

CMO Public Company Limited and its subsidiaries
Report and consolidated financial statements
31 December 2023

Independent Auditor's Report

To the Shareholders of CMO Public Company Limited

Disclaimer of Opinion

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

I do not express an opinion on the financial statements referred to above because of the significance of the matters described in paragraph *the Basis for Disclaimer of Opinion* section of my report on the consolidated financial statements of CMO Public Company Limited and its subsidiaries, and the separate financial statements of CMO Public Company Limited for the year ended 31 December 2023.

Basis for Disclaimer of Opinion

Material uncertainties related to ongoing operations

As described in Note 1.2 to the consolidated financial statements, the Group has continuously incurred losses from its operations for several years. For the year ended 31 December 2023, the consolidated and separate statements of comprehensive income presented the net losses from for the year totaling Baht 157 million and Baht 255 million, respectively, and the consolidated and separate statements of cash flows presented net cash flows used in operating activities of Baht 39 million and Baht 63 million, respectively. The consolidated and separate statements of financial position as at 31 December 2023 presented deficits totaling Baht 430 million and Baht 402 million, respectively, and current liabilities exceeds its current assets totaling Baht 239 million and Baht 203 million, respectively. These current liabilities included short-term debentures due within one year of Baht 30 million, and convertible debentures including interest payable that will be repaid in the amount of Baht 63 million. Following the dispute, the issuer of the convertible debentures filed a complaint with the Singapore International Arbitration Center. On 4 January 2024, the Singapore International Arbitration Centre justified that the Company must pay the debentures to the issuer as described in Note 35.2 to the consolidate financial statements,

including the current portion of long-term loans from a banks totaling of Baht 22.2 million as at 31 December 2023, for which the Company was unable to comply with conditions of financial ratios as specified in the loan agreements. As a result, such long-term loans are liabilities that must be repaid upon demand, as mentioned in the Note 22 to the consolidated financial statements. On 9 February 2024 the Company has received a waiver letter to maintain financial ratios for the year 2023 from the bank.

The management of the Group has implemented measures to ensure a consistent cash flows to meet debt repayment obligations and support the operation of the Group. On 25 October 2023, the debenture holders' meeting No. 1/2023 approved the extension of debenture maturity date by 2 years and a revision of the redemption date from 27 November 2023 to 27 November 2025. This partial repayment be made in 10 installments by quarterly. The 1st installment will be paid on 27 November 2023 and the final installment will be paid on 27 November 2025. The debenture holders' meeting approved the extension of debenture maturity date and other related conditions as disclosed in Note 21 to the consolidated financial statements.

In addition, as disclosed in Note 25 to the consolidated financial statements regarding the increase in the registered share capital of the Company by a private placement, and the decrease in the registered share capital and cancellation of such private placement including the increase in the registered share capital of the Company by rights offering as follows.

- (a) On 26 June 2023, the Extraordinary General Meeting of shareholders of the Company No. 1/2023 approved to increase in the registered share capital of the Company amounting of Baht 78 million by issuing newly issued ordinary shares to offer on a private placement, with a maximum of 78,000,000 shares with a par value of Baht 1 per share. The offering price will be determined based on the market price on the offering date, but not less than 90% of the market price to improve the Group's liquidity for operational purposes.
- (b) On 22 December 2023, the Extraordinary General Meeting of shareholders No. 2/2023 approved the cancellation of such private placement in (a) by decreasing the registered share capital by Baht 78 million for 78,000,000 unissued ordinary shares with a par value of Baht 1 per share, and approved to increase in the Company's registered share capital of Baht 280.9 million by issuing 280,962,733 shares, with a par value of Baht 1 per share from 356,398,577 shares to 637,361,310 shares for distribution by offering to the Company's existing shareholders (Rights Offering) whether at one time or many times, at a ratio of 1 existing share for 1 newly issued ordinary share. The selling price of newly issued ordinary shares is Baht 0.7 per share. In January 2024, the shareholders exercised their

rights to subscribe for 145,212,121 new shares at a price of Baht 0.70 per share, totaling Baht 101.65 million. The Company already received fully payment for newly issued shares.

Moreover, as disclosed in Note 35 to the consolidated financial statements, the Group has been related to 7 disputes and lawsuits, which the Group did not recognize the provision for litigation from 2 lawsuit cases and has partially recorded for one lawsuit case. These lawsuits are currently under process of judgement and the results are depending on future judicial proceedings, which may affect the Group's financial position.

Although, the Group has implemented measures to ensure a consistent cash flows, but these circumstances involve multiple uncertainties, which may have the potential interaction of material uncertainties and their possible cumulative effect on the financial statements, raising substantial doubt on the Group's ability to continue as going concerns. As a result, the Group may not be able to sell assets and settle debts in the normal course of business. This depends on the Group's ability to successfully implement various plans related to seeking additional sources of funds, improve future operating performance, and repayment debentures with the new maturity date. This will require to closely monitor the operational plans of the Group, including the outcomes of lawsuits that are hinged upon future judicial processes.

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 in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. However, because of the matter described in the *Basis for Disclaimer of Opinion* section of my report involves multiple uncertainties, notwithstanding having obtained sufficient appropriate audit evidence regarding each of the individual uncertainties, it is not possible to form an opinion on the financial statements due to the potential interaction of the uncertainties and their possible cumulative effect on the financial statements.

Other specified matters

1. Additional investment of 40% in a subsidiary (Investment value of Baht 65 million)

As disclosed in Note 12 to the consolidated financial statements during the second quarter of 2023, the Company entered into a share purchase agreement with a local company to acquire 8,000 shares of a subsidiary, at a par value of Baht 100 per share, representing 40% of the issued and paid-up capital of the subsidiary. The Company paid a total consideration of Baht 65 million, at Baht 8,125 per share. The value of the proportional interest in those shares on the acquisition date was Baht 0.38 million. Therefore, the value of acquired is based on the present value of cash flows prepared by the Company's management on the date of acquiring additional shares.

Subsequently, the acquisition of shares, the subsidiary incurred revenues and net operating profit for the year ended 31 December 2023, amounting to Baht 47.1 million, and Baht 6.2 million, respectively, and it had retained earnings as at 31 December 2023 by Baht 6.2 million. The operating performance is lower than the forecasted profit that the Company considered based on the present value of cash flows on the date of acquiring additional shares. Therefore, the Company's management has considered the fair value measurement of the investment in the subsidiary as at 31 December 2023. An independent appraiser has reported the fair value assessment of this investment by Baht 74.94 million. However, the value of the acquired additional shares of subsidiary depends on the future performance of the subsidiary, whether it will generate profits from its operations and have cash flows as forecasted on the date of acquiring additional shares or not.

2. Costs and expenses (Accumulated amount by Baht 25.55 million)

On 16 September 2023, I obtained a report from the internal auditor regarding possible irregularities in the disbursement of advance payments and the service costs of two subsidiaries, involving a former executive of the subsidiary who already resigned. The total amount involved is approximately Baht 5.75 million. However, the specific nature of the services received remain unidentified.

In addition, I provided further observations to the audit committee that the Group entered into consultancy or service agreements with multiple entities. The Group recorded total expenses amounting to Baht 19.8 million based on those agreements, from the inception of the agreements until 31 December 2023. (Within this amount, the payment of Baht 7 million was made to a local company, whose shareholder is a former executive of the subsidiary as mentioned in the previous paragraph.)

Based on the observation in Clause 1) and Clause 2), on 24 October 2023, the regulatory authority issued a letter to the chairman of the Board of Directors of the Company, requesting a special audit be conducted for the observations of the transactions as mentioned in Clause 1) and Clause 2) above. On 2 February 2024, the Company submitted the special audit report to the relevant regulatory authorities. However, I could not concluded whether there will be any further investigation to expand the audit scope of related or similar accounting transactions in other matters or not, after the relevant regulatory authorities have received a special audit report from the Company.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered

material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

I am responsible for the audit resulting in this independent auditor's report.



Orawan Techawatanasirikul

Certified Public Accountant (Thailand) No. 4807

EY Office Limited

Bangkok: 23 February 2024

CMO Public Company Limited and its subsidiaries
Statement of financial position
As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Assets					
Current assets					
Cash and cash equivalents	7	28,970,385	58,198,977	5,787,162	4,445,341
Trade and other receivables	6, 8	233,935,318	212,606,190	175,769,334	109,101,484
Unbilled receivables	6, 9	58,570,756	84,005,463	46,162,315	55,113,090
Short-term loans to related parties	6	-	-	12,500,000	151,897,618
Inventories	10	15,717,872	60,924,037	6,441,915	9,336,229
Dividend receivables	6	-	-	3,706,392	40,102,091
Other current assets		33,622,475	37,236,367	15,193,009	15,184,461
Total current assets		370,816,806	452,971,034	265,560,127	385,180,314
Non-current assets					
Restricted bank deposits	11	11,574,629	11,755,851	4,300,175	4,251,768
Investments in subsidiaries	12	-	-	245,058,700	201,678,600
Investment properties	13	12,145,000	12,145,000	-	-
Property, plant and equipment	14	574,607,188	579,349,098	49,435,416	50,468,910
Right-of-use assets	15	13,837,819	28,638,178	33,234,528	23,778,810
Intangible assets	16	398,713	929,613	380,136	929,591
Goodwill	17	4,635,859	4,635,859	-	-
Deferred tax assets	29	29,481,620	34,030,081	29,063,240	29,063,241
Withholding tax deducted at source	30	98,236,266	85,742,735	58,033,059	56,385,089
Other non-current assets		6,528,661	6,594,661	5,123,167	4,805,275
Total non-current assets		751,445,755	763,821,076	424,628,421	371,361,284
Total assets		1,122,262,561	1,216,792,110	690,188,548	756,541,598

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



CMO Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Bank overdraft and short-term loans from banks	18	238,377,340	222,911,510	158,870,301	136,278,007
Trade and other payables	6, 20	157,665,108	155,049,357	140,241,466	97,538,975
Advance received from customers		6,972,627	31,500,830	4,267,837	10,271,104
Short-term loans from persons and other company	19	19,145,825	-	19,145,825	-
Current portion of debentures	21	30,000,000	-	30,000,000	-
Current portion of long-term loans from banks	22	35,955,205	32,556,598	24,023,708	12,088,654
Current portion of lease liabilities	15	9,436,928	23,046,221	2,847,671	2,184,542
Short-term loan from subsidiary	6	-	-	6,000,000	-
Convertible debentures	23	63,127,568	43,768,096	63,127,568	43,768,096
Income tax payables		1,539,623	-	-	-
Dividend payables	6	5,069,054	9,948,517	235,749	235,782
Other current liabilities		42,066,267	47,006,134	19,727,525	15,505,378
Total current liabilities		609,355,545	565,787,263	468,487,650	317,870,538
Non-current liabilities					
Retention payables		1,308,411	1,308,411	1,308,411	2,228,630
Debentures - net of current portion	21	50,000,000	-	50,000,000	-
Long-term loans from banks - net of current portion	22	15,063,812	52,162,576	458,252	24,375,614
Lease liabilities - net of current portion	15	14,197,420	15,086,609	32,084,508	21,733,415
Deferred tax liabilities	29	29,523,731	29,392,883	-	-
Provision for long-term employee benefits	24	32,484,430	30,869,889	14,697,010	11,972,552
Provision for litigation cases	35	14,602,564	-	6,634,000	-
Total non-current liabilities		157,180,368	128,820,368	105,182,181	60,310,211
Total liabilities		766,535,913	694,607,631	573,669,831	378,180,749

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

CMO PUBLIC COMPANY LIMITED

CMO Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Shareholders' equity					
Share capital	25				
Registered					
637,361,310 ordinary shares of Baht 1 each					
(2022: 356,398,577 ordinary shares					
of Baht 1 each)		637,361,310	356,398,577	637,361,310	356,398,577
Issued and paid-up					
280,962,733 ordinary shares of Baht 1 each		280,962,733	280,962,733	280,962,733	280,962,733
Premium on ordinary shares	25	221,069,476	221,069,476	221,069,476	221,069,476
Discounts on acquisition in investments in subsidiaries		4,907,143	4,907,143	-	-
Deficit from change in proportion of shareholding					
in the subsidiaries		(44,206,950)	(341,288)	-	-
Equity from convertible debentures	23	-	6,794,404	-	6,794,404
Retained earnings (deficits)					
Appropriated - statutory reserve	26	16,635,094	16,635,094	16,635,094	16,635,094
Unappropriated		(430,462,571)	(261,245,617)	(402,148,586)	(147,100,858)
Other components of shareholders' equity		235,778,780	235,778,780	-	-
Equity attributable to owners of the Company		284,683,705	504,560,725	116,518,717	378,360,849
Non-controlling interests of the subsidiaries		71,042,943	17,623,754	-	-
Total shareholders' equity		355,726,648	522,184,479	116,518,717	378,360,849
Total liabilities and shareholders' equity		1,122,262,561	1,216,792,110	690,188,548	756,541,598

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

Directors



CMO Public Company Limited and its subsidiaries
Statement of comprehensive income
For the year ended 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Profit or loss:					
Revenues from service		1,276,975,274	1,188,702,225	641,965,790	498,532,381
Cost of service		(1,072,156,101)	(970,910,547)	(525,184,401)	(403,566,445)
Gross profit		204,819,173	217,791,678	116,781,389	94,965,936
Other income		12,181,489	6,248,806	26,758,864	34,526,891
Dividend income	12	-	-	3,503,416	6,550,103
Profit before expenses		217,000,662	224,040,484	147,043,669	136,042,930
Distribution expenses		(17,193,467)	(19,932,385)	(5,292,323)	(7,611,604)
Administrative expenses		(298,462,406)	(208,027,354)	(192,747,397)	(103,385,911)
Loss on impairment of assets	6, 12	-	-	(171,987,800)	-
Provision for litigation cases	35	(19,241,838)	-	(11,815,068)	-
Total expenses		(334,897,711)	(227,959,739)	(381,842,588)	(110,997,515)
Profit (loss) from operating activities		(117,897,049)	(3,919,255)	(234,798,919)	25,045,415
Finance cost	27	(26,997,422)	(20,107,724)	(20,248,809)	(11,834,343)
Profit (loss) before income tax expense		(144,894,471)	(24,026,979)	(255,047,728)	13,211,072
Income tax expense	29	(11,632,373)	(2,566,554)	-	(722,526)
Profit (loss) for the year		(156,526,844)	(26,593,533)	(255,047,728)	12,488,546
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss - net of income tax		-	(3,068,401)	-	(4,693,262)
Other comprehensive income for the year		(156,526,844)	(29,661,934)	(255,047,728)	7,795,284
Profit (loss) attributable to:					
Equity holders of the Company		(169,216,954)	(31,392,731)	(255,047,728)	12,488,546
Non-controlling interests of the subsidiaries		12,690,110	4,799,198		
		(156,526,844)	(26,593,533)		
Total comprehensive income attributable to:					
Equity holders of the Company		(169,216,954)	(34,650,640)	(255,047,728)	7,795,284
Non-controlling interests of the subsidiaries		12,690,110	4,988,706		
		(156,526,844)	(29,661,934)		
Profit (loss) per share:					
31					
Basic profit (loss) per share					
Profit (loss) attributable to equity holders of the Company		(0.60)	(0.12)	(0.91)	0.05

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



CMO Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the year ended 31 December 2023

	Consolidated financial statements										(Unit: Baht)		
	Equity holders of the Company					Other components of shareholders' equity							
	Issued and paid-up share capital	Premium on ordinary shares	Discounts on acquire investments in subsidiaries	Deficit from change in proportion of shareholding in the subsidiaries	Equity from convertible debentures	Retained earnings (deficits)		Other comprehensive income		Total equity attributable to owners of the Company		Equity attributable to non-controlling interests of the subsidiaries	Total
						Appropriated - Statutory reserve	Unappropriated	Surplus on land revaluation					
Balance as at 1 January 2022	255,462,733	93,569,476	4,907,143	(158,563)	-	16,635,094	(226,594,977)	235,778,780	379,599,686	17,432,120	397,031,806		
Profit (loss) for the year	-	-	-	-	-	-	(31,392,731)	-	4,799,198	4,799,198	(26,593,533)		
Other comprehensive income for the year	-	-	-	-	-	-	(3,257,909)	-	(3,257,909)	189,508	(3,068,401)		
Total comprehensive income for the year	-	-	-	-	-	-	(34,650,640)	-	(34,650,640)	4,988,706	(29,661,934)		
Investment for establishing a subsidiary	-	-	-	-	-	-	-	-	-	480,100	480,100		
Change in ownership interest in the subsidiary	-	-	-	(182,725)	-	-	-	-	(182,725)	82,725	(100,000)		
Dividend paid	-	-	-	-	-	-	-	-	-	(5,359,897)	(5,359,897)		
Equity from convertible debentures	-	-	-	-	6,794,404	-	-	-	6,794,404	-	6,794,404		
Increase in ordinary shares	25,500,000	127,500,000	-	-	-	-	-	-	153,000,000	-	153,000,000		
Balance as at 31 December 2022	280,962,733	221,069,476	4,907,143	(341,288)	6,794,404	16,635,094	(261,245,617)	235,778,780	504,560,725	17,623,754	522,184,479		
Balance as at 1 January 2023	280,962,733	221,069,476	4,907,143	(341,288)	6,794,404	16,635,094	(261,245,617)	235,778,780	504,560,725	17,623,754	522,184,479		
Profit (loss) for the year	-	-	-	-	-	-	(169,216,954)	-	(169,216,954)	12,690,110	(156,526,844)		
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-		
Total comprehensive income for the year	-	-	-	-	-	-	(169,216,954)	-	(169,216,954)	12,690,110	(156,526,844)		
Change in ownership interest in the subsidiary (Note 12)	-	-	-	(64,616,576)	-	-	-	-	(64,616,576)	(383,423)	(64,999,999)		
Increase in ordinary shares	-	-	-	20,750,914	-	-	-	-	20,750,914	43,449,086	64,200,000		
Equity from convertible debentures	-	-	-	-	(6,794,404)	-	-	-	(6,794,404)	-	(6,794,404)		
Dividend paid	-	-	-	-	-	-	-	-	-	(2,336,584)	(2,336,584)		
Balance as at 31 December 2023	280,962,733	221,069,476	4,907,143	(44,206,950)	-	16,635,094	(430,462,571)	235,778,780	284,683,705	71,042,943	355,726,648		

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

CMO Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity (continued)
For the year ended 31 December 2023

	Separate financial statements						(Unit: Baht)
	Issued and paid-up share capital	Premium on ordinary shares	Equity from convertible debentures	Retained earnings (deficits)		Total	
				Appropriated - Statutory reserve	Unappropriated		
Balance as at 1 January 2022	255,462,733	93,569,476	-	16,635,094	(154,896,142)	210,771,161	
Profit for the year	-	-	-	-	12,488,546	12,488,546	
Other comprehensive income for the year	-	-	-	-	(4,693,262)	(4,693,262)	
Total comprehensive income for the year	-	-	-	-	7,795,284	7,795,284	
Equity from convertible debentures			6,794,404	-	-	6,794,404	
Increase in ordinary shares	25,500,000	127,500,000	-	-	-	153,000,000	
Balance as at 31 December 2022	280,962,733	221,069,476	6,794,404	16,635,094	(147,100,858)	378,360,849	
Balance as at 1 January 2023	280,962,733	221,069,476	6,794,404	16,635,094	(147,100,858)	378,360,849	
Loss for the year	-	-	-	-	(255,047,728)	(255,047,728)	
Other comprehensive income for the year	-	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	(255,047,728)	(255,047,728)	
Equity from convertible debentures			(6,794,404)	-	-	(6,794,404)	
Balance as at 31 December 2023	280,962,733	221,069,476	-	16,635,094	(402,148,586)	116,518,717	

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

CMO Public Company Limited and its subsidiaries

Statement of cash flows

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities				
Profit (loss) before tax	(144,894,471)	(24,026,979)	(255,047,728)	13,211,072
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	47,990,050	57,186,641	11,826,004	10,141,919
Allowance for expected credit losses (reversal)	1,771,037	583,718	15,924,169	(9,800,933)
Bad debts	117,130	-	-	-
Impairment loss on short-term loans to subsidiaries (reversal)	-	-	150,367,900	(15,650,000)
Impairment loss on investments in subsidiaries (reversal)	-	-	21,619,900	(8,009,700)
Impairment loss on investment properties	-	1,034,222	-	-
Impairment loss on assets (reversal)	7,471	(1,020,392)	-	(239,310)
Loss (gain) on disposal of equipment and vehicles	(188,462)	94,232	-	95,497
Loss on written-off fixed assets	995,146	-	300,000	-
Long-term employee benefits expenses	2,541,189	207,175	2,724,457	742,150
Provision for litigation cases	19,241,838	5,727,124	11,815,068	-
Dividend income from subsidiaries	-	-	(3,503,416)	(6,550,103)
Interest income	(530,420)	(241,858)	(17,208,450)	(9,199,477)
Gain on cancellation of lease agreement	(9,766)	(21,857)	-	-
Write-off withholding tax deducted at source	6,133,929	79,392	6,133,929	-
Finance cost	26,997,422	20,107,724	20,248,809	11,834,343
Profit (loss) from operating activities before changes in operating assets and liabilities	(39,827,907)	59,709,142	(34,799,358)	(13,424,542)
Operating assets (increase) decrease				
Trade and other receivables	(23,023,285)	(124,288,490)	(71,409,171)	(61,814,147)
Unbilled receivables	25,240,697	(25,604,135)	8,724,665	(25,359,311)
Inventories	45,206,165	(39,088,012)	2,894,314	1,879,860
Other current assets	3,613,892	(21,237,211)	(479,377)	(9,594,514)
Other non-current assets	66,000	(4,017,888)	(317,892)	(3,076,833)
Operating liabilities increase (decrease)				
Trade and other payables	9,737,682	73,837,315	49,282,627	48,196,017
Advance received from customers	(24,528,203)	6,271,673	(6,003,267)	(10,241,517)
Other current liabilities	(9,350,929)	19,839,688	(1,722,497)	8,808,507
Retention payables	-	-	(920,219)	-
Cash flows used in operating activities	(12,865,888)	(54,577,918)	(54,750,175)	(64,626,480)
Cash received from withholding tax refund	10,205,472	16,846,662	7,449,954	-
Employee benefits paid	(926,648)	(2,800,172)	-	(2,407,207)
Cash paid for corporate income tax	(35,785,997)	(27,319,800)	(15,231,853)	(11,637,697)
Net cash flows used in operating activities	(39,373,061)	(67,851,228)	(62,532,074)	(78,671,384)

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



CMO Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from investing activities				
Cash received from short-term loans to related parties	-	-	134,300,000	160,500,000
Cash paid for short-term loans to related parties	-	-	(145,270,281)	(209,500,000)
Decrease (increase) in restricted bank deposits	181,222	6,998,067	(48,407)	7,010,103
Cash received from financial lease receivables	-	-	-	10,329,780
Proceeds from disposal of equipment and vehicles	272,012	2,764,628	-	2,251,822
Cash paid for purchasing fixed assets	(15,270,044)	(14,887,512)	(6,200,743)	(6,959,301)
Cash paid for purchasing intangible assets	(102,800)	-	(83,900)	(26,025)
Dividend income from subsidiaries	-	-	36,352,395	8,174,602
Cash paid for investments in subsidiary	(65,000,000)	-	(65,000,000)	(21,619,900)
Interest received	530,421	241,858	10,263,221	9,010,593
Net cash flows used in investing activities	(79,389,189)	(4,882,959)	(35,687,715)	(40,828,326)
Cash flows from financing activities				
Increase (decrease) in bank overdraft and short-term loans from banks	15,465,830	(35,177,969)	22,592,294	(46,958,363)
Cash received from short-term loans from persons and other company	19,145,825	-	19,145,825	-
Cash received from long-term loans from banks	-	43,526,242	-	26,746,780
Cash paid for long-term loans from banks	(33,700,157)	(61,149,815)	(11,982,308)	(36,934,148)
Cash received from short-term loans from related party	-	-	10,000,000	11,000,000
Cash paid for short-term loans from related parties	-	-	(4,000,000)	(21,779,386)
Cash received from short-term loans from related person	-	30,800,000	-	-
Cash paid for short-term loans from related person	-	(30,800,000)	-	-
Cash received from increasing in share capital in subsidiary	64,200,000	380,100	-	-
Dividend paid	(7,216,046)	(6,285,983)	(33)	(15,588)
Cash paid for lease liabilities	(28,065,057)	(21,883,197)	(2,646,044)	(5,311,842)
Cash received from convertible debentures	-	50,000,000	-	50,000,000
Cash received from debentures	100,000,000	-	100,000,000	-
Cash paid for debentures	(20,000,000)	-	(20,000,000)	-
Cash received from increasing in ordinary shares	-	153,000,000	-	153,000,000
Interest paid	(20,296,737)	(19,545,224)	(13,548,124)	(11,259,788)
Net cash flows from financing activities	89,533,658	102,864,154	99,561,610	118,487,665
Net increase (decrease) in cash and cash equivalents	(29,228,592)	30,129,967	1,341,821	(1,012,045)
Cash and cash equivalents at beginning of year	58,198,977	28,069,010	4,445,341	5,457,386
Cash and cash equivalents at the end of year (Note 7)	28,970,385	58,198,977	5,787,162	4,445,341

Supplemental cash flows information

Non-cash items consist of:

Lease liabilities	13,936,769	8,969,016	13,660,267	8,450,000
Accounts payable for purchasing of fixed assets	53,864	1,124,117	53,864	166,652

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



CMO Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2023

1. General information

1.1 Corporate information

CMO Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is listed on the Market for Alternative Investment (MAI). The Company's major shareholder is Mr. Kitisak Jampathipphong, which shareholding is 22.79%. The Company is principally engaged in an event management for public events, exhibitions and entertainment activities. The Company's registered office is located at 4/18-19 Soi Nuanchan 56, Nuanchan, Buengkum, Bangkok.

1.2 Fundamental accounting assumptions

The Group has continuously incurred operating losses from its operations for several years. For the year 2023, the consolidated and separate statements of comprehensive income presented net losses for the year totaling Baht 157 million and Baht 255 million, respectively, and the consolidated and separate statements of cash flows presented net cash used in operating activities of Baht 39 million and Baht 63 million, respectively. Moreover, the consolidated and separate statements of financial position as at 31 December 2023 presented deficits of Baht 430 million and Baht 402 million, respectively, with current liabilities exceeding current assets by Baht 239 million and Baht 203 million, respectively. These current liabilities included debentures due within one year of Baht 30 million, and convertible debentures including interest payable that will be repaid in the amount of Baht 63 million. Following the dispute, the issuer of the convertible debentures filed a complaint with the Singapore International Arbitration Center. On 4 January 2024, the Singapore International Arbitration Centre justified that the Company must pay the debentures to the issuers as described in Note 35.2 including in current portion of long-term loans from banks totaling of Baht 22.2 million as at 31 December 2023, for which the Company was unable to comply with conditions as specified in the loan agreement. As a result, such long-term loan is liabilities that must be repaid upon demand, as mentioned in the Note 22 to the consolidated financial statements. In addition, as disclosed in Note 35 to the consolidated financial statements, the Group has been related to 7 disputes and lawsuits which the Group did not recognise the provision for litigation from 2 lawsuit cases and has partially recognised for one case. These lawsuits are currently under process of judgement and the results are depending on future judicial proceedings, which may affect the Group's financial position.

These circumstances give rise to significant doubt as to the ability of the Group to continue as a going concern. However, the Group's management is currently considering the measures to maintain the level of cash flows for debt repayment, and the Group's operations, including improving the business plan to enhance operational efficiency and regain profitability in the future, and plan to manage the source of funds as follows:

1. On 25 October 2023, the Company held the meeting of the debenture holders No. 1/2023 to consider the extend period of the redemption of debentures and other conditions as presented in Note 21 to the consolidated financial statements. The meeting of debenture holders approved the extension of the maturity of the debentures by two years, among other conditions.
2. As described in Note 25 to the consolidated financial statements, on 22 December 2023, a meeting of the Extraordinary General Meeting of Shareholders No. 2/2023 considered to approve the increase of its registered shares capital by Baht 280.9 million for sale to existing shareholders in proportion to their shareholding (Right Offering) by issuing 280,962,733 newly issued ordinary shares, with a par value of Baht 1 per share, at a ratio of 1 existing share for 1 newly issued ordinary share at Baht 0.70 per share. In January 2024, the shareholders exercised their rights to purchase additional 145,212,121 ordinary shares at a value of Baht 0.70 per share, totaling by Baht 101.65 million. The Company received the full amount of the increasing in its share capital.

The Group's management believes that these measures will enable the Group's ability to continue as a going concern. Therefore, the consolidated financial statements have been prepared on a going concern basis, therefore, not made any adjustments to present assets at their realisable values and liabilities at their settlement amounts, and to make the reclassifications that may be required in the event that the Group is unable to continue as a going concern. However, there are material uncertainties relating to the adequacy of the proceeds that will be received and the likelihood of the occurrence of such events. The adequacy and the likelihood of funding source for the operations and the improvement of the Group's future operating results. These includes the Court's ruling on the pending lawsuits in which the Company is a defendant, which the management believes that the outcomes of these lawsuits through the judicial process will continue to be unresolved in the near future.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

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 the Thai language financial statements.

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of CMO Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries") (collectively as "the Group"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2023 Percent	2022 Percent
PM Center Co., Ltd.	Rental equipment for image, lighting, sound and effects	Thailand	83.71	99.99
Nerve Creative Co., Ltd.	Production of multi-visual slides, videos, multimedia and computer graphics	Thailand	99.95	99.95
Exposition Technology Co., Ltd.	Electrical and lighting services	Thailand	40.00	40.00
Momentum S Co., Ltd.	Event management for private event, wedding ceremonies, birthday parties and other	Thailand	99.99	59.99
Muse Corporation Co., Ltd.	Concert organisers, sound, lighting and all type of multimedia	Thailand	84.99	84.99
C M Live Co., Ltd	Concert organisers, sound, lighting and all type of multimedia	Thailand	100.00	100.00

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
Muse K Agency Co., Ltd.	Organising concerts, festivals, plays, facilitating artists, designing and arranging control stage	Thailand	54.99	54.99
C M Lab Co., Ltd.	Service creative planning for advertising and marketing activities	Thailand	80.99	80.99

- b) 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.
 - c) 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.
 - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
 - f) 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, joint venture and associated company under the cost method.




3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

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

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

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

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

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

4. Significant accounting policies

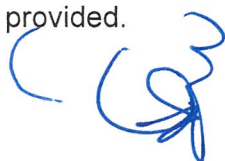
4.1 Revenue and expense recognition

Rendering of services

Service revenue is recognised at a point in time upon completion of the service and over time when services have been rendered taking into account the stage of completion, measuring based on comparison of actual construction costs incurred up to the end of the period and total anticipated construction costs to be incurred to completion.

Revenue from sales of equipment with installation are recognised over time when services have been rendered taking into account the stage of completion, measuring based on comparison of actual costs incurred up to the end of the period and total anticipated costs to be incurred to completion.

The service-type warranties provided customers with a service in addition to the assurance that the product complies with agreed-upon specifications are recognised as revenue over the periods in which the service is provided.



The recognised revenue which is not yet due per the contracts has been presented under the caption of “Unbilled receivables” in the statement of financial position. The amounts recognised as unbilled receivables are reclassified to trade receivables when the Group’s right to consideration is unconditional such as upon completion of services and acceptance by the customer.

The obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer is presented under the caption of “Advances received from customers” in the statement of financial position. Advances received from customers are recognised as revenue when the Group performs under the contract.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Dividends

Dividends are recognised when the right to receive the dividends is established.

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 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.

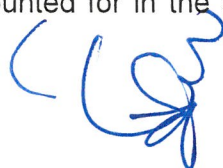
4.3 Inventories

Supplies are valued at the lower of cost (under the first-in, first-out method) and net realisable value. The cost of inventories comprises the purchase price and direct costs associated with the purchase of such products.

Cost of work not recognised as income will be recorded as work in progress stated at the lower of invoice less the discount or net realisable value.

4.4 Investments in subsidiaries

Investments in subsidiaries is accounted for in the separate financial statements using the cost method.



4.5 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Any gains or losses arising from changes in the value of investment properties are recognised in profit or loss when incurred.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.6 Property, plant and equipment/Depreciation

Land is stated at revalued amount. Buildings and equipment are stated at cost amount less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity 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:

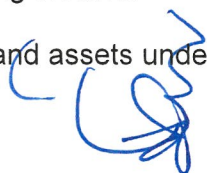
- When an asset's carrying amount is increased as a result of a revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus". However, a revaluation increase is recognised 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's 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 plant and equipment is calculated by reference to their costs, on the straight-line basis. Depreciation of operating equipment is calculated by reference to their costs, on the sum of the year digits over the following estimated useful lives:

Buildings	-	20 - 30 years
Buildings improvements	-	5 years
Operating equipment	-	3 and 5 years
Furniture and fixtures	-	3 and 5 years
Vehicles	-	5 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.

4.7 Intangible assets

Intangible assets are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

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

	<u>Useful lives</u>
Licences	10 years
Computer software	3 - 5 years

4.8 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash-generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.



4.9 Leases

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

The Group as a lessee

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

Right-of-use assets

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

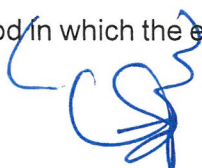
Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land and improvement	15 - 25 years
Buildings and improvement	3 years
Operating equipment	4 - 5 years
Motor vehicles	4 - 5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments 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 an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.



The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a 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

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

4.10 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 associates, 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 Company's operations.

4.11 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

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.

4.12 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. 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. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss. However, in cases where property was 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 (except for goodwill), 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.

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

Defined benefit plans

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

The obligation under the defined benefit plan 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.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

4.14 Provisions

Provisions are recognised 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.

4.15 Income tax

Income tax expense 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 recognises deferred tax liabilities for all taxable temporary differences while it recognises 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.

4.16 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.



Classification and measurement of financial liabilities

At initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

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

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.



For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

Offsetting of financial instruments

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

4.17 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 applies 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 measures 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 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.



5. 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:

Revenue from contracts with customers

Identification of performance obligations

In identifying performance obligations, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately.

Determination of timing of revenue recognition

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time, taking into consideration terms and conditions of the arrangement. The Group recognises revenue over time in the following circumstances:

- the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs
- the entity's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point in time, the management is required to determine when the performance obligation under the contract is satisfied.

In calculating the revenue recognised over time, the management is required to use judgement regarding measuring progress towards complete satisfaction of a performance obligation, measuring based on comparison of actual construction costs incurred up to the end of the period and total anticipated construction costs to be incurred to completion.



Consolidation of subsidiaries that the Company holds less than half of shares

The management of the Company determined that the Company has control over the Exposition Technology Company Limited, even though the Company holds 40% 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, Exposition Technology 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.

Allowance for expected credit losses of trade receivables

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Investment property

The Company presents investment property at the fair value estimated by an independent appraiser, and recognises changes in the fair value in profit or loss. The independent appraiser valued the investment property using the market approach. The key assumptions used in estimating the fair value are described in Note 13.

Property plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the building and equipment and to review estimate useful lives and residual values when there are any changes.

The Group measures land at revalued amounts. Such amounts are determined by the independent valuer using the market approach for land. The valuation involves certain assumptions and estimates as described in Note 14.

In addition, the management is required to review property, plant and equipment 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.

Allowance for impairment of non-financial assets

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next 5 years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to property, plant and equipment, goodwill and other intangibles with indefinite useful lives recognised by the Group.

Litigation

The Group has contingent liabilities as a result of litigation. The Group's management has used judgement to assess of the results of the litigation and recorded a provision for liability arising from the lawsuits on the end of reporting period, as described in Note 35 to the financial statements.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. 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 Group and those related parties.



The relationship between the Company and the related parties are summarised below.

Name of related parties	Relationship with the Company
PM Center Co., Ltd.	Subsidiary
Nerve Creative Co., Ltd.	Subsidiary
Exposition Technology Co., Ltd.	Subsidiary
Momentum S Co., Ltd.	Subsidiary
Muse Corporation Co., Ltd.	Subsidiary
C M Live Co., Ltd.	Subsidiary
Muse K Agency Co., Ltd.*	Subsidiary
C M Lab Co., Ltd.	Subsidiary
Destination Holding Co., Ltd.	Mutual shareholding and directors
Qualitech Plc.	Mutual shareholding and directors
Big Fish Real Estate Co., Ltd.	Mutual shareholding and directors
Century 21 (Thailand) Co., Ltd.	Mutual shareholding and directors
NCL International Logistics Plc.	Mutual shareholding
Qualitech Solution Energy Co., Ltd	Mutual director
Dewell Intertrade Co., Ltd	Mutual director
C21X Co., Ltd.	Mutual director

* The subsidiary company registered business dissolution on 3 May 2023 and is currently undergoing the liquidation process.

Summaries significant business transactions with related parties as follows.

(Unit: Thousand Baht)

	Consolidated		Separate		Transfer Pricing Policy
	financial statements		financial statements		
	2023	2022	2023	2022	
<u>Transactions with subsidiaries</u>					
(eliminated from consolidated financial statements)					
Revenue from services	-	-	2,504	3,005	Contract price
Dividend income	-	-	3,503	6,550	As declared
Other income	-	-	4,039	22,202	Contract price
Interest income	-	-	17,074	9,078	MOR + 1% per annum
Cost of services	-	-	75,764	42,987	Close to the market price
Other expenses	-	-	472	45	Contract price
Depreciation - Right-of-use assets	-	-	2,457	1,402	Straight line over the rental period
Interest expenses	-	-	130	303	MOR + 1% per annum
Interest expenses - lease liabilities	-	-	1,662	1,137	5.45% per annum



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(Unit: Thousand Baht)

	Consolidated		Separate		Transfer Pricing Policy
	financial statements		financial statements		
	2023	2022	2023	2022	
<u>Transactions with persons and related parties</u>					
Other income	500	1,226	-	-	Contract price
Cost of services	2,760	3,400	-	-	Close to the market price
Other expenses	1,800	5,432	-	-	Contract price
Depreciation - Right-of-use assets	824	1,208	-	-	Straight line over the rental period
Interest expenses - Lease liabilities	359	731	-	-	6.35% per annum

The balances of the accounts between the Group, persons and those related companies are as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<u>Trade receivables - related parties (Note 8)</u>				
Subsidiaries	-	-	552	23
Related parties	304	304	-	-
Less: Allowance for expected credit losses	(304)	-	(351)	-
Total trade receivables - related parties, net	-	304	201	23
<u>Other receivables - related parties (Note 8)</u>				
Subsidiaries	-	-	8,671	15,577
Related parties	-	740	-	-
Less: Allowance for expected credit losses	-	-	(8,654)	(5,605)
Total other receivables - related parties, net	-	740	17	9,972
<u>Unbilled receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	271	1,247
Total unbilled receivables - related parties	-	-	271	1,247
<u>Accrued interest income - related parties</u>				
Subsidiaries	-	-	7,413	474
Less: Allowance for expected credit losses	-	-	(7,410)	-
Total accrued interest income - related parties	-	-	3	474
<u>Accrued dividend income - related parties</u>				
Subsidiaries	-	-	7,253	40,102
Less: Allowance for expected credit losses	-	-	(3,547)	-
Total accrued dividend income - related parties	-	-	3,706	40,102

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2023	2022	2023	2022
<u>Trade payables - related parties (Note 20)</u>				
Subsidiaries	-	-	39,274	11,108
Related parties	512	-	-	-
Total trade payables - related parties	512	-	39,274	11,108
<u>Accrued expenses - related parties</u>				
Subsidiaries	-	-	-	169
Total accrued expenses - related parties	-	-	-	169
<u>Advance interest - related parties</u>				
Subsidiaries	-	-	-	6
Total advance interest - related parties	-	-	-	6
<u>Advance received - related parties</u>				
Subsidiaries	-	-	-	455
Total advance received - related parties	-	-	-	455
<u>Dividend payables</u>				
Directors	4,833	9,709	-	-
Total dividend payables	4,833	9,709	-	-

Short-term loans to subsidiaries

As at 31 December 2023 and 2022, the balances of loans between the Group and those related companies and the movement of short-term loans are as follows:

	(Unit: Thousand Baht)				
	Separate financial statements				
	Balance as at 1 January 2023	Increase	Decrease	Less: Allowance for impairment losses	Balance as at 31 December 2023
PM Center Co., Ltd.	94,848	46,452	(131,300)	-	10,000
Nerve Creative Co., Ltd.	4,850	11,500	-	(16,350)	-
Momentum S Co., Ltd.	2,500	3,000	(3,000)	-	2,500
C M Live Co., Ltd	30,800	83,118	-	(113,918)	-
C M Lab Co., Ltd	18,900	1,200	-	(20,100)	-
Total	151,898	145,270	(134,300)	(150,368)	12,500

Short-term loans to subsidiaries carried interest at a rate of MOR + 1 and MLR per annum, due for repayment on demand and no security to guarantee.

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at			Balance as at
Allowance for impairment	1 January			31 December
losses	2023	Increase	Decrease	2023
Nerve Creative Co., Ltd.	17,250	16,350	-	33,600
C M Live Co., Ltd	-	113,918	-	113,918
C M Lab Co., Ltd	-	20,100	-	20,100
Total	17,250	150,368	-	167,618

During the year 2023, the management considered to set up the allowance for impairment losses on loans to subsidiaries, amounting to Baht 150.37 million, was mainly attributable to net operating losses for the year ended on 31 December 2023, which amounted to Baht 139.58 million. This had a significant impact on the ability of three subsidiaries to repay the loans. The management therefore considered setting allowance for impairment loss on such loans.

Short-term loan from subsidiary

As at 31 December 2023, the balances of loan between the Company and these related company and the movement of short-term loan are as follows:

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at			Balance as at
	1 January 2023	Increase	Decrease	31 December 2023
Muse Corporation Co., Ltd.	-	10,000	(4,000)	6,000
Total	-	10,000	(4,000)	6,000

Short-term loan from subsidiary carried interest at rate of MOR + 1 per annum, due for repayment on demand and no security to guarantee.



Directors and management's benefits

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Short-term employee benefits	83,538	61,146	50,402	40,878
Post-employment benefits	2,414	10,888	1,767	6,173
Total	85,952	72,034	52,169	47,051

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Cash	86	136	50	50
Bank deposits	28,884	58,063	5,737	4,395
Total	28,970	58,199	5,787	4,445

As at 31 December 2023, bank deposits in saving accounts and fixed deposits carried interests between 0.35% - 0.60% per annum (2022: between 0.15% - 0.35% per annum).

8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Trade receivables - related parties (Note 6)				
Aged on the basis of due dates				
Not yet due	-	-	120	19
Past due				
Up to 3 months	-	-	357	4
6 - 12 months	-	-	75	-
Over 12 months	304	304	-	-
Total	304	304	552	23
Less: Allowance for expected credit losses	(304)	-	(351)	-
Total trade receivables - related parties, net	-	304	201	23

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Trade receivables - unrelated parties				
Aged on the basis of due dates				
Not yet due	142,632	137,389	109,387	76,610
Past due				
Up to 3 months	82,817	58,577	61,639	20,560
3 - 6 months	2,810	11,697	1,360	-
6 - 12 months	3,624	2,359	1,046	-
Over 12 months	9,863	7,648	2,079	547
Total	241,746	217,670	175,511	97,717
Less: Allowance for expected credit losses	(10,104)	(8,830)	(2,079)	(738)
Total trade receivables - unrelated parties, net	231,642	208,840	173,432	96,979
Other receivables				
Other receivables - related parties (Note 6)	-	740	8,671	15,577
Other receivables	2,293	2,722	2,119	2,127
Total	2,293	3,462	10,790	17,704
Less: Allowance for expected credit losses (Note 6)	-	-	(8,654)	(5,605)
Total other receivables - net	2,293	3,462	2,136	12,099
Trade and other receivables - net	233,935	212,606	175,769	109,101

The normal credit term is 30 days to 120 days.

As at 31 December 2023, the Company had outstanding balance of trade receivables factoring of Baht 8 million with a unrelated company.

Set out below is the movements in the allowance for expected credit losses of trade receivables and other receivables.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Beginning balance	8,830	8,247	6,343	6,627
Allowance for expected credit losses	1,578	583	4,741	(284)
Ending balance	10,408	8,830	11,084	6,343

During the year 2023, the Company has written off the trade receivables by Baht 0.12 million (2022: Nil).

9. Unbilled receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Unbilled receivables - related parties (Note 6)	-	-	271	1,247
Unbilled receivables - unrelated parties	59,354	84,595	46,254	54,003
Less: Allowance for expected credit losses	(783)	(590)	(363)	(137)
Total	58,571	84,005	46,162	55,113

10. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Work in process	7,691	53,201	-	-	7,691	53,201
Supplies	8,064	7,834	(111)	(111)	7,953	7,723
Goods in transit	74	-	-	-	74	-
Total	15,829	61,035	(111)	(111)	15,718	60,924

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Work in process	6,442	9,333	-	-	6,442	9,333
Supplies	-	3	-	-	-	3
Total	6,442	9,336	-	-	6,442	9,336

In 2022, the Group reversed the reduction of cost of inventories by Baht 0.86 million and transferred in by Baht 0.11 million from equipment (2023: Nil) (The Company only: Nil (2022: Nil)) This was presented as cost of services.



11. Restricted bank deposits

As at 31 December 2023, bank deposits in fixed deposits and saving accounts carried interests between 0.50% - 1.35% per annum (2022: between 0.20% - 1.15% per annum) (the Company only: 1.35% per annum (2022: 0.40% - 1.15% per annum)). The fixed deposits and savings accounts are pledged with the banks to secure credit facilities as disclosed in Note 18 and Note 22 to the consolidated financial statements.



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12. Investments in subsidiaries

12.1 Details of investments in subsidiaries as presented in separate financial statements

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss on investments		Carrying amount based on cost method		Dividend received for the year ended	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
			(%)	(%)								
PM Center Co., Ltd.	197,100	165,000	83.71	99.99	164,999	164,999	-	-	164,999	164,999	-	-
Nerve Creative Co., Ltd.	15,000	15,000	99.95	99.95	14,601	14,601	(14,601)	(14,601)	-	-	-	-
Exposition Technology Co., Ltd.	2,000	2,000	40.00	40.00	5,400	5,400	-	-	5,400	5,400	-	-
Momentum S Co., Ltd.	2,000	2,000	99.99	59.99	66,260	1,260	-	-	66,260	1,260	3,503	-
Muse Corporation Co., Ltd.	7,500	7,500	84.99	84.99	6,750	6,750	-	-	6,750	6,750	-	-
C M Live Co., Ltd.	40,000	40,000	100.00	100.00	40,000	40,000	(40,000)	(20,001)	-	19,999	-	-
Muse K Agency Co., Ltd.	3,000	3,000	54.99	54.99	1,650	1,650	-	-	1,650	1,650	-	6,550
C M Lab Co., Ltd.	2,000	2,000	80.99	80.99	1,620	1,620	(1,620)	-	-	1,620	-	-
Total					301,280	236,280	(56,221)	(34,602)	245,059	201,678	3,503	6,550

During the current year, CM Live Co., Ltd. (a subsidiary company) presented net operating loss for the year ended 31 December 2023 by Baht 116.48 million. CM Lab Co., Ltd. (a subsidiary company) presented net operating loss for the year ended 31 December 2023 amounting to Baht 9.10 million. This situation had a significant impact to the value of investments in subsidiaries and ability to pay short-term loans of both subsidiaries. Therefore, the Company's management considered to record an allowance for impairment loss on investments in both subsidiaries totaling Baht 21.62 million, and allowance for impairment losses on short-term loans to both subsidiaries totaling Baht 134.02 million as presented in Note 6 to consolidated financial statements.

In addition, Nerve Creative Co., Ltd. (a subsidiary company) presented net operating loss for the year ended 31 December 2023 by Baht 14.00 million. This situation had a significant impact to the ability to pay short-term loans of such company. Therefore, the Company's management considered to record an allowance for impairment loss on short-term loans to such company by Baht 16.35 million as described in Note 6 to consolidated financial statements.

PM Center Company Limited

On 10 May 2023, the meeting of the Board of Directors No. 3/2023 of PM Center Co., Ltd. (a subsidiary company) resolved to propose for approval to the Extraordinary General Meeting of the subsidiary's shareholders No. 2/2023 for an increase in the subsidiary's registered share capital of Baht 32.1 million, from Baht 165 million to Baht 197.1 million, through the issuance of 321,000 new ordinary shares with a par value of Baht 100 per share. The purpose of the capital increase is to support business operations. Additionally, the meeting resolved to propose for approval amendment the Memorandum of Affidavit to reflect the increase in subsidiary's registered share capital from 1,650,000 shares to 1,971,000 shares.

On 9 June 2023, the meeting of the Extraordinary General Meeting of shareholders of PM Center Co., Ltd. (a subsidiary company) No. 2/2023 resolved to approve an increase in the subsidiary's registered share capital of Baht 32.1 million, from Baht 165 million to Baht 197.1 million, through the issuance of 321,000 new ordinary shares with a par value of Baht 100 per share. These shares are to be offered to related persons consisting of 6 persons, at a price of Baht 200 each totaling Baht 64.2 million. The pricing is established based on the business valuation as of 23 February 2023 using an adjusted book value. The subsidiary recorded an increase of Baht 32.1 million in issued and paid-up share capital, and recorded surplus on ordinary shares of Baht 32.1 million in the financial statements of such subsidiary. Additionally, the meeting approved the amendment of the Memorandum of Affidavit to reflect the increase in the registered share capital from 1,650,000 shares to 1,971,000 shares, which led to a change in proportion of investment in this subsidiary from 99.00% to 83.71%. The

The Company recognised the difference of changing such investment from increasing share capital of the subsidiary amounting to Baht 20.85 million, which was presented in the statement of changes in shareholders' equity under the caption "Deficit from change in proportion of shareholding in subsidiaries".

As at 31 December 2023, such subsidiary has registered share capital of 1,971,000 shares with a par value of Baht 100 per share, equivalent to paid-up share capital of Baht 197.1 million. The subsidiary already registered the capital increase with the Department of Business Development on 15 June 2023.

Momentum S Co., Ltd.

On 23 February 2023, the meeting of the Company's Board of Directors No. 2/2023 resolved to approve the purchase of shares from shareholders of Momentum S Co., Ltd. (a subsidiary company). The appraised value is Baht 66.2 million which the management calculated by discounted cash flows.

In April 2023, the Company entered into a share purchase agreement with a local company whose shareholders are close persons to the directors to purchase 8,000 shares with a par value Baht 100 per share, and paid the compensation of Baht 65 million, which led to a change in proportion of investment in this subsidiary from 59.99% to 99.99%. The Group recognised the difference between the purchase price and the book value of non-controlling interests amounting to Baht 64.62 million, which was presented in the statement of changes in shareholders' equity under the caption "Deficit from change in proportion of shareholding in subsidiaries".

After the additional acquisition in shares of such subsidiary, it had revenues and net operating profit, for the year ended 31 December 2023 by Baht 47.12 million and Baht 6.2 million, respectively, and it had retained earnings as at 31 December 2023 by Baht 6.2 million. The operating performance is lower than the forecasted profit that the Company considered based on the present value of cash flows on the date of acquisition additional shares. Therefore, the Company's management engaged the independent appraiser to assess the fair value measurement of the investment in of the subsidiary as at 31 December 2023. According to the fair value measurement report from the independent appraiser, the fair value of the investment is valued Baht 74.94 million



Muse K Agency Co., Ltd.

On 21 April 2023, the meeting of the Extraordinary General Meeting of Shareholders of Muse K Agency Co., Ltd. (a subsidiary company) approved the dissolution. The registration of business dissolution with the Department of Business Development of such subsidiary was completed on 3 May 2023, and the subsidiary is currently undergoing the liquidation process.

12.2 Details of investments in subsidiaries that have material non-controlling interests

(Unit: Million Baht)

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit/loss allocated to non-controlling interests during the years		Other comprehensive income to non-controlling interests during the year		Dividend paid to non-controlling interests during the years	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	(%)	(%)								
Exposition Technology Co., Ltd.	60.00	60.00	26.12	13.67	12.12	4.19	-	0.19	-	-
Muse K Agency Co., Ltd.	45.01	45.01	1.99	2.11	(0.12)	0.62	-	-	-	5.36

12.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling interests

Summarised information about financial position

(Unit: Million Baht)

	For the years ended 31 December			
	Exposition Technology Co., Ltd.		Muse K Agency Co., Ltd.	
	2023	2022	2023	2022
Current assets	51.31	35.71	1.69	32.71
Non-current assets	26.53	27.85	2.87	3.07
Current liabilities	25.33	31.05	0.12	28.89
Non-current liabilities	9.52	9.72	-	2.20

Summarised information about comprehensive income

(Unit: Million Baht)

	For the years ended 31 December			
	Exposition Technology Co., Ltd.		Muse K Agency Co., Ltd.	
	2023	2022	2023	2022
Revenue	199.27	122.37	18.80	75.00
Profit	20.21	6.99	0.25	1.39
Other comprehensive income	-	0.31	-	-
Total comprehensive income	20.21	7.30	0.25	1.39

Summarised information about cash flow

(Unit: Million Baht)

	For the years ended 31 December			
	Exposition Technology Co., Ltd.		Muse K Agency Co., Ltd.	
	2023	2022	2023	2022
Cash flow from (used in)				
operating activities	23.89	16.39	(11.28)	20.96
Cash flow from (used in)				
investing activities	(20.92)	2.55	(0.01)	(0.31)
Cash flow used in				
financing activities	(6.24)	(8.72)	(10.17)	(7.24)
Net increase (decrease) in				
cash and cash equivalents	(3.27)	10.22	(21.46)	13.41

13. Investment property

(Unit: Million Baht)

	Consolidated financial statements					
	Land		Building		Total	
	2023	2022	2023	2022	2023	2022
Balance at beginning of year	12,145	12,145	-	1,034	12,145	13,179
Allowance for impairment loss	-	-	-	(1,034)	-	(1,034)
Balance at end of year	12,145	12,145	-	-	12,145	12,145

The investment property represents land. Its fair value has been determined based on the valuation performed by an accredited independent valuer, using the market approach. The main assumptions used in determining the fair value of such assets consist of location, city plan, land plot size, usable area and the quality of that asset.

14. Property, plant and equipment

Movements of property, plant and equipment for the years ended 31 December 2023 and 2022 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements						
	Revaluation						
	basis	Cost basis					
				Furniture, fixtures and	Motor	Assets under	
	Land	Buildings and building improvement	Operating equipment	office equipment	vehicles	installation	Total
Cost / Revalued amount:							
1 January 2022	352,344	349,189	772,733	149,134	20,799	247	1,644,446
Additions	-	257	9,331	3,467	210	2,994	16,259
Disposals / write-off	-	(1,891)	(163,503)	(1,478)	(5,607)	-	(172,479)
Transfer in (out)	-	1,593	144	130	45	(1,912)	-
Transfers from right of use assets	-	-	-	-	8,195	-	8,195
Transfers to inventories	-	-	(2,609)	-	-	-	(2,609)
31 December 2022	352,344	349,148	616,096	151,253	23,642	1,329	1,493,812
Additions	-	2,132	6,776	2,267	155	3,994	15,324
Disposals / write-off	-	(469)	(3,873)	(8,999)	(424)	(300)	(14,065)
Transfer in (out)	-	4,163	-	-	-	(4,163)	-
Transfers from right of use assets	-	-	117,361	-	-	-	117,361
31 December 2023	352,344	354,974	736,360	144,521	23,373	860	1,612,432
Accumulated depreciation:							
1 January 2022	-	158,215	709,031	146,449	19,720	-	1,033,415
Depreciation for the year	-	10,996	25,699	1,102	1,000	-	38,797
Depreciation on disposals / write-off	-	(1,890)	(160,222)	(1,478)	(3,271)	-	(166,861)
Depreciation for transfer from right of use assets	-	-	-	-	5,504	-	5,504
31 December 2022	-	167,321	574,508	146,073	22,953	-	910,855
Depreciation for the year	-	11,292	19,321	1,476	546	-	32,635
Depreciation on disposals / write-off	-	(271)	(3,424)	(8,867)	(424)	-	(12,986)
Depreciation for transfer from right of use assets	-	-	103,706	-	-	-	103,706
31 December 2023	-	178,342	694,111	138,682	23,075	-	1,034,210
Allowance for impairment loss:							
1 January 2022	-	-	7,495	3	-	-	7,498
Decrease during the year	-	-	(3,779)	-	-	-	(3,779)
Transfer to inventories	-	-	(111)	-	-	-	(111)
31 December 2022	-	-	3,605	3	-	-	3,608
Increase during the year	-	-	7	-	-	-	7
31 December 2023	-	-	3,612	3	-	-	3,615

(Unit: Thousand Baht)

Consolidated financial statements

	Revaluation basis		Cost basis				Total
	Land	Buildings and building improvement	Operating equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation	
Net book value:							
31 December 2022	352,344	181,827	37,983	5,177	689	1,329	579,349
31 December 2023	352,344	176,632	38,637	5,836	298	860	574,607
Depreciation for the year							
2022 (Baht 26 million included in service cost, and the balance in selling and administrative expenses)							38,797
2023 (Baht 24 million included in service cost, and the balance in selling and administrative expenses)							32,635

(Unit: Thousand Baht)

Separate financial statements

	Revaluation basis		Cost basis				Total
	Land	Buildings and building improvement	Operating equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation	
Cost / Revalued amount:							
1 January 2022	390	111,152	53,626	15,038	4,447	247	184,900
Additions	-	257	2,104	1,561	210	2,994	7,126
Disposals / write-off	-	(1,891)	(6,066)	(285)	(5,607)	-	(13,849)
Transfers in (out)	-	1,593	144	130	45	(1,912)	-
Transfers from right of use assets	-	-	-	-	5,607	-	5,607
31 December 2022	390	111,111	49,808	16,444	4,702	1,329	183,784
Additions	-	671	1,373	221	-	3,990	6,255
Disposals / write-off	-	-	-	-	-	(300)	(300)
Transfers in (out)	-	4,163	-	-	-	(4,163)	-
31 December 2023	390	115,945	51,181	16,665	4,702	856	189,739
Accumulated depreciation:							
1 January 2022	-	65,012	49,199	14,569	3,398	-	132,178
Depreciation for the year	-	4,174	1,252	444	739	-	6,609
Depreciation for disposal / write-off	-	(1,890)	(3,297)	(285)	(3,271)	-	(8,743)
Depreciation for transfer from right of use assets	-	-	-	-	3,271	-	3,271
31 December 2022	-	67,296	47,154	14,728	4,137	-	133,315
Depreciation for the year	-	4,550	1,554	511	374	-	6,989
31 December 2023	-	71,846	48,708	15,239	4,511	-	140,304

(Unit: Thousand Baht)

Separate financial statements						
Revaluation	Cost basis					
basis						
	Furniture, fixtures and office equipment					
	Buildings and building improvement	Operating equipment	Motor vehicles	Assets under installation	Total	
Land						
Allowance for impairment loss:						
1 January 2022	-	2,998	-	-	-	2,998
Decrease during the year	-	(2,998)	-	-	-	(2,998)
31 December 2022	-	-	-	-	-	-
Decrease during the year	-	-	-	-	-	-
31 December 2023	-	-	-	-	-	-
Net book value:						
31 December 2022	390	43,815	2,654	1,716	565	1,329
31 December 2023	390	44,099	2,473	1,426	191	856
Depreciation for the year						
2022 (Baht 2 million included in service cost, and the balance in selling and administrative expenses)						6,609
2023 (Baht 2 million included in service cost, and the balance in selling and administrative expenses)						6,989

In 2023 and 2022, the Group arranged for an independent professional valuer to appraise the value of land. The basis of the land revaluation were revalued using the market approach. The main assumptions used in determining the fair value of such assets consist of location, city plan, land plot size, usable area and the quality of that assets.

Had the land been carried in the financial statements on a historical cost basis, their net book value as of 31 December 2023 and 2022 would have been as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Land	31,263	31,263	390	390

As at 31 December 2023, certain items of building and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 1,016.89 million (2022: Baht 749.53 million) (the Company only: Baht 98.54 million (2022: Baht 93.38 million)).

The Group has mortgaged their property, plant and equipment amounting to approximately Baht 368.16 million (2022: Baht 377.34 million) as collateral against credit facilities received from banks (the Company only: Baht 38.30 million, 2022: Baht 42.06 million)).

15. Leases

The Group has lease contracts used in its operations. Leases generally have lease terms between 3 - 5 years.

a) Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Buildings and improvement	Machinery and equipment	Motor vehicles	Total
1 January 2022	8,706	26,982	4,656	40,344
Additions	519	-	8,450	8,969
Reclassified right of use assets to property, plant and equipment	-	-	(2,691)	(2,691)
Lease modification	(225)	-	-	(225)
Depreciation for the year	(1,657)	(13,241)	(2,861)	(17,759)
31 December 2022	7,343	13,741	7,554	28,638
Additions	195	10,425	3,317	13,937
Reclassified right of use assets to property, plant and equipment	-	(13,655)	-	(13,655)
Decrease from lease modification	(361)	-	-	(361)
Depreciation for the year	(1,330)	(10,511)	(2,880)	(14,721)
31 December 2023	5,847	-	7,991	13,838

(Unit: Thousand Baht)

	Separate financial statements			
	Land	Buildings	Motor vehicles	Total
1 January 2022	17,783	394	2,395	20,572
Additions	-	-	8,450	8,450
Reclassified right of use assets to property, plant and equipment	-	-	(2,336)	(2,336)
Depreciation for the year	(1,368)	(34)	(1,505)	(2,907)
31 December 2022	16,415	360	7,004	23,779
Additions	13,368	292	-	13,660
Depreciation for the year	(2,397)	(60)	(1,747)	(4,204)
31 December 2023	27,386	592	5,257	33,235

b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Lease payments	26,669	41,433	46,219	32,318
Less: Deferred interest expenses	(3,035)	(3,300)	(11,286)	(8,400)
Total	23,634	38,133	34,933	23,918
Less: Portion due within one year	(9,437)	(23,046)	(2,848)	(2,185)
Lease liabilities - net of current portion	14,197	15,087	32,085	21,733

c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Depreciation expense of right-of-use assets	14,721	17,758	4,204	2,907
Interest expense on lease liabilities	1,770	2,884	1,974	1,451
Expense relating to short-term leases	139	50	-	27
Expense relating to leases of low-value assets	879	807	467	518

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 28.07 million (2022: Baht 22.74 million) (the Company only: Baht 2.65 million, (2022: Baht 5.86 million)), including the cash outflow related to short-term lease, leases of low-value assets.

16. Intangible assets

The net book value of intangible assets as at 31 December 2023 and 2022 is presented below.

	(Unit: Thousand Baht)					
	Consolidated financial statements			Separate financial statements		
	Computer software	Trademark and other	Total	Computer software	Trademark and other	Total
As at 31 December 2023:						
Cost	9,215	390	9,605	3,128	213	3,341
Less: Accumulated amortisation	(8,969)	(237)	(9,206)	(2,901)	(60)	(2,961)
Net book value	246	153	399	227	153	380

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(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Computer software	Trademark and other	Total	Computer software	Trademark and other	Total
As at 31 December 2022:						
Cost	9,112	390	9,502	3,044	213	3,257
Less: Accumulated amortisation	(8,357)	(215)	(8,572)	(2,289)	(38)	(2,327)
Net book value	755	175	930	755	175	930

A reconciliation of the net book value of intangible assets for the years 2023 and 2022 are presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Net book value at beginning of year	930	1,560	930	1,531
Acquisitions during the year	103	-	83	26
Amortisation	(634)	(630)	(633)	(627)
Net book value at end of year	399	930	380	930

17. Goodwill

The Company allocates goodwill acquired through an asset's cash-generating unit which is Exposition Technology Co., Ltd. for annual impairment testing as follows:

(Unit: Thousand Baht)

	Exposition Technology Co., Ltd.
Goodwill	4,636

The Company has determined the recoverable amounts of its cash-generating units based on value in use using cash flow projections from financial estimation approved by management and there are significant assumptions about the revenue growth rate and the discount rate.

18. Bank overdrafts and short-term loans from banks

	Interest rate		Consolidated		Separate	
	(% per annum)		financial statements		financial statements	
	2023	2022	2023	2022	2023	2022
Bank overdrafts	MOR, MOR-1.13	MOR, MOR-1.25	54,782	35,792	14,607	1,158
Promissory notes	MLR, MLR-1.63	MLR, MLR-1.63	184,600	187,700	145,000	135,700
Less: discount of promissory notes			(1,005)	(580)	(737)	(580)
Promissory notes - net			183,595	187,120	144,263	135,120
Total bank overdrafts and short-term loans from banks - net			238,377	222,912	158,870	136,278

As at 31 December 2023, bank overdrafts and short-term loans from banks are guaranteed by the mortgage of the Group's certain land and constructions thereon, restricted deposits at bank and guarantees by some subsidiaries.

The overdrafts and promissory notes facilities of the Group which have not yet been drawn down are as follows.

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Bank overdrafts	32,217	53,208	15,939	28,842
Promissory notes	21,405	24,881	9,737	18,881
Import promissory notes	10,000	10,000	-	-
Letters of credit and trust receipts	40,000	30,000	-	-

19. Short-term loans from persons and other company

	(Unit: Thousand Baht)			
	Interest rate (% per annum)		Consolidated / Separate financial statements	
	2023	2022	2023	2022
Short-term loans from persons	7.00	-	11,000	-
Factoring	BIBOR + 0.7%	-	8,201	-
Less: discount of factoring			(55)	-
Factoring - net			8,146	-
Total short-term loans from persons and other company - net			19,146	-

Short-term loans from persons have maturity date in November 2024 and no security to guarantee. In January 2024, the Company had already repaid such loans. Factoring is secured by transferring the rights to receive money from the Company's trade receivable.

20. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Trade payables - related parties				
(Note 6)	512	-	39,274	11,108
Trade payables - unrelated parties	135,688	140,716	86,772	77,330
Total trade payables	136,200	140,716	126,046	88,438
Other payables				
Other payables	2,477	2,704	1,457	1,397
Accrued expenses	18,988	11,629	12,738	7,704
Total other payables	21,465	14,333	14,195	9,101
Total trade and other payables	157,665	155,049	140,241	97,539

21. Debentures

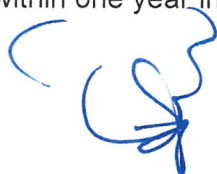
On 7 November 2022, the extraordinary General Meeting of the Company's shareholders No. 2/2022 passed a resolution to issuance and offering of all types of debentures. All types (except convertible debentures) not exceeding Baht 1,000 million. The debentures shall be issued at one time in full or several times to support business expansion and as a source of financing for the Company's operations.

On 27 January 2023, the Company issued a registered debentures of Baht 100 million to be offered to institutional and high net-worth investors for use in organising entertainment events and/or concerts, are summarised below:

Type:	Debentures are registered, unsubordinated, unsecured, and callable debentures with debenture holders' representative
Total principal amount:	Baht 100 million
Interest rate:	6.50% per annum, interest payment by quarterly from the issuance date of the Debentures.
Period:	10 months after the issuance date of the Debentures.
Principle repayment:	Full repayment at maturity date of the Debentures on 27 November 2023. The issuer can callable debentures before maturity date

On 25 October 2023, the debenture holders' meeting No. 1/2023 approved the extension of debenture maturity date by 2 years and a revision of the redemption date from 27 November 2023 to 27 November 2025. The meeting also approved a partial repayment debentures in installments to debenture holders at the amount of not less than 70 percent of the debentures as of its issue date. This partial repayment be made in 10 installments over a period of 2 years. The 1st installment will be paid not less than by Baht 20 million on 27 November 2023. The 2nd installment will be paid not less than by Baht 15 million. The 3rd - 9th installments will be paid not less than by Baht 5 million. The 10th installment of remaining debentures by Baht 30 million will be paid in full on 27 November 2025. Furthermore, the meeting approved the amendment of the interest rate of the debentures from 6.50 percent per annum to 7.00 percent per annum. The Company already repaid the first tranche of debentures in the amount of Baht 20 million on 27 November 2023. In January 2024, the Company repaid the second tranche of debentures by Baht 15 million.

As at 31 December 2023, the Company has an outstanding debentures balance of Baht 80 million, which will be repaid within one year in the amount of Baht 30 million.



22. Long-term loans from banks

(Unit: Thousand Baht)

Loan	Interest rate (% per annum)	Repayment schedule	Consolidated financial statements		Separate financial statements	
			2023	2022	2023	2022
1	Year 1 at rate of MLR -1.00 Year 2 - 7 at rate of MLR	Repay for 84 installments on monthly basis, Baht 903,000 each	-	546	-	546
2	MLR - 1.85	Repay for 48 installments on monthly basis, Baht 160,000 each	2,267	3,958	2,267	3,958
3	2.00	Repay for 24 installments on monthly basis, Baht 555,555 each	-	3,472	-	2,778
4	Year 1 - 2 at rate of 2.00 Year 3 at rate of 6.50 Year 4 at rate of 7.00 Year 5 at rate of 7.50	Repay for 60 installments on monthly basis, Baht 125,000 each	3,468	4,836	3,468	4,836
5	MLR -1.00	Repay for 48 installments on monthly basis, Baht 100,000 - 600,000 each	30,186	38,987	18,747	24,347
6	MLR	Repay for 36 - 96 installments on monthly basis, Baht 7,000 - 1,030,000 each	13,800	22,670	-	-
7	Year 1 - 2 at rate of 2.00	Repay for 24 installments on monthly basis, Baht 1,250,000 each	-	6,250	-	-
8	Year 1 - 2 at rate of 2.00 Year 3 at rate of 7.00	Repay for 36 installments on monthly basis, Baht 34,000 - 109,000 each	1,285	3,001	-	-
9	Year 1 - 2 at rate of 2.00 Year 3 -5 at rate of 6.00 Year 6 - 7 at rate of MRR +1	Repay for 84 installments on monthly basis, Baht 19,500 each	-	1,000	-	-
10	MLR	Repay for 36 installments on monthly basis, Baht 600 each	13	-	-	-
Total			51,019	84,720	24,482	36,465
Less: Current portion			(35,955)	(32,557)	(24,024)	(12,089)
Long-term loans, net of current portion			15,064	52,163	458	24,376

Movements of the long-term loans account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Beginning balance	84,720	102,343	36,465	46,652
Additional borrowings	-	43,527	-	26,747
Repayments	(33,701)	(61,150)	(11,983)	(36,934)
Ending balance	51,019	84,720	24,482	36,465

The loans are guaranteed by the pledge of trade receivables, and mortgaged of certain land and constructions thereon, restricted deposits at bank, and guaranteed by some directors and some subsidiaries.

The loan agreements contain several covenants which, among other things, required the Group to maintain debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements.

However, as at 31 December 2023, the Company could not maintain Debt Service Coverage Ratio, and Debt to Equity Ratio and other requirement at the rate prescribed in the loan agreement with a bank under loan facility No.4 and 5, which resulted in this long-term loan amounted by Baht 22.2 million becoming payable on demand. Therefore, the Company classified such long-term loan as current liabilities in the consolidated and separate statement of financial position. The classification of such liabilities to be current is in accordance with financial reporting standards. However, on 9 February 2024, the Company received a waiver letter for breach covenant of maintain financial ratio for the year 2023 from a bank.

23. Convertible Debentures

On 28 February 2022, the Extraordinary General Meeting of the Company's shareholders No.1/2022 passed a resolution to issuance and offering of the Convertible Debentures which give the right to convert into the Company's ordinary shares totaling value of not exceeding Baht 500,000,000 by private placement specifically to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1"), which are not related persons with the Company, which the details are as follows:

Type:	Convertible Debentures are unsubordinated and unsecured.
Total principal amount:	Not exceeding of Baht 500 million and are separated into 3 tranches as follows: <ul style="list-style-type: none">- Tranche 1 of the Convertible Debentures not exceeding of Baht 150 million which is divided into 60 sets for Baht 2.5 million each.- Tranche 2 of the Convertible Debentures not exceeding of Baht 150 million which is divided into 60 sets for Baht 2.5 million each.- Tranche 3 of the Convertible Debentures not exceeding of Baht 200 million which is divided into 50 sets for Baht 4.0 million each.
Interest rate:	1.5% per annum, interest payment by quarterly from the issuance date of the Convertible Debentures.
Period:	3 years after the issuance date of each tranche of the Convertible Debentures.
Principle repayment:	Full repayment at maturity date of each tranche of the Convertible Debentures, according to the terms and conditions of each batch of the Convertible Debentures which each has 3 years after the issuance date of each tranche



Number of allotted shares on

Convertible Debentures:	75,435,844 shares
Convertible price:	The conversion price will not be lower than 90% of the market price.
Convertible ratio:	Principle amount of the Convertible Debentures divided by the conversion price.
Convertible duration:	The Convertible Debentures can be exercised from the date of issuance of the convertible debentures until the business day prior one week to the maturity of the convertible debentures.

On 23 March 2022, the Company entered into convertible debentures issuance contract "Unsecured convertible debentures of CMO Public Company Limited No. 1/2022 carries interest at a rate of 1.50% per annum and redeem date in year 2025 in amounting by Baht 20 million to Advance Opportunities Fund ("AO Fund") and amounting by Baht 30 million to Advance Opportunities Fund I ("AO Fund I") which the convertible debentures will be due on 23 December 2025, except the conversion right is exercised before the redemption period.

As at 31 December 2023, the Company has classified long-term convertible debentures as debentures, which are payable to repay AO Fund and AO Fund I in the amount of Baht 20 million and Baht 30 million, respectively. On 4 January 2024, the Arbitration Institute of Singapore issued a final decision that the Company must repay debentures amounting to Baht 50 million including accrued interest and administrative fee, as described in the Note 35.2 to the consolidated financial statements.

	(Unit: Thousand Baht)	
	Consolidated / Separate	
	financial statements	
	2023	2022
Convertible debentures	50,000	43,206
Administrative fee	7,500	-
Accrued interest payable	1,313	562
Accrued interest of penalty	4,315	-
Total	63,128	43,768

24. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2023	2022	2023	2022
Provision for long-term employee benefits				
at beginning of year	30,870	29,627	11,973	7,771
Included in profit or loss:				
Current service cost	2,857	2,237	2,243	627
Interest cost	863	450	354	115
Past service costs	-	(2,480)	-	-
Transferred from subsidiary	127	-	127	-
Reversal of past service costs	(1,306)	-	-	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	-	4,033	-	2,430
Financial assumptions changes	-	(3,612)	-	(1,159)
Experience adjustments	-	3,415	-	4,596
Benefits paid during the year	(927)	(2,800)	-	(2,407)
Provision for long-term employee benefits				
at end of year	32,484	30,870	14,697	11,973

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is 15 years (2022: 15.75 years) (the Company only: 11 years (2022: 12 years)).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		(Unit: percent per annum) Separate financial statements	
	2023	2022	2023	2022
Discount rate	2.84 - 3.48	2.84 - 3.48	2.96	2.96
Salary increases rate	4 - 6	4 - 6	5	5
Turnover rate	1.91 - 45.84	1.91 - 45.84	8.60 - 34.38	8.60 - 34.38

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

(Unit: Million Baht)

	2023			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(3)	3	(1)	1
Salary increases rate	3	(3)	1	(1)
Turnover rate	(4)	4	(2)	3

(Unit: Million Baht)

	2022			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(3)	4	(1)	1
Salary increases rate	3	(3)	1	(1)
Turnover rate	(4)	5	(2)	3

25. Share capital

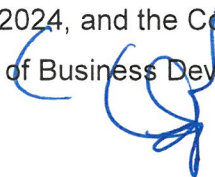
Registered share capital

On 26 June 2023, the Extraordinary General Meeting of Shareholders of the Company No. 1/2023 approved the increase of the registered capital of the Company of Baht 78 million, from Baht 356.4 million to Baht 434.4 million, through the issuance of 78 million new ordinary shares at par value Baht 1 per share offered via private placement at the offering price based on the market price on the offering date, but not less than 90% of the market price. Additionally, the meeting approved the amendment of the Memorandum of Association to reflect the increase of the Company's registered capital from 356,398,577 shares to 434,398,577 shares. The Company registered the increase in its share capital with the Department of Business Development on 3 July 2023.



On 22 December 2023, a meeting of the Extraordinary General Meeting of Shareholders No. 2/2023 considered to approve the following resolutions.

- Considered to approve the decrease in the Company's registered share capital of Baht 78 million, from Baht 434.4 million to Baht 356.4 million, by decreasing 78,000,000 unissued ordinary shares, with a par value of Baht 1 per share for distribution by private placement. This resolution was in accordance with the resolution of an Extraordinary General Meeting of shareholders No. 1/2023 which was held on 26 June 2023 and to approve the amendment of the Memorandum of Association to be consistent with the decrease in the Company's registered share capital from 434,398,577 shares to 356,398,577 shares.
- Considered to approve the increase in the Company's registered share capital of Baht 280.9 million from Baht 356.4 million to Baht 637.4 million, by issuing 280,962,733 newly issued ordinary shares, with a par value of Baht 1 per share for distribution by offering to the Company's existing shareholders (Right Offering) whether at one time or many times, at a ratio of 1 existing share for 1 newly issued ordinary share at Baht 0.70 per share and to consider the amendment of the Memorandum of Association to be consistent with the increase in the Company's registered share capital from 356,398,577 shares to 637,361,310 shares.
- Considered and approved the allocation of additional shares capital of the Company for sale to existing shareholders in proportion to their shareholding (Right Offering) by issuing 280,962,733 newly issued ordinary shares, with a par value of Baht 1 per share, at a ratio of 1 existing share for 1 newly issued ordinary share at Baht 0.70 per share. However, the price of newly issued ordinary shares are lower than the par value of share capital in accordance with Section 52 of the Public Limited Companies Act. which determines that the Company has operated for not less than one year If it appears that there is a loss, shares may be offered at a price lower than the par value of the registered shares. But it must be approved by the shareholders's meeting and the discount rate must be fixed. In addition, existing shareholders have the right to subscribe for additional ordinary shares in excess of their rights. The existing shareholders who have subscribed in excess of their rights will receive allocation of shares that they have subscribed in excess of their rights only if there are shares remaining from the allocation to the existing shareholders of the Company who have subscribed in accordance with their rights in full. The Company has set the date for reserving rights to purchase additional ordinary shares of the Company between 15 January and 19 January 2024, with shareholders exercising their rights to purchase additional 145,212,121 ordinary shares at a value of Baht 0.70 per share, totaling by Baht 101.65 million. The Company received the full amount of the increasing in its share capital on 23 January 2024, and the Company registered the increasing of its share capital with the Department of Business Development on 25 January 2024.



26. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside 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.

27. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Interest expenses on borrowings	18,526	16,661	11,574	9,820
Interest expenses on lease liabilities	1,770	2,884	1,974	1,451
Interest expenses on convertible debentures	750	563	750	563
Interest expenses on debentures	5,951	-	5,951	-
Total	26,997	20,108	20,249	11,834

28. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Cost of service	835	774	448	337
Employee benefits	267	222	136	118
Depreciation and amortization	48	57	12	10
Advertising fee	2	4	1	4
Management compensation	84	61	50	41
Expected credit losses (reversal)	2	1	16	(10)
Impairment loss of assets (reversal)	7	14	172	(23)

29. Income tax

Income tax expenses for the years ended 31 December 2023 and 2022 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Current income tax:				
Current income tax charge	6,953	2,999	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	4,679	(432)	-	723
Income tax expense reported in profit or loss	11,632	2,567	-	723

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Deferred tax on actuarial losses	-	(767)	-	(1,173)
	-	(767)	-	(1,173)



The reconciliation between accounting profit (loss) and expense tax expense is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Accounting profit (loss) before tax	(144,894)	(24,027)	(255,048)	13,211
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(28,979)	(4,805)	(51,009)	2,642
Effects of:				
Non-deductible expenses	7,550	1,339	42,366	918
Additional income exempted allowed	-	(127)	-	(1,406)
Additional expense deductions allowed	(2,653)	(208)	(1,737)	(6,846)
Tax loss	(5,637)	(1,491)	-	-
Unused tax loss	41,351	7,859	10,380	5,415
Total	40,611	7,372	51,009	(1,919)
Tax expense reported in profit or loss	11,632	2,567	-	723

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Deferred tax assets				
Allowance for expected credit losses	1,225	1,924	215	215
Allowance for diminution in value of inventories	-	45	-	-
Allowance for impairment of assets	-	18	-	-
Allowance for impairment of investment property	207	189	-	-
Accumulated depreciation - building and equipment	7,622	7,622	-	-
Provision for long-term employee benefits	5,043	6,174	2,394	2,394
Provision	1,981	1,980	360	360
Unused tax loss	43,637	46,442	26,094	26,094
Total	59,715	64,394	29,063	29,063

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Deferred tax liabilities				
Revaluation surplus of land	59,757	59,757	-	-
Total	59,757	59,757	-	-
Deferred tax asset (liabilities) - net	(42)	4,637	29,063	29,063
Balance in financial statement:				
Deferred tax assets	29,482	34,030	29,063	29,063
Deferred tax liabilities	(29,524)	(29,393)	-	-
Deferred tax asset (liabilities) - net	(42)	4,637	29,063	29,063

Details of expiry date of unused tax losses are summarised as below:

			(Unit: Million Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
31 December 2023	-	9.78	-	-
31 December 2024	10.77	10.77	-	-
31 December 2025	191.93	191.93	113.79	113.79
31 December 2026	123.25	126.22	46.04	46.04
31 December 2027	40.12	-	22.39	-
31 December 2028	199.65	-	51.90	-
	565.72	338.70	234.12	159.83

As at 31 December 2023, the Group has unused tax losses totaling Baht 331 million (2022: Baht 146 million) (the Company only: 103 million (2022: Baht 52 million)), on which deferred tax assets have not been recognised as the Group believes future taxable profits may not be sufficient to allow utilisation of unused tax losses. Those tax losses will expire by the year 2028.

30. Withholding tax deducted at source

This represents the withholding tax deducted at source of the following details:

Year			(Unit: Million Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
2017	-	14	-	14
2018	6	6	6	6
2019	13	13	11	11
2020	17	17	8	8
2021	11	12	6	6
2022	22	24	12	12
2023	29	-	15	-
Total	98	86	58	57

The Group recognised withholding tax deducted at source as an asset since there have exercised the right to claim a refund of these tax. However, the net realisable value of the tax refund is subject to the examination of the Group's accounts by officials of the Revenue Department. During the year 2023, the Group received the refund of withholding tax deducted at source by Baht 10.2 million (2022: Baht 16.85 million) (the Company only: Baht 7.45 million (2022: Nil)).

31. Profit (loss) per share

Basic profit (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.

The following table sets forth the computation of basic profit (loss) per share:

For the years ended 31 December					
Consolidated financial statements					
Loss for the year		Weighted average number of ordinary shares		Loss per share	
2023	2022	2023	2022	2023	2022
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic loss per share					
Loss attributable to equity holders of the Company					
(169,217)	(31,393)	280,963	270,344	(0.60)	(0.12)
For the years ended 31 December					
Separate financial statements					
Profit (loss) for the year		Weighted average number of ordinary shares		Profit (loss) per share	
2023	2022	2023	2022	2023	2022
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic profit (loss) per share					
Profit (loss) attributable to equity holders of the Company					
(255,048)	12,489	280,963	270,344	(0.91)	0.05

32. Segment information

Operating segment information is reported in a manner consistent with the internal reports 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 chief operating decision maker has been identified as Chief Executive Officer.

The Group is organised into business units based on its services. During the current year, the Group has not changed the structure of operating segments reported in the latest annual financial statements.

For management purposes, the Group is organised into business units based on its services and have five reportable segments as follows:

- Organiser
- Rental equipment
- Production of media
- Installation supplies and electrical
- Concert promoter



The following tables present revenues and profit (loss) information regarding the Group's operating segments for the years ended 31 December 2023 and 2022.

(Unit: Thousand Baht)

	For the years ended 31 December													
	Organizer		Rental equipment		Production of media		Installation supplies and electrical		Concert promoter		Adjustments and eliminations		Consolidated	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Revenues														
Revenue from external customers	751,430	720,544	274,361	186,297	16,401	26,442	192,566	118,250	42,217	137,169	-	-	1,276,975	1,188,702
Inter-segment revenue	30,169	13,992	59,887	40,461	19,991	6,057	6,202	3,864	236	-	(116,485)	(64,374)	-	-
Total revenues	781,599	734,536	334,248	226,758	36,392	32,499	198,768	122,114	42,453	137,169	(116,485)	(64,374)	1,276,975	1,188,702
Segment operating profit (loss)	196,417	154,854	54,640	21,608	(11,636)	5,863	41,175	20,301	(75,777)	15,165	-	-	204,819	217,791
Unallocated revenues and expenses														
Other income													12,181	6,249
Distribution expenses													(17,193)	(19,932)
Administrative expenses													(298,463)	(208,027)
Provision for litigation cases													(19,242)	-
Finance cost													(26,997)	(20,108)
Loss before income tax expense													(144,895)	(24,027)
Income tax expense													(11,632)	(2,567)
Loss for the year													(156,527)	(26,594)
Non-controlling interests of the subsidiaries													(12,690)	(4,799)
Loss attributable to equity holders of the Company													(169,217)	(31,393)



Major Customer information

For the years 2023 and 2022, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

33. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rates of 3 to 15 percent of basic salary. The fund, which is managed by TISCO Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2023 amounting to approximately Baht 6.61 million (2022: Baht 5.76 million) (the Company only: Baht 3.88 million, (2022: 3.78 million)) were recognised as expenses.

34. Commitments and contingent liabilities

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Guarantees				
Contractual performance guarantees	38.59	25.15	37.96	25.15
Electricity guarantees	0.61	0.61	0.36	0.36
Other guarantees	2.41	0.54	0.54	0.54

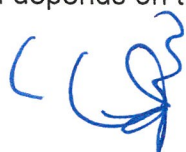
35. Litigation

- 35.1 On 10 May 2023, a subsidiary was sued for compensation totaling Baht 42.32 million by 2 employees of such subsidiary, due to the termination of their employment as a breach of the existing employment contracts. These cases are currently pending consideration by the Central Labour Court. The management assessed the compensation amounts and recognised provision for liabilities arising from the lawsuits in the income statement for the year ended 31 December 2023 amounting to Baht 5.32 million which is considered with reference to lawsuits that claim compensation from employees in the same characteristics case. However, the management and the legal advisor of the Group believes that the damages from such lawsuits will not exceed the allowance for liabilities arising from lawsuits that a subsidiary recorded in the provision for liabilities from lawsuits. Currently, the outcome of the lawsuit remains pending and depends on the future judicial proceedings.

35.2 During the year 2023, Private Placement in convertible debentures, as the claimant, filed a complaint with the Singapore International Arbitration Centre, alleging that the Company, as the respondent, breached the agreement by failing to pay fee for issuing of convertible debentures. The claimant demanded the payment of fee for issuing convertible debentures by Baht 7.5 million and the convertible debentures amounting to Baht 50 million with interest at the rate of 5% per annum. The Company has already engaged a lawyer to present testimony to the Singapore Arbitration Centre on 26 September 2023. Therefore, the Company raised their defense in claimant's complaint, stating that the claimant had no right to claim total fee from the Company. This assertion was based on the fact that the Company received debentures of Baht 50 million for the first set of convertible debentures out of a total Baht 150 million. Therefore, the 5% fees for issuing convertible debentures should be paid in the amount of Baht 2.5 million. As at 31 December 2023, the Company recorded accrued fees for issuing convertible debentures amounting to Baht 7.5 million. The legal advisor opined that when the Singapore International Arbitration Centre justified this matter, the claimant must submit a request for enforcement of the foreign arbitral award to the Thai court for judgment. Therefore, it will be effective to compel the Company to pay according to the judgment. In addition, the Company filed an objection with the Singapore Arbitration Centre to demand compensation for damages incurred because the claimant did not provide the Company with the convertible debentures in full in the amount specified in the agreement by demanding the claimant to pay compensation for lost investment opportunities to the Company.

On 4 January 2024, the Singapore International Arbitration Centre justified that the Company must pay the debentures by Baht 50 million including interest at a rate of 1.5% per annum as from the issuance date of debentures to 11 April 2022, and interest at a rate of 5% per annum as from 11 April 2022 to the repayment date of debentures. In addition, the Company must pay the fees for issuing convertible debentures amounting to Baht 7.5 million to the debenture's issuers. As at 31 December 2023, the Company has recorded the entire amount of such liability. Currently, the outcome of the lawsuit remains pending since the issuers of convertible debentures has not been filed this lawsuit with the Thai Court for judicial proceedings.

35.3 On 4 August 2023, a supplier's company, as the plaintiff, filed a lawsuit in the civil court alleging that the Company, as the defendant, breached the produce video media and exhibition content contract. The plaintiff demanded to pay outstanding debts to the plaintiff amounting to Baht 6.6 million with interest at the rate of 5% per annum. As at 31 December 2023, the Company has recorded the entire amount of such liability. Currently, the outcome of the lawsuit remains pending and depends on the future judicial proceedings.



- 35.4 On 15 September 2023, a supplier's subsidiary company and one person, as the plaintiff, filed a lawsuit in the civil court alleging that a subsidiary, as the defendant, failure to pay for design and public relations planning services that the plaintiff has performed. The plaintiff demanded to pay such service amounting to Baht 1.28 million with interest at the rate of 5% per annum. Currently, the case is still in the process of the taking of witness, and the legal advisor of a subsidiary has raised the defence in its testimony that the plaintiff has no right to claim damages from a subsidiary because a subsidiary has not yet signed a media production contract or approved the project for the plaintiff to begin operations. Including, a subsidiary has not yet received the service. The management considered that the lawsuit is case with the defence and there is an opportunity that the court will dismiss this case after the court has considered all the facts. Therefore, a subsidiary did not record a provision arising from the litigation. Currently, the outcome of the lawsuit remains pending and depends on the future judicial proceedings
- 35.5 On 18 September 2023, a supplier's company, as the plaintiff, filed a lawsuit in the civil court alleging that a subsidiary, as the defendant, breached the service contract. The plaintiff demanded to pay such service amounting to Baht 0.53 million with interest at the rate of 5% per annum. As at 31 December 2023, the Company has recorded the entire amount of such liability. Currently, the outcome of the lawsuit remains pending and depends on the future judicial proceedings.
- 35.6 On 31 October 2023, a supplier's company, as the plaintiff, filed a lawsuit in the civil court alleging that a subsidiary, as the defendant, breached the contract for area service. The plaintiff demanded to pay penalty according such contract amounting to Baht 2.07 million with interest at the rate of 5% per annum. Therefore, a subsidiary recognised the provision for liabilities arising from the lawsuits in the consolidated income statement for the year ended 31 December 2023 amounting to Baht 2.11 million. However, the management believes that the damages from such lawsuits will not exceed the allowance for liabilities arising from lawsuits that a subsidiary recorded in the provision for liabilities from lawsuits. Currently, the outcome of the lawsuit remains pending and depends on the future judicial proceedings.



35.7 On 13 December 2023, the Company was sued by the prosecutor for a criminal case at the Central Criminal Court for Corruption and Misconduct. By the Office of the National Anti-Corruption Commission (NACC Office) has informed the Company of the allegations. It is alleged that the Company worked together with another entity to bid for the project of government. In addition, the Company submitted an objection to the court to fight such case. However, the Company's legal advisor and the management believes that the outcome of the lawsuit is not yet final and that the lawsuit depends on the justice process in the future. Therefore, provision for liabilities from lawsuit did not record in the financial statements.

36. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets and liabilities that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	As at 31 December 2023			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Land	-	352	-	352
Investment property	-	12	-	12

(Unit: Million Baht)

	Consolidated financial statements			
	As at 31 December 2022			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Land	-	352	-	352
Investment property	-	12	-	12

37. Financial instruments

37.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, loans, investments, and 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, loans, deposits with banks. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables and other receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables and other receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off when it is highly probable that the payment will not be received and the necessary processes have been completed.

Cash deposits at banks

The Group manages the credit risk from balances with banks by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Board of Directors on an annual basis and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Market risk

There is one types of market risk comprising interest rate risk.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its short-term loans to related parties, long-term loans from banks, and debentures. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.



As at 31 December 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.

(Unit: Million Baht)

Consolidated Financial Statements							
As at 31 December 2023							
Fixed interest rates						Effective interest rate (% per annum)	
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total		
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	27	2	29	Note 7
Trade and other receivables	-	-	-	-	234	234	-
Unbilled receivables	-	-	-	-	59	59	-
Deposits at bank with restrictions	10	-	-	2	-	12	Note 11
	10	-	-	29	295	334	
<u>Financial liabilities</u>							
Bank overdrafts and short-term							
loans from banks	-	-	-	238	-	238	Note 18
Trade and other payables	-	-	-	-	158	158	-
Short-term loans from persons							
and other company	11	-	-	8	-	19	Note 19
Long-term loans from banks	5	-	-	46	-	51	Note 22
Lease liabilities	9	14	-	-	-	23	2.07 - 6.35
Debentures	30	50	-	-	-	80	Note 21
Convertible debentures	50	-	-	-	13	63	Note 23
	105	64	-	292	171	632	



(Unit: Million Baht)

Consolidated Financial Statements

As at 31 December 2022

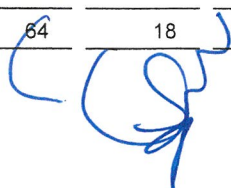
	Fixed interest rates					Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing		
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	56	2	58	Note 7
Trade and other receivables	-	-	-	-	213	213	-
Unbilled receivables	-	-	-	-	84	84	-
Deposits at bank with restrictions	-	10	-	2	-	12	Note 11
	-	10	-	58	299	367	
<u>Financial liabilities</u>							
Bank overdrafts and short-term loans from banks	-	-	-	223	-	223	Note 18
Trade and other payables	-	-	-	-	155	155	-
Long-term loans from banks	12	1	-	72	-	85	Note 22
Lease liabilities	2	36	-	-	-	38	2.07 - 6.35
Convertible debentures	-	44	-	-	-	44	Note 23
	14	81	-	295	155	545	

(Unit: Million Baht)

Separate Financial Statements

As at 31 December 2023

	Fixed interest rates					Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing		
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	6	-	6	Note 7
Trade and other receivables	-	-	-	-	176	176	-
Unbilled receivables	-	-	-	-	46	46	-
Short-term loans to related parties	-	-	-	13	-	13	Note 6
Dividend receivable	-	-	-	-	4	4	-
Deposits at bank with restrictions	4	-	-	-	-	4	Note 11
	4	-	-	19	226	249	
<u>Financial liabilities</u>							
Bank overdrafts and short-term loans from banks	-	-	-	159	-	159	Note 18
Trade and other payables	-	-	-	-	140	140	-
Short-term loans from persons and other company	11	-	-	8	-	19	Note 19
Short-term loans to related parties	6	-	-	-	-	6	Note 6
Long-term loans from banks	3	-	-	21	-	24	Note 22
Lease liabilities	3	14	18	-	-	35	3.39 - 5.45
Debentures	30	50	-	-	-	80	Note 21
Convertible debentures	50	-	-	-	13	63	Note 23
	103	64	18	188	153	526	



(Unit: Million Baht)

Separate Financial Statements							
As at 31 December 2022							
Fixed interest rates						Effective interest rate (% per annum)	
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total		
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	4	-	4	Note 7
Trade and other receivables	-	-	-	-	109	109	-
Unbilled receivables	-	-	-	-	55	55	-
Short-term loans to related parties	-	-	-	152	-	152	Note 6
Dividend receivable	-	-	-	-	40	40	-
Deposits at bank with restrictions	-	4	-	-	-	4	Note 11
	-	4	-	156	204	364	
<u>Financial liabilities</u>							
Bank overdrafts and short-term loans from banks							
	-	-	-	136	-	136	Note 18
Trade and other payables	-	-	-	-	98	98	-
Long-term loans from banks	3	-	-	33	-	36	Note 22
Lease liabilities	2	22	-	-	-	24	6.00 - 6.34
Convertible debentures	-	44	-	-	-	44	Note 23
	5	66	-	169	98	338	

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans to related parties and loans from banks affected as at 31 December 2023 and 2022.

Currency	2023		2022	
	Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
	(%)	(Million Baht)	(%)	(Million Baht)
Baht	+1.0	0.5	+1.0	0.7
	-1.0	(0.5)	-1.0	(0.7)

The above analysis has been prepared assuming that the amounts of the floating rate loans to related parties and loans from banks and all other variables remain constant over one year. Moreover, the floating legs of these loans to related parties and loans from banks are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12 months period of the sensitivity calculation.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, trade and other payables, debentures, convertible debentures, bank loans and lease contracts. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans					
from banks	238	-	-	-	238
Trade and other payables	158	-	-	-	158
Short-term loans from persons and					
other company	-	19	-	-	19
Long-term loans from banks	-	36	15	-	51
Lease liabilities	-	9	14	-	23
Debentures	-	30	50	-	80
Convertible debentures	63	-	-	-	63
Total non-derivatives	459	94	79	-	632

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans					
from banks	223	-	-	-	223
Trade and other payables	155	-	-	-	155
Long-term loans from banks	-	33	52	-	85
Lease liabilities	-	23	15	-	38
Convertible debentures	-	-	44	-	44
Total non-derivatives	378	56	111	-	545

(Unit: Million Baht)

Separate financial statements					
As at 31 December 2023					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans					
from banks	159	-	-	-	159
Trade and other payables	140	-	-	-	140
Long-term loans from banks	-	24	-	-	24
Lease liabilities	-	3	14	18	35
Debentures	-	30	50	-	80
Convertible debentures	63	-	-	-	63
Total non-derivatives	362	57	64	18	501

(Unit: Million Baht)

Separate financial statements					
As at 31 December 2022					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans					
from banks	136	-	-	-	136
Trade and other payables	98	-	-	-	98
Long-term loans from banks	-	12	24	-	36
Lease liabilities	-	2	22	-	24
Convertible debentures	-	-	44	-	44
Total non-derivatives	234	14	90	-	338

37.2 Fair values of financial instruments

Since the majority of the Group's 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 statement of financial position.



The methods and assumptions used by the Grouping estimating the fair value of financial instruments are as follows:

- a) For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable and short-term loans to related parties, accounts payable, short-term loans from banks and debentures, the carrying amounts in the statement of financial position approximate their fair value.
- b) The carrying amounts of long-term loans carrying interest at rates approximating the market rate, in the statement of financial position approximates their fair value.

During the current year, there were no transfers within the fair value hierarchy.

38. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2023, the Group's debt-to-equity ratio was 2.15:1 (2022: 1.33:1) and the Company's was 4.92:1 (2022: 1:1).

39. Approval of consolidated financial statements

These consolidated financial statements were authorised for issue by the Company's Board of Directors on 23 February 2024.

