</u> Income recognition during the year	<u>(12,621,536)</u>	<u>(244,627,532)</u>	<u>(257,249,068)</u>
<u>Less</u> Returned due to resignation of students	<u>(98,500)</u>	<u>(417,810)</u>	<u>(516,310)</u>
Balance as at December 31, 2022	56,936,878	61,489,340	118,426,218
<u>Add</u> Increase during the year	<u>15,905,917</u>	<u>268,399,124</u>	<u>284,305,041</u>
<u>Less</u> Income recognition during the year	<u>(14,695,837)</u>	<u>(262,964,561)</u>	<u>(277,660,398)</u>
<u>Less</u> Returned due to resignation of students	<u>(265,540)</u>	<u>(316,653)</u>	<u>(582,193)</u>
Balance as at December 31, 2023	<u>57,881,418</u>	<u>66,607,250</u>	<u>124,488,668</u>

## 20. OTHER CURRENT LIABILITIES

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Coupon and prepaid card payable	12,578,034	13,624,103	12,578,034	13,624,103
Accrued withholding tax	1,701,756	2,282,055	1,330,654	1,548,379
Unearned income	5,625,833	3,524,029	5,369,983	3,299,819
Advance received for purchasing books	734,924	804,444	734,924	804,444
Others	3,097,916	3,111,102	2,328,146	2,068,235
Total	23,738,463	23,345,733	22,341,741	21,344,980

## 21. LONG-TERM LOANS

This account consisted of:

Loan	Interest rate (%)	Repayment schedule	Baht			
			Consolidated financial statements		Separate financial statements	
			2023	2022	2023	2022
1	MLR-1.5	Monthly instalment as from November 30, 2014 with the last instalment in December 31, 2024	20,928,000	45,576,000	20,928,000	45,576,000
2	Fix 4.50	repayment on the 13 <sup>th</sup> from the month of loan withdrawal starting September 30, 2021 with the last instalment in July 31, 2025	56,600,000	81,560,000	56,600,000	81,560,000
3	3.00 - 5.00**	Settlement at maturity date of the contracts	73,000,000	98,900,000	-	-
4	MLR	3 <sup>rd</sup> year repayment starts April 14, 2022	8,324,000	14,996,000	8,324,000	14,996,000
Total			158,852,000	241,032,000	85,852,000	142,132,000
Less: Current portion			(104,172,000)	(80,180,000)	(31,172,000)	(56,280,000)
Long-term loans - net			54,680,000	160,852,000	54,680,000	85,852,000

\* Interest expense rate in swap transaction agreement

\*\* Unsecured long-term loan of subsidiary

The long-term loans were guaranteed with the land and buildings that was the location of the distribution center to guarantee any liabilities or obligations either already exist at the moment or will be held under such agreement (Note 36.3 to the financial statements).

Under such long agreement, the Company had to comply with some certain financial conditions specified in the agreement such as to maintain the debt ratio with interest to equity and leverage ratio, etc.

The Company had entered into the interest rate swap agreement of the credit limit loan No. 3 with the lender bank to exchange interest rate as specified in the loan agreement as floating interest rate plus the specified rate (Note 36.3 to the financial statements).

In April 2020, the Company has entered into a loan agreement (revised edition) to request a suspension of loans amounted No. 1 and 2 for 1 year from April 2020 to March 2021 by repayment of loan amounted No. 1 within June 2022 and loan amounted No. 2 within November 2024.

## 22. Educational guarantee

Educational guarantee in money collected from special student and during the year 2023, the school had a policy to collect contributions for school development. The objective was to support the school with sufficient budgets to build and improve school and various building activities. It had been started for the new students from the academic year 2024 onwards according to the basis for refunds and interest rates depend on specified conditions.

## 23. LONG-TERM EMPLOYEE BENEFIT OBLIGATIONS

This account consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Provision for compensation on employees'	70,722,971	65,192,738	51,859,960	50,865,678
Provision for long service awards	17,888,158	19,535,908	17,888,158	19,535,908
Total	88,611,129	84,728,646	69,748,118	70,401,586

Movements of the long-term employee benefit obligations account are as follows:-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Long-term employee benefit obligations at beginning of the year	84,728,646	80,821,980	70,401,586	67,252,409
Included in profit or loss :				
Past service cost	1,027,942	-	1,027,942	-
Current service cost	6,688,548	6,928,161	5,281,310	5,536,757
Cost of interest	1,320,196	1,265,627	1,023,274	995,420
Included in other comprehensive income :				
Experience adjustment	1,589,305	-	-	-
Demographic assumption change	10,325,480	-	5,327,132	-
Financial assumption changes	(9,511,044)	-	(6,437,918)	-
Return benefit during the year	-	45,000	-	45,000
Benefit paid during year	(7,557,944)	(4,332,122)	(6,875,208)	(3,428,000)
Net long-term employee benefit obligations at the end of the year	88,611,129	84,728,646	69,748,118	70,401,586

Long-term employee benefit expenses are recognised in profit or loss are as follows.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Selling and administrative expenses	9,036,686	8,193,788	7,332,526	6,532,177
Total expenses recognised in profit or loss	9,036,686	8,193,788	7,332,526	6,532,177

As at December 31, 2023 and 2022, the Group expects to pay Baht 6.42 million and Baht 2.34 million, respectively of long-term employee benefits during the next year, (Separate financial statements Baht 6.42 million and Baht 2.34 million, respectively).

As at December 31, 2023 and 2022, the weighted average duration of the liabilities for long-term employee benefit is 7 - 17 years and 7 - 14 years (Separate financial statements 7 - 12 years and 7 - 14 years, respectively).

Significant actuarial assumptions are summarised below.

	Percent			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Discount rate	2.64 - 3.15	0.92 - 2.38	2.64 - 2.76	0.92 - 2.38
Salary increase rate	4.00	4.00	4.00	4.00
Staff turnover rate*	3.82 - 45.84	3.82 - 45.84	3.82 - 45.84	3.82 - 45.84

\* Percentage change in the number of employees with high turnover rates are only part of the branches employees which rate is as well as the retail sector with an average turnover rate of approximately 30% to 60% per year.

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at December 31, 2023 and 2022 are summarised below.

	Baht			
	2023			
	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
Discount rate (1%)	(7,470,412)	8,631,816	(5,315,870)	6,066,322
Salary increase rate (1%)	7,217,549	(6,344,836)	4,873,370	(4,336,552)
Staff turnover rate (20%)	(8,795,258)	10,651,621	(6,578,250)	7,985,472

	Baht			
	2022			
	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5%)	(4,311,058)	4,638,771	(3,348,459)	3,590,525
Salary increase rate (1%)	9,600,701	(8,326,725)	7,114,304	(6,210,049)
Staff turnover rate (20%)	(13,229,424)	16,965,125	(10,723,677)	13,775,515



## 24. PROVISION FOR DECOMMISSIONING COST

This account consisted of:

	Baht	
	Consolidated/Separate financial statements	
	2023	2022
Provision decommissioning costs	28,041,305	37,809,181
<u>Less</u> Deferred interest	<u>(82,216)</u>	<u>(20,799)</u>
Net	<u>27,959,089</u>	<u>37,788,382</u>

The Company had recognized the provisions of decommissioning costs under the Company area lease agreement as the Company had obligation to demolish after the expiration of the area lease agreements for office buildings, branches.

## 25. DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax assets and liabilities are as follows:-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Deferred tax assets	67,094,942	78,742,375	66,978,942	78,626,375
Deferred tax liabilities	<u>(159,930,699)</u>	<u>(125,002,877)</u>	<u>(150,267,703)</u>	<u>(115,043,036)</u>
Deferred tax asset (liabilities) - net	<u>(92,835,757)</u>	<u>(46,260,502)</u>	<u>(83,288,761)</u>	<u>(36,416,661)</u>

The components of deferred tax assets and liabilities are as follows:

	Baht			
	Consolidated financial statements			
	Balance as at	Income (expenses) during the year		Balance as at
	December	In profit or loss	In other	December
	31, 2022		comprehensive	31, 2023
			income	
Deferred tax assets :				
Unrealized loss from derivatives	13,996	11,904	-	25,900
Allowance for expected credit losses for accounts receivable and goods returns	885,566	159,486	-	1,045,052
Allowance for dilapidated and slow moving	34,491,172	(5,144,008)	-	29,347,164
Allowance for assets impairment	24,874	9,195	-	34,069
Lease liabilities	21,626,003	(4,374,472)	-	17,251,531
Provision for decommissioning costs	7,504,447	(2,178,845)	-	5,325,602
Allowance for impairment of investment in associate	116,000	-	-	116,000
Employee benefits obligations	14,080,317	91,465	(222,158)	13,949,624
Total	78,742,375	(11,425,275)	(222,158)	67,094,942
Deferred tax liabilities:				
Unrealized gains from changes in values of investment	48	(25)	-	23
Surplus on revaluation of assets	104,490,956	4,327,870	34,703,433	143,522,259
Right-of-use assets	20,511,873	(4,103,456)	-	16,408,417
Total	125,002,877	224,389	34,703,433	159,930,699
	Baht			
	Consolidated financial statements			
	Balance as at	Income (expenses) during the year		Balance as at
	December	In profit or loss	In other	December
	31, 2021		comprehensive	31, 2022
			income	
Deferred tax assets :				
Unrealized loss from derivatives	485,444	(471,448)	-	13,996
Allowance for expected credit losses for accounts receivable and goods returns	594,933	290,633	-	885,566
Allowance for dilapidated and slow moving	37,645,990	(3,154,818)	-	34,491,172
Allowance for assets impairment	72,589	(47,715)	-	24,874
Lease liabilities	35,510,945	(13,884,942)	-	21,626,003
Provision for decommissioning costs	8,229,173	(724,726)	-	7,504,447
Allowance for impairment of investment in associate	116,000	-	-	116,000
Employee benefits obligations	13,450,482	629,835	-	14,080,317
Total	96,105,556	(17,363,181)	-	78,742,375
Deferred tax liabilities:				
Unrealized gains from changes in values of investment	10,025	(9,977)	-	48
Surplus on revaluation of assets	98,263,121	(183,441)	6,411,276	104,490,956
Right-of-use assets	35,398,178	(14,886,305)	-	20,511,873
Total	133,671,324	(15,079,723)	6,411,276	125,002,877

Baht				
Separate financial statements				
	Balance as at	Income (expenses) during the year		Balance as at
	December	In profit or loss	In other	December
	31, 2022		comprehensive	31, 2023
			income	
Deferred tax assets :				
Unrealized loss from derivatives	13,996	11,904	-	25,900
Allowance for expected credit losses for accounts receivable and goods returns	885,566	159,486	-	1,045,052
Allowance for dilapidated and slow moving	34,491,172	(5,144,008)	-	29,347,164
Allowance for assets impairment	24,874	9,195	-	34,069
Lease liabilities	21,626,003	(4,374,472)	-	17,251,531
Provision for decommissioning costs	7,504,447	(2,178,845)	-	5,325,602
Employee benefits obligations	14,080,317	91,465	(222,158)	13,949,624
Total	78,626,375	(11,425,275)	(222,158)	66,978,942
Deferred tax liabilities:				
Unrealized gains from changes in values of investment	48	(25)	-	23
Surplus on revaluation of assets	94,531,115	4,391,953	34,936,195	133,859,263
Right-of-use assets	20,511,873	(4,103,456)	-	16,408,417
Total	115,043,036	288,472	34,936,195	150,267,703

Baht				
Separate financial statements				
	Balance as at	Income (expenses) during the year		Balance as at
	December	In profit or loss	In other	December
	31, 2021		comprehensive	31, 2022
			income	
Deferred tax assets :				
Unrealized loss from derivatives	485,444	(471,448)	-	13,996
Allowance for expected credit losses for accounts receivable and goods returns	594,933	290,633	-	885,566
Allowance for dilapidated and slow moving	37,645,990	(3,154,818)	-	34,491,172
Allowance for assets impairment	72,589	(47,715)	-	24,874
Lease liabilities	35,510,945	(13,884,942)	-	21,626,003
Provision for decommissioning costs	8,229,173	(724,726)	-	7,504,447
Employee benefits obligations	13,450,482	629,835	-	14,080,317
Total	95,989,556	(17,363,181)	-	78,626,375
Deferred tax liabilities:				
Unrealized gains from changes in values of investment	10,025	(9,977)	-	48
Surplus on revaluation of assets	94,650,473	(119,358)	-	94,531,115
Right-of-use assets	35,398,178	(14,886,305)	-	20,511,873
Total	130,058,676	(15,015,640)	-	115,043,036

## 26. LEASE LIABILITIES

26.1 The carrying amounts of lease liabilities and the movement for the years ended December 31, 2023 and 2022 are presented below.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Balance as at December 31	140,639,274	201,375,545	108,130,013	177,554,725
Accretion of rental	40,806,595	47,001,589	40,806,595	35,697,507
Accretion of interest	5,336,683	7,543,562	4,238,348	6,968,129
Payments	(60,274,273)	(69,388,518)	(58,912,385)	(68,030,460)
Decrease from rental reduction	(2,322,105)	(7,566,318)	(2,322,105)	(7,566,318)
Decrease from contract cancellation	(5,682,813)	(38,326,586)	(5,682,813)	(36,493,570)
Balance as at December 31	118,503,361	140,639,274	86,257,653	108,130,013
<u>Less</u> current portion	(35,987,981)	(56,401,537)	(34,515,653)	(55,268,038)
Lease liabilities - net	82,515,380	84,237,737	51,742,000	52,861,975

As at December 31, 2023 and 2022, the payment of these contracts are as follow:-

	Baht					
	Consolidated financial statements					
	As at December 31, 2023			As at December 31, 2022		
	Principal	Interest expenses	Total	Principal	Interest expenses	Total
Payment due within 1 year	35,987,981	4,287,208	40,275,189	56,401,538	4,995,396	61,396,934
Payment due over 1 year to 5 years	53,842,204	8,725,057	62,567,261	55,090,191	10,038,352	65,128,543
Payment due over 5 years	28,673,176	19,860,613	48,533,789	29,147,545	21,005,753	50,153,298
Total	118,503,361	32,872,878	151,376,239	140,639,274	36,039,501	176,678,775

	Baht					
	Separate financial statements					
	As at December 31, 2023			As at December 31, 2022		
	Principal	Interest expenses	Total	Principal	Interest expenses	Total
Payment due within 1 year	34,515,653	3,144,332	37,659,985	55,268,038	3,897,062	59,165,100
Payment due over 1 year to 5 years	51,323,073	2,870,557	54,193,630	52,443,048	4,186,113	56,629,161
Payment due over 5 years	418,927	78,065	496,992	418,927	78,065	496,992
Total	86,257,653	6,092,954	92,350,607	108,130,013	8,161,240	116,291,253

26.2 The following are the amount recognized in profit or loss for the years ended December 31, 2023 and 2022 are shown as follow;

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Depreciation of right-of-use assets	57,402,603	74,300,941	56,049,950	72,802,014
Interest expense	5,336,683	7,543,562	4,238,348	6,968,129
Expenses related to short-term lease contracts and sales-related rentals	10,692,344	11,211,283	10,692,344	11,211,283
Total	73,431,630	93,055,786	70,980,642	90,981,426

For the years ended December 31, 2023 and 2022, the total cash outflow for leases on consolidated amount to Baht 65.63 million and Baht 73.06 million, respectively and separated financial statements amount to Baht 65.37 million and Baht 72.27 million, respectively.

## 27. OTHER CURRENT AND NON-CURRENT FINANCIAL LIABILITIES

As at December 31, 2023 and 2022, details other current and non-current financial liabilities are as below.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Foreign exchange contracts outstanding (Note 37.1 to the financial statement)	211,435	254,390	211,435	254,390
Total	211,435	254,390	211,435	254,390

## 28. SURPLUS ON REVALUATION OF ASSETS

This represents surplus arising from revaluation of land and buildings. The surplus is amortized to retained earnings on a straight-line basis over the remaining life of the related assets.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance of the year	404,129,250	378,635,016	368,980,873	369,458,308
Revaluations for the year	139,744,780	26,531,034	139,744,780	-
<u>Less</u> Amortization for the year	(1,013,649)	(1,036,800)	(432,189)	(477,435)
Ending balance of the year	<u>542,860,381</u>	<u>404,129,250</u>	<u>508,293,464</u>	<u>368,980,873</u>

Surplus on revaluation of assets can neither be offset against deficit nor used for dividend payment.

## 29. STATUTORY RESERVE

### The Company

Pursuant to Section 116 of the Public Limited Companies Act B.E 2535, the Company is required to set aside to a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

### Subsidiary

According to the Thai Civil and Commercial Code, the subsidiary is required to set aside to a statutory reserve an amount equal to at least 5% of its net profit each time the Company pay out a dividend, until such reserve reaches 10% of its registered share capital. The statutory reserve cannot be used for dividend payment

## 30. EXPENSES BY NATURE

Significant expenses by nature are as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Salary and wages and other employee benefits	446,357,610	415,571,264	283,537,182	259,648,737
Depreciation and amortization	122,950,640	146,400,033	93,372,160	120,358,313
Rental, service and utilities expenses	209,823,914	211,102,962	207,530,108	205,878,470
Provision for diminution in value of receivables and inventories	(23,161,942)	(8,929,376)	(23,161,942)	(8,929,376)
Purchase of goods and raw materials used	1,100,703,176	958,073,889	1,150,927,932	912,903,790
Changes in inventories of finished goods and work in process	(25,778,624)	(15,171,138)	(25,778,624)	(15,171,138)
Expense variable by sales	43,556,297	42,556,537	43,556,297	42,556,537

## 31. INCOME TAX EXPENSES

The major components of income tax expenses for the years ended December 31, 2023 and 2022, consisted of :-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
(Income) tax expenses shown in profit or loss :				
Tax income current income tax :				
Current tax expense for the year	27,165	-	-	-
Tax expense deferred tax:				
Changes in temporary differences relating to the original recognition and reversal	11,649,664	2,057,924	11,713,747	2,122,007
Total	11,676,829	2,057,924	11,713,747	2,122,007

The reconciliation between accounting profit (loss) and income tax expense is shown below.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Accounting profit (loss) before tax	65,088,306	11,720,831	36,491,853	4,484,882
The applicable tax rate (%)	0%, 20%	0%, 20%	0%, 20%	0%, 20%
Accounting profit (loss) before tax multiplied by income tax rate	6,131,452	938,632	7,298,370	896,976
Temporary differences and taxable loss not recorded as deferred tax assets	-	(1,102,854)	-	(227,690)
Effects of:				
Tax losses that were not recorded in previous periods but were used to reduce income tax expense in the current period	2,822,184	-	2,822,184	-
Income not subject to tax	-	(14,574)	(1,130,000)	(784,000)
Non-deductible expenses	3,187,114	3,417,821	3,187,114	3,417,822
Additional expense deductions allowed	(463,921)	(1,181,101)	(463,921)	(1,181,101)
Total	5,545,377	1,119,292	4,415,377	1,225,031
(Income) tax expenses reported in the statement of income	11,676,829	2,057,924	11,713,747	2,122,007

## 32. BASIC EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Profit (loss) for the year				
Equity holders of the parent (Baht)	36,054,684	(2,945,900)	24,778,106	2,362,875
Weighted average number of ordinary shares (shares)	391,944,418	391,944,418	391,944,418	391,944,418
Basic earnings (loss) per share (Baht/share)	0.092	(0.008)	0.063	0.006



### 33. OPERATION SEGMENT

Operating segment information is reported in a manner consistent with the internal reports of the Group that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The businesses of the Group is ship builder and ship repairer, manufacturing and trading marine equipment with the main operation in the single geographic area in Thailand. Segment performance is considered by revenue and gross profit and is also measured based on the Group's operating profit or loss, on a basis consistent with that used to measure the operating profit or loss in the financial statement.

The Group's revenue and gross profit information for the years ended December 31, 2023 and 2022 by segments are as follows:

	Million Baht							
	Retail business segment		Other distribution channels		School business segment		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
External revenue	1,069.08	1,067.01	749.72	662.50	277.60	257.44	2,096.40	1,986.95
Total revenues	<u>1,069.08</u>	<u>1,067.01</u>	<u>749.72</u>	<u>662.50</u>	<u>277.60</u>	<u>257.44</u>	<u>2,096.40</u>	<u>1,986.95</u>
Gross profit from operating according to the segment	<u>395.01</u>	<u>399.43</u>	<u>261.01</u>	<u>229.16</u>	<u>79.27</u>	<u>69.87</u>	735.29	698.46
Unallocated income and expenses:								
Gain from fair value measurement of investment property							22.50	-
Other income							52.05	69.74
Selling expenses							(439.82)	(468.46)
Administrative expenses							(283.31)	(265.84)
Finance costs							(21.70)	(22.24)
Share of gain from associated companies							0.08	0.06
Income tax (expenses)							(11.68)	(2.06)
Profit (loss) for the year							<u>53.41</u>	<u>9.66</u>
<u>As at December 31,</u>								
Investment property							123.90	101.40
Property, plant and equipment							1,745.48	1,586.44
Right-of-use assets							161.14	171.39
Leasehold rights on land and buildings							8.04	3.29
Rental guarantee and deposit							70.64	23.18
Other assets							<u>507.34</u>	<u>545.55</u>
Total assets							<u>2,616.54</u>	<u>2,431.25</u>

The basis of pricing between the Group is consistent with that for third party transactions.

## 34. PROVIDENT FUND

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. By setting a policy both employees and the Company contribute to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by CIMB - Principal Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules.

The Group has contributed to the fund for the years, ended December 31, 2023 and 2022 in the amount of Baht 13.11 million and Baht 11.59 million, respectively (The Separate amount of Baht 9.63 million and Baht 9.56 million, respectively.)

The Group subsidiaries has contributed to the fund for the years, ended December 31, 2023 and 2022 Welfare fund under the Private Schools Act B.E. 2550. The school and staff contribute to the fund monthly at the rate of 3% of their salary. The school has paid contributions and recorded them as expenses in the income statement for the year ended. December 31, 2023 and 2022 in the amount of Baht 2.43 million and Baht 3.23 million, respectively

## 35. COMMITMENTS AND CONTINGENT LIABILITIES

### 35.1 Operating lease commitments

35.1.1 As December 31, 2023 the Company has entered into space rental agreements for use as branch offices that complies with TFRS 16 financial lease, totalling 145 branches. The lease periods ranged from 1 to 20 years. Total rental and utility fees were approximately Baht 82.06 million per annum. Some of rental fees were calculated from the percentage of sales amounts of that branch.

35.1.2 As December 31, 2023 the Group has entered into several costs service related with the operations. The terms of the agreements are generally between 1 and 30 years.

As at December 31, 2023 and 2022 the Group, future minimum lease payments required under operating leases contracts are follow:

	Baht			
	Consolidated financial Statement		Separate financial Statement	
	2023	2022	2023	2022
Payable:				
In up to 1 year	74,487,192	68,709,373	74,487,192	68,709,373
In over 1 and up to 5 years	47,546,215	46,807,732	47,546,215	46,807,732
In over 5 years	3,520,746	4,042,338	3,520,746	4,042,338
Total	125,554,153	119,559,443	125,554,153	119,559,443

## 35.2 Guarantees

As at December 31, 2023, the Company has pledged the bank deposit of Baht 3.40 million to guarantee contractual performance and guarantee rental. In addition, other investments of Baht 0.50 million, totaling Baht 3.90 million were pledged to guarantee the electricity usage and rental of head office.

## 35.3 Long-term service commitments

35.3.1 The Company entered into agent appointment agreement with a foreign company for the contractual period of three years commencing from May 31, 2019 to October 31, 2022 and renew the contract from November 1, 2022 to October 31, 2025. Upon expiration of the term, the agreement shall be automatically renewed for successive one year unless either party notifies the other of its intention in writing to terminate the Agreement.

35.3.2 The Company entered into three-year contracts allowing the use of copyrights with various authors which can be automatically renewed for successive three years, and agreed to pay remuneration at the percentage of the number of books published or sold.

## 36. CREDIT LIMITS

As at December 31, 2023, the Company had the credit limits with the local financial institutions as follows:

**36.1 The Company had 3 overdrafts** limit amounted Baht 50 million by entering into the agreement with 3 financial institutions, carried MOR% per annum that consisted of:

36.1.1) Two credit limits without guarantee amounted Baht 20 million and Baht 10 million, respectively.

36.1.2) One credit limit with guarantee amounted Baht 20 million and guaranteed by mortgaging the land with buildings.

**36.2 The Company had 2 short-term loan** limits amounted Baht 220 million by entering into the agreement with two financial institutions in the form of promissory notes with maturity date not over three months and carried the interest rate of 2.95% - 3.10% per annum that consisted of:

36.2.1) One credit limit without guarantee amounted Baht 20 million.

36.2.2) One credit limit with guarantee amounted Baht 200 million and guaranteed by mortgaging the land with buildings.

### 36.3 Long-term loan from financial institutions

36.3.1 The Company had the long-term loan with a financial institution at the limit amount of Baht 20 million, with interest MLR%, without collateral.

36.3.2 The Company has the long-term loan with a financial institution guaranteed by a mortgage on land and buildings for 2 credit lines divided as:

36.3.2.1) The loans amounted Baht 500 million consisted of:

- Loan agreement amounted Baht 250 million at MLR-1.5% per annum
- As at December 31, 2023 not been disbursed in the amount of Baht 250 million

36.3.2.2) Loan amounted Baht 100 million at THBFIX 6M + 2.56% per annum

## 37. FINANCIAL INSTRUMENTS

### 37.1 Financial risk management

The Group's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade and other receivables, short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

#### Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable and other receivable. The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does 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 receivables, loans, other receivables and notes receivable as stated in the statement of financial position.

#### Interest rate risk

The Group exposures to interest rate risk relate primarily to its cash at banks, bank overdrafts, and long-term borrowings. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As December 31, 2023 and 2022, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

2023 (Baht)					
Consolidated financial statements					
	Fixed interest rates		Floating	Non-interest	Total
	Within	More than	interest rate	bearing	
	1 year	1 - 5 years			
<b>Financial assets</b>					
Cash and cash equivalents	108,559,245	-	-	10,171,145	118,730,390
Restricted bank deposits and other investments	-	8,000,000	-	-	8,000,000
Total	108,559,245	8,000,000	-	10,171,145	126,730,390
<b>Financial liabilities</b>					
Overdraft and short-term loan from financial institution	227,805,930	-	-	-	227,805,930
Long-term loans	-	-	158,852,000	-	158,852,000
Educational guarantee	-	15,003,000	-	-	15,003,000
Lease liabilities	35,987,981	82,515,380	-	-	118,503,361
Total	263,793,911	97,518,380	158,852,000	-	520,164,291
2022 (Baht)					
Consolidated financial statements					
	Fixed interest rates		Floating	Non-interest	Total
	Within	More than	interest rate	bearing	
	1 year	1 - 5 years			
<b>Financial assets</b>					
Cash and cash equivalents	9,304,763	-	-	92,792,972	102,097,735
Restricted bank deposits and other investments	-	8,499,110	-	-	8,499,110
Total	9,304,763	8,499,110	-	92,792,972	110,596,845
<b>Financial liabilities</b>					
Overdraft and short-term loan from financial institution	162,849,680	-	-	-	162,849,680
Long-term loans	-	-	241,032,000	-	241,032,000
Educational guarantee	-	4,202,000	-	-	4,202,000
Lease liabilities	56,401,537	84,237,737	-	-	140,639,274
Total	219,251,217	88,439,737	241,032,000	-	548,722,954
2023 (Baht)					
Separate financial statements					
	Fixed interest rates		Floating	Non-interest	Total
	Within	More than	interest rate	bearing	
	1 year	1 - 5 years			
<b>Financial assets</b>					
Cash and cash equivalents	7,003,277	-	-	9,530,925	16,534,202
Restricted bank deposits and other investments	-	8,000,000	-	-	8,000,000
Total	7,003,277	8,000,000	-	9,530,925	24,534,202
<b>Financial liabilities</b>					
Overdraft and short-term loan from financial institution	227,805,930	-	-	-	227,805,930
Long-term loans	-	-	85,852,000	-	85,852,000
Lease liabilities	34,515,653	51,742,000	-	-	86,257,653
Total	262,321,583	51,742,000	85,852,000	-	399,915,583

	2022 (Baht)				
	Separate financial statements				
	Fixed interest rates		Floating	Non-interest	Total
	Within 1 year	More than 1 - 5 years	interest rate	bearing	
<b>Financial assets</b>					
Cash and cash equivalents	8,698,802	-	-	9,676,589	18,375,391
Restricted bank deposits and other investments	-	8,499,110	-	-	8,499,110
Total	8,698,802	8,499,110	-	9,676,589	26,874,501
<b>Financial liabilities</b>					
Overdraft and short-term loan from financial institution	162,849,680	-	-	-	162,849,680
Long-term loans	-	-	142,132,000	-	142,132,000
Lease liabilities	55,268,038	52,861,975	-	-	108,130,013
Total	218,117,718	52,861,975	142,132,000	-	413,111,693

## Interest Rate Swap Transaction Agreement

The Company has the detail of the interest rate swap agreement outstanding as at December 31, 2023 as follow:

Principal amount	Interest revenue rate swap	Interest expenses rate swap	Termination date
	agreement (%)	agreement (%)	
Baht 56.60 million	THBFIX 6M + 2.56	4.50	July 2025

## Foreign currency risk

The Company's exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies. The Company seeks to reduce this risk by entering into forward exchange contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at December 31, 2023 and 2022, the Company balances of financial assets and liabilities denominated in foreign currencies are summarized follow:

Foreign currency	Consolidated/Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate (Baht per foreign currency)	
	2023	2022	2023	2022	2023	2022
	(Thousand)	(Thousand)	(Thousand)	(Thousand)		
USD	-	-	8	13	34.3876	34.7335
SGD	-	-	9	3	26.2659	26.0167
GBP	-	-	586	433	44.2699	42.1004

As at December 31, 2023, the Company has foreign exchange contracts outstanding are summarized follow:

Foreign currency	Consolidated/Separate financial statements				
	Bought amount (Thousand)	Sold amount (Thousand)	Contractual exchange rate (Baht per foreign currency)		Maturity date
			Bought	Sold	
GBP	542	-	-	43.33-44.11	February 23, 2024 - June 25, 2024

## 37.2 Fair values of financial instruments

Since the majority of the Company and its subsidiary financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position as at December 31, 2023 and 2022 as follow:

	2023 (Baht)					
	Consolidated financial statements			Separate financial statements		
	FVPL	Amortized cost	Total	FVPL	Amortized cost	Total
<b>Financial assets</b>						
Cash and cash equivalents	-	118,730,390	118,730,390	-	16,534,202	16,534,202
Trade and other current receivables	-	58,469,578	58,469,578	-	54,966,650	54,966,650
Other current financial assets	-	1,302,686	1,302,686	-	1,302,686	1,302,686
Other current assets	-	22,625,569	22,625,569	-	20,350,350	20,350,350
Restricted bank deposits and other investments	-	8,000,000	8,000,000	-	8,000,000	8,000,000
Other non-current financial assets	81,934	-	81,934	81,934	-	81,934
Other non-current assets	-	9,325,893	9,325,893	-	6,303,340	6,303,340
<b>Total</b>	<b>81,934</b>	<b>218,454,116</b>	<b>218,536,050</b>	<b>81,934</b>	<b>107,457,228</b>	<b>107,539,162</b>
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans						
from financial institutions	-	227,805,930	227,805,930	-	227,805,930	227,805,930
Trade and other current payables	-	388,647,405	388,647,405	-	373,937,599	373,937,599
Other current liabilities	-	23,738,463	23,738,463	-	22,341,741	22,341,741
Long-term	-	158,852,000	158,852,000	-	85,852,000	85,852,000
Educational guarantee	-	15,003,000	15,003,000	-	-	-
Lease liabilities	-	118,503,361	118,503,361	-	86,257,653	86,257,653
Other non-current financial liabilities	211,435	-	211,435	211,435	-	211,435
Other non-current liabilities	-	3,707,022	3,707,022	-	3,029,476	3,029,476
<b>Total</b>	<b>211,435</b>	<b>936,257,181</b>	<b>936,468,616</b>	<b>211,435</b>	<b>799,224,399</b>	<b>799,435,834</b>

2022 (Baht)						
	Consolidated financial statements			Separate financial statements		
	FVPL	Amortized cost	Total	FVPL	Amortized cost	Total
<b>Financial assets</b>						
Cash and cash equivalents	-	102,097,735	102,097,735	-	18,375,391	18,375,391
Trade and other current receivables	-	47,255,903	47,255,903	-	43,308,870	43,308,870
Other current financial assets	-	12,693,465	12,693,465	-	12,693,465	12,693,465
Other current assets	-	21,376,489	21,376,489	-	19,710,521	19,710,521
Restricted bank deposits and other investments	-	8,499,110	8,499,110	-	8,499,110	8,499,110
Other non-current financial assets	184,411	-	184,411	184,411	-	184,411
Other non-current assets	-	8,871,577	8,871,577	-	7,096,890	7,096,890
Total	184,411	200,794,279	200,978,690	184,411	109,684,247	109,868,658
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans						
from financial institutions	-	162,849,680	162,849,680	-	162,849,680	162,849,680
Trade and other current payables	-	404,996,071	404,996,071	-	388,478,900	388,478,900
Other current financial liabilities	254,390	-	254,390	254,390	-	254,390
Other current liabilities	-	23,345,733	23,345,733	-	21,344,980	21,344,980
Long-term	-	241,032,000	241,032,000	-	142,132,000	142,132,000
Educational guarantee	-	4,202,000	4,202,000	-	-	-
Lease liabilities	-	140,639,274	140,639,274	-	108,130,013	108,130,013
Other non-current liabilities	-	6,125,981	6,125,981	-	3,399,477	3,399,477
Total	254,390	983,190,739	983,445,129	254,390	826,335,050	826,589,440

## Fair value hierarchy

As at December 31, 2023, the Group had the following assets and liabilities that were measured at fair value using different levels of inputs as follows :-

	Baht			
	Consolidated financial statements			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Other current and non-current financial assets	-	1,384,620	-	1,384,620
Investment property	-	-	123,900,000	123,900,000
Property, plant and equipment	-	-	1,661,549,944	1,661,549,944
<b>Liabilities measured at fair value</b>				
Other non-current financial liabilities	-	211,435	-	211,435

	Baht			
	Separate financial statements			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Other current and non-current financial assets	-	1,384,620	-	1,384,620
Investment property	-	-	123,900,000	123,900,000
Property, plant and equipment	-	-	1,317,495,062	1,317,495,062
<b>Liabilities measured at fair value</b>				
Other non-current financial liabilities	-	211,435	-	211,435



## 38. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it has an appropriate capital structure in order to support its business and maximise shareholders value. As at December 31, 2023 and 2022, the Group's debt-to-equity ratio was 0.94 and 1.09, respectively and the Company's debt-to-equity ratio was 0.85 and 0.99, respectively.

## 39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2023 and 2022 are as follows:

Baht				
Consolidated financial statements				
	Balance as at December 31, 2022	Cash flows Increase (decrease)*	Non-cash transaction Increase (decrease)	Balance as at December 31, 2023
Bank overdraft	12,849,680	4,956,250	-	17,805,930
Short-term loan from financial institution	150,000,000	60,000,000	-	210,000,000
Long-term loans from financial institution	241,032,000	(82,180,000)	-	158,852,000
Lease liabilities	140,639,274	(54,937,590)	32,801,677	118,503,361
Total	544,520,954	(72,161,340)	32,801,677	505,161,291

Baht				
Consolidated financial statements				
	Balance as at December 31, 2021	Cash flows Increase (decrease)*	Non-cash transaction Increase (decrease)	Balance as at December 31, 2022
Bank overdraft	-	12,849,680	-	12,849,680
Short-term loan from financial institution	140,000,000	10,000,000	-	150,000,000
Long-term loans from financial institution	303,334,000	(62,302,000)	-	241,032,000
Lease liabilities	201,375,546	(61,843,957)	1,107,685	140,639,274
Total	644,709,546	(101,296,277)	1,107,685	544,520,954

Baht				
Separate financial statements				
	Balance as at December 31, 2022	Cash flows Increase (decrease)*	Non-cash transaction Increase (decrease)	Balance as at December 31, 2023
Bank overdraft	12,849,680	4,956,250	-	17,805,930
Short-term loan from financial institution	150,000,000	60,000,000	-	210,000,000
Long-term loans from financial institution	142,132,000	(56,280,000)	-	85,852,000
Lease liabilities	108,130,013	(54,674,037)	32,801,677	86,257,653
Total	413,111,693	(45,997,787)	32,801,677	399,915,583

	Baht			
	Separate financial statements			
	Balance as at	Cash flows	Non-cash transaction	Balance as at
	December 31, 2021	Increase (decrease)*	Increase (decrease)	December 31, 2022
Bank overdraft	-	12,849,680	-	12,849,680
Short-term loan from financial institution	140,000,000	10,000,000	-	150,000,000
Long-term loans from financial institution	204,434,000	(62,302,000)	-	142,132,000
Lease liabilities	177,554,725	(61,061,331)	(8,363,381)	108,130,013
Total	521,988,725	(100,513,651)	(8,363,381)	413,111,693

\* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

## 40. RECLASSIFICATION

Certain accounts in the as at December 31, 2022 financial statements have been reclassified rental guarantee and educational guarantee to conform to the current years classification, without any effect to the previously reported Statement of financial position. The reclassifications are as follow:

	Baht					
	Consolidated financial statements			Separate financial statements		
	Before	Reclassification	After	Before	Reclassification	After
	Reclassification		Reclassification	Reclassification		Reclassification
<b>Statement of financial position</b>						
<b>Non-current assets</b>						
Right-of-use assets	229,879,611	(58,490,651)	171,388,960	184,771,845	(58,490,651)	126,281,194
Rental guarantee and deposit	17,208,641	58,490,651	75,699,292	17,208,641	58,490,651	75,699,292
<b>Non-current liabilities</b>						
Other non-current liabilities	10,327,981	(4,202,000)	6,125,981	-	-	-
Educational guarantee	-	4,202,000	-	-	-	-

## 41. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Board of Directors of the Company on February 22, 2024.

## General Information

### Name and Location of Head Office and Distribution Center

<b>Name</b>	: <b>SE-EDUCATION Public Company Limited</b>
Abbreviated Name	: SE-ED
Head Office	: 1858/87-90, Interlink Tower Bangna, 19 <sup>th</sup> Floor, Debaratna Road, Bangna Tai, Bangna, Bangkok, Thailand. ZIP code 10260
Distribution Center	: 118, Moo 1, Tambon Sisa Chorakhe Yai, Amphoe Bang Sao Thong, Samut Prakarn, Thailand. ZIP code 10570
Website	: <a href="http://www.se-ed.com">www.se-ed.com</a>
Tel.	: +66 2826 8000
Fax.	: +66 2826 8999
E-mail	: Company Secretary <a href="mailto:cs@se-ed.com">cs@se-ed.com</a> Independent Director <a href="mailto:id@se-ed.com">id@se-ed.com</a> Investor Relations <a href="mailto:ir@se-ed.com">ir@se-ed.com</a>
Business	: Company's business operation consist <ul style="list-style-type: none"><li>• Operate bookstores which consist of SE-ED Book Center and network stores and various university bookstores in Bangkok and other provinces as well as the network and sales area in various forms</li><li>• Distribute books for both published by SE-ED and other publishers to bookstores all over the country and to other sales channels.</li><li>• Book, SE-ED is one of the largest book publishers in Thailand, publishing books for bookstores nationwide. The Company pioneered in publishing knowledge books in several fields</li><li>• Plearnpattana School, which operates a private school offering courses for students from pre-kindergarten to Matayom 6.</li><li>• BaesLab Co., Ltd., which operates in consulting, provision and distribution of software and hardware business.</li></ul>
Registered No.	: 0107536000285
Registered Capital	: THB 391,944,529 (391,944,529 ordinary shares @ Baht 1 par value each)
Paid-up share capital	: THB 391,944,418 (391,944,418 ordinary shares @ Baht 1 par value each)

### Name and Location of Subsidiary Companies

<b>Name</b>	: <b>Plearn Patt Co., Ltd.</b>
Address	: 33/39-40, Moo 17, Suan-Phak Road, Sala Tham Sop, Thawi Watthana, Bangkok, Thailand. ZIP code 10170
Tel.	: +66 2885 2670-5
Fax.	: +66 2885 2670-5 ext. 502
E-mail	: <a href="mailto:webmaster@plearnpattana.com">webmaster@plearnpattana.com</a>
Website	: <a href="http://www.plearnpattana.com">www.plearnpattana.com</a>
Business	: Private school, operated by Plearnpattana School, which is a school for pre-kindergarten up to Matayom 6
Registered No.	: 0105545100716
Registered Capital	: THB 151,850,048 (16,947,550 ordinary shares @ Baht 8.96 par value each)
Paid-up share capital	: THB 151,850,048 (16,947,550 ordinary shares @ Baht 8.96 par value each)
SE-ED holds	: 48.97% of shares

## Name and Location of Associated Company

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**Name** : **M & E Co., Ltd.**  
**Address** : 77/111, Sin Sathorn Tower Building, 26<sup>th</sup> Floor, Krung Thonburi Road, Klongtonsai, Klongsarn, Bangkok, Thailand. ZIP code 10600  
**Tel.** : +66 2862 1396  
**Fax.** : +66 2862 1395  
**Website** : www.me.co.th  
**Business** : Magazine and Book publishing for Engineer.  
**Registered No.** : 0105527008994  
**Registered Capital** : THB 400,000 (4,000 ordinary shares @ Baht 100 par value each)  
**Paid-up share capital** : THB 400,000 (4,000 ordinary shares @ Baht 100 par value each)  
**SE-ED holds** : 25% of shares

## References

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**Stock Registrar** : **Thailand Securities Depository Co., Ltd.**  
**Address** : 93, The Stock Exchange of Thailand Building, 1<sup>st</sup> Floor, Ratchadaphisek Road, Dindaeng, Bangkok, Thailand. ZIP code 10400  
**Tel.** : +66 2009 9000  
**Fax.** : +66 2009 9991  
**Call center** : +66 2009 9999  
**E-mail** : SETContactCenter@set.or.th  
**Website** : http://www.set.or.th/tsd

**Auditor** : **Ms. Nanaphat Wannasomboon Auditor ID: 7793 and/or**  
**Ms. Sulalit Ardsawang Auditor ID: 7517 and/or**  
**Ms. Chotima Kitsirakorn Auditor ID: 7318 and/or**  
**the other auditors from Dharmniti Auditing Co., Ltd. to be the auditor of**  
**SE-EDUCATION PUBLIC COMPANY LIMITED**  
**Other auditors from the same office**  
**Address** : Dharmniti Auditing Co., Ltd.  
178, Dharmniti Building, 6<sup>th</sup> - 7<sup>th</sup> Floor, Soi Permsap (Prachachuen 20),  
Prachachuen Road, Bangsue, Bangkok, Thailand. ZIP code 10800  
**Tel.** : +66 2596 0500  
**Fax.** : +66 2596 0539  
**E-mail** : group@dharmniti.co.th  
**Website** : www.daa.co.th

**Legal Consultant** : **Chuan and Associates Law Office**  
**Address** : 1153/44, Soi Ladprao 101, Ladprao Road, Klongjun, Bangklapi, Bangkok, Thailand. ZIP code 10240  
**Tel.** : +66 2731 5337 and +66 2731 5338  
**Fax.** : +66 2731 5759

**Bond holder Representative** : No bonds



**SE-EDUCATION PUBLIC COMPANY LIMITED**

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Bangna, Bangkok Thailand, ZIP code 10260 Tel: +66 2826 8000 Fax: +66 2826 8999

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