

Contents**Business Operation**

1. Policy and Business Overview
2. Business Operation
3. Risk Factors
4. Assets Used in Business Operation
5. Legal Disputes
6. Other Important Information

Management and Corporate Governance

7. Information on Securities and Shareholders
8. Management Structure
9. Corporate Governance
10. Corporate Social Responsibility
11. Internal Control and Risk Management
12. Related Party Transactions

Financial Performance

13. Financial Positions and Operating Results
14. Management Discussion and Analysis of Financial Positions and Operating Results

Information Certification**Attachments**

- Attachment 1 Directors, Management, Control Persons and Company Secretary
- Attachment 2 Directors of Subsidiary
- Attachment 3 Internal Auditor
- Attachment 4 Internal Control System

Business Operation

1. Policy and Business Overview

SISB Public Company Limited (the “**Company**” or “**SISB**”) was incorporated on June 26, 2001, with the initial registered capital of THB eight million. The key objective of the Company is not to maximise profit but to promote education development and to raise standards of education in Thailand to meet international standards. The school was established based on the vision of Thai and Singaporean parents of international students who recognise the importance of education that is based on outstanding Mathematics and Science curricula in the English and Chinese learning environment. The Company established Singapore International School of Bangkok to meet the growing demand of both Thai and international families for an international curriculum based on socio-cultural diversity. Licensed as formal education by the Office of the Private Education Commission (the “**OPEC**”) on August 24, 2001, the school is the first in Thailand to adopt the Singapore curriculum. Pre-primary and primary education was first introduced at 154 Ekkamai 14, North Klongton Sub-District, Wattana District. Singapore International School of Bangkok was then licensed to also provide secondary education based on the Singapore curriculum.

To accommodate the growing number of students, the Company constructed additional school buildings in 2012 and was moved to Soi Ramkhamhaeng 39 (Thep Leela 1), Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok which is the current location of the school with a land coverage of approximately 20.2 – 71.3 rais. The school provides comprehensive and modern facilities including a library, science laboratory, computer rooms, multipurpose conference rooms, swimming pool, basketball court, and playground. In the same year, the school was also licensed to provide higher secondary education using the UK curriculum.

With a vision to operate the business of providing leading international education and meeting the growing demand for education based on international curricula, the Company expanded its business to locations of its target customers to cover areas in both Bangkok and its vicinity including other provinces. In 2013, the Company accepted the transfer of a school licence of formal education in the form of an international school of ‘Nantawan International School’ from a private company in the Bangphli District of Samutprakarn Province. The school name was changed to ‘Singapore International School Suvarnabhumi’. The Company also invested in the improvement of the school facilities and the development of curricula to have the same standards with those of Singapore International School of Bangkok.

In 2016, the Company entered into a joint venture with a group of businessmen from Chiang Mai which has an interest in the education business. The joint venture led to the incorporation of SISB Siri Company Limited with the objective to carry out the business of being the licensee to operate ‘Singapore International School Chiangmai’. The school was licensed by the OPEC on December 28, 2016.

In addition, in 2016, the Company also invested in the acquisition of a land plot in the Phasi Charoen District of Bangkok and commenced the construction of Singapore International School Thonburi which was licensed by

the OPEC on October 10, 2017. On July 11, 2018, the Company also obtained a licence to establish Singapore International School Ekkamai from the OPEC.

The Company recognises the importance of improving the quality of education to meet international standards. The Company's commitment to strive for excellence has increasingly earned the trust of parents. To accommodate this growth, the Company has carried out a successive capital increase. At present, the Company has a paid-up registered capital of THB 340 million. The Company was converted to a public company on June 4, 2018, and the Company's name was changed to 'SISB Public Company Limited.'

1.1 Vision, objectives and goals

Vision

'To be the leading education provider, making equality education accessible to all.'

Mission

'To educate, enhance and empower diverse learning communities to be contributing global citizens.'

Goals of Business Operations

1. To manage international schools within the Group to become a leading international school in Thailand and in the region.
2. To increase the total number of students of the Group to more than 4,000 students in the next three to five years.
3. To enhance investment opportunities or to grant the right to use the trademark and service marks of SISB both domestically and internationally among CLMV countries and China.

Education Vision

"Every student will aspire to be a Scholar, a Leader and a Global Citizen."

Education Mission

"To be a World Class School that provides the students with holistic education to make the world a better place."

Core Values

IRR³ values are used in ensuring students develop desirable attributes.

I = Independence

R = Respect

R = Resilience

R = Responsibility

Motto

"Spirit of Excellence"

1.2 Key Changes and Developments

Key changes and developments of the Company can be summarised as follows:

2001
<ul style="list-style-type: none"> ▪ Incorporated as 'SISB Company Limited' with registered capital of THB eight million on 26 June 2001; ▪ Licensed by the Office of the Private Education Commission (the "OPEC") on August 24, 2001 to establish a formal education school in the the form of an international school under the name 'Singapore International School of Bangkok' to provide pre-primary education and primary education.
2002
<ul style="list-style-type: none"> ▪ Increase in the registered capital by THB two million from THB eight million to THB ten million by issuing new 20,000 preferential shares each at a par value of THB 100 for use as working capital.
2006
<ul style="list-style-type: none"> ▪ Singapore International School of Bangkok was approved by the Singapore Examination and Assessment Board (the "SEAB") as a centre for International Primary School Leaving Examination (iPSLE).
2009
<ul style="list-style-type: none"> ▪ Singapore International School of Bangkok licensed by the OPEC to also provide lower secondary education.
2010
<ul style="list-style-type: none"> ▪ Par value of shares changed from THB 100 to THB 10 ▪ Increase in the registered capital by THB 90 million from THB ten million to THB 100 million by issuing 9,000,000 new ordinary shares each at a par value of THB 10 for use as working capital; ▪ Singapore International School of Bangkok had its education quality certified by the Office for National Education Standards and Quality Assessment (Public Organisation) (the "ONESQA")
2011
<ul style="list-style-type: none"> ▪ Singapore International School of Bangkok had its education quality certified by the Council of International Schools: CIS; ▪ Singapore International School of Bangkok was approved and certified by the University of Cambridge International Examinations (the "CIE") to be a centre to administer the IGCSE and AS/A Level examinations; ▪ Singapore International School of Bangkok was appointed by the Oriental Culture Academy (the "OCA") to administer HSK examinations of the Confucius Institute Headquarters (Hanban).
2012
<ul style="list-style-type: none"> ▪ Office and school were relocated from Ekkamai Soi 14 on Sukhumvit Road 63, North Klongton Sub-District, Wattana District, Bangkok to Ramkhamhaeng Soi 39 (Thep Lee La

<p>1) Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok;</p> <ul style="list-style-type: none"> ▪ Singapore International School of Bangkok was licensed by the OPEC to also provide higher secondary education.
2013
<ul style="list-style-type: none"> ▪ Transfer of an international private school licence under the name 'Nantawan International School' was accepted from a private company in the Bangphli District of Samutprakarn Province on 26 July 2013 and an application was submitted to change the name of the school to 'Singapore International School Suvarnabhumi' on 19 August 2013.
2014
<ul style="list-style-type: none"> ▪ Decrease in the registered capital by THB two million from THB 100 million to THB 98 million by decreasing the number of preferential shares by 200,000 shares each at the par value of THB ten; ▪ Increase in the registered capital by THB two million from formerly THB 98 million to THB 100 million by issuing new 200,000 ordinary sharers each at the par value of THB ten.
2015
<ul style="list-style-type: none"> ▪ Constructed additional school buildings and dormitory to accommodate the Phase 2 expansion of business of Singapore International School of Bangkok; ▪ Singapore International School of Bangkok had its education quality certified by the New England Association of Schools and Colleges (the "NEASC"); ▪ Singapore International School of Bangkok was appointed by the College Board to administer the SAT examinations; ▪ Singapore International School of Bangkok had its education quality certified by the ONESQA for the 2001 – 2015 period.
2016
<ul style="list-style-type: none"> ▪ SISB-SIRI Company Limited was incorporated as a joint venture between the Company and a group of businessmen from Chiang Mai with the initial registered capital of THB 100 million on 11 January 2016 with an objective to carry out the business of holding international school licences in Chiang Mai. The Company had 50.00 percent interest in the joint venture. The registered capital of the joint venture was then increased by THB 30 million to THB 130 million on 23 November 2016 by issuing and offering 3,000,000 new ordinary shares each at the par value of THB ten proportionately to existing shareholders. The increased capital was used as a working capital in the joint venture. This right offering of new ordinary shares proportionately to existing shareholders means that the shareholding percentage of the Company in SISB-SIRI remained unchanged. ▪ Increase in the registered capital by THB 100 million from THB 100 million to THB 200 million by issuing 10,000,000 new ordinary shares each at the par value of THB ten for use as a working capital. ▪ Acquired a land plot of 7 rais, 22.9 square wa at Buddhamonthon 1, Soi 9, Ratchamontree Road, Klong Kwang Sub-District, Phasi Charoen District of Bangkok to accommodate the

expansion of international school business.

- Incorporated SISB Thonburi Company Limited with the registered capital of THB one million on 13 December 2016 in which the Company has a 100.00 percent interest.
- SISB-SIRI was licensed by the OPEC to establish a formal education school in the form of an international school under the name 'Singapore International School Chiangmai' on 28 December 2016 to provide pre-kindergarten and primary education.
- Singapore International School of Bangkok was appointed to administer a training centre for the Duke of Edinburgh's Award which is an award for students who have participated in activities for social benefit.

2017

- Increase in the registered capital by THB 50 million from THB 200 million to THB 250 million by issuing 5,000,000 new ordinary shares each at the par value of THB 10 (THB ten or THB 10?) for a right offering to existing shareholders for use as working capital;
- Licensed by the OPEC to establish a formal education school in the form of international school under the name 'Singapore International School Thonburi' on 10 October 2017 to provide pre-kindergarten and primary education.

2018

- Singapore International School of Bangkok was licensed by the Office of the Bangkok Metropolitan Administration to carry out the business of providing school dormitory;
- The Extraordinary General Meeting of shareholders No.1/2018 on 25 May 2018 resolved to approve that the Company carry out the followings:
 - To convert to a public company limited
 - To change the Company's par value from THB ten to THB 0.50
 - To increase the registered capital by THB 220 million from THB 250 million to THB 470 million by issuing 440 million new ordinary shares each at the par value of THB 0.50. The newly issued ordinary shares must be allocated as follows:
 - (1) 180 million new ordinary shares are allocated to existing shareholders.
The completed allocation of this portion of shares resulted in the paid-up registered capital of THB 340 million;
 - (2) 26 million new ordinary shares are offered to directors, executives and employees of the Company and of its subsidiaries including personnel of schools the licences of which are held by the Company;
 - (3) 234 million new ordinary shares are offered to the public.
Any remaining shares after the allocation to the directors, executives and employees under (2) must be allocated to the public under (3).
- Licensed by the OPEC to establish a formal education school in the form of international school under the name 'Singapore International School Ekkamai' on 11 July 2018 to

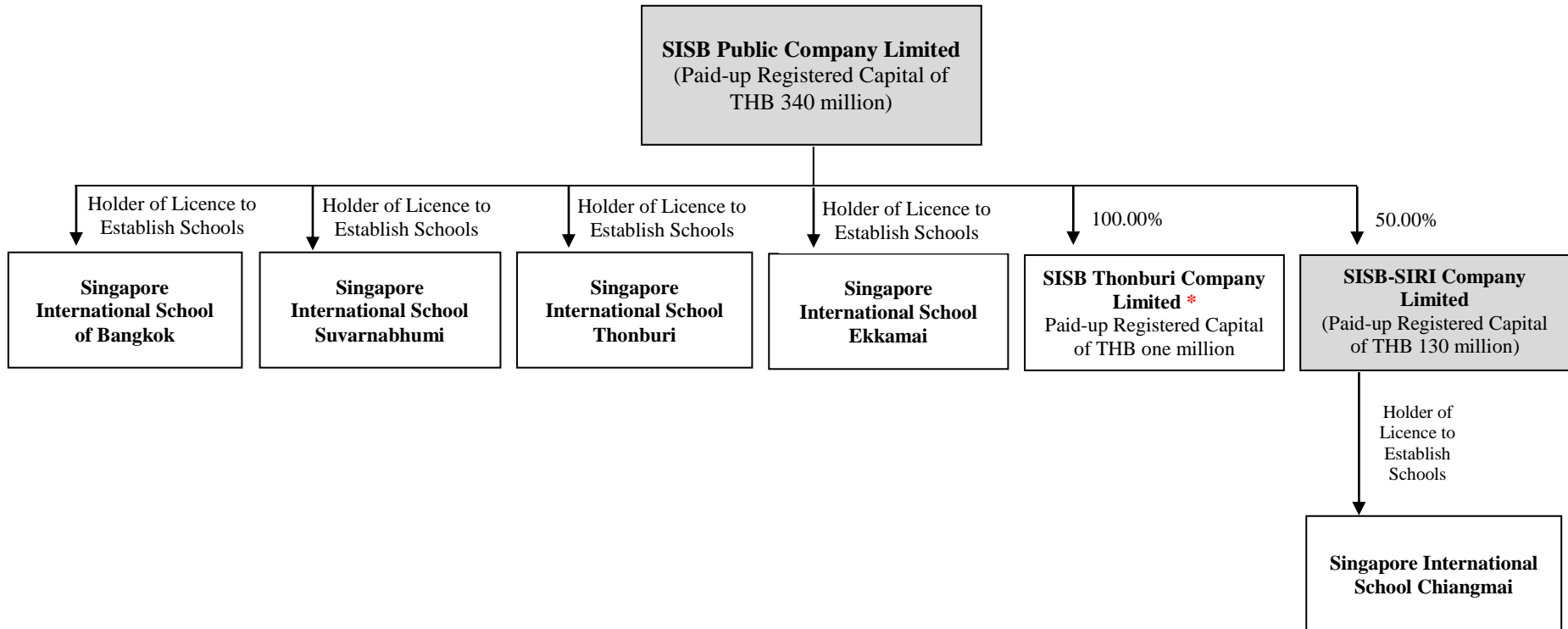
provide pre-kindergarten – primary education (Prathom 3).

2019

- The Stock Exchange of Thailand moved the securities of SISB to be traded on the Stock Exchange of Thailand under Services Industry and Professional Services Sector, effective from 23 April 2019.
- The Company registered the dissolution of SISB Thonburi Company Limited (Subsidiary) with the Ministry of Commerce on 9 April 2019, since such subsidiary has ceased its business operation.
- Singapore International School Thonburi was licensed by the OPEC to provide some levels of secondary education.
- Acquisition of an addition land plot of 8 rai 2 ngan 82.5 wa in the Phasi Charoen District of Bangkok for further Singapore International School Thonburi expansion
- International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019. The school plan to begin teaching in IBDP for academic year 2020/2012 alongside Cambridge AS / A Level as an alternative to Grade 11-12 students

1.3 Shareholding Structure of the Group

As of 31 December 2019, the shareholding structure of the Group is as follows:



* Note: The Company registered the dissolution of SISB Thonburi Company Limited (Subsidiary) with the Ministry of Commerce on 9 April 2019, since such subsidiary has ceased its business operation

1.4 Relation to the major shareholder's business

N/A

Operations of the Group**1. SISB Public Company Limited (the “Company”) or (“SISB”)**

The Company operates the business of providing advisory and management services, and other services relating to education. The Company also holds licences to establish formal education schools in the form of international schools under the Private Schools Act. Currently, it is the holder of a licence granted by the OPEC to establish Singapore International School of Bangkok, Singapore International School Suvarnabhumi, Singapore International School Thonburi and Singapore International School Ekkamai. Details of each school are as follows:

1.1 Singapore International School of Bangkok

Established on 24 August 2001 under the Private Schools Act, B.E. 2525 (1982), Singapore International School of Bangkok is the first school in Thailand to adopt the Singapore curriculum. The school is currently located at 498/11, Soi Ramkamhaeng 39 (Thep Lee La 1), Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok. Spanning approximately 20 rai (20-2-71 rai), the school facilities can accommodate up to 2,170 students. The school provides education from pre-primary (pre-kindergarten) to higher secondary education.

1.2 Singapore International School Suvarnabhumi

The school was transferred to the Company from a private company on 26 July 2013. Previously named 'Nantawan International School,' the school had obtained a licence under the Private Schools Act, B.E. 2550 (2007) on 1 April 2010 and on 19 August 2013 had changed its name to 'Singapore International School Suvarnabhumi.' The school is located at No.4/5 Moo 5, Namdang – Bangphli Road, Bangkaew District, Samutprakarn Province. Spanning approximately seven rai (7-3-88 rai), the school facilities can accommodate up to 510 students. The school provides pre-primary (kindergargen) and primary education.

1.3 Singapore International School Thonburi

The school was established on 10 October 2017 under the Private Schools Act, B.E. 2550 (2007), as amended in 2011 (No. 2). Located at No. 138 Ratchamontree Road, Klongkwang Sub-District, Phasi Charoen District, Bangkok on land of approximately seven rai (7-0-22 rai), the school can accommodate up to 910 students and provides pre-primary (kindergarten), primary education and some levels of secondary education.

1.4 Singapore International School Ekkamai

The school was established on 11 July 2018 under the Private Schools Act, B.E. 2550 (2007), as amended in 2011 (No. 2). Located at No. 154, Soi Ekkamai 14, Sukhumvit 63, North Klongton Sub-District, Wattana District, Bangkok on land of approximately three rai (3-1-51 rai). The school can accommodate up to 155 students and provides pre-primary (kindergarten) and primary education (Prathom 3).

Joint Venture

SISB-SIRI Company Limited

SISB-SIRI Company Limited was incorporated on 11 January 2016 as a Joint Venture between the Company and a group of businessmen from Chiangmai each holding 50.00 percent of total issued shares. The objective of the Joint Venture is to carry out the business of holding the licence to establish an international school in Chiangmai. Currently, the Joint Venture has paid-up registered capital of THB 130 million, divided into 13 million shares each at a par value of THB ten.

SISB-SIRI is currently the holder of a licence granted by the OPEC to establish a formal education school in the form of an international school which is Singapore International School Chiangmai.

1.5 Singapore International School Chiangmai

The school was established on 28 December 2016 under the Private Schools Act, B.E. 2550 (2007), as amended in 2011 (No. 2). It is the first international school in Chiangmai that adopts the Singapore curriculum. It is located at No. 10, Hatsadi Sewi, Sri Phum Sub-District, Muang District, Chiangmai on a land of approximately five rai (5-1-35 rai) and can accommodate up to 310 students. The school provides pre-primary kindergarten and primary education.

2. Subsidiary

SISB Thonburi Company Limited

SISB Thonburi Company Limited was incorporated on 13 December 2016 with the paid-up registered capital of THB one million. The objective of the company is to carry out other education businesses. The Company holds 100.00 percent of shares in this subsidiary. Currently, this company is inactive. The Company registered the dissolution of SISB Thonburi Company Limited (Subsidiary) with the Ministry of Commerce on 9 April 2019, since such subsidiary has ceased its business operation.

1 Business Operation

1.4 Revenue Structure

The revenue structure of the Company from 2017 until 2019 is as follows:

Types of Revenue ¹⁾	2017		2018		2019	
	THB in Million	%	THB in Million	%	THB in Million	%
Revenue from tuition fees and service fees	730.84	97.92	923.98	97.53	1,086.83	96.25
Revenue from sale of education materials	7.20	0.97	8.48	0.89	8.39	0.74
Total revenue from sales and services ¹⁾	738.04	98.89	932.46	98.42	1,095.22	96.99
Other income ³⁾	8.31	1.11	14.90	1.57	33.99	3.01
Total revenue	746.35	100.00	947.35	100.00	1,129.21	100.00
Share of profit from investments accounted under the equity method ¹⁾	(9.88)	-	(2.28)	-	3.43	-

Income of International Schools licences of which are held by the Company	2017		2018		2019	
	THB in Million	GPM	THB in Million	GPM	THB in Million	GPM
Singapore International School of Bangkok	651.54	43.61	657.17	46.44	696.79	44.33
Singapore International School Suvarnabhumi	86.67	25.50	88.47	32.02	94.11	31.75
Singapore International School Thonburi			173.71	48.04	272.96	49.49
Singapore International School Ekkamai			12.73	7.55	31.48	1.53

Note:

- 1) Excluding income of Singapore International School Chiangmai the school licence of which is held by the joint venture; The share of profit from Singapore International School Chiangmai is under share of profit from investments accounted under the equity method
- 2) The revenue structure and Gross Profit Margin (GPM) by schools (related party transactions not yet excluded)
- 3) Other income comprises income from the sale of food and beverage, capital gain from short-term investments, fees from credit cards and interest received, etc.

1.5 Services of the Company

The Company operates the business of holding licences to establish formal education schools under the Private Schools Act in the type of international schools. It also provides other education-related services. The Company was the first to introduce the Singapore curriculum in providing education. The curriculum is internationally accepted especially for Mathematics and Sciences. The school features trilingual curricula: English, Chinese and Thai.

Currently, there are five international schools that operate within the Group, providing pre-primary (kindergarten) education through to higher secondary education (Matthayom 6). The schools can accommodate up to 4,060 students. The Company holds the licences for the Bangkok schools and the Joint Venture holds the licence for the Chiangmai school. Details are as follows:

(1) International schools licences held by the Company

Currently, there are four international schools whose licences are directly held by the Company:

1. Singapore International School of Bangkok;
2. Singapore International School Suvarnabhumi;
3. Singapore International School Thonburi; and
4. Singapore International School Ekkamai

(2) The International school licence held by the Joint Venture

SISB-SIRI Company Limited is a Joint Venture that holds the licence to establish Singapore International School Chiangmai, which is the first international school in Chiangmai that adopts the Singapore curriculum in providing pre-primary (kindergarten) and primary education level.

For the purpose of managing Singapore International School Chiangmai, SISB-SIRI Company Limited entered into an agreement with the Company in order to use trademarks, trade names, copyrights, marks and logos including curricula, teaching methods and school uniforms. The agreement was also to engage the Company to provide management and advisory services relating to operations of school business. Therefore, the provision of education, curricula and recruitment of education personnel for Singapore International School Chiangmai are the same as those of the other international schools whose licences are held directly by the Company.

The Company has the policy to ensure alignment in details and standards of providing education of all schools, including schools for which the Company provides management and licenses the use of trademarks. Schools are open from Monday to Friday between 7.15am and 3.10pm. School hours are different in each level of education. The semesters are divided into three terms as follows:

- Term 1 from August until December;
- Term 2 from January until April; and

- Term 3 from April until June

Details of education services of each international school within the Group are as follows:

Details	Currently Available Levels	Maximum Capacity	Current Number of Students (As of 31 December 2019)
Singapore International School of Bangkok	Pre-kindergarten – Grade 12	2,175	1,464
Singapore International School Suvarnabhumi	Pre-kindergarten – Grade 6	510	273
Singapore International School Thonburi	Pre-kindergarten – Grade 7	910	646
Singapore International School Chiangmai	Pre-kindergarten – Grade 6	310	178
Singapore International School Ekkamai	Pre-kindergarten – Grade 3	155	50

1. Curricula

Education is provided based on the school's established curricula that were approved by the OPEC. Current curricula are a combination of the Singapore and the UK curriculum to ensure suitability for each level of students. Details of current curricula are as follows:

Stage	Age	Curriculum	Examination
Nursery – Kindergarten	2 – 6 years	UK Early Stage Years Foundation (Child-Centred)	<ul style="list-style-type: none"> ▪ Child-centred assessment ▪ School-based examinations
Primary 1 – 6	6 – 12 years	Curriculum of Curriculum Planning and Development Division, Ministry of Education of Singapore	<ul style="list-style-type: none"> ▪ Singapore iPSLE ▪ School-based examinations
Grade 7 – 10 ^{1/}	12 – 16 years	Secondary Curriculum of Singapore and Cambridge IGCSE	<ul style="list-style-type: none"> ▪ IGCSE (UK) ▪ School-based examination
Grade 11 – 12 ^{1/ 2/}	16 – 18 years	UK Secondary Curriculum and Diploma Curriculum of the School	<ul style="list-style-type: none"> ▪ Cambridge AS / A Levels ▪ School-based examination

Note: ^{1/} Only Singapore International School of Bangkok and Singapore International School Thonburi

^{2/} Singapore International School of Bangkok plan to begin teaching in IBDP for academic year 2020/2012 alongside Cambridge AS / A Level as an alternative to Grade 11-12 students

1.1 Nursery – Kindergarten

Nursery – Kindergarten curricula are for children between the age of two and six. The curricula are based on the UK Early Stage Years and the British National Curriculum which focus on a child-centred approach. The curricula are taught in English. The education at this stage is provided to ensure alignment with psychological development using activities that will stimulate development in physical, emotional, mental, social and intellectual aspects of the children. Teachings will focus on learning by using the five senses, movement, exploration and play which will enable children to have analytical and problem-solving skills. Children will also be encouraged to have initiative and to develop linguistically through interaction with other children and adults in an environment that is conducive to learning. Active learning/ hands-on learning including creating and a critical thinking approach is adopted. The curriculum focuses on six groups of subjects:

1. Social skills and personal development;
2. Mathematics;
3. Sciences and technology;
4. Music and art;
5. Health and physical education;
6. Linguistic skills with focus on the ability to speak, listen and read/write

The assessment will be conducted on the development of physical, emotional, mental, social and intellectual aspects of the children. This is an ongoing process of assessment both daily and at the end of the term to ensure that children achieve developments that meet the objectives of the curriculum.

1.2 Primary Stage

The curriculum at this stage is aimed at children between 6 – 12 years and is based on the curriculum developed by the Curriculum Planning and Development Division, Ministry of Education of Singapore which is recognised for its strength in Mathematics, Sciences and foreign languages (English and Chinese), and is a foundation for students to select their fields of study in the future. The curriculum is based on a child-centred approach to promote the development of students according to their potential using various learning procedures. Students will learn from the active learning/ hands-on learning methods and will achieve creativity and problem-solving skills by learning from situations. The curriculum focuses on nine groups of subjects:

1. Mathematics;
2. Sciences;
3. English;

4. Chinese;
5. Thai;
6. Social studies;
7. Physical/ health education;
8. Computing; and
9. Art

Each student at this stage will be assessed in examinations according to their developments using methods such as projects, class presentations, small tests and activities in classrooms including school-based mid-term and final examinations. In addition, students will complete their Grade 6 upon passing the International Primary School Leaving Examination (iPSLE) according to the Singapore standard.

1.3 Grade 7 - 10

The curriculum for Grade 7 – 10 is aimed at children between 12 and 16 years and is based on the Singapore curriculum and the IGCSE of The University of Cambridge in the United Kingdom. It focuses on participation in the promotion of ethical, cultural, intellectual, aesthetical and physical developments for students with the aim to prepare students for a higher level of education. Curricula in this lower stage of secondary education still focus on SISB's signature of creating a trilingual learning environment for students (English, Chinese and Thai). Main subjects taught to Grade 7 and 8 are English, Thai, Mathematics, Sciences (Biology, Chemistry and Physics), History, Geography, Information and Communication Technology, Music, Art, Physical and Health Education. For students in Grade 9 and 10, curriculum will focus on preparing students for the Cambridge International General Certificate of Secondary Education (IGCSE) according to the standards of the University of Cambridge. Students will be required to study English, Mathematics, Physics, Biology, Chemistry, Thai, Physical and Health Education. In addition, students have the option of two to four subjects based on diverse interest of the students such as extra Mathematics, Art and Design, Sciences, Computing, Geography, History, Information and Communication Technology, Music, Chinese and Physical Education.

1.4 Grade 11 - 12

The curriculum for Grade 11 – 12 is aimed at children between 16 and 18 years and is based on the UK National Curriculum of England. The curriculum focuses on preparing students for the Cambridge International Advanced Subsidiary Level & Advanced Level (AS/A Level). The curriculum is internationally recognised to provide an in-depth foundation for students for their higher education at a university level. Students are offered options to specialise in subjects that are of their specific interest. The curriculum is designed to equip students with an in-depth knowledge in their preferred field of study for higher education or future career path. Subjects that are taught in this curriculum are the mandatory subjects including Thai, Physical and Health Education and selective subjects based on the students' interest such as Art and Design, Business, Chemistry, Chinese, Economics, English, Geography, History, Information and

Communication Technology, Mathematics, Music and Physics. Students will complete Grade 12 upon passing the Cambridge AS/A Level examination and the school-based examination.

In addition, International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019. The school plan to begin teaching in IBDP for academic year 2020/2012 alongside Cambridge AS / A Level as an alternative to Grade 11-12 students. This IBDP curriculum is developed by the International Baccalaureate Organisation (IBO) to prepare students for an entrance examination to universities in all countries. In this curriculum, students are required to study all mandatory subjects and participate in extra-curricular activities. Students who have obtained IB Diploma are recognised by leading universities around the world thanks to the holistic development offered by the curriculum.

Number of Students by Levels of Education

Levels of Education	As of 31 December 2017		As of 31 December 2018		As of 31 December 2019	
	Number	%	Number	%	Number	%
Nursery-Kindergarten	922	44.74	999	42.17	1,023	39.18
Primary	889	43.13	1,075	45.38	1,254	48.03
Grade 7 - 10	223	10.82	255	10.76	295	11.30
Grade 11 - 12	27	1.31	40	1.69	39	1.49
Total	2,061	100.00	2,369	100.00	2,611	100.00

2. Extra-Curricular Activities

Extra-curricular activities are intended to meet the different developmental needs of students and to encourage them to make constructive use of their free time after school. The extra-curricular activities are organised each day based on the diverse interests of the students. They are, for example:

- **Academic activities:** Extra Academic Support (EAS), English Language Support (ELS), Chinese Language Support (CLS) and summer activities;
- **Non-academic activities:** these are aimed at enhancing skills and learning development of the students through activities, membership of clubs and sports. Students are offered a wide variety of extra-curricular activities such as swimming, gymnastics, football, badminton, table tennis and taekwondo, art and craft, ballet, computer club, music club, mechanism and robots.

3. Other services to support the school operations

In addition to providing education to students, there are other services offered to support the school operations.

- **Student dormitory:** Singapore International School of Bangkok offers a complete range of facilities to provide a weekly boarding school service to students aged from 8 to 18 years (Only from Monday to Friday) and a full-time boarding school service. This will allow students to have the opportunity to cultivate independence while participating in activities on weekends that are created for boarders such as kayaking, deep water diving, trekking and surfing.
- **Training and examinations:** Singapore International School of Bangkok is appointed as the centre for examinations for several leading institutions such as:
 - International Primary School Leaving Examination: iPSLE;
 - IGCSE and AS/A Level examinations;
 - HSK examinations;
 - SAT examinations; and
 - Training centre for the Duke of Edinburgh's Award for students who participate in activities for social benefit

These examination centres administer examinations for both students from the Group's schools and students from other institutions.

- **Food and beverage:** The Group's schools also provide lunch services for all levels of students. Fees would be collected from students along with tuition fees for each semester. The Group's schools also sell food and beverages at school for the convenience of students and parents.
- **Textbooks and education materials:** The Group's schools source textbooks and education materials for all levels of students. Fees would be collected from students along with tuition fees for each semester. The Group's schools also operate shops that sell textbooks and school uniform at school for the convenience of students and parents.

2.3 Market and Competition

2.3.1 Customers and target customers

The Company operates the business of holding licences to establish formal education to provide education in the form of international schools. Tuition fees of the schools operated by the Company are relatively high compared to those of other private schools. Most customers are students aged between two and 18 years from wealthy families that are both Thai and foreign. Details are as follows:

1. Thai students

Thai students represent the majority of the Company's customers. Thai parents need to have their children educated using curricula that meet international standards while students can develop their language skills in English and Chinese. The international schools of the Group have an established reputation of more than 18 years. Its quality of education has been well recognised among parents through word of mouth. The Group's expansion of its school business to residential areas of these wealthy families also contributes to the increasing number of students. Currently, the Company has increased its public relation efforts to reach out to its target customers using various channels such as the Company's website, brochures, magazines, online social media and participation in education fairs.

2. Foreign students

Foreign students comprise children of expatriate workers in Thailand including foreign students sent to study in Thailand. In addition to traditional public relations, the Company reaches out to this group of students by becoming partners with international companies and agencies that have their branches in Thailand to provide education to staff of these organisations as part of their welfare benefits. In addition, the Company has appointed education agents abroad to provide advice and liaison to facilitate foreign students in making the decision to study in any of the international schools operated by the Group. Singapore International School of Bangkok provides additional dormitory services for students from abroad.

The Company has organised school tours at each of its international schools for parents and prospective students to experience teaching and studying environments. On the school tour, admission staff will be ready to provide information on the school, its curricula and teaching methods. In addition, each school will provide trial courses for prospective students to study and participate in activities with the school personnel with the aim to familiarise these prospective students with the learning process before they can make an enrolment decision. The Group's schools also provide foundation courses to assist students to prepare themselves and to take placement tests before they can be admitted to normal courses.

The Admission process is as follows:

1. **Acceptance and review of application documents and supporting documents**

Admission staff will accept and review application and supporting documents including personal identification documents of both the prospective students and their parents such as national identification card, certificate of birth or passport including a school report if the prospective students are transferred from another school.

The admission staff will review the completeness of the documents including the basic qualifications of the prospective students who need to meet the minimum age requirements for each of the levels that is applied for prior to the commencement of each academic year.

2. **Interview and placement**

After the preliminary qualification review is complete, the Admissions Department will schedule an appointment with the parents and the prospective students for an interview. Prospective applicants for Primary 1 and above shall undergo an assessment which will assess English language skills and academic knowledge of the prospective students that are required for each level of education.

3. Assessment test results and students record

Prospective students who successfully pass the interview and the assessment tests will be notified of the results and will be required to provide additional information and documents for use in preparing the student records. The information and documents must be submitted and the enrolment fees, tuition fees and deposit payments must be paid within the period required by the Admissions Department.

As of 31 December 2019, there are in total 2,611 students in the Group's international schools, approximately 82.96 percent of which are students of Thai nationality. The remaining 17.04 percent of students are international students from more than 20 countries around the world including Asia, Europe, the United States of America and the Middle East.

Number of Students by Nationalities

Nationalities	As of 31 December 2017		As of 31 December 2018		As of 31 December 2019	
	Number of Students	%	Number of Students	%	Number of Students	%
Thai	1,776	86.17	2,019	85.23	2,166	82.96
Foreign	285	13.83	350	14.77	445	17.04
Total	2,061	100.00	2,369	100.00	2,611	100.00

2.3.2 Pricing Policy

The Company has the policy to determine appropriate tuition fees and other fees of each school according to the relevant expenses of providing education in order to be able to provide quality education to meet standards and to be competitive with other international school that are its close competitors. Pricing will be determined by taking into consideration the competition among international schools in each area including the economic conditions in order to ensure that the tuition fees are reasonable for parents and are not considered as profiteering. Details of material fees are as follows:

Curricular education fees

Each school will be required to declare its tuition fees and other relevant fees for the provision of curricular education such as lunch fees, textbooks and education materials, enrolment fees and application fees to the Private Education Commission for the relevant academic year and to make a public announcement of such fees in each school in accordance with Section 32 of the Private Schools Act, B.E. 2550 (2007), as amended (No.2) in 2011. Fee rates vary according to each level of education and the location of the schools.

Extra-curricular education fees

Extra-curricular education fees are for support courses, tuition and extra-curricular activities including application placement fees which are voluntarily selected by students. Fee rates will depend on each subject or activity applied for taking into consideration the actual cost of providing the education.

2.3.3 Competition Strategies

1. Outstanding and internationally recognised curricula

The Company was the first in Thailand to introduce the Singapore Curriculum at Singapore International School of Bangkok. The curricula are used as a prototype for the provision of education in other international schools of the Group. Teaching methods, textbooks and school-based examinations are based on the internationally recognised Curriculum of Singapore which has particular academic strength in Mathematics and Sciences and serves as the learning foundation for fields of studies in the future. The schools also promote a trilingual learning environment where students can learn and communicate fluently in English, Thai and Chinese in their education or future career. This can meet the demand of the current society where more importance is given to the English and Chinese language.

Secondary education is based on the combination of the Singapore and UK curricula which allows students to select specialist subjects and focuses on the development of in-depth knowledge for the selected specialist subject to prepare students for higher education at university level and future careers.

2. Maintenance of Education Standards

The Company's vision is to be a world-class education provider. Therefore, quality of education lies at the heart of the Company's business operations. It focuses on and recognises the importance of ongoing development of education quality to elevate its standards of education to meet international standards. International schools of the Group have been certified with quality assurances by leading institutions both domestically and internationally such as quality assurance by the ONESQA and the Council of International Schools all of which are internationally renowned accreditation entities.

In addition, Singapore International School of Bangkok is the first international school in Thailand to be appointed by the Singapore Examination and Assessment Board (the "SEAB") and has been the centre for the International Primary School Leaving Examination in all four subjects including Mathematics, Sciences, English and Chinese since 2006. The school was also the appointed examination centre for various leading institutions such as:

- The University of Cambridge International Examinations (the “CIE”) to administer the Cambridge IGCSE examinations and the AS/A Level examination;
- The Oriental Culture Academy to administer the HSK examinations of Hanban;
- The College Board to administer the SAT examinations;
- The training centre for the Duke of Edinburgh’s Award for students who participate in activities for social benefits

Moreover, International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019.

3. Reasonable Tuition Fee Rates

Rates of tuition fees are one key factor that parents use in selecting schools for their children. In addition to providing quality education that meets international standards, the Company recognises the importance of having reasonable tuition fees which are determined to be in line with similar institutions, the economic conditions of the parents and the cost of operations and are not considered as profiteering.

4. Complete and Modern Teaching Materials and Facilities

Teaching materials and facilities are other factors that parents consider when selecting schools for their children. Therefore, the Company focuses on providing a wide range of teaching materials and facilities that are modern and complete in order to create a learning environment that will effectively promote child development. These include libraries, science and computer laboratories, music and art centres, multi-purpose halls including sport stadia, swimming pools and playgrounds.

Singapore International School of Bangkok also recognises the specific need of students in secondary level who would need space to participate in activities in order to fully show their potential. Singapore International School of Bangkok is fully equipped with complete facilities such as:

- Multi-purpose classrooms that are specifically designed for each of the subjects;
- Science laboratories that are specifically designed to suit both the theoretical and practical aspect of the class;
- Information systems on the latest 4G network to ensure fast connectivity for virtual classrooms;
- A new sport complex complete with a 25-metre standard swimming pool, two futsal courts and a multi-purpose building of two floors consisting of a basketball court, a volleyball court, a badminton court and a table tennis hall.
- ‘Silpapirom Creative Arts & Media Centre’ is a creative arts and media centre whose name was granted by Her Royal Highness Princess Maha Chakri Sirindhorn. The centre is used to showcase creative and art work, musical and theatrical talents of

students. It consists of an auditorium of approximately 407 seats, an orchestra pit and a black box which are fully equipped with a studio picture recording system.

- Dormitory houses which are equipped with facilities to provide students with the comfort of a family environment which cultivates independence and well-socialized citizens.

5. Holistic Education

In addition to the Singapore Curriculum which is recognised for its academic strength, the Group focuses on ensuring that its international schools provide education using a child-centred approach in which students are encouraged to reach their full potential in all aspects based on a diversity of learning methods, thinking process, including the active learning / hands-on-learning method. Students will achieve creativity and skills from situation-based experience and problem-solving and from participating in extra-curricular activities such as club membership, sports including swimming, gymnastics, football, badminton, table tennis and taekwondo, art and crafts and music all of which are aimed at enhancing the skills and learning of students. Focus is also on fostering awareness of social responsibility for students through social activities such as the 'CSR-EL Project' which allows volunteers to teach English to other schools in neighbouring areas and 'We Give We Share Project' which aims to provide support to communities in rural and impoverished areas.

6. Experienced personnel with expertise in school business

The Company has a team of executives, staff and education personnel with vast experience and expertise in private school business both domestically and internationally. This in-depth knowledge and understanding about the international school business, the market, competition and its understanding about the needs of parents and students, results in an effective determination for business development and management strategies and the enhanced competitiveness of the Company. In addition, the Company has the policy of maintaining quality education and expanding its business through human resources and work system development.

2.4 Procurement of products and services

2.4.1 Curricula

Curricula of formal education for international schools must be reviewed and approved by the OPEC before being used. The current curricula of the Group's schools are the combination of the Singapore and the UK curricula, both of which are generally and internationally accepted. The Singapore Curriculum is used for the provision of primary education with the recognised strengths in Mathematics and Science. These are the foundation for students to select other fields of study in higher education. The UK IGCSE and AS/A Level are used in providing secondary education in which students are offered options to specialise in subjects that are of their specific interest. The curriculum is designed to equip students with an in-depth knowledge in their preferred field of study for higher education at a university level. In addition, the Group's schools provide additional curriculum of Thai language, culture and history to meet the requirements of the OPEC.

In addition, International Baccalaureate Organization inform that Singapore International School of Bangkok is an authorized IB world school for the International Baccalaureate Diploma Programme on 29 October 2019. The school plan to begin teaching in IBDP for academic year 2020/2012 alongside Cambridge AS / A Level as an alternative to Grade 11-12 students. This IBDP curriculum is developed by the International Baccalaureate Organisation (IBO) to prepare students for an entrance examination to universities in all countries. In this curriculum, students are required to study all mandatory subjects and participate in extra-curricular activities. Students who have obtained IB Diploma are recognised by leading universities around the world thanks to the holistic development offered by the curriculum.

In order to ensure that the quality of its education meets international standards, Singapore International School of Bangkok has its education quality assured by leading institutions both domestically and internationally such as the Office for National Education Standards and Quality Assessment (the “**ONESQA**”) (a public organisation) and the Council of International Schools (the “**CIS**”) all of which are internationally renowned education quality assurance institutions. The school also partners with leading institutions in providing an examination venue for the following assessments:

- The Singapore International Primary School Leaving Examination (the “**iPSLE**”); appointed by the Singapore Examination and Assessment Board (the “**SEAB**”)
- The Cambridge IGCSE examinations and the AS/A Level examination; appointed by the University of Cambridge International Examinations (the “**CIE**”)
- The HSK examinations of Hanban; appointed by the Oriental Culture Academy
- The SAT examinations; appointed by the College Board

In addition, the teaching approach of Singapore International School of Bangkok is adopted as a prototype in all SISB schools in order to ensure standardization of education standards across all SISB schools. Each year a working group consisting teams of teachers and academic department staff from every school of the Group will work together on improving the appropriateness of curricula, teaching methods, textbooks and school-based examinations in order to be suitable for students and to keep up with the changing world.

2.4.2 Education Personnel

Education personnel is a key factor to the quality provision of education and academic achievements. Therefore, the Company focuses on the recruitment of teachers and their assistants with required experience and qualifications. Recruitments are made through various channels including websites that are dedicated specifically for education personnel or the Company’s website and participation in job fairs and recruitments through the Board of Executives of the Company which can attract personnel with the required expertise, knowledge and experience in different fields to work with the Company. All teachers and their assistants are required to undergo ongoing training to keep themselves up-to-date with the changing world.

As of the year ended 2017- 2019, education personnel of the Group’s schools are as follows:

Number of Education Personnel

Education Personnel	31 December	31 December	31 December
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	2017	2018	2019
Teachers	249	280	308
Teacher Assistants	133	149	146
Total	382	429	454

2.4.3 Locations and School Buildings

Locations for international schools will be selected based on the appropriateness both in terms of demography including the economic growth of the surrounding communities and the competitors with other international schools in the neighbourhood. In addition, locations for international schools must meet the minimum requirements of size under the relevant ministerial regulations which require at least one rai for an international school that provides pre-primary level of education or at least two rai for the provision of primary and secondary education. Legal ownership of the lands could be either the freehold or the leasehold of at least 10 years.

The design and construction of school buildings must take into consideration all relevant legal requirements of both the Department of Public Works and Town Planning and the Ministry of Education in respect of the proportion of the building size to the land size, number of classrooms and the size and the maximum capacity of each classroom. Current locations and school buildings of each school are as follows:

Singapore International School of Bangkok



- Levels of education** : Nursery – Grade 12
- School buildings and size of land** : Four school buildings, four activity buildings and two dormitory houses on 20 rai, 2 ngarn and 71.3 square wa.
- Maximum capacity** : 2,175 students
- Facilities** : Library, science and computer laboratories, music and art room, playground and a sport complex consisting of a standard 25-m pool, a futsal court, a basketball court, a volleyball court, a badminton court and an area for gymnastics including an art exhibition centre consisting of an auditorium with 407 seats, an orchestra pit and a black box and dormitory houses.

Singapore International School Suvarnabhumi



- Levels of education** : Nursery – Primary 6
- School buildings and size of land** : Two school buildings on 7 rai, 3 ngarn and 88 square wa.
- Maximum capacity** : 510 students
- Facilities** : Library, science and computer laboratories, music and art room, a multi-purpose hall, a swimming pool and a playground

Singapore International School Chiangmai



- Levels of education** : Nursery – Primary 6
- School buildings and size of land** : One school building on 5 rai, 1 ngarn and 35 square wa.
- Maximum capacity** : 310 students
- Facilities** : A 20-m swimming pool, a multi-purpose hall, a library, a music room, a science laboratory, a playground and a large green area

Singapore International School Thonburi



- Levels of education** : Nursery – Primary 6
- School buildings and size of land** : Two school buildings on 7 rai, and 22 square wa.
- Maximum capacity** : 910 students
- Facilities** : A 25-m swimming pool, a multi-purpose hall, a library, a music room, a science laboratory, an art and craft room, a playground

and a large green area

Singapore International School Ekkamai



- Levels of education** : Nursery – Primary 3
- School buildings and size of land** : Two school buildings on 3 rai, 1 ngarn and 51 square wa.
- Maximum capacity** : 155 students
- Facilities** : A library, a playground and a large lush garden

Seat Utilisation

	As of year ended 2017	As of year ended 2018	As of year ended 2019
<u>Capacity Seats</u>			
- Singapore International School of Bangkok	2,170	2,170	2,175
- Singapore International School Suvarnabhumi	640	640	510
- Singapore International School Chiangmai	310	310	310
- Singapore International School Thonburi	-	900	910
- Singapore International School Ekkamai	-	155	155
Total	3,120	4,175	4,060
<u>Number of Students</u>			
- Singapore International School of Bangkok	1,715	1,382	1,464
- Singapore International School Suvarnabhumi	262	275	273
- Singapore International School Chiangmai	84	147	178
- Singapore International School Thonburi	-	478	646
- Singapore International School Ekkamai	-	87	50
Total	2,061	2,369	2,611
% of Seat Utilisation	66.06%	56.74%	64.31%

2.5 Industry

The Company operates an education business. The current overview of the education business is as follows:

The Education System in Thailand

Education in Thailand is governed by the Ministry of Education in accordance with the National Education Act, B.E. 2542 (1999) which requires the state to provide equal opportunity and right to receive quality basic education, provided by the State nationwide, free of charge for a duration of at least 12 years. There are nine years of compulsory education which requires children aged seven to enroll in basic education institutions until the age of 16. To alleviate the burden of education provision for the youth and to provide parents and students with an alternative of education and to create the environment of competition to drive quality and standard developments for the Thai education system, the State has allowed private sectors to participate in the provision of basic education in the form of formal private schools which are managed by the private sector. Education is provided based on clear objectives, teaching methods, curricula, periods of study and assessment for the completion of the education. Currently, there are three types of formal private schools:

- 1.1 General education means schools which provide education based on the curriculum of the Ministry of Education at different levels such as pre-primary (Nursery – Kindergarten), primary and secondary education (lower-secondary and upper-secondary) including general education schools which are bilingual.
- 1.2 Vocational education means schools which provide education based on the curriculum of the Ministry of Education or curriculum approved by the Ministry of Education at different levels such as the Certificate in Vocational Education (Por Wor Chor) and the Technical Diploma (Por Wor Sor) including vocational schools which are bilingual.
- 1.3 International education means: schools which provide education based on either international curricula, or international curricula whose subjects are rearranged or a curriculum that is not prepared by the Ministry of Education but by the school, or the use of foreign languages in providing education without limitations on the nationality or religions of the students.

Number of Students in Formal Private Schools (exclude vocational education student)

Types of schools	Y2014	Y2015	Y2016	Y2017	Y2018
General education	2,100,996	2,249,897	2,231,180	2,173,941	2,174,559
International education	43,467	44,497	50,958	53,754	86,445
Total	2,144,463	2,249,897	2,231,180	2,227,695	2,261,004

Source: the Office of the Private Education Commission , Ministry of Education

Education is a key factor that contributes to the development of skills and knowledge required in future careers. It also serves as an important tool for the improvement of one's quality of life. Therefore, most parents recognise the importance of selecting schools for their children. In the fast-changing age of globalisation where all countries, including Thailand, have a more extensive network of communication, English has an important role. This results in a growing number of families that choose international schools for their children in recognition of the importance of languages, particularly English which needs to be taught at an early age. These parents also have confidence in the international curricula which are globally recognised. Consequently, Thailand has seen a dramatic growth in the number of formal private schools in the type of international schools.

International Schools

International schools are schools which provide education based on international curricula or international curriculum that is adjusted in details of subject or curriculum that is not prepared by the Ministry of Education, but by the school mainly using English and other non-Thai languages in providing the education. There are four categories of international curriculum.

(1) The US Curriculum

In the American Curriculum, education starts when the children are five years old. In some schools, younger children are admitted to a Pre-School level. This early childhood education focuses on social development skills for the children so they can learn to adapt themselves to the surrounding environment of the school. Children will also be taught and prepared for reading, writing and calculation which is suitable for their age. The Elementary level of education involves children between six to 18 years old and education at this level will be divided into elementary grade 1 to 5, middle school grades 6 to 8 and high school grades 9 to 12. Students at these levels will be taught using a holistic approach to cover a wide range of academic and extra-curricular activities including sports, branches of Art, academic activities, guidance and personal or small group tuition and school projects. Most schools administer examinations internally to ensure that students have obtained enough credits to complete their basic education according to the American system. In addition, foreign students who wish to apply for a higher education at a university level both in the United States of America and in certain other countries will be required to pass the SAT and/or ACT examination and the TOEFL examination. Alternatively, they may be required to take other forms of examination or presentation of their work to the examining body depending on the specific admission requirements of each university. International schools that use the American curriculum are, for example, Ruamrudee International School and The International School of Bangkok.

(2) The UK Curriculum

The UK curriculum divides learning into key stages each having a clear standard of learning, testing and assessment. Stage One involves students of five to six years old (Years 1 – 2). Stage Two involves students of seven to

ten years old (Years 3 – 6). Stage Three involves students of 11 to 13 years old (Years 7 – 9) and Stage Four involves students of 14 – 15 years old (Years 10 – 11), which is considered the final stage before the completion of the mandatory education of the UK. Most students in international schools which use the UK curriculum will spend their two years in taking the International General Certificate of Secondary Education (the “**IGCSE**”) which requires the students to study approximately eight to nine subjects, a minimum of three of which are mandatory including English, Mathematics and Sciences. The remaining subjects are selective. The IGCSE examination is used internationally. After the IGCSE, students who wish to continue their education at a university level abroad will be required to study Stage Five which is called Sixth Form in which students will only study subjects that are required for an application to study at a university level after completion of the last two years. International schools which use the UK curriculum are, for example, Harrow International School and Shrewsbury International School.

(3) International Baccalaureate (IB)

This is the curriculum of the International Baccalaureate Organisation (the “**IBO**”) that was developed by experienced educators for use as an international curriculum with no economic, social or political influence from any nation in particular. Schools are required to obtain approval from the IBO before they can provide education using the IB curriculum and call themselves a member of the IB World School. Teachers in this curriculum are required to undergo professional training and training organised by the IBO. Schools will also be inspected every five years by the IBO committee for the purpose of standard assessment in implementing the curriculum in creating learning experiences, assessing and evaluating the development of students. The IB curriculum is divided into three levels: (i) Early Childhood Level and Primary Years Programme (PYP) which takes eight years and is for children of three to 11 years old; (ii) Middle Years Programme (MYP) which takes five years and is for children of 11 to 16 years; and (iii) Diploma Programme (IBDP) which takes two years and is for children of 16 to 18 or 19 years old. During the last year of the IBDP, students are required to sit the IBO central examination which takes place at the same time around the world. International schools that use the IB curriculum are, for example, NIST International School and KIS International School.

(4) Other international curricula

In addition to the IB curriculum, the US and the UK curricula, there are certain number of international schools which provide education using curricula of other countries. These schools have the objective of facilitating the students and their families which reside in Thailand for a short period or Thai families who prefer that their children study using curriculum of the countries where they wish to continue their university education. These schools provide education in their native language and are supported by the government of their countries. Each of these schools have different strengths such as:

- **Curricula of Switzerland, Germany or Australia**

Provision of education using these curricula focuses on teaching students at kindergarten and primary level to learn to read and calculation through playing. Academic teaching and learning will begin at a higher level. Students will be taught to have respect for themselves and for others and to have tolerance for religious and cultural differences through learning different basic subjects. There are usually choices of language between English and German. French may also be an option. International schools that use these curricula are, for example, The Swiss School of Bangkok and The Christian German Chiangmai School.

- **Singapore curriculum**

Most international schools in Thailand that use the Singapore curriculum provide education in three languages: English, Thai and Chinese and have more focus on the academic aspect of education than international schools in the western system. Particular focus is on Mathematics, Sciences, English and Chinese. Based on the examination results of the Programme for International Student Assessment (PISA) in 2018 (held every three years) on three subjects: Mathematics, Sciences and Reading among students of 15 years from participating countries, Singapore ranks number two in the world. International schools that use the Singapore curriculum are, for example, Singapore International School of Bangkok and Anglo Singapore International School.

The steady growth in popularity of international curricula is due to the parents' increased recognition of the importance of English because they believe that a good English skill would enable to students improve their quality of life and to have a good future. This results in a trend of teaching English to children in their early childhood. Parents also have confidence in international schools and international curricula that meet standards. Key factors that are considered in selecting schools are:

- Curricula that can best promote the learning of the children;
- Extra-curricular activities to enhance learning out of classrooms;
- Teachers;
- Tuition fee rates;
- Academic accreditation;
- Location and size of schools including facilities

Number of students and schools for Internation Education

	Y2014	Y2015	Y2016	Y2017	Y2018
International education					
- Number (student)	43,467	44,497	50,958	53,754	86,445
International School					
- Number (school)	154	161	175	182	206

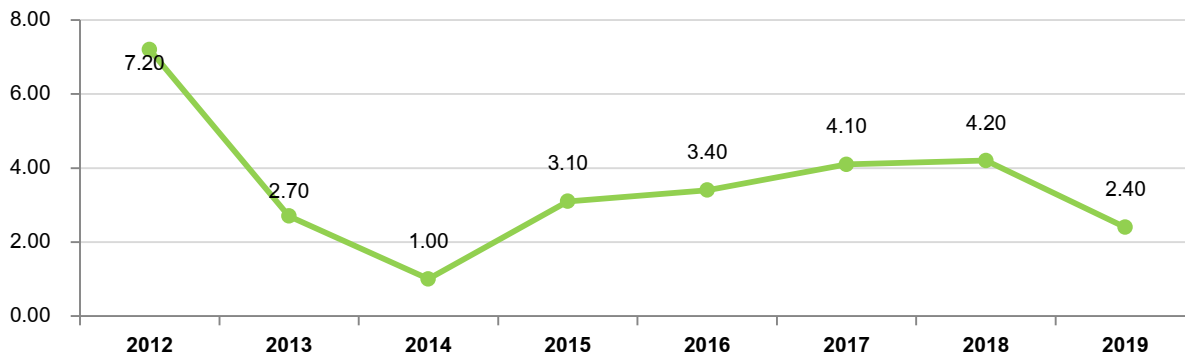
Source: the Office of the Private Education Commission (OPEC) , Ministry of Education

According to the OPEC, international schools in Thailand have enjoyed continued growth. And The number of students in international schools has increased. International school business is expected to continue to grow because of the following factors:

1) Economic Growth

According to a report of the Office of the National Economic and Social Development Council the GDP for the year 2019 grow at 2.4 percent. The value of export decrease at -2.6 percent while private consumption grow at 4.5 percent and government spending at 1.4 percent. Total investment grow at 2.2 percent, which can be divided into growth in government investment at 0.2 percent and growth in private investment at 2.8 percent. The general average inflation rate is 0.7 percent. Disposable income per capital has increased at 2.89 percent from THB 241,269 per capita in 2018 to THB 248,257 per capita in 2019.

GDP Growth

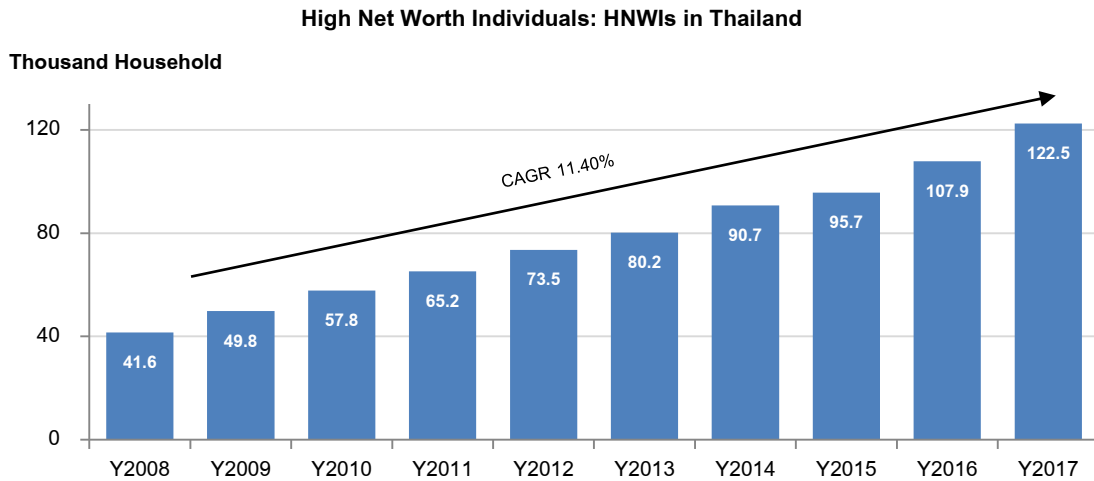


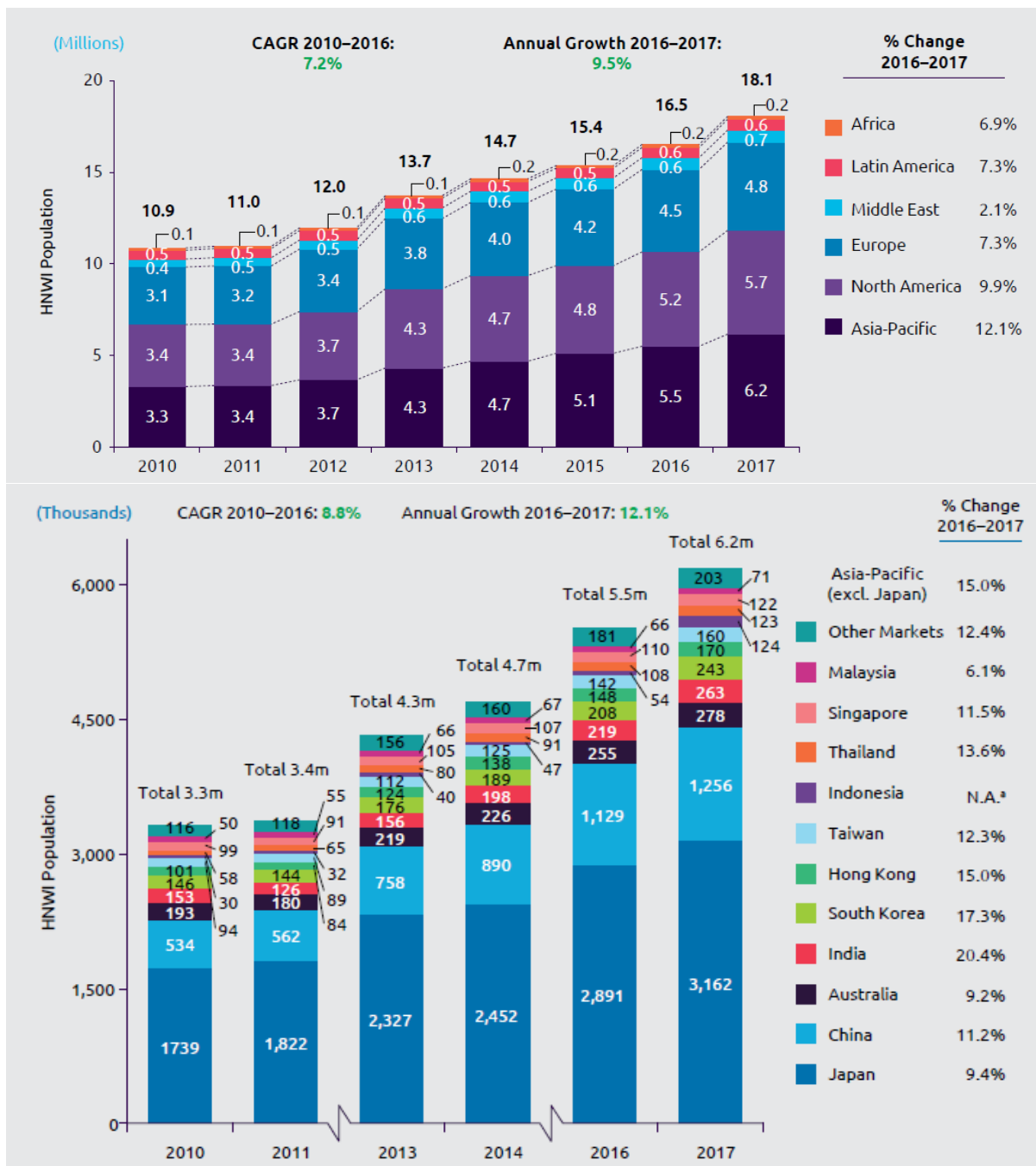
	2012	2013	2014	2015	2016	2017	2018	2019
Per capita income (THB/capita/annum)	167,501	174,337	195,995	203,356	212,455	228,909	241,269	248,257
CAGR	7.42%	4.08%	12.42%	3.76%	4.47%	7.74%	5.39%	2.89%

Source: The Office of the National Economic and Social Development Council

In addition, according to the World Wealth Report, there is a continuous growth in the number of High Net Worth Individuals (HNWIs) (i.e. wealthy families with more than USD 1,000,000 or at least THB 30 million excluding residences, belongings and collections) from 2008 – 2017 at a CAGR of 11.40. In 2017, the number of HNWIs in Thailand has increased by 13.6 percent from 2016, which was higher than the average of the world (9.5 percent) and

higher than the average of Asia Pacific countries (12.1 percent). This demonstrates growth in the high purchasing-power population which are target customers of international schools. This also demonstrates a good trend of business growth for international schools in Thailand.





Source: Capgemini World Wealth Report, 2018

2) Demographic trends

According to the Department of Provincial Administration, Ministry of Interior, the Thai population has increased from 63.65 million in 2013 to 64.93 million in 2019. The Office of the National Economic and Social Development Council estimates that the Thai population will increase to 66.36 million in 2027 and will decrease to 64.84 million in 2037 due to low fertility.

Based on the forecast of the Office of the National Economic and Social Development Council, Thailand will become an aged society with more than 20 percent of total population being elderly persons.

	2013	2014	2015	2016	2017	2018	2019	2022F	2027F	2037F
Number of population (in million)	63.65	63.95	64.22	64.42	64.63	64.82	64.93	66.21	66.36	64.84
Population by age groups (%)										
0-19 years	25.87%	25.46%	25.06%	24.67%	24.28%	23.46%	23.06%	22.49%	21.07%	18.63%
20-59 years	59.41%	59.23%	59.04%	58.82%	58.59%	60.08%	59.79%	56.96%	54.60%	50.65%
60 years or more	14.73%	15.30%	15.90%	16.51%	17.13%	16.46%	17.15%	20.55%	24.33%	30.72%

Source: Department of Provincial Administration, Ministry of Interior and the Office of the National Economic and Social Development Council

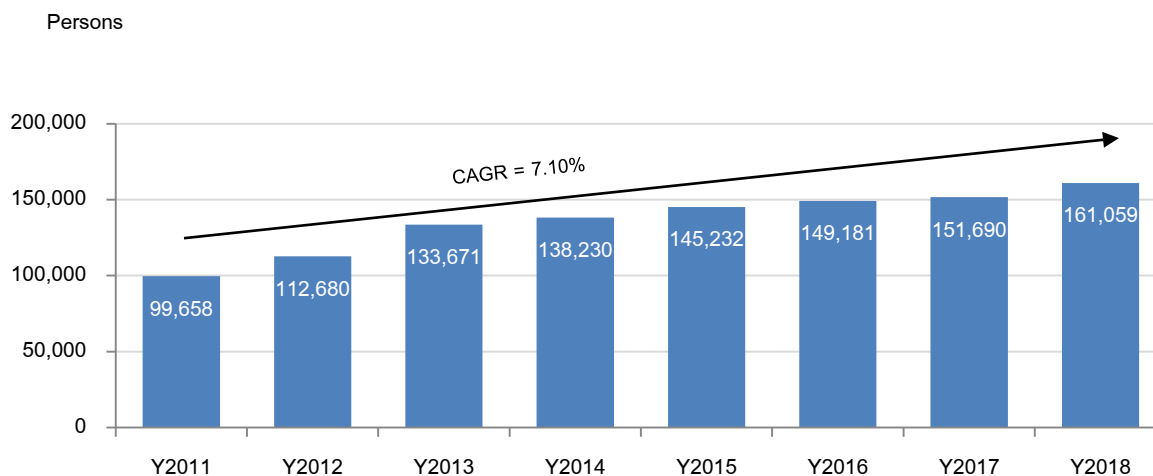
This demographic change has caused the government to adapt itself and prepare for a society of an ageing population. The National Economic and Social Development Plan No. 12 (2017 – 2021) focuses on the readiness of human resources and the enhancement of potential for population of all ages. It shows special focus on all dimensions of human resource development across all ages to be a high-quality human capital, particularly with respect to the development of education and preparedness of young children. They will be the quality human resources in the future to meet the needs of the workforce. This can be achieved through developing foundations of skills that are necessary for life in the 21st century for persons of each age group.

The demographic change of low fertility and decreased younger population resulted in Thai families becoming smaller and parents focusing more on the quality of education for children. The ability to use foreign languages has increased in importance in Thai society. Therefore, Thai parents have a growing demand for international schools because they need their children to develop expertise in the English language.

3) Number of expatriate workers in Thailand

In 2018, there are 161,095 expatriate workers in Thailand (only expatriate workers who have obtained a work permit to do general work and who are skilled workers in higher position and who have come to work in Thailand under the law on promotion of investment and other laws). From 2011 until 2018, the number of expatriate workers in Thailand has increased at a CAGR of 7.10 percent. The Eastern Economic Corridor (the “EEC”) initiative of the government is expected to attract an increased number of foreign investors thus resulting in growing number of expatriate workers at managerial and expert level to come to work in Thailand and consequently drive an increased demand for international schools.

Number of Expatriate Workers in Thailand



Source: Ministry of Labour

2.6 Competition

Currently, there are 206 international schools in Thailand that are providing education based on different international curricula such as the UK and the US curricula, the IB curriculum and other international curricula such as the Singapore curriculum, curricula of Switzerland, Germany or Australia. There are 147 international schools that are members of the International School Association of Thailand (www.isat.or.th as of January 2020). There are 46 international schools which operate with quality assurance from international quality assurance institutions and are in Bangkok and the vicinity and which have similar business operations to those of the international schools of the Group. Details are as follows:

Details of international schools that have international quality assurance and are in Bangkok and the vicinity

	International Schools	District/ Province ^{1/}	Available Levels ^{1/}	Curricula ^{1/}	International Quality Assurance ^{1/}	Rates of Tuition Fees per Year (THB) ^{2/}	
1	Anglo Singapore International School	Phra Kanong/Bangkok	18 months - 16 years	British, Singapore	CIS, WASC	320,400	to 748,600
2	Ascot International School	Saphan Soong/Bangkok	2 - 18 years	British	CIS, WASC	287,050	to 510,800
3	Bangkok Grace International School	Wang Thong Lang/Bangkok	3 - 18 yaers	American	WASC	128,000	to 213,400
4	Bangkok International Preparatory & Secondary School	Wattana/Bangkok	3 – 18 years	British	CIS, NEASC	488,000	to 560,000
5	Bangkok Patana School	Bang Na/Bangkok	3 – 18 years	British, IB	CIS, NEASC	432,000	to 622,700
6	Berkeley International School	Bang Na/Bangkok	2 – 18 years	American	WASC	461,422	to 717,158
7	Bromsgrove International Primary School	Meenburi/Bangkok	2 – 6 yaers	British	CIS	314,670	to 391,680
8	Bromsgrove International School Thailand	Meenburi/Bangkok	2 – 18 years	British	CIS	314,670	to 630,780
9	Charter International School	Prawes/Bangkok	2 – 18 years	British	CIS, WASC	270,000	to 510,000
10	Concordian International School	Bang Phlee/Samutprakarn	2 – 18 yaers	IB	CIS, NEASC	514,400	to 791,700
11	Crescent International School	Sathorn/Bangkok	3 – 16 yaers	British	CfBT		n/a
12	Ekamai International School	Wattana/Bangkok	3 – 19 years	American	WASC	140,000	to 163,500
13	Garden International School, Bangkok	Yannawa/Bangkok	2 – 13 years	British	CfBT	195,600	to 424,000
14	Harrow International School	Don Muang/Bangkok	18 months -18 yaers	British	CIS	499,000	to 949,800
15	Heathfield International School	Saphan Soong/Bangkok	2 – 18 years	British	CIS, CfBT	235,200	to 503,400
16	International Community School	Bang Na/Bangkok	4 – 18 years	American	WASC	475,800	to 542,200
17	International Pioneers School	Klongsan/Bangkok	3 – 18 yaers	British	WASC	139,000	to 208,000

	International Schools	District/ Province ^{1/}	Available Levels ^{1/}	Curricula ^{1/}	International Quality Assurance ^{1/}	Rates of Tuition Fees per Year (THB) ^{2/}	
18	International School Bangkok	Pakkret/Nonthaburi	4 – 18 yaers	American, IB	WASC	552,000	to 1,003,000
19	Keera-Pat International School	Bangkhen/Bangkok	2 – 18 years	American	WASC	n/a	
20	Kevalee International School	Klong Sam Wa/Bangkok	2 – 18 years	American	WASC	150,000	to 240,000
21	KIS International School	Huay Kwang/Bangkok	2 – 18 yaers	IB	CIS	363,000	to 731,300
22	Modern International School, Bangkok	Wattana/Bangkok	3 – 18 yaers	British	CfBT	165,000	to 217,000
23	NIST International School	Wattana/Bangkok	3 – 18 years	IB	CIS, NEASC	533,700	to 961,400
24	Niva International School	Bangkapi/Bangkok	3 – 18 years	American	WASC	169,000	to 275,000
25	Pan-Asia International School	Prawes/Bangkok	2 – 18 yaers	American, IB	WASC	n/a	
26	Ramkhamhaeng Advent International School	Bangkapi/Bangkok	2 - 18 years	American	WASC	157,500	to 177,500
27	RBIS-Rasami British International School	Phyathai/Bangkok	18 months – 18 years	British	CfBT	225,000	to 490,000
28	Ruamrudee International School	Meenburi/Bangkok	3 – 18 years	American	WASC	401,530	to 737,500
29	Shrewsbury International School	Bang Ko Laem/Bangkok	3 – 18 years	British	CIS	572,400	to 685,400
30	SIAM International School	Thanyaburi/ Pathum Thani	2 - 12 years	American	WASC	n/a	
31	Singapore International School of Bangkok	Wang Thong Lang/Bangkok	2 – 18 years	British, Singapore, IB ^{3/}	CIS	319,800	to 628,500
32	St. Andrews International School Bangkok	Phra Kanong/Bangkok	2 – 18 years	British	CfBT	331,000	to 617,000
33	St. Andrews International School Dusit	Dusit/Bangkok	2 – 11 years	British	CfBT	359,400	to 499,200
34	St. Andrews International School Samakee	Muang/Nonthaburi	2 – 12 years	British	CfBT	601,800	to 601,800
35	St. Andrews International School Sathorn	Bangrak/Bangkok	2 – 11 years	British	CfBT	510,615	to 574,070

	International Schools	District/ Province ^{1/}	Available Levels ^{1/}	Curricula ^{1/}	International Quality Assurance ^{1/}	Rates of Tuition Fees per Year (THB) ^{2/}	
36	St. Andrews International School, Bangna	Bang Na/Bangkok	2 – 18 years	British	CfBT	510,615	to 615,720
37	St. Stephen's International School (Bangkok)	Chatuchak/Bangkok	2 - 18 years	British	CIS, NEASC	342,650	to 589,450
38	Thai-Chinese International School	Bang Phlee/Samutprakarn	3 – 18 years	American	WASC	319,278	to 406,339
39	Thai-Sikh International School	Muang/Samutprakarn	10 – 18 years	British	CIS	213,000	to 231,000
40	Thai-Singapore International School	Muang/Samutprakarn	2 – 11 years	Singapore	CfBT	n/a	
41	The American School of Bangkok	Wattana/Bangkok	2 - 18 years	American	WASC	350,000	to 673,000
42	The Early Learning Centre International School	Wattana/Bangkok	3 – 11 years	Canadian	CIS, WASC	n/a	
43	The Regent's School, Bangkok	Wang Thong Lang/Bangkok	2 - 18 years	British, IB	CIS	359,820	to 668,280
44	Topsy Turvy International School	Klongtoei/Bangkok	2 – 11 years	British	CIS	174,000	to 384,000
45	Traill International School	Hua Mak/Bangkok	3 – 18 years	British	CfBT	298,500	to 465,000
46	Wells International School – On Nut	Phra Kanong/Bangkok	6 -18 years	American, IB	WASC	320,000	to 450,000

Source: ^{1/} ISAT

^{2/} website of each school

^{3/} Singapore International School of Bangkok plans to begin teaching in IBDP for academic year 2020/2012 alongside British Curricula.

Among the considerable number of international schools in Bangkok and the vicinity that have international quality assurances which provide education using a wide variety of international curricula, SISB Public Company Limited prides itself on the academic strength of the Singapore curriculum which focuses on Mathematics and Science, and the trilingual environments of education in English, Chinese and Thai. Singapore International School of Bangkok is the first international school in Thailand to use the Singapore curriculum in providing education. Currently, apart from the international schools of the Group, there are two other international schools: Anglo Singapore International School and Thai-Singapore International School that provide education using the Singapore curriculum with international quality assurance. Therefore, competition in providing education using this curriculum is limited.

In addition to providing quality education using international recognised curricula, the Group focuses on determining appropriate rates of tuition fees to correspond with the competition and economic conditions to ensure that the rates are reasonable. The Group has also expanded its international school business to areas of residence of target customers both in Bangkok, the vicinity and other provinces such as Singapore International School Suvarnabhumi, Singapore International School Chiangmai, Singapore International School Thonburi and Singapore International School Ekkamai. The Company provides complete and diverse teaching materials and facilities to ensure that each of its schools has appropriate learning environments to effectively promote development of the children. Particularly at Singapore International School of Bangkok, students can benefit from full and complete facilities including a modern sports complex with a standard swimming pool, a futsal court, a multi-purpose hall and a performing arts centre. There is also an auditorium of 407 seats equipped with an orchestra pit and a black box. The school also provides dormitory houses and facilities for both Thai and foreign students. These key features of the Group's international schools contributed to the increase in the number of students.

2.7 Environmental Impact

N/A

2.8 Undelivered Work

N/A

3. Risk Factors

Before investing in the ordinary shares of the Company, prospective investors should pay particular attention to the risk factors of the Company. In addition to risk factors disclosed in this document, there may be other possible risks in the future that the Company may not be aware of now, or which are now considered to have negligible impact on business operations of the Company. Investors are advised to use their own judgement in making an investment decision. Key risk factors of the Company including relevant mitigations can be summarised as follows:

3.1 Competition Risks in the International School Business

Thai families have less children and are now becoming smaller. As a result, parents focus more on the quality of education for their children. The ability to use foreign languages has increased in importance in Thai society. This leads to a growing demand of Thai parents for international schools because they need their children to develop expertise in the English language in preparation for higher education abroad or in educational institutions in Thailand that teach international curricula. According to the OPEC, the number of students in international schools in Thailand has

increased. The growth has caused an increased competition in international school business where international schools need to improve their quality of education provision and services including public relations and marketing efforts to attract students and parents.

There are diverse curricula in providing education at international schools (i.e. provision of education using the UK and the US curricula and the IB curriculum). The Group uses the Singapore curriculum in providing education at its international schools. Singapore International School of Bangkok was the first in Thailand to use the Singapore curriculum in providing education with its strength of more focus on academic aspect of education than the western curricula. The curriculum focuses on Mathematics and Sciences with a trilingual learning environment where students are taught in English, Chinese and Thai. Currently, there are only a few other international schools that provide education using the Singapore curriculum.

The international schools of the Group have an established reputation for more than 18 years. Its quality of education has been well recognised among parents through word of mouth. Currently, the Company has increased its public relation efforts to reach its target customers using various channels such as the Company's website, brochures, magazines, online social media and participation in education fairs. The schools also have their Admissions Staff ready to provide information on the school, its curriculum and teaching methods. There are also school tours and short trial courses provided to allow children and parents to experience the actual teaching and learning environment of the school. The Company has also partnered with international companies and organisations which have their branches in Thailand to provide education to staff of these organisations as part of their welfare benefits. In addition, the Company has appointed education agents abroad to provide advice and liaison to facilitate foreign students in making the decision to study in any of the international schools operated by the Group. Singapore International School of Bangkok provides additional dormitory services for students from abroad. The Company also constructed dormitory houses with complete facilities to accommodate students from abroad. In addition, the Company focuses on the importance of ongoing development of its provision of education to meet international standards. International schools of the Group have quality assurance from leading institutions both domestically and internationally. This has led to a continued growth in the number of students of international schools of the Group. The management believes that based on the long-established reputation of the schools, a unique and efficient curriculum and reasonable rates of tuition fees international schools of the Group will continue to gain increased interest of parents.

3.2 Risks of shortage of education personnel

Education personnel including the management team, teachers and their assistants are key to the operations of school business. The Company relies on education personnel that have knowledge and experience in providing education. There is a growing demand for education personnel due to the planned expansion of international school business. Therefore, if the Company cannot retain education personnel on a long-term basis or could not have a timely and sufficient recruitment of education personnel, the business operation and competitiveness of the Company may be affected, and the business expansion plan may not meet the projections.

The Company has never experienced shortage of education personnel. However, the Company recognises the importance of education personnel and focuses on the selection and recruitment of education personnel with the appropriate qualifications by working with the Human Resources Department. It also has the policy of retaining education personnel on a long-term basis by providing reasonable rates of remuneration and welfare incentives to create a sense of loyalty and to promote growth in their career path. In addition, the Company has the policy of carrying out ongoing human resource development initiatives with the aim to enhance knowledge and skills of its staff. Most education

personnel have been with the Company for a long time. Therefore, the Company believes that the policy will help retain key personnel with the Company on a long-term basis and that the Company will be able to recruit education personnel that are sufficient for the implementation of the Company's plans.

3.3 Risks of dependence on key management in business operations

Mr. Yew Hock Koh and Ms. Wilawan Kaewkanokvijit are two major shareholders of the Company and are key management staff members with long experience in the business management of private schools. They have an in-depth understanding about school business and are the key policymakers to determine directions for business management to achieve continued growth. The Company may have the risks of dependence on these two management members. Any change to these two management positions may have an impact on the Company's operations in the future. However, after the offering of shares, Mr. Yew Hock Koh and Ms. Wilawan Kaewkanokvijit will maintain their shareholding in the Company at 32.84 percent and 29.04 percent respectively of the total paid-up registered capital of the Company. In addition, the Company focuses on developing an expert and knowledgeable management team and hiring third party professionals to help with the management.

3.4 Risks from legal requirements and government policies relating to the business of private schools

The Company is the holder of licences to establish private schools in accordance with the Private Schools Act, B.E. 2550 (2007) (the "**Private Schools Act**") and is subject to the supervision of the OPEC, the Office of the Permanent Secretary, Ministry of Education which is a government agency charged with the duties to supervise operations of private school businesses. The Company has the duty to comply with the Private Schools Act and to maintain qualifications of licence holder pursuant to Section 22 (2) which requires that the Company shall have its share capital of Thai partners at least one half of the total number of share capital or interests. In addition, the Company shall comply with other relevant law, acts, notifications and regulations. If in the future the Company could not maintain the required qualifications under the Private Schools Act or any amendment to regulations or issuance of new regulations that are more stringent for private schools, the business operations of the Company may be materially impacted.

The Company recognises these legal risks and has always strictly complied with regulations that are applicable to it. It has also engaged legal advisers to advise on compliance with laws where it considers it necessary. The Company will closely monitor any changes and/or amendments to laws that are applicable to it to ensure that it can correctly comply with these laws, and to be able to devise any mitigation of possible risks and impacts in a timely manner. For the purpose of complying with the requirements of the qualifications under Section 22 (2) of the Private Schools Act, the Company will close its shareholders' register book to determine the number of its shareholders regularly. The Board of Directors approved a measure to monitor the Company's qualifications as the holder of the licences to establish schools and to authorise the Company Secretary to have the duty of monitoring and complying with such measures and report the results to the Board of Directors regularly.

3.5 Risks of having shareholders that hold 25 percent or more shares

As of 31 December 2019, the Company's Chief Executive Director, Mr. Yew Hock Koh and the Director of Admissions, Ms. Wilawan Kaewkanokvijit hold respectively 32.84 percent and 29.04 percent of total issued shares of the Company. This shareholding percentage enables them to exercise veto right to any material resolutions at the general meeting of shareholders for matters that are required under the law or the Company's Articles of Association to be resolved by at least three-quarters of the total number of voting rights of shareholders who are present at the meeting and

who are entitled to vote such as the acquisition or disposal of material assets, the connected transactions, the capital increase or decrease and the amalgamation.

However, the Company has appointed an Audit Committee to have the duty of auditing, reviewing and scrutinising transactions to ensure that there is no possible conflict of interests in the future and to ensure transparency in the dealings of the Company. In addition, there are four Independent Directors (including the Chairman of the Board of Directors) out of seven members of the Board of Directors. This structure of management will create a check and balance for matters that need voting to ensure that the Company has appropriate and most efficient corporate governance.

3.6 Investment risk of securities holders - the risk of the fluctuation of the price of the ordinary shares of the company

The price of the company's securities may be fluctuations, due to many factors, some of which are things that the company cannot control. Such as Changes in economic and social conditions that affect the industry related to the company, The company's operating results which is different from the expectations of investors and analysts, Stock price volatility, Legal changes, Industrial changes, and so on. These factors may cause the market price of the company's ordinary shares to fluctuate and may causes investors to not receive the expected return or losing whole or part of investment.

4. Assets used in business operations

4.1 Details of assets used in business operations

As of 31 December 2019, the Company has the following assets for use in its business operations:

Types/ Characteristics of Assets	Types of Legal Ownership	Net Book Value (THB in Million)
Land – Singapore International School Thonburi At Phasi Chaoren District, Bangkok 1) Existing Land plot - 7 rai 22.9 wa 2) Additional Land plot in 2019 - 8 rai 2 ngag 82.5 wa	Freehold	148.05
Buildings, adjustments and work systems	Freehold	1,105.17
Education materials	Freehold	69.94
	Hire Purchase	9.35
Decorations	Freehold	37.96
Office appliances	Freehold	0.72
Vehicles	Freehold	1.74
Work in progress	Freehold	56.40
Total		1,429.33

Note: The Company as the holder of licences to establish formal education schools is required to comply with Section 25 of the Private Schools Act, B.E. 2550 (2007), as amended in 2011, after the school has become a juristic entity, to transfer ownership in or right of possession of land and any immovable properties attached thereto or the right to lease specified under the application for the licence to the formal education school within 120 days from the date on which the Company has obtained the licence, and shall transfer money and such other assets that are capital to the school

9. Corporate Governance

9.1 Good Corporate Governance

The Board of Directors has realized the importance of the Good Corporate Governance which is necessary to the business operation to achieve sustainable growth, and to increase transparency, competitiveness, and confidence among shareholders, investors, and all stakeholders. The Board of Directors, therefore, mutually agrees to stipulate the new Corporate Governance Policy to cover principle and guideline practices following the Principles of Good Corporate Governance for Listed Companies 2017 of the Securities and Exchange Commission which aims to establish sustainable value to the organization and to establish the confidence among all stakeholders by covering the principles as follows:

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

Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

The Company has a policy to stipulate clear leadership role and responsibilities of the Board apart from roles and responsibilities stipulated by law, objectives, and regulations of the Company, and the resolution of the shareholders' meetings. The Board of Directors has a role and responsibilities to determine visions, missions, objectives, policies, direction of operation, strategic plan, plan, and the Company's annual budget, as well as to evaluate, monitor, and report on performance. This also includes determining the communication of role and responsibilities to the Board, the Sub-Committees, the management and the employees of the Company to ensure the understanding and the awareness of leadership role and responsibilities among the Board of Directors and all parties.

The Company appoints the Audit Committee to support, examine, and monitor the operation and management to be in accordance with legislation, policy, plan, and stipulated annual budget. In addition, the Company explicitly stipulates the scope of role and responsibilities of the Sub-Committees and Chief Executive Officer.

Moreover, the Company has established the Charter for the Board of Directors and the Sub-Committees and ensured the acknowledgement of the Charter among the Board and the Sub-Committees. The Charter is determined to be consistently revised for further amendment, following the Company's direction. Apart from this, the Company has established the Business Code of Conduct and policies relating with corporate governance as practice guidelines for corporate governance to ensure that the business operation is performed with morality, right respect, and responsibilities toward shareholders and stakeholders, as well as to ensure that the business operation is beneficial to the society and the environment, including adaptable under changing environments.

Principle 2 Define Objectives that Promote Sustainable Value Creation

The Board of Directors should define clear corporate visions, missions, and values to be in accordance with the corporate direction, as well as goals of business operation which are communicated to all stakeholders for their understanding of corporate objectives and main goals and for all personnel levels of the organization to follow as practice principles to achieve the stipulated objectives and goals.

The Company places an importance upon strengthening foundations for the growth of the group of companies by focusing on corporate culture establishment as well as promoting the efficient utilization of innovation and technology to create the utmost customer satisfaction, including the monitoring of utilization of the Company's assets with maximum efficiency and effectiveness.

The Company has a policy to revise and consider the stipulation of strategic plan and the budget every year to ensure that the strategic plan and the budget are in accordance with the economic situation and corporate proficiency. Therefore, Chief Executive Officer is authorized to monitoring and following the operation to be in line with the stipulated strategy and the budget.

Principle 3 Strengthen Board Effectiveness

The Company has a policy to stipulate the board structure to be in accordance with the business and the size of the Company, and with the stipulated law. The Board consists of no less than 5 Directors who are eminent persons whose qualification, skill, expertise, and experience are beneficial to the Company. The skills comprise business, education, accounting and finance, and investment which lead to the Board diversity. In addition, they should be person of morality with good attitude toward the organization. Moreover, the composition of the Board shall reflect appropriate balance of power between Executive Directors and Non-Executive Directors, and the numbers of the Independent Directors shall be more than half of the total numbers of Directors.

The qualification of the Independent Directors, the Company shall consider the qualification pursuant to Notifications of the Capital Market Supervisory Board. However, there are more stipulated qualification of the Independent Directors by the Company as follows:

- Holding shares not to exceed more than 0.5% of the total voting rights of the Company, parent company, subsidiary, associate company, major shareholders, or a controlling person of the Company, including shares held by related persons of such independent director;
- Neither being nor having been an Executive Director, employee, staff, or advisor who receives regular salary from the Company, or personal advisor of the controlling person of the group of companies, associate companies, or related companies with no benefits or conflict of interest as indicated above for no less than 3 years.
- Neither having any business relationship such as being customer, trading partner, creditors, loans payable, and loans receivable, etc., nor having any benefit or conflict of interest in terms or finance and management of the Company and the group of companies directly or indirectly;
- Being associate or related companies with no independency;
- Neither being closed cousin nor having other relationships which may cause the lack of independency to executives, major shareholders of the Company, the group of companies, associate companies, or related companies, as well as not having been appointed as a representative to maintain the benefit of the management or the major shareholders;
- Not being nor having been the auditor of the Company, subsidiary, associate company, or juristic persons which may cause conflict, as well as not being major shareholder, Director, executive, or

partner of the audit office which employs the auditor of the Company, subsidiary, associate company, or juristic persons with possible conflict of interest, unless the foregoing relationship ended not less than three years prior to the appointment as an Independent Director.

The Company has a policy to appoint 1 Independent Director to be Chairman of the Company who shall not be the same person as Chairman of the Executive Board or Chief Executive Officer as well as not being in any position in the Sub-Committees to ensure clear responsibilities between policy stipulation, corporate governance, and regular management.

The Company stipulates that the meeting of the Board of Directors shall not be held less than 6 meetings per year and the Directors shall attend every meeting unless there is a necessity of which is no less than 75% of the total numbers of the Board meeting held in certain year. To encourage dedication to the Company with sufficiency and efficiency, each Director can serve a position in other companies must follow the principles as follows:

- A Director can serve a position in SISB Public Company Limited, subsidiary, and associate company;
- Each Director can serve the Director position in other listed companies, not exceed 5 companies in total, and each Executive Director can serve positions in other listed companies not exceed 2 companies in total;
- A Director shall not own a business, be a partner, or serve as the Director of other companies which engage in the same nature and in competition with the business of the Company business as the Company and in the businesses which are the competitors of the Company, unless the matter is informed to the shareholders' meeting prior to the appointment. However, the exception is applied to the Director of the subsidiary.

The Company should explicitly disclose the information of Directors and executives such as age, education, experience, shareholding percentage, years of service as Director, numbers of meeting participation, Director position in other listed companies, role and responsibilities, performance report of the Sub-Committees in the company's **Annual Registration Statement** (Form 56-1) and Annual Report.

To ensure the explicit process of the Company's Director appointment, the Board of Directors is responsible for selecting persons with appropriate knowledge, skill, and experience who can perform the duties which are beneficial to the Company's business pursuant to stipulated regulations and process. The nomination will be further proposed to the meeting of the Board and/ or the shareholders for consideration of appointing the Company's Directors of the Company. In addition, the Company shall disclose the remuneration of the Board received in cash or non-cash in the **Annual Registration Statement** (Form 56-1) every year.

In addition, the Company appoints the company secretary to take care and provide suggestion to the Directors and executives upon the matter concerning practices pursuant to legislation, rules, and regulations of the Company as well as to monitor in order to ensure the accurate and consistent practice. The company secretary is also responsible for holding meetings of the Board and the shareholders, as well as overseeing the compliance to the resolution of the meeting, including other duties as stipulated by law.

Principle 4 Ensure Effective CEO and People Management

The Company explicitly stipulates the succession plan of the Company's Chief Executive Officer, the top executive position of the organization, to ensure the continuity of the business operation. In addition, the appropriate

remuneration policy is established to motivate Chief Executive Officer and important executives who have dedication to work for the utmost benefit of the Company and the shareholders of the Company.

The Company has a policy to provide knowledge development programs to important Directors and executives by participating trainings held by several organizations to promote knowledge and new ideas. The Company also organizes projects for executive development which benefit the consideration of the succession. In addition, the Director manual and orientation are established for the new Directors to learn about the Company's information and related information on business operation and other related rules and regulations.

The performance evaluation of Chief Executive Officer and important executives is performed at least once a year to consider the remuneration and to develop the work efficiency by using the SET's evaluation principle.

Principle 5 Nurture Innovation and Responsible Business

Since the Company's business engages in education which mainly depends on quality education service significantly provided students, the Company has a policy to promote the application of innovation and technologies with development of quality education service to serve the demand and interest of students and parents.

The Board of Directors has realized the rights of all stakeholders, whether internal or external stakeholders, to establish good understanding and cooperation between the Company and the stakeholders, providing benefit to the Company and establishing confidence. This also increases the Company's long-term competitiveness. Therefore, the Company has stipulated the policy and practice guidelines as follows:

- 1. Shareholders** :
 - The Company determines to be a good representative of the shareholders to perform the business with caution, attentiveness, trustworthiness, and transparency with the realization of long-term growth of the Company's value;
 - The Company determines to ensure the compliance with the principles of the Good Corporate Governance;
 - The Company provides accurate and verifiable disclosure of information in its financial statements and other reports;
 - The Company provides appropriate internal control system and risk management system which cover all aspects.

- 2. Teacher Staff** :
 - The Company provides fair and appropriate remuneration in alignment with knowledge, proficiency, responsibilities, and performance of each staff;
 - The Company consistently encourages professional proficiency development of the staff;
 - The appointment and transfer are based on the knowledge, proficiency, and appropriateness, as well as behavior or performance of certain staff;
 - The Company is always committed to maintain good work environment with safety toward life, physical health, and assets of staff;
 - Opinions and suggestions of all levels of staff are treated with equality;
 - Staff are encouraged to understand the ethics and roles to promote ethical behaviors across the Company.

- 3. Trading Partners** :
- The Company shall comply with conditions agreed with trading partners and creditors. Upon any non-compliance with the conditions, the matter must be informed in advance to mutually seek for solution and to prevent any possible damage;
 - The Company will not ask for or receive or pay any fraud benefit when carrying out business with trading partners, debtors, or creditors;
 - The Company is committed to provide accurate, complete, verifiable financial reports.
- 4. Creditors** :
- The Company shall comply with conditions agreed with trading partners and creditors. Upon any non-compliance with the conditions, the matter must be informed in advance to mutually seek for solution and to prevent any possible damage;
 - The Company will not ask for or receive or pay any fraud benefit when carrying out business with trading partners, debtors, or creditors;
 - The Company is committed to provide accurate, complete, verifiable financial reports.
- 5. Students** :
- The Company is committed to nurture positive ethics and work efficiency among all students by cultivating the qualities of self-confidence, respecting others and oneself, responsibility toward one's own action, and self-learning;
 - The Company is committed to nurture acceptance and acknowledgement of responsibility toward one's own decision and actions, as well as consequences and disciplines for efficient learning, attitude development, and value toward life among students;
 - All students are expected to commit to integrity and to uphold culture, tradition, and belief of the school in order to promote good work environment;
 - Positive behaviors are encouraged and emphasized among our students and unfavorable behaviors are reduced. These can be achieved with the cooperation of all parents;
- 6. Parents** :
- All comments and suggestions from parents are welcomed through the encouragement of open-communication for the parents to receive complete information and news in a timely fashion;
 - All information of parents and practices are strictly followed pursuant to related regulations;
 - Knowledge and skill development of the parents are encouraged through activities of school and parent representative group;
 - The Company is committed to provide cooperation and to strictly follow the intention of the policy concerning the parents.
- 7. Competitors** :
- The Company determines to perform under good competition rules;
 - The Company refuses to destroy competitors' reputations with defamatory and untruthful statements.

- 8. Communities and Society** :
- The Company' business operation is committed to responsible business conduct toward community, society, and environment;
 - The Company provides supports to social activities such as English teaching project for the community;
 - The Company will not support any socially-jeopardized activities, morally-jeopardized activities, and vice promoting activities;
 - The Company is committed to provide cooperation and to strictly follow the intention of the laws and relating regulations.

Principle 6 Strengthen Effective Risk Management and Internal Control

The Company has a policy to establish the internal control system covering all aspects in terms of finance and operation in accordance with related laws, rules, and regulations, as well as to implement efficient and adequate examination and balance mechanisms to consistently protect the Company's assets. In addition, the authorization of approval process and responsibilities of the executives and the staff can be mutually examined and balanced. The regulations are in a written form.

For the independency of the internal control agency to completely perform the examination, the Company has outsourced an independent auditor to examine the operation of all units to ensure their compliance with the stipulated regulations, as well as to evaluate the efficiency and adequacy of the unit's internal control system. The auditor directly reports to the Audit Committee and will receive the evaluation from the Audit Committee.

The Company stipulates that the Board of Directors establish the risk management policy to thoroughly cover the whole organization, as well as to ensure the existence of the system or the process of the risk management with standard and the controlling method to reduce impacts on the Company's business with appropriateness.

In addition, the Company places an importance upon anti-corruption by establishing a clear anti-corruption policy and communicating to related persons for acknowledgement and practices. Furthermore, the handling complaints and whistleblowing are established as mechanisms to ensure the compliance with stipulated corporate governance policies of the related persons.

Principle 7 Ensure Disclosure and Financial Integrity

The Company is committed to ensure the compliance with law, rules, and regulations relating to the disclosure of information by placing an emphasis on the accurate, complete, and transparent disclosure of information in terms of the Company's information, financial information, and non-financial information for the related persons' fair acknowledgement of the information through the following implementations:

- 1 Disclose the shareholders' structure with transparency
- 2 The annual report must disclose, at least, the following information, as follows:
 - Financial statements and operating results
 - Business operation and competition
 - Risk of business operation
 - Profiles of the Board and the executives
 - Information of Independent Directors

- Principle of remuneration of Directors
- Policy and principle of remuneration of top executives
- Disclosure of individual Director's remuneration
- Disclosure of each Director's meeting attendance record

3 The disclosure of connected transaction must be disclosed or receive the approval from the shareholders pursuant to the notification of the Capital Market Supervisory Board regarding rules on Connected Transactions prior to entering the transaction. In addition, there should be at least the information, namely, of name of the person who enters the connected transaction, relationship, transaction characteristics, conditions, pricing policy, transaction value, and reasons for entering the transaction.

4 The Directors and executives shall report on their securities holding and/or changing to the Securities and Exchange Commission under Section 59 of the Securities and Exchange Act B.E. 2535, and shall report to the meeting of the Board for acknowledgement every year.

5 Upon receiving news and information relating to the Company's business such as acquisitions or important incidents which should be known by the shareholders, although those are neither applicable to any regulation to ask for the approval from the shareholders' meeting nor comply with the law of information disclosure, the Company will disclose such information to shareholders or other investors on the websites of the Company or the Stock Exchange of Thailand.

The Board of Directors is responsible for preparation of Annual Report, the **Annual Registration Statement** (Form 56-1), the Company's Financial Reports, and financial information as appeared in the Annual Report. The financial report preparation is prepared in accordance with the general accepted accounting standard through the implementation of appropriate accounting policy which has been consistently practiced, the careful consideration of preparation with adequate disclosure of important information in the notes to the financial statements. The Board of Directors has assigned the Audit Committee to supervise the quality of the financial reports and to provide opinion to the Board. In addition, the Company's external auditor is independent and creditable and certified by the Securities and Exchange Commission as auditor or reviewer of the Company's financial statements.

The Company is committed to disseminate the information of the Company to the shareholders and the public through channels and information dissemination channels of the Stock Exchange of Thailand, and the Company's website. The Company's implementation of information dissemination has been an importance and strictly implemented as follows:

The Board of Directors has assigned Mr. Yew Hock Koh, Chief Executive Officer, to make contact and provide information to the shareholders, investors, securities analysts, or related organizations, including any person. The information must be accurate, complete, and verifiable.

Principle 8 Ensure Engagement and Communication with Shareholders

The Company has a practice policy and protect the rights of all shareholders with equality and fairness, covering non-executive shareholders or executive shareholders, Thai shareholders or foreign shareholders, and major shareholders or individual shareholders. The Company has provided an option for the shareholders who are not able to attend the shareholders' meeting to appoint Independent Directors or other persons as their proxies in order to attend the meeting and cast the votes on behalf of the shareholders. In addition, the individual shareholders can nominate persons in the position of Directors in advance at appropriate time. The shareholders' meeting will be performed pursuant to the Company's articles of association, following the meeting's agendas. In each agenda, the details are completed proposed with clear information for consideration. There will be no agenda added without

informing the shareholders in advance, especially an agenda which is important to the shareholders and it requires adequate time to study the information for making any decision.

Furthermore, the Company has realized and placed an importance upon the fundamental rights of the shareholders such as the rights to trade or transfer securities, the rights to receive the profit sharing from the business, the rights to receive adequate information of the business, the rights to attend the meeting and exercise their voting rights at the shareholders' meeting to appoint or remove the Directors from the position, to appoint the auditor, and other matters which have impacts on the Company such as allocation of dividend, stipulation or amendment of articles of association and memorandum of association, capital decrease or increase, etc.

Apart from the aforementioned fundamental rights, the Company also encourages and facilitates the shareholders' rights exercising as follows:

1. Deliver meeting's notification letter to the shareholders at least 7 days prior to the meeting date. The date, time, venue, proposed meeting agenda, and other information concerning meeting decision are completely provided;
2. When a shareholder cannot attend the meeting, the Company provides an opportunity for the shareholders to appoint an Independent Directors or any person to act as a proxy to attend the meeting, using one of the proxy forms attached to the notice of the meeting;
3. Provide an opportunity for the shareholders to ask questions and provide opinion and suggestions with no obstruction;
4. After the completion of the meeting, the Company will prepare the minutes of the shareholders' meeting encompassing all information with accuracy and completeness and can be examined by the shareholders.

The Company indicates the opinions of the Board in the meeting's notification letter which will be delivered to the shareholders in advance within the period specified by the SEC or the SET to allow the shareholders to have adequate time to study the information before attending the shareholders' meeting. In addition, the shareholders will receive the information through the SET's electronic media, the Company's website, and disclosure of information to the media pursuant to the Public Limited Companies Act. However, the Company's Board of Directors shall mutually join the shareholders' meeting, especially Chairman of the Sub-Committees, for instance, Chairman of Audit Committee.

The Company's Board of Directors has stipulated the measures to prevent misuse of internal information, Insider Trading Policy, of related persons, including the directors, executives, staff, employees, those responsible for related functions, as well as their spouses, and minor children. The punishment relating to the disclosure of information or misuse of internal information for one's own benefit has been established. In addition, the Directors and executives of the Company have been provided with knowledge concerning their duties to report securities holding in the Company of themselves, spouses, and minor children, as well as to report changes in securities holding to the Securities and Exchange Commission and the Stock Exchange of Thailand pursuant to Section 59 and Penalty Clause pursuant to the Securities and Exchange Act B.E. 2535.

9.2 Sub-Committees

The management structure of the Company comprises the Board of Directors and the Audit Committee. Qualifications of the Audit Committee shall be in accordance with Section 68 of the Public Company

Limited, B.E. 2535 and relevant notifications of the Capital Market Supervisory Board. The scope of powers and duties of Board of Directors and the Audit Committee are as follows:

9.2.1 Scope of Powers and Duties of the Board of Directors

1. The Board of Directors shall have the power, duties and responsibilities of managing businesses of the Company to comply with the law, objectives and the Articles of Association of the Company including lawful resolutions of the general meeting of shareholders and shall have the fiduciary duty and duty of care for the interest of the Company.

2. The Board of Directors shall hold an Annual General Meeting of shareholders within four months after the end of the financial year of the Company.

3. There shall be at least one Board of Directors' meeting every three months.

4. The Board of Directors shall put in place an appropriate and effective accounting system and shall ensure that the financial reporting and auditing are reliable. Sufficient and appropriate internal control and an internal audit shall also be put in place.

5. Balance sheets and profit and loss statements of the Company shall be prepared at the end of each accounting period. Audited balance sheets and profit and loss statements shall be provided to the general meeting of shareholders for approval.

6. The Board of Directors shall set out business goals, directions, policies and plans including budgets for the Group and shall monitor and supervise the administration and management of the Group to comply with the policies, work plan and budgets including relevant laws, notifications, regulations and requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand in such matters as connected transactions, the acquisition or disposal of material assets to the extent that it is not contradictory to or inconsistent with other laws.

7. The Board of Directors shall review, verify and approve business expansion plans, major investments and joint investments with other business operators as proposed by the executives.

8. The Board of Directors shall monitor operating results to comply with work plans and budgets.

9. The Board of Directors shall determine risk management policies to apply throughout the organisations and shall put in place a system or procedure to manage risks to mitigate appropriately mitigate impact on the business of the Company.

10. The Board of Directors shall determine management structure and shall have the power to establish sub-committees and appoint The Chairman of the Executive Committee and other sub-committees as may be appropriate and shall determine relevant scope of powers and duties.

The delegation of powers and duties shall not be such that the sub-committees, Chairman of the Executive Committee and other committees will be able to consider and approve transactions with the Company or its subsidiaries (if any) in which they have possible conflict of interests except for the approval of transactions which are in accordance with the policies and criteria considered and approved by the Board of Directors.

11. The Board of Directors shall prepare an annual report of the Board of Directors and shall be responsible for the preparation and disclosure of financial statements to show financial positions and operating results of the previous year and propose to the general meeting of shareholders for consideration and approval.

12. The Board of Directors may delegate its power to any one director or directors or such other persons to perform any tasks on its behalf and subject to its supervision and control. Such delegation of power and the period thereof shall be as the Board of Directors may consider appropriate and may be terminated or revoked, amended or varied as the Board of Directors may consider appropriate.

The delegation of powers shall not be such that the delegated person will be able to consider and approve transactions with the Company or its subsidiaries (if any) in which they have possible conflict of interests except for the approval of transactions which are in the normal course of business of the Company or are in accordance with the policy and criteria already considered and approved by the Board of Directors subject always to the requirements, conditions and methods in relation to connected transactions and acquisition or disposal of material assets of listed companies under the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or such other notifications of relevant agencies.

9.2.2 Scope of Powers and Duties of the Audit Committee

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;

2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;

3. To review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business;

4. To ensure that the Company puts in place the required risk management policy;

5. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

6. To review the connected transactions, or the transactions that may lead to conflict of interests, to ensure that they comply with the laws and the regulations of the Stock Exchange of Thailand, are reasonable and are for the best interest of the Company;

7. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the Audit Committee's Chairman and consist of at least the following information:

(a) an opinion on the accuracy, completeness and creditability of the Company's financial report;

(b) an opinion on the adequacy of the Company's internal control system;

(c) an opinion on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or the laws relating to the Company's business;

(d) an opinion on the suitability of an auditor;

(e) an opinion on the transactions that may lead to conflict of interests;

(f) the number of the Audit Committee meetings, and the attendance of such meetings by each committee member;

(g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the Charter; and

(h) other transactions which, according to the Audit Committee's opinion, should be disclosed to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors; and

8. To have the power to seek, at the Company's expense, independent opinion from professional advisers as may be necessary; and

9. to perform any other act as the Company's Board of Directors may assign, with the approval of the Audit Committee.

9.2.3 Scope of Powers and Duties of Nomination and Remuneration Committee

1. Recommend the structure, size and composition of the Board of Directors and various sub-committees that are appropriate for the nature of the business of the Company.
2. Specify qualifications, criteria, and methods for nominating directors, sub-committee and the Chief Executive Officer of the Company. Consider and select suitable candidates for knowledge, experience, and expertise to nominate names to the Board of Directors and / or the shareholders' meeting for further appointment (depending on the case).
3. Consider the compensation structure, guidelines and criteria for compensation (whether in cash, securities or any other form) for the directors, sub-committee and the Chief Executive Officer of the Company to be appropriate, fair and aligned with the Company's strategic goals, accountability and responsibility. And in accordance with relevant laws, the determined remunerations should be in a comparable level with the industry practice including compensation scale, bonus and salaries increment for directors, sub-committee and the Chief Executive Officer of the Company in order to propose to the Board of Directors meeting and / or shareholders meeting for further consideration (depending on the case).
4. Propose the performance assessment criteria to the Board of Directors in order to evaluate work efficiency of directors and the sub-committees as a whole
5. Evaluate the Chief Executive Officer of the Company and present to the Board of Directors for consideration.
6. Review or comment on professional development of the Chief Executive Officer and executive management in order to prepare for succession plans in case of the Chief Executive Officer or executives management in that position are retired or unable to perform their duties to ensure the Company's management to continue operating
7. Review the charter of the Nomination and Remuneration Committee at least once a year to propose to the Board of Directors for approval.
8. Perform other duties as assigned by the Board of Directors.

9.2.4 Scope of Powers, Duties and Responsibilities of the Chief Executive Officer

1. To supervise and carry out and/or manage day-to-day business operations of the Company;
2. To prepare policies and business plans including business strategies and annual budgets of the Company for proposal to the Board of Directors of the Company for approval;
3. To supervise operations of the Company to ensure compliance with the policies, work plan and budgets approved by the Board of Directors and to audit, monitor and evaluate operating results of the Company to ensure compliance with the policies, and to report operating results and work progress to the Audit Committee and the Board of Directors;
4. To consider and approve transactions in the normal course of business of the Company which are carried out in accordance with the investment budget or budgets approved by the Board of Directors. The number of budgets for each transaction shall be as provided under the Authority Table that was approved by the Board of Directors which shall not exceed the annual budget approved by the Board of Directors and to consider and approve the entry into relevant contracts;
5. To have the power to consider and approve payments for the normal course of business of the Company that are within the budgets approved by the Board of Directors and in accordance with the Authority Table approved by the Board of Directors;
6. To have the power to approve matters relating to human resources, employment and placements of employees, determination of wages, salary and bonuses, promotion and relocation of employees and

to consider and determine the duties and responsibilities of each work unit and positions for employees at the directorial level and lower;

7. To have the power to issue orders, notices, regulations, announcements and memoranda to ensure that operations of the Company comply with the policies and for the interest of the Company and to ensure disciplines are observed within the organisation;

8. To coordinate with the internal audit and the Audit Committee to ensure that the business operations and risk management of the Company comply with the objectives and the Articles of Association of the Company including its policies and good corporate governance;

9. To have the power to establish committees or working groups for the effective and transparent management and to have the power to delegate power to any person(s) to carry out any tasks subject to the control of the Chief Executive Officer or to delegate such persons to have the power as the Chief Executive Officer may consider appropriate and within reasonable time. The Chief Executive Officer may terminate, revoke or amend such delegation as the Chief Executive Officer may consider appropriate.

10. To perform other duties as the Board of Directors may assign.

The Chief Executive Officer shall not approve any matters in which the Chief Executive Officer or the delegated persons of the Chief Executive Officers or persons with possible conflict of interests (pursuant to the definition under the notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or any relevant agencies) may have conflict of interests with the Company and/or its subsidiaries and/or related companies. The matter shall be proposed to and approved by the Board of Directors meeting and/or the general meeting of shareholders (as the case may be) except for the approval for transactions that are in the normal course of business of the Company that have normal commercial terms that are in accordance with the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or such other relevant agencies.

9.3 Recruitment and appointment of directors and top-level executives

Selection and appointment of directors will be approved by the general meeting of shareholders. The Board of Directors of the Company will consider the nominated candidates selected by the Nomination and Remuneration Committee based on their experience, knowledge, capabilities and qualifications that are required by the law. Selected candidates will be nominated to the general meeting of shareholders for election in accordance with the requirements and methods provided under the Articles of Association of the Company.

9.3.1 Composition and appointment of the Board of Directors

The criteria for the composition of the Board of Directors, recruitment, appointment and removal of directors are provided under the Articles of Association of the Company which can be summarised as follows:

1. The Board of Directors shall comprise at least five directors and no less than half the total number of the Board of Directors shall have residence in the Kingdom of Thailand. All directors shall have the qualifications required by law.

2. The general meeting of shareholders shall elect directors in accordance with the following requirements and methods:

- (1) One shareholder shall have the number of voting rights that are equal to the number of shares that they hold;
- (2) Each shareholder shall exercise their voting rights to elect one or several persons as the director. However, they cannot split their votes to elect several persons as the director.

- (3) Persons who have received the highest votes in descending order according to the number of votes received will be elected director in the number required to be elected. If the number of persons who have received equal votes exceeds the required number of directors to be elected at such meeting, the chairman of the meeting shall cast one extra vote to reach a final decision.

3. One-third of the total number of directors on the Board of Directors shall retire by rotation at each annual general meeting of shareholders. If the number of directors who will retire by rotation cannot be divided into one-third, then the retiring directors shall be in the number that is the closest to one-third of the total number of directors. The directors to retire during the first and second year following the registration of the company shall be drawn by lots. In every subsequent year the directors who have been longest in office shall retire. A retiring director is eligible for re-election.

4. Directors may resign by submitting a notice of resignation to the Company. The resignation shall take effect from the date on which the notice has reached the Company.

5. If an office of the director becomes vacant for other reasons than retirement by rotation, the Board of Directors may at the next Board of Directors meeting elect any person who has the qualifications and does not have characteristics that are prohibited under the law on public company limited and/or the law on securities and exchange to fill the vacancy unless the remaining term of office of such vacating director is less than two months. The replacement director may only hold the office for the remaining term of the vacating director. Resolution of the Board of Directors meeting on the appointment of the replacement director shall consist of at least three-fourths of the total number of the directors who remain on the Board of Directors.

6. The general meeting of shareholders may resolve on the removal of any director from the office before the end of the term by a vote of no less than three-fourths of the total number of shareholders who are present at the meeting and are entitled to vote, and the aggregate number of votes shall not be less than one half of the total number of shares held by shareholders present at the meeting and entitled to vote.

9.3.2 Composition and appointment of independent directors

The Board of Directors will have the preliminary review of the qualifications of persons who will be appointed independent directors of the Company. These shall include qualifications and prohibited characteristics of directors pursuant to the Public Company Limited Act, the law on securities and exchange, the notifications of the Capital Market Supervisory Board and notifications, regulations and/or rules that may be relevant. In addition, the Board of Directors will select independent directors based on their expertise, work experience and other attributes before proposing the nominated candidates to the general meeting of shareholders for consideration and appointment to the Board of Directors. The Company has the policy to appoint independent directors in the minimum ratio of one-third of the total number of directors in the Board of Directors and a minimum of three independent directors.

Qualifications of Independent Directors

1. holding no more than one percent of the total voting shares of the Company, parent company, subsidiary, associate company, or juristic persons with possible conflict of interests, including shares held by the connected persons of such independent director.
2. not being or having been an executive director, employee, staff, adviser earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, or juristic persons with possible conflict of interests

unless any of these characteristics has ended for at least two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.

3. not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. not having or having had a business relationship with the Company, its **parent company**, subsidiary, **associate company** or persons with possible conflict of interests in a manner that may interfere with independent discretion, which includes not being or having been a major shareholder, directors who are not independent or executives of persons having business relationship with the Company, its parent company, subsidiary, associate company or juristic person with possible conflict of interests unless any of these relationships has ended for at least two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.
5. not being or having been an auditor of the Company, its parent company, subsidiary, associate company or juristic persons with possible conflict of interest and not being a major shareholder, directors who are not independent, executives or managing partners of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, juristic person with possible conflict of interests, unless any of these relationships has ended for not less than two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.
6. not being or having been a provider of professional services, which includes serving as a legal adviser or financial adviser in consideration of a service fee of more than two million baht per year paid by the Company, its parent company, subsidiary, associate company, persons with possible conflict of interests, and not being a major shareholder, directors who are not independent, or managing partners of such provider of professional services, unless any of these relationships has ended for not less than two years prior to the date of filing the application with the Office of the Securities and Exchange Commission.
7. not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder.
8. not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a partner having a material interest in a partnership, or an executive director, employee, staff, adviser earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.
9. not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company.

9.3.3 Composition and appointment of the Audit Committee

The Board of Directors of the Company appoints the Audit Committee which comprises at least three independent directors who shall have the qualifications required under the law on securities and exchange

including notifications, regulations and/or rules of the Stock Exchange of Thailand. Independent directors who are members of the Audit Committee shall also have the following additional qualifications:

1. Not being the director assigned by the Board of Directors to make any decision regarding the business of the Company, its parent company, subsidiary, associate company or subsidiary in the same rank or juristic persons with possible conflict of interests;
2. Not being the director of the parent company, subsidiary or subsidiary in the same rank only with respect to listed companies;
3. Being knowledgeable and experienced to discharge the duties as the member of the Audit Committee. At least one member of the Audit Committee shall have knowledge of accounting and finance matters to review the reliability of financial statements;

Each member of the Audit Committee shall have a term of office of three years which is equivalent to the term of office of a director.

9.3.4 Composition and appointment of the Nomination and Remuneration Committee

The Board of Directors will appoint the Nomination and Remuneration Committee which comprises at least three directors and no less than half of the total number shall be independent directors. Independent directors who are members of the Nomination and Remuneration Committee shall also have the following additional qualifications:

1. Qualifications and prohibited characteristics of directors pursuant to the Public Company Limited Act, the law on securities and exchange, the notifications of the Capital Market Supervisory Board and notifications, regulations and/or rules that may be relevant.
2. Being knowledgeable and experienced to discharge the duties as the member of the Nomination and Remuneration Committee in the nomination and consideration of remuneration
3. Each member of the Nomination and Remuneration Committee shall have a term of office of three years which is equivalent to the term of office of a director.

9.3.5 Recruitment of Chief Executive Officer

The Board of Directors of the Company recruits and appoints a Chief Executive Officer nominated by the Nomination and Remuneration Committee in accordance with the following criteria:

1. General qualifications, expertise and experience of candidates in accordance with the criteria determined by the Board of Directors;
2. The Chief Executive Officer and the Chairman of the Board of Directors shall not be the same person;
3. There is a clear separation between roles, powers and duties of The Chief Executive Officer and those of the Chairman of the Board of Directors to create a check and balance between management and corporate governance;
4. The Board of Directors determines the scope of powers and duties including objectives of the Chief Executive Officer and shall conduct an annual evaluation of the performance of the Chief Executive Officer.

9.4 School Management Structure

The school management structure for schools whose licences are held by the Company is as follows:

9.4.1 Executive Committee

The School Charter of the schools whose licences are held by the Company provides that the Executive Committee of the school shall comprise: the licensee, the School Manager, the School Director, representatives of teachers and parents and at least two expert members to comply with Section 30 of Private Schools Act, B.E. 2550 (2007) as amended in 2011 (Private Schools Act No. 2). The School Charter of schools operated by the Group provides the following required qualifications of members of the School Executive Committee:

1. Having Thai nationality;
2. Being at least 25 years old;
3. Having knowledge and experience that is suitable for the business of the school;
4. Having allegiance to the constitutional monarchy of Thailand;
5. Displaying decent behaviour that is socially acceptable;
6. Not being bankrupt, incompetent or quasi-incompetent;
7. Not having been imprisoned by final judgement except for offences committed by negligence or petty offences;
8. Being determined to work for the business development of the school and devoting time to manage the school.

Members of the Executive Committee who are the licensee, School Manager and School Director shall have the qualifications under (1) to (8) while members who are representatives of teachers and parents and expert members of the committee shall have the qualifications under (2) to (8).

Recruitment and appointment of members of the School Executive Committee

Criteria and methods of recruiting members and election of the Chairman of the Executive Committee, term of office and vacation from the office shall be provided under the School Charter of each school.

- The Licensee, School Manager and School Director shall be ex officio members of the School Executive Committee which shall be appointed by the Board of Directors of the Company.
- The Representatives of teachers and parents and expert members shall be members by appointment. The licensee shall appoint a recruitment committee to be responsible for recruiting knowledgeable and experienced candidates to be appointed representatives of teachers and parents and expert members and propose the candidates for election by the licensee in the required number.
- The recruitment committee shall be appointed by the Board of Directors of the Company to have the duties to recruit knowledgeable and qualified candidates from representatives of teachers and parents and expert members to be appointed by the Board of Directors in accordance with the School Charter. Currently, the recruitment committee comprises three members as follows:

- | | |
|-----------------------------|---------------------------------------|
| - Mr. Yew Hock Koh | Chairman of the recruitment committee |
| - Mr. Chatrapee Tantixalerm | Member |
| - Ms. Trithip Sivakrskul | Member |

Term of office of the School Executive Committee

Members of the School Executive Committee who are representatives of teachers, representatives of parents and expert members shall have the term of office of three years. Members who have retired from the office may be reappointed. Members of the School Executive Committee shall vacate the office upon:

1. Death;
2. Resignation;
3. Removal from office by a resolution of the School Executive Committee by a vote of more than half the total number of members of the Executive Committee present at the meeting by reason of a breach of duty, failure of good behaviour or having caused damage to the business of the school or failure to comply with the requirements of the Executive Committee meeting imposed by the Executive Committee under the notifications on requirements and methods of recruitment;
4. Lacking qualifications required for the members of the School Executive Committee;
5. Lacking qualifications required for the particular type of member of the committee

If the member of the Executive Committee who is a representative of teachers or a representative of parents and expert member vacates the office before the end of the term, the person appointed to fill the vacancy shall remain in office only for the term equivalent to the remaining term of the member who vacated the office. Upon expiry of the term, the replacement member shall remain in office as long as there is no appointment of a new member until a new member can be appointed.

Scope of powers, duties and responsibilities of the School Executive Committee

The School Executive Committee shall have the duty to supervise the operation of the school to comply with the law, rules, regulations, notifications, orders and policies of the Ministry of Education and be subject to the scope of powers, duties and responsibilities provided under the Authority Table of the school. Details of the scope of powers, duties and responsibilities of the School Executive Committee are as follows:

1. To issue rules and regulations of the school;
2. To approve policies and plans for the education development of the school;
3. To advise on the school management, human resources, work plans, budgets, academic matters and activities of students, buildings and relationship with the community;
4. To supervise and put in place a quality assurance system in the school;
5. To monitor, audit and evaluate performance of the School Director;
6. To express opinion on one or several financial borrowings with the aggregate value of more than 25 percent of the asset value of the formal education school at the time and propose a practical alternative to the formal education school if the School Executive Committee does not approve the borrowing except in case where it considers that the borrowing is not for the benefit of the school operations;
7. To approve the determination of tuition fee rates and such other fees of the school;
8. To approve the annual report, annual financial statements and appointment of auditor;
9. To consider complaints of teachers, parents and students;
10. To approve the proposed amendments to items under the School Charter;

11. To approve the proposed amendment to items relating to the school business;
12. To arrange to have school accounts audited and opinion expressed on the financial statements of the school within 120 days from the end of the financial year in accordance with the requirements and methods determined by the OPEC;
13. To approve distribution of benefits from the operations of the school to the licensee;
14. To appoint a sub-committee to perform any tasks required in the operations of the school as may be assigned by the School Executive Committee;
15. To approve Power of Attorney of the school;
16. To participate in the inspection of current conditions, problems and requirements of the school and to prioritise the problems that need solutions;
17. To approve and certify the annual working plan;
18. To participate in the evaluation of performance against the determined strategies;
19. To attend meetings on work progress and challenges and to approve work products of the school and give recommendations on the school missions.
20. To provide resources to support the operations of the school and to promote its reputation and prestige;
21. To review and have profound understanding of the Private Schools Act, B.E. 2550 (2007) and regulations of the Ministry of Education on the protection of school principals and teachers of private schools, B.E. 2542 (1999) including guidelines on education reform of the Ministry of Education and quality of education of the Office for National Education Standards and Quality Assessment (Public Organisation) in order to identify directions for provision of education for the nation and for the school.

The scope of powers, duties and responsibilities of the School Executive Committee under Clause 1 – 13 are provided under the Private Schools Act, B.E. 2550 (2007) as amended in 2011 (Private Schools Act No. 2).

9.4.2 School Management

Scope of powers, duties and responsibilities of the management

The school management has the powers, duties and responsibilities determined and assigned by the School Executive Committee and subject to the scope of powers, duties and responsibilities provided under the Authority Table of the school. Details of scope of powers, duties and responsibilities of the school management are as follows:

1. To be responsible for the management of matters that are the normal course of business of the school, determine policies, direction and strategies for the business operations of the school, determine the financial plan, budgets, management of human resources, investment in information technology and public relations of the school for proposal to the School Executive Committee for consideration and approval and/or consent and to audit and monitor the operations of the school to ensure compliance with the policies;
2. To conduct the business of the school in accordance with the objectives, regulations, rules, requirements, orders and resolutions of the School

Executive Committee and/or resolutions of the Board of Directors of the licensee;

3. To approve material investments that are specified in the annual budget under the Authority Table of the school;
4. To consider the profit and loss of the school and to provide this information to the School Executive Committee;
5. To determine salary structures and select employees at managerial level who do not hold any executive position, to provide staff training, promote, hire, relocation, determine wages, remunerations and bonuses for employees at managerial level who do not hold any executive position including termination of employment.

For employees of the school who do not hold an executive position, the School Management shall: determine salary structures, wage rates, remuneration rates and bonuses, hire, relocate, train and promote staff and have the right to terminate employment. The School Director may be the authorised representative of the school to execute the relevant employment agreements.

6. To consider other matters as may be assigned by the School Executive Committee. Such delegation of power shall not be such that the delegation of power or sub-delegation thereof will allow the school management or any person delegated by the school management to approve transactions in which they or any other person with possible conflict of interests will have an interest or a possible conflict of interests with the school.

9.4.3 Representative of Licensee

Qualifications of the Representative of Licensee

The Representative of Licensee shall have the duty to represent the school and shall be qualified and shall not have prohibited characteristics under Section 21 of the Private Schools Act, B.E. 2550 (2007) as amended in 2012 (Private Schools Act No. 2). Details are as follows:

1. Having Thai nationality;
2. Being at least 20 years old;
3. Having completed a minimum of a bachelor's degree;
4. Displaying decent behaviour and morals
5. Having allegiance to the constitutional monarchy of Thailand;
6. Not being bankrupt;
7. Never having been dismissed from government services because of an offence unless such dismissal was at least two years before the date on which the licence was applied for to established formal schools;
8. Never having had a school establishment licence revoked unless the revocation was at least two years before the date on which the licence was applied for to establish formal schools;
9. Not being incompetent or quasi-incompetent;

10. Never having been imprisoned by a final judgement and having been discharged from the imprisonment for less than five years before the date on which the licence was applied for to establish formal schools except in case of offences committed by negligence or petty offences.

Scope of powers, duties and responsibilities of the Representative of Licensee

The Representative of Licensee shall have the duty to represent the school in entering into transactions with third parties as the School Executive Committee and/or the Board of Directors may assign. Details of powers, duties and responsibilities of the Representative of Licensee are as follows:

1. To be a legal representative of the school in entering into transactions with third parties by signing and affixing the school's seal;
2. To be the authorised signatory of the school to sign and affix the school's seal to bind the school, and to appoint any other person to carry out business of the school under the powers and duties of the Representative of Licensee in entering into transactions with third parties or to sign any documents issued in the name of the school. Such delegation of powers may be done by issuing a Power of Attorney to delegate such powers for a certain period of time as it may consider appropriate. The Representative of Licensee may terminate, revoke, vary or amend the delegation of power under such Power of Attorney from time to time. The Power of Attorney shall be considered and approved by the school Executive Committee.
3. To assume the position of senior executive of the school in:
 - attending meetings and providing input to the school's team of senior executives;
 - participating in all business solutions and school activities;
 - preparing reports and assisting the school's team of senior executives
4. To assume the position of senior executive of the Company in:
 - being responsible for the school business as may be assigned by the Board of Directors

9.4.4 School Manager

Qualifications of School Manager

The School Manager shall have the qualifications that comply with the OPEC regulations on qualifications, requirements and methods of appointing school managers, B.E. 2551. Details of the required qualifications of the School Manager are as follows:

1. Having Thai nationality;
2. Being at least 20 years old;
3. Having completed a minimum of a bachelor's degree;
4. Displaying decent behaviour and morals
5. Having allegiance to the constitutional monarchy of Thailand;
6. Not being bankrupt;
7. Never having been dismissed from government services because of an offence unless such dismissal was at least two years before the date on which the School Manager is appointed;
8. Never having had the school establishment licence revoked unless the revocation was at least two years before the date on which the School Manager is appointed;

9. Never having been imprisoned by a final judgement except in case of offences committed by negligence or petty offences and having been discharged from the imprisonment for no less than five years before the date on which the School Manager is appointed;
10. Not having any diseases prescribed under the regulations of Office of the Teacher Civil Service and Educational Personnel Commission

Scope of powers, duties and responsibilities of the School Manager

The School Manager shall be responsible for and supervise activities that are within the scope of its duties which shall include: financial matters, student admission and reception of the school's customers, communication, customer service and management of the school shops subject to the scope of powers and duties provided under the school Authority Table and shall have other duties required under the Private Schools Act. Details of powers, duties and responsibilities of the School Manager are as follows:

1. Financial Matters

- Being responsible for the school's budget¹⁾
- Being responsible for financial matters, budgeting and general administration and being responsible for putting in place accounting systems and data preparing daily books and records, classified accounts, trial balance and financial reports (statements of financial position, statements of income and expense, cashflows and notes to financial statements) in accordance with the law on accounting¹⁾
- Supervising the finance employees of the school;
- Following up on payments of tuition fees and extracurricular fees;
- Ensuring compliance with the budget set for roadshows and activities

2. Admissions and Receptions

- Greeting visitors of the school and displaying a good image of the student admission department ;
- Responding to questions and providing information on curricula and extracurricular activities, distributing maps, brochures, newsletters and such other relevant information;
- Ensuring application forms are filled correctly and completely;
- Supervising interviews with students and the selection process and preparing appropriate records and facilitating appointments;
- Compiling name lists and information on student admissions for normal reporting and/or special reporting purposes;
- Updating the student database as may be necessary to ensure data is accurate and up-to-date.

3. Communications

- Collaborating with the communication team of the school to promote confidence in the SISB brands;
- Providing support to the School Director in maintaining SISB logos;
- Participating in roadshows and promotional activities/ commercial activities to support the school;

- Participating in the preparation of school newsletters for students and parents and ensuring that all social networks of the school are always up-to-date;
 - Planning and carrying out extracurricular activities according to the calendar and community activities
4. Customer Services
- Supervising work to meet the demand of customers and providing excellent customer services to promote the good image of the school;
 - Responding to questions and providing information for customers and handling complaints of customers (if any);
 - Coordinating between parents and the school management and giving timely recommendations to senior executives on the overall improvement of quality of customer services;
 - Promoting professional development and training to enhance customer service quality
5. Management of School Shops
- Managing and supervising shop staff;
 - Supervising and managing school shops' inventory to ensure inventory is up-to-date and can meet the demand;
 - Checking stocks of goods and shop products
6. To assume the position of senior executive of the school in:
- attending meetings and providing input to the school's team of senior executives;
 - participating in all business solutions and school activities;
 - preparing reports and assisting the school's team of senior executives
7. To be responsible for general administration of the school including other duties relating to the management of the school in accordance with the School Charter, rules and regulations and to have other duties provided under the Private Schools Act.

Note: ¹⁾ being duties provided under the Private Schools Act, B.E. 2550 (2007) as amended in 2011 (No. 2 of Private Schools Act)

9.4.6 School Director

Qualifications of School Director

The School Director shall be a Thai national and shall have qualifications in accordance with, and does not have prohibited characteristics provided under the Act on Council of Teachers and Education Personnel, B.E. 2546 (2003) and School Director shall be able to work fulltime for the formal education school

1. Qualifications

- Being at least 20 years old;
- Having completed an academic degree or equivalent or having such other academic qualifications certified by the Teachers Council of Thailand;

- Having completed teaching in educational institutions in accordance with academic curricula for at least one year and passed the assessments in accordance with the requirements, methods and conditions determined by the committee of the Teachers Council of Thailand
2. Prohibited Characteristics
- Displaying failure of good behaviour or good morals;
 - Being incompetent or quasi-incompetent;
 - Having been imprisoned for offences considered by the Teachers Council of Thailand as disgrace to the integrity of the profession

Scope of powers, duties and responsibilities of the School Manager

The School Director shall be responsible for the academic work of the school including its activities and education systems required by the government and all relevant laws and regulations and shall have the duties to supervise and ensure that the school complies with its policies, philosophy and objectives. Details of powers, duties and responsibilities of the School Director are as follows:

1. Academic work
- Ensuring the provision of education in the context of an international school which complies with the Private Schools Act;¹⁾
 - Being responsible for the academic work of the school;¹⁾
 - Ensuring that the school provides education on the Thai language and history to comply with the regulations of the Ministry of Education;
 - Providing documentation to comply with the requirements of the government and SISB;
 - Reviewing annual documents and reports;
 - Attending meetings with the Ministry of Education as may be necessary;
 - Representing the school in meetings with ONESQA
2. Supervision of teachers and education personnel
- Appointing and terminating teacher and education personnel contracts including school staff in accordance with the regulations determined by the Executive Committee¹⁾
 - Supervising teachers, education personnel and students of the school;
 - Preparing records of teachers, education personnel, staff, students and other such documents relating to the provision of education in accordance with the regulations of the committee;¹⁾
 - Preparing evidence of education assessment in accordance with the regulations of the committee;¹⁾
 - Inspecting and ensuring that all staff have the required qualifications for the purpose of applying for visas and work permits;
3. Supervision of offsite education/ school trips
- Ensuring permits are obtained from the regulating authority for the purpose of school trips;
 - Ensuring that education personnel of the school (teachers, nurses, drivers, etc.) are aware of matters relating to offsite education/ school trips;

- Providing regular reporting channels during offsite education/ school trips
4. Compliance with the law on construction of new buildings
 - Giving recommendations relating to new buildings and ensuring compliance with the law;
 - Ensuring compliance with the requirements of the number of classrooms and number of students;
 5. Safety compliance
 - Ensuring consistent security and safety checks for the school;
 - Giving advice on the safety to teachers and students
 6. To assume the position of senior executive of the school in:
 - attending meetings and providing input to the school's team of senior executives;
 - participating in all business solutions and school activities;
 - preparing reports and assisting the school's team of senior executives
 7. To perform other duties relating to academic matters in accordance with the rules and regulations of the government including the School Charter, policies, rules and regulations and other duties provided under the Private Schools Act¹⁾

Note: ¹⁾ being duties provided under the Private Schools Act, B.E. 2550 (2007) as amended in 2011 (No. 2 of Private Schools Act)

9.4.7 Scope of powers, duties and responsibilities of The Head of School Executives

1. Prepare a short-term and long-term strategic plan for the education requirements of the school including an annual education budget to be proposed to the School Executive Committee;
2. Be responsible for the learning and well-being of students and personnel and the leadership of academic supporting staff including all aspects of day-to-day academic management and activities;
3. Be responsible for the day-to-day business operations of the school and develop a work system of the school, create an appropriate and safe learning environment that is multicultural to concretely correspond with the school's vision, missions and goals of providing education;
4. Be responsible for marketing, public relation efforts, promotion and development of the school in accordance with the strategic plans of the school and promote public relation efforts for the school both internally and to the public;
5. Supervise the student admission process and ensure that students are selected and admitted in accordance with the student admission policies and the school's intentions;
6. Ensure that students have access to advice and consultations on education, personal and vocational matters, matters relating to higher education, promote culture of co-accountability regarding the social and emotional well-being of all students;

7. Manage teaching human resources and supporting staff to ensure they are adequately and appropriately qualified to effectively and professionally meet the requirements of teaching in all fields of study;
8. Inspect work systems and school property to ensure they are sufficient and appropriate to effectively provide support to the learning of students and to be qualified under the requirements of relevant regulatory authorities and international safety standards;
9. Manage teaching and learning to properly comply with the curricula and to continuously develop curricula to create a diversity of learning experiences in line with the multicultural environment of the school and the Thai culture.

9.5 Governance and management of schools whose licences are held by the Company

The Company determines policies for the governance and management of schools whose licences are held by the Company and/or its subsidiary. The objectives of these policies are to allow the Company to supervise the management of the schools to ensure that they have complied with the provided measures and mechanisms. The Company also requires that directors, executives and/or employees appointed by the Company and/or its subsidiary to hold the position of a member in the Executive Committee of the schools and/or the school executive shall sign an acknowledgement of the governance and management policy. Details of the school governance and management policy are in the following paragraphs.

Any transactions or actions that are material or have an impact on the financial position and operating results of the schools require approval from the Board of Directors or from the general meeting of shareholders of the Company (as the case may be). In order to proceed with the transaction or actions, the Board of Directors of the Company shall hold a meeting of the Board of Directors and/or the general meeting of shareholders to consider and approve to enter into such transactions or actions. In this regard, the Company shall make any relevant disclosure of information and shall comply, *mutatis mutandis*, with the rules, regulations, procedures and methods relevant to the matters to be approved as may be required by the Public Company Limited Act, the law on securities and exchange and other relevant laws, notifications, regulations and requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

1.1 The following transactions or actions of the school shall require approval from the Board of Directors of the Company:

- (1) Appointment or nomination of persons to the School Executive Committee for each school the majority membership of which shall comprise directors or executives of the Company. To the extent this policy or the Board of Directors of the Company shall determine otherwise, the directors or executives appointed or nominated by the Company shall have the discretion in making any decision at the meeting of the School Executive Committee on matters relating to the general management and the conduct of the business of the school for the best interest of the Company and the school;
- (2) Approval for payment of annual or interim dividends (if any) or the distribution of profits of the school;
- (3) Amendments to the regulations or the School Charter;
- (4) Consideration and approval for the annual budget of the school unless otherwise provided under the Delegation of Authority;

- (5) Appointment of auditor of the school only where such auditor does not report to the audit firm which is a full member in the same firm with the Company's auditor which is inconsistent with the auditor appointment policy of the Company (i.e. auditor of the school must report to the same audit firm used by the Company)

Items (6) to (9) below shall be considered material and would have a material impact on the financial position and operating results of the school if they are entered into. Therefore, prior to the meeting of the School Executive Committee and before any members of the Executive Committee appointed by the Company may vote on any of the above matters, the prior approval from the Board of Directors of the Company shall be obtained in accordance with the requirements about the calculation of the size of transaction in comparison with the characteristics and/or the size of the Company. For this purpose, the requirements about the calculation of transaction size under the regulations on the connected transactions or the notification on the acquisition or disposal of material assets (as the case may be) shall apply *mutatis mutandis*, to the extent that such matters require approval from the Board of Directors of the Company.

- (6) If the school agrees to enter into transactions with any connected person of the Company or of the school or transactions that relate to the acquisition or disposal of assets of the school which shall include, without limitations, the following:
- a) Transfer or relinquishment of rights including waiver of any claims against persons who cause damage to the school;
 - b) Sale or transfer of the entire business of the school or the material part thereof to a third person;
 - c) Purchase or acceptance of transfer of business of other schools to the school;
 - d) Entry into, amendment to or termination of agreements relating to the lease of the entire or material part of the school business, the delegation of other third parties to manage the school business or the merger of the school business with other parties with the aim of sharing profit and loss;
 - e) Lease or hire-purchase of the entire or material part of the school business or assets
- (7) Borrowing, lending, giving credits, suretyship or entering into transactions to cause the school to assume additional financial burden or to provide financial assistance in such other matters to other parties in material amount and which is not in the normal course of business of the school except for the loans between the Company and the school or loans among schools the licences of which are held by the Company or its subsidiaries;

- (8) Dissolution of school business;
 - (9) Such other transactions which are not the normal business of the school and have material impact on the school
- 1.2 Before the school can enter into any of the following transactions, approval from the general meeting of shareholders by resolution of at least three-fourths of the total voting rights of shareholders present at the meeting and entitled to vote shall be required:
 - (1) The school agrees to enter into a transaction with the connected party of the Company or of the School or transaction relating to the acquisition or disposal of assets of the school to the extent where the size of such transaction, when compared to the characteristics and/or size of the Company (by applying *mutatis mutandis* the requirements about the calculation of transaction size under the regulations on the connected transactions or the notification on the acquisition or disposal of material assets (as the case may be) to the extent that such matters require approval from the general meeting of shareholders);
 - (2) Dissolution of the school business to the extent that when the size of business is calculated for the dissolving of the school in comparison with that of the Company such dissolution would require approval from the general meeting of shareholders of the Company (by applying *mutatis mutandis* the requirements about the calculation of transaction size under the regulations on the acquisition or disposal of material assets (as the case may be) to the extent that such matters require approval from the general meeting of shareholders);
 - (3) Such other transactions which are not the normal business of the school and have material impact on the school (by applying *mutatis mutandis* the requirements about the calculation of transaction size under the regulations on the acquisition or disposal of material assets.
- 1.3 The Board of Directors of the Company shall monitor compliance of the School Executive Committee with duties and responsibilities, the law, Articles of Association and policies of the Company;
- 1.4 The Board of Directors of the Company shall ensure that the school puts in place an internal control system, risk management system and a system to prevent corruption and shall determine appropriate measures to effectively monitor operations of the school to ensure that they are truly and continuously in compliance with work plans, budgets and policies of the Company including relevant laws and notifications on good corporate governance of listed companies and notifications, regulations and requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Board of Directors shall also ensure that the school disclose to the Company the information on its financial position and operating results, connected transactions and transactions with possible conflict of interests, acquisition or disposal of material assets and other material transactions to comply with the requirements of the corporate governance of the school and with the relevant rules and notifications of the Capital Market Supervisory Board and the notifications of the

Board of Governors of the Stock Exchange of Thailand, as may be amended from time to time.

- 1.5 The Company shall ensure that the members of the School Executive Committee who are the representatives of the Company attend every meeting of the School Executive Committee and exercise their votes in accordance with the requirements of the Company for matters which are material for the business of the school.
- 1.6 The School Executive Committee or its related persons may only enter into transactions with the school when such transactions are approved by the School Executive Committee except for transactions on an arm's length basis and the terms and conditions of which have already been approved by the School Executive Committee or are in compliance with the principles approved by the School Executive Committee.
- 1.7 Directors and executives appointed to the School Executive Committee shall have the following duties:
 - (1) Prepare an internal control system and such other work systems as may be necessary and determine measures to be used in monitoring school operations and provide channels through which directors and executives of the Company can access information on the school for monitoring purposes such as information relating to the financial positions and operating results of the schools, connected transactions and transactions with possible conflict of interests and an acquisition or disposal of material assets to ensure that the Company has complete, accurate and timely access to information consistent with the monitoring measure by the Company under clause 1.4
 - (2) Disclose and submit to the School Executive Committee reports on any interests that the directors or executives including their related persons may have in connection with the relationship and transactions that are expected to create any conflict of interests with the school. Directors and executives appointed by the Company to be tasked with controlling the operations of the school shall report the matters to the Board of Directors within the timeframe required by the Company. This is to allow the Company to have supporting information for its consideration and approval process, taking into consideration the interests of the overall Group. Directors and executives shall not be involved in any matters in which they have a conflict of interests.

The following acts shall cause the directors and executives appointed by the Company to the School Executive Committee or their related persons to have other financial benefits than which they should normally be entitled to or may cause damage to the Group. Consequently, the following acts shall be presumed to be materially in conflict with the interests of the school

- (a) Transactions between the school and the directors and executives appointed to the School Executive Committee

- or their related persons that are inconsistent with the requirements about connected transactions;
 - (b) The use of inside information of the school;
 - (c) The use of assets or business opportunity of the school in manners that are in breach of the general requirements or practice provided by the Capital Market Supervisory Board
- (3) Regularly report to the Company on the business plans, business expansion plans, material investment projects or investments with other business operators in accordance with the requirements of the Board of Directors of the Company and provide clarifications and/or submit documents as may be requested by the Company;
- (4) Clarify and/or submit information or documents or evidence to the Company as may be requested.

9.6 Corporate governance of subsidiaries and associate companies

The Company will invest in companies that have similar business objectives with the core business of the Company or in business that is similar to or may support the business of the Company which would result in increased operating results or profits. Alternatively, the Company may invest in any synergy which may support the core business of the Company and enhance its competitiveness. The Board of Directors may consider an investment in other business than the core business or other business of the Company if it considers that such business has the potential and would be beneficial for the Company and the shareholders in general.

Corporate governance of subsidiaries and associate companies involves sending directors or executives who are qualified and experienced which are appropriate for the business operation of the subsidiary and associate companies to represent the interest of the Company in managing the business of such subsidiary and associate company. The Company's representatives in subsidiaries and associate companies will also determine material policies and control business operations of subsidiaries and/or associate companies. They will determine corporate governance mechanisms by putting in place the requirements about the disclosure of financial information, acquisition and disposal of assets and connected transactions entered into with such subsidiaries by applying the relevant requirements about disclosure of information and required actions to be consistent with the requirements of relevant regulatory authorities. The Company's representative directors shall perform duties of supervising the management of subsidiaries and/or associate companies to comply with the policies determined by the Company through adequate and appropriate internal control. They are also required to use their discretion to comply with the resolutions of the Board of Directors Meeting and/or the general meeting of shareholders on material matters of subsidiaries and/or associate companies for the best interest and for the sustainable growth of the Company.

9.7 Use of Inside Information

To achieve transparency and to prevent the abuse of inside information of the Company for personal benefits and to avoid any accusations against the Company regarding the securities trading by its insiders, the Company issues the following regulations to require its directors, executives and employees to comply with:

1. Directors, executives, staff and employees of the Company are prohibited from disclosing or using confidential information and/or inside information of the Company for their own personal benefits or for the benefits of any other persons, either directly or indirectly, and regardless of whether they would have received any considerations;

2. Directors, executives, staff and employees of the Company including their spouses and minor children are prohibited from using inside information of the Company which may be price sensitive in the purchasing, selling, offering to purchase or to sell or soliciting the purchase, sell or offer to purchase or to sell securities of the Company, either directly or indirectly prior to such inside information becoming public regardless of whether such act is for the personal benefits or for the benefits of any other persons. Any persons in breach of this regulation on the use of inside information shall be liable for punishment in accordance with the disciplinary measures of the Company.
3. The Company has informed its executives about their obligations to report their holding of securities in the Company, including securities holding of their spouse and minor children, and to report on any changes thereto to the Office of the Securities and Exchange Commission pursuant to Section 59 and relevant sanctions under the Securities and Exchange Act (No. 5), B.E. 2559.
4. The Company has imposed a silent period where directors and executives of the Company including their spouses and minor children are prohibited from trading securities of the Company during a period of one month before the financial statements of the Company are disclosed to the public.

The Company will inform its directors, executives, staff and employees of the above prohibition.

9.8 Auditors' Fees

As the financial year 2019 ended on 31 December 2019, the Company paid an audit fee of THB 3,200,000 to its auditor, EY Company Limited for the audit and review of interim financial statements on a standalone basis, including financial statements of its subsidiaries and schools whose licences are held by the Company including its Joint Venture and on a consolidated basis. There are no other fees paid to the auditor, audit firm and persons or business relating the auditor or audit firm other than such audit fee.

9.9 Compliance with other good corporate governance principles

N/A

10. Corporate Social Responsibility

The Company conducts its business in accordance with the principles of good corporate governance having regards to the development of the quality of teaching, human resources development and environmental and social responsibility. The Company values balance between business profitability and giving back to society and therefore sets out the following concrete practices of corporate social responsibility:

1. Fair Operating Practices

The Company adheres to fair operating practices within the competition framework based on fairness and equality. The Company sets out these fair operating practices in its Code of Conduct which have due regards to the accountability of the Company to all relevant stakeholders including shareholders, employees, teachers, business partners, creditors, students and their parents, competitors, the community and society. The Code of Conduct requires the Company to adhere to the following principles:

1. Trust and reliability;
2. Respect for others;

3. Communication that is in good faith and open;
4. Example from leaders;
5. Compliance with laws;
6. Avoidance of conflict of interests;
7. Accurate reporting;
8. Honesty; and
9. Fair treatment for shareholders

2. Anti-Corruption

The Company adheres to the principle of integrity, transparency and anti-corruption policy in its business conduct. It has a fair and equality practice and recognises the importance of the prevention of corruption both within and outside the organisation. It requires all of its employees to comply with the law and adhere to ethical practice.

There are two key anti-corruption practices: transparency and participation.

Transparency

1. The Company adopts an open and straightforward working procedure.
2. Members of the organisation are welcome to have access to information.
3. Members of the organisation are informed of every work and activity process.
4. Members of the organisation can participate in the audit of the organisation.

Participation

1. Interested persons can participate in acknowledging and understanding problems, expressing views and proposing relevant key issues.
2. Interested persons can brainstorm to identify solutions and participate in the decision-making process.
3. Interested persons can participate in the development of the organisation as a partner of development. Relevant practices are as follows:
 - To promote awareness, values and attitudes of compliance with honesty;
 - To put in place an effective and efficient internal control system to create check and balance to prevent corruption by employees or involvement in any corruption;
 - To prohibit directors, executives and employees from doing anything to the effect of demanding or accepting properties or any other benefits for themselves or for others to incentivise the unlawful practices or undue omission of duties or practices which may cause damage to the interests of the Company;
 - To prohibit directors, executives and employees from giving or offer to give properties to any other persons to incentivise them to do or omit to do anything that is unlawful or that is an abuse of power.

The Company makes available channels for complaints, opinions and whistleblowing in case there is any unlawful act or corruption that relates to the Company both directly and indirectly, including practices that are inconsistent with the standards and practices of the Company or that may have

an impact on the internal control system of the Company such that it may be a possible act of corruption and may have a possible impact on the reputation of the Company.

In addition, the Company also provides a whistleblower protection measure where whistleblowers will be protected equally regardless of their positions as directors, executives, employees or stakeholders. Whistleblowers may choose not to have their name disclosed. The Company will treat whistleblowers with equity and will protect them including those accepting complaints, persons who have complaints against themselves and any persons involved in the fact-finding process. The Company shall treat all information with confidentiality and will only make disclosure when it is necessary having due regards to the safety and possible damage of whistleblowers, those accepting complaints, persons who have complaints against themselves and any persons involved in the fact-finding process.

3. Respect for Human Rights

The Company recognises the importance of and respects human rights and will not do anything that will violate human rights of a person or any group of persons both directly or indirectly. In addition, the Company always values every employee as its key resource. Employees are treated with respect for their integrity and privacy. The Company always ensures a safe working environment for both the health and property of its employees.

4. Fair Treatment for Employees

The Company has a policy to treat all employees with fairness. Compensations are paid appropriately, timely and fairly. The Company also provides training to develop professional skills. Training on other subjects than professional development are also provided to promote better understanding of each aspect of work and to allow the employees to be able to integrate their skills in enhancing efficiency.

5. Responsibility for Students

- Students are in safe learning environments which promote multicultural and linguistic diversity developments.
- Students are encouraged to have academic excellence and an analytical mind. They should aspire to lifelong learning through teaching that is both intensive and creative and based on the good care of students.
- Students are supported and encouraged to achieve success in a trilingual environment. They will learn to develop a life skill that is necessary for their achievements and for their access to higher education in world-class universities of their preference.
- The Company promotes well-being of students through both curricular and extracurricular activities.
- The Company promotes professional development for all employees and encourage them to work with parents and their colleagues in developing a strong community.

6. Environment Preservation

The Company understands the importance of the energy and the environment in which it operates. It adopts an environmentally friendly approach to reduce pollution and preserve energy in improving its

buildings and creating learning environments. These investments in environment preservation efforts are expensive but they prove to be worthwhile because they reduce the impact on the environment. The Company adopts energy saving schemes in the design and improvement of buildings to maximise efficiency. These include, for example, the design of buildings that allow good ventilation of air and the use of LED light bulbs for lighting systems in buildings to save energy costs. The Company also arranges green spaces around its buildings where students can enjoy their relaxation out of the classroom.

In addition, students are encouraged to have awareness for the environment and take part in preserving and improving it. Activities are organised to allow students to participate in caring for the environment of the school, to help with waste separation efforts and to use energy and resources with appreciation in order for them to apply this in their daily lives. This is also aimed at instilling a good sense of environmental preservation which will expand into to society and the community to create balance and sustainability.

7. Community and Social Development

The Company has always participated in community and social development activities. It organises activities to translate its corporate social responsibility to practice every year. It recognises the importance of the community around it, including those in remote areas. Activities done for the benefit of the community and the public are:

SISB Corporate Social Responsibility – English Learning (CSR-EL)

2019 Singapore International School of Bangkok in collaboration with Pharam 9 Kanchanaphisek Temple and Praram 9 Kanchanaphisek School has continuously organised the SISB Corporate Social Responsibility – English Learning Project (CSR-EL) to teach English for Primary students of Pharam 9 Kanchanaphisek School on Saturday at our campus free of charge. It is our ambition to improve their communication skills and basic understanding of English.

Additionally, Singapore International School of Bangkok has stretched out the same project to Wat Samakee Tham School ,Wangthongland , Bangkok. All lessons are performed by SISB volunteer teachers and students. This also includes SISB Parent Support Team for snacks and milk sponsorship throughout the session.

There are all together 387 CSR students from both Praram 9 Kanchanaphisek School and Wat Samakee Tham School from the starting year until now.

We Give We Share

The We Give We Share Project is a charity project initially initiated by the Nursery Kindergarten team, parents and students. Today it incorporates members from all departments and all SISB schools.

The objective of the project was to give back to under privileged children in rural areas that often are neglected. Teachers, students and parents work together in preparing and engaging in activities to raise funds in different ways.

The funds raised are then used to develop schools, provide financial assistance to build facilities that are necessary for the basic well being of the children in the area and in necessities that the children need to get the basic education in the area.

The team will travel to the area once a year, at the end of the year to facilitate and inspect the use of financial aid to ensure that it is properly allocated and used.

11. Internal Control and Risk Management

11.1 The Board of Directors' Opinion on the Sufficiency of Company's Internal Control System

At the Board of Directors meeting No.1/2020 on 25 February 2020 the Audit Committee consisting of all three members considered and assessed the sufficiency of the Company's internal control system. After consulting with Management they arrived at a conclusion on the five areas of the Company's internal control system which are:

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

The Board of Directors was of the opinion that the internal control system of the Company is sufficient and appropriate. The Company provides sufficient human resources to effectively implement such internal control system to ensure that the business operations are transparent and comply with the principle of good corporate governance. In addition, the Company arranged for a monitoring system to prevent any unauthorised use of assets of the Company by the Company's directors or executives. It also put in place a sufficient internal control system in connection with transactions with persons with possible conflict of interests or connected persons.

11.2 Actions taken in connection with the internal control system

The Company has an Audit Committee to discharge the duties of auditing and ensuring that the Company, its subsidiary and schools whose licences are held by the Company and/or its subsidiary have a sufficient and effective internal control and internal audit system. The Audit Company also has the duty to review the operations of the Group to comply with the law on securities and exchange, the requirements of the Stock Exchange of Thailand and laws governing the business operations of the Group. The Audit Committee will meet at least every quarter to consider and ensure correct and sufficient financial reporting and disclosure of information. The Audit Committee will also consider related party transactions or transactions with possible conflicts of interest to comply with the law and the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand. The Company's auditor also attended the Audit Committee meeting to give input and observations from the auditing of the Company's accounts.

To ensure that the internal control system of the Company, its subsidiary and schools whose licences are held by the Company and/or its subsidiary is efficient, the Company has engaged P & L Internal Audit Company Limited to audit the internal control system of the Company. The internal auditor prepared a report on the assessment and the audit of the internal control system of the Group and has reported the results consistently and directly to the Audit Committee every quarter. The Group has corrected each function within the Group to comply with the recommendations of the internal auditor.

11.3 Internal auditor's opinion on the internal control system

In 2019, the internal auditor inspected and monitored the main functions within the Group which comprise: management of Payroll Management, Purchasing Management, Business Continuity & Crisis management and Food Hygiene Practices and recommendations on improvements to enhance check and balance in all functions. This would result in continuous improvements to the quality of the Company's internal control system and lead to

good corporate governance. The Company had addressed each of the issues recommended by its internal auditor continuously.

11.4 The auditor's observations on the internal control system

EY Company Limited (the "Auditor"), which is the auditor of the Group, has audited the financial statements for the year ended 31 December 2019, and did not have any observations related to the internal control system to report.

11.5 The Company's Head of Internal Audit

The Company has engaged P & L Internal Audit Company Limited which is an outsource service provider to perform the duties of auditing the internal control system of the Company since 2015. P & L Internal Audit Company Limited assigned its Vice-President of Operations, Ms. Wanwimol Jongsuriyapas to perform the duties of the Company's Head of Internal Audit. Details of the qualifications of the Company's Head of Internal Audit are as follows:

Internal Auditor	P & L Internal Audit Company Limited
Head of Internal Audit	Ms. Wanwimon Jongsuriyapas
Education	<ul style="list-style-type: none"> ▪ Master Degree in Executive MBA 2020, NIDA University ▪ Bachelor's Degree in accountancy 2006, Dhurakij Pundit University ▪ Internal Auditing Certificate Program – IACP by the Federation of Accounting Professions ▪ CPIAT by The Institute of Internal Auditors of Thailand (IIAT) ▪ Prepared Course for Certified Internal Auditor: Pre – CIA) by Chulalongkorn University
Relevant Trainings	<ul style="list-style-type: none"> ▪ Business Management for Internal Audit in Digital 4.0 by the Federation of Accounting Professions ▪ Topic "Fraud Audit and Caution for Auditor by The Institute of Internal Auditors of Thailand ▪ COSO 2014 by The Institute of Internal Auditors of Thailand ▪ Integrated Audit 1/2561 by the Federation of Accounting Professions ▪ Cost Management for value added and sustainability by the Federation of Accounting Professions ▪ Data Analytics for Internal Auditor by the Federation of Accounting Professions

The consideration of and approval for the appointment, removal from office and relocation of the Company's Head of Internal Auditor must be approved (or consented) by the Audit Committee. Details of the qualifications of the Company's Head of Internal Audit are in [Attachment 3].

12. Related Party Transactions

12.1 Nature of Relationship

The Company entered into related party transactions with persons with possible conflicts of interest which comprise shareholders and/or executives of the Company and its affiliated companies. Details of the nature of relationship can be summarised as follows:

Persons with Possible Conflict of Interests	Nature of Relationship
1. SISB-SIRI Company Limited (“ SISB-SIRI ”) <ul style="list-style-type: none"> - Operates the business of being the holder of a licence to establish Singapore International School Chiangmai 	<ul style="list-style-type: none"> - Being the Joint Venture in which each of the Company members and a group of businessmen in Chiangmai holds 50 percent of interests - Mr. Yew Hock Koh and Ms. Wilawan Kaewkanokvijit are the common directors.
2. Singapore International School Chiangmai	<ul style="list-style-type: none"> - International school whose licence is held by SISB-SIRI (Joint Venture)
3. Am International Company Limited (“ Am Inter ”) <ul style="list-style-type: none"> - Operates the business of importing and exporting and distributing electronic parts 	<ul style="list-style-type: none"> - Mr. Yew Hock Koh and Ms. Nongnapha Thongmee are the common shareholders holding 49.00 percent and 39.00 percent of total issued shares respectively in AM Inter
4. Private Fund of relatives of the Company's directors	<ul style="list-style-type: none"> - Private Fund of relatives of Mr. Chatrapee Tantixalerm who holds the position of Company Director
5. Mr. Yew Hock Koh	<ul style="list-style-type: none"> - Being the director and the Chief Executive Officer of the Company - Holding 308,720,000 shares representing 32.84 percent of total issued shares of the Company as of 31 December 2019
6. Ms. Wilawan Kaewkanokvijit	<ul style="list-style-type: none"> - Being the director and the Corporate Director of Admissions; - Holding 273,000,000 shares representing 29.04 percent of total issued shares of the Company as of 31 December 2019
7. Ms. Nongnapha Thongmee	<ul style="list-style-type: none"> - Holding 96,901,300 shares representing 10.31 percent of total issued shares of the Company as of 31 December 2019

12.2 Details of Related Party Transactions

The followings are details of related party transactions of the Company for 2018 and 2019:

(1) Income from the sale of education materials

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2018	2019	
Singapore International School Chiangmai	Income from the sale of education materials	0.236	0.084	Singapore International School of Bangkok, Singapore International School Suvarnabhumi and Singapore International School Thonburi sold textbooks and school uniforms to SISB-SIRI for use at Singapore International School Chiangmai at cost plus margin which is the same price used in the sale of the products to other schools within the Group. The Audit Committee considered and was of the opinion that the transaction would be beneficial for the schools within the Group and was reasonable.
	Account Receivables	-	-	

(2) Other income

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2018	2019	
SISB-SIRI	Income from admission management fees	0.83	1.91	The Company provided advisory services to SISB-SIRI on the management and operations of school business which included accounts preparation and recruitment of education personnel. Service fees were charged with reference to the revenue and operating results of the schools managed by the Company. The Audit Committee considered and was of the opinion that the transaction would be beneficial for the schools within the Group and was reasonable.
	Accounts Receivable	0.36	0.54	

(3) Purchase of Equipment

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2018	2019	
AM Inter	Purchase of Equipment	0.08	-	Singapore International School of Bangkok and Singapore International School Suvarnabhumi purchased electronic appliances and cable cords from Am Inter for installation of CCTV, audio system, etc. for the Company and schools whose licences are held by the Company. The purchase was a transaction with normal general commercial terms with a price that was in line with the market price. The Audit Committee considered and was of the opinion that the transaction would be beneficial for the schools within the Group and was reasonable.
	Accounts Payable	-	-	

(4) Debtors and Creditors

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2018	2019	
Singapore International School Chiangmai	Other Accounts Receivable	0.06	0.08	Other accounts receivable represented the Group's advance payments. The Audit Committee considered and was of the opinion that the transaction was reasonable.

(5) Bills of Exchange

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
		2018	2019	
Private Fund of Relatives of the Company's Director	Beginning of the period	10.00	-	On 3 April 2018, the Company issued and offered Bills of Exchange Tranche No. 1/2018 for a term of six months offered to four investors, having the total value of THB 150 million. Such B/E carried an interest rate of 3.50 per year and the redemption date for this
	Increased during the period	10.00	-	
	Repaid during the period	(20.00)	-	
	End of the period	-	-	

Persons with possible conflict of interests	Nature of Transactions	Value of Transactions (THB in Million)		Transactions
	Interest payable Accrued interest payable	0.26 -	- -	<p>tranche was 3 October 2018. The Private Fund invested in the Bills of Exchange having the value of THB 10 million at a similar interest rate and under similar terms and conditions to those of the other private funds.</p> <p>In 2018, the Group redeemed all the Bills of Exchange. As at the end of 2018, the Group did not have any Bills of Exchange left.</p> <p>The Audit Committee considered and was of the opinion that the transaction would be beneficial for the Company and that the interest rate and conditions on which the Private Fund invested in the Bills of Exchange were similar to those prescribed for other private funds.</p>

12.3 Measures and procedures for approving related party transactions

The Company puts in place measures for related party transactions among the Company, its subsidiary and schools whose licences are directly held by the Company and/or its subsidiary. The Audit Committee will express its opinion on the necessity of the transactions, reasonableness and appropriateness of the price at which the transactions are entered into taking into consideration terms that are in line with the normal commercial market terms which are comparable to prices at which transactions would have been entered into with other third parties. For related party transactions in which the Audit Committee may not have expertise, the Company will obtain services from independent third party professional service providers such as auditors, asset appraisers or law firms to express independent opinion on such related party transactions to assist with the decision making of the Audit Committee who shall propose the matter to the Board of Directors meeting or general meeting of shareholders for further consideration.

In addition, the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary put in place a measure to prohibit the executives or interested persons from being involved in the approval process for transactions in which they have either direct or indirect interest. The Board of Directors will also be required to ensure that the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary to comply with the laws on securities and exchange including rules, regulations, notifications, orders or the regulations of the Capital Market Supervisory Board and the requirements to make public disclosures for connected transactions or for the acquisition or disposal of material assets of the Company, its subsidiary and schools whose licences are directly held by the Company and/or its subsidiary, and with accounting standards prescribed by the Thailand Federation of Accounting Professions and shall disclose information of related party transactions in the notes to financial statements audited or reviewed by the Company's auditor.

12.4 Policies and tendency of related party transactions

The Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary may regularly enter into related party transactions which shall be in the normal course of business. Clear policy for related party transactions will be determined and require the transactions to be entered into on commercial terms and conditions according to the normal course of business that are similar to those provided for other transactions with non-related parties and/or companies such as sale of goods, rentals, provision or receipt of services, guarantees provided by major shareholders and/or directors. Related party transactions will be entered into on the basis of necessity for the business operations of the Group and will be for the benefit of the Group. The Audit Committee will review and monitor compliance quarterly with the relevant rules and regulations and will express its opinion on the reasonableness of the transactions.

For future related party transactions that are not the normal course of business, the Company will ensure that the Audit Committee reviews the compliance with the relevant rules and regulations and ensure that justifications are provided on the transactions before the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary could enter into such transactions. The measures and procedures for approving the related party transactions will be complied with. However, for related party transactions which may cause a conflict of interests in the future, the Board of Directors shall comply with the law on securities and exchange, rules and regulations including notifications, orders or the requirements of the Capital Market Supervisory Board, the Securities and Exchange Commission, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company shall also comply with the disclosure requirements to provide information on related party transactions including the acquisition or disposal of assets of the Company, its subsidiary and schools whose licences are held directly by the Company and/or its subsidiary. Also, accounting standards prescribed by the Thailand Federation of Accounting Professions shall also be complied with.

Financial Position and Performance

Key Financial Information

13. Financial Positions and Operating Results

The Company and its subsidiary comply with the financial reporting standard No. 15 on revenue from contracts with customers which was published in the Royal Gazette on 8 February 2018. Therefore, the Company prepared its consolidated financial statements for the year ended 31 December 2017, 2018 and 2019 for the purpose of analysing the operating results and financial positions of the Company. Unless otherwise provided, investors should review relevant notes to financial statements which are provided in the attachment to this document to include criteria used in the preparation of consolidated financial statements and material accounting policies adopted by the Company.

13.1 Summary of Auditor's Report

(a) The 2017 Consolidated financial statements for specific purpose were audited by Ms. Rungnapa Lertsuwanakul (CPA No. 3516) from EY Company Limited.

The auditor audited the financial statements for specific purposes of the Company and its subsidiary (the '**Group**'), which comprise the consolidated statement of financial position as at 31 December 2016, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flow statements for the year then ended including notes to the consolidated financial statements including a summary of significant accounting policies. The auditor's opinion is that the statements for specific purposes present fairly, in all material respects, the financial position of the Company in accordance with Thai Financial Reporting Standards for financial statements for specific purposes.

(b) The 2018 Consolidated financial statements for specific purpose were audited by Ms. Rungnapa Lertsuwanakul (CPA No. 3516) from EY Company Limited.

The auditor audited the consolidated financial statements of the Company and its subsidiary (the "**Group**"), which comprise the consolidated statement of financial position as at 31 December 2018, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flow statements for the year then ended including notes to the consolidated financial statements including a summary of significant accounting policies. The auditor expressed her opinion that the statements present fairly, in all material respects, the financial position of the Company in accordance with Thai Financial Reporting Standards.

(c) The 2019 Consolidated financial statements for specific purpose were audited by Ms. Rungnapa Lertsuwanakul (CPA No. 3516) from EY Company Limited.

The auditor audited the consolidated financial statements of the Company and its subsidiary (the "**Group**"), which comprise the consolidated statement of financial position as at 31 December 2019, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flow statements for the year then ended including notes to the consolidated financial statements including a summary of significant accounting policies. The auditor expressed her opinion that the statements present fairly, in all material respects, the financial position of the Company in accordance with Thai Financial Reporting Standards.

13.3 Summary of Financial Positions and Operating Results

Consolidated Financial Statements of the Group

Statement of Financial Position	Consolidated Financial Statements in accordance with TFRS 15					
	31 December 2017		31 December 2018		31 December 2019	
	THB in Million	%	THB in Million	%	THB in Million	%
<u>Assets</u>						
<i>Current Assets</i>						
Cash and cash equivalents	75.64	4.38	367.33	15.15	261.52	9.68
Current investments	70.02	4.06	516.38	21.29	834.87	30.91
Trade and other receivables	33.87	1.96	38.03	1.57	56.13	2.08
Inventories	8.97	0.52	7.59	0.31	8.03	0.30
Other current assets	7.86	0.46	12.73	0.53	11.47	0.43
Total current assets	196.35	11.38	942.06	38.84	1,172.01	43.40
<i>Non-current assets</i>						
Restricted bank deposits	1.57	0.09	1.37	0.06	1.37	0.05
Investment in joint venture	52.56	3.05	50.37	2.08	53.81	1.99
Property, plant and equipment	1,429.71	82.87	1,385.91	57.14	1,419.26	52.55
Intangible assets	2.40	0.14	1.70	0.07	10.07	0.37
Other non-current assets	42.56	2.47	43.90	1.81	44.14	1.64
Total non-current assets	1,528.79	88.62	1,483.25	61.16	1,528.65	56.60
Total assets	1,725.14	100.00	2,425.31	100.00	2,700.66	100.00
<u>Liabilities and shareholders' equity</u>						
<i>Current liabilities</i>						
Short-term loan	150.00	8.69	-	-	-	-
Trade and other payables	41.36	2.40	28.92	1.19	41.06	1.52
Current portion of deferred income	393.07	22.78	470.69	19.41	503.50	18.64
Current portion of long-term loans	85.00	4.93	-	-	-	-
Long-term loan classified as current liabilities	163.00	9.45	-	-	-	-
Current portion of liabilities under finance lease agreements	2.65	0.15	3.38	0.14	3.02	0.11
Deposits from students – current position	9.72	0.56	14.88	0.61	18.54	0.69
Income tax payable	0.19	0.01	0.44	0.02	1.07	0.04
Other current liabilities	3.84	0.22	5.39	0.22	3.91	0.15
Total current liabilities	848.83	49.20	523.70	21.59	571.10	21.15
<i>Non-current liabilities</i>						
Deferred income	152.67	8.85	142.49	5.88	133.38	4.94
Long-term loans	381.00	22.09	-	-	-	-
Liabilities under finance lease agreements	2.26	0.13	1.42	0.06	3.72	0.14
Deposits from students	53.25	3.09	55.02	2.27	57.66	2.14
Provision for decommissioning	13.38	0.78	13.81	0.57	12.53	0.46

Statement of Financial Position	Consolidated Financial Statements in accordance with TFRS 15					
	31 December 2017		31 December 2018		31 December 2019	
	THB in Million	%	THB in Million	%	THB in Million	%
Provision for long-term employee benefits	13.69	0.79	17.09	0.70	21.96	0.81
Deferred tax liabilities	0.45	0.03	1.39	0.06	1.13	0.04
Other non-current liabilities	72.51	4.20	72.36	2.98	80.29	2.97
Total non-current liabilities	689.21	39.95	303.59	12.52	310.67	11.50
Total liabilities	1,538.04	89.15	827.29	34.11	881.77	32.65
<u>Shareholders' Equity</u>						
Share capital						
- Registered capital	250.00	14.49	470.00	19.38	470.00	17.40
- Issued and fully paid up	250.00	14.49	470.00	19.38	470.00	17.40
Premium on preference shares	1.00	0.06	1.00	0.04	1.00	0.04
Premium on ordinary shares	-	-	1,176.31	48.50	1,127.02	41.73
Retained earnings – legal reserve	16.40	0.95	21.72	0.90	11.20	0.41
Profit (deficit) - unappropriated	(80.30)	(4.65)	(71.01)	(2.93)	209.67	7.77
Total shareholders' equity	187.10	10.85	1,598.02	65.89	1,818.89	67.35
Non-controlling interest of the subsidiaries	-	-	-	-	-	-
Total shareholders' equity	187.10	10.85	1,598.02	65.89	1,818.89	67.35
Total liabilities and shareholders' equity	1,725.14	100.00	2,425.31	100.00	2,700.66	100.00

Profit and Loss Statement	Consolidated Financial Statements in accordance with TFRS 15					
	31 December 2017		31 December 2018		31 December 2019	
	THB in Million	%	THB in Million	%	THB in Million	%
<u>Revenues</u>						
Tuition fees and service income	730.84	97.92	923.98	97.53	1,086.83	96.25
Education equipment income	7.20	0.97	8.48	0.89	8.39	0.74
Other income	8.31	1.11	14.90	1.57	33.99	3.01
Total revenues	746.35	100.00	947.35	100.00	1,129.21	100.00
<u>Cost and expenses</u>						
Tuition and service cost	491.35	65.83	567.18	59.87	633.73	56.12
Administrative expenses	196.63	26.35	238.67	25.19	272.15	24.10
Other expenses	0.04	0.01	0.35	0.04	0.69	0.06
Total expenses	688.02	92.18	806.20	85.10	906.57	80.28
Share of profit (loss) from investment accounted for under equity method	(9.88)	(1.32)	(2.28)	(0.24)	3.43	0.30
Profit (loss) before finance cost and corporate income tax	48.45	6.49	138.87	14.66	226.07	20.02
Finance cost	29.86	4.00	33.97	3.59	2.72	0.24
Profit before income tax expense	18.60	2.49	104.90	11.07	223.35	19.78
Income tax expense	0.68	0.09	1.38	0.15	2.48	0.22
Profit (loss) for the year	17.92	2.40	103.52	10.93	220.87	19.56
Actuarial gain (loss) on defined benefits plan	0.63		0.99		-	
Other share of comprehensive income from investment accounted for under equity method	-		0.09		-	
Total comprehensive profit (loss) for the year	18.55		104.60		220.87	
Net profit (loss) per share (THB) (Fully diluted)	0.04		0.11		0.23	
Net profit (loss) per share (THB) (Weighted Average)	0.04		0.16		0.23	
Par value (THB)	0.50		0.50		0.50	

Cash flow statement (THB in Million)	Consolidated Financial Statements in accordance with TFRS 15		
	2017	2018	2019
	<u>Cash flows from operating activities</u>		
Profit (loss) before tax for the year	18.60	104.90	223.35
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities			
Depreciation and amortisation	100.88	118.19	126.35
Allowance for doubtful accounts (reversal)	1.49	(2.58)	(0.17)
Reduction of inventory to net realisable value (reversal)	(0.58)	1.21	0.68
Gain on sales of short-term investments	(0.29)	(1.13)	(0.39)
Gain from revaluation of short-term investments	(0.02)	-	(0.30)
Written-off fixed assets	0.04	0.42	0.69
Provision for long-term employee benefits	3.45	5.88	5.37
Provision other non-current assets	-	-	2.00
Interest income	(0.41)	(1.10)	(14.86)
Share of (profit) loss from investment accounted for under equity method	9.88	2.28	(3.43)
Interest expenses	27.94	29.78	0.23
Cash flows before change in operating assets and liabilities	160.98	257.86	339.52
<i>Operating assets (increase) decrease</i>			
Trade and other receivables	(3.16)	(1.58)	(17.93)
Inventories	2.85	0.17	(1.12)
Other current assets	5.22	(4.70)	3.38
Restricted bank deposits	(0.30)	0.20	-
Other non-current assets	(7.26)	3.10	1.24
<i>Operating liabilities increase (decrease)</i>			
Trade and other payables	4.78	0.13	9.25
Deferred income	113.74	67.44	23.71
Other current liabilities	1.54	6.71	2.17
Long-term employee benefits paid	(0.12)	(1.24)	(0.50)
Other non-current liabilities	(20.78)	1.63	9.28
Net cash flows from (used in) operating activities	257.48	329.72	369.00
Cash paid for interest expenses	(27.51)	(29.35)	(0.23)
Cash paid for corporate income tax	(9.54)	(4.88)	(5.61)
Net cash from (used in) operating activities	220.43	295.49	363.16
<u>Cash flows from investing activities</u>			
Cash received from sales of current investments	202.29	446.14	1,672.83
Cash paid for purchases of current investments	(272.00)	(891.38)	(1,990.62)
Cash received from sale of equipment	-	-	0.46
Cash paid from acquisition of property, plant and equipment	(356.82)	(86.65)	(166.32)
Cash paid from acquisition of intangible assets	(0.34)	(0.05)	(0.01)
Cash received from interest	0.40	0.93	12.75

Cash flow statement (THB in Million)	Consolidated Financial Statements in accordance with TFRS 15		
	2017	2018	2019
	Net cash from (used in) investing activities	(426.47)	(531.00)
<u>Cash flows from financing activities</u>			
Cash received from short-term loans	590.00	300.00	-
Repayment of short-term loans	(490.00)	(450.00)	-
Cash received from long-term loans	183.00	47.00	-
Repayment of long-term loans	(54.00)	(676.00)	-
Changes in liabilities under finance lease payable	4.75	(0.11)	1.94
Cash received from increase in share capital	50.00	1,442.00	-
Cash paid for direct costs attributable to the share offering	-	(45.69)	-
Dividend paid	(70.00)	(90.00)	-
Net cash flows from (used in) financing activities	213.75	527.20	1.94
Net increase (decrease) in cash and cash equivalent	7.71	291.69	(105.81)
Cash and cash equivalents at beginning of the year	67.93	75.64	367.33
Cash and cash equivalents at end of the year	75.64	367.33	261.52

Summary of Key Financial Ratios

Key Financial Ratios	TFRS 15 Consolidated Financial Statements		
	2017	2018	2019
<u>Liquidity Ratio</u>			
Current ratio (time)	0.23	1.80	2.05
Quick ratio (time)	0.21	1.76	2.02
Cash flow ratio (time)	0.32	0.43	0.66
Account receivables turnover ratio (time)	20.01	23.50	22.61
Average debt collection (day)	18.00	15.32	15.92
Account payables turnover ratio (time)	116.99	150.69	134.53
Average debt repayment (day)	3.08	2.39	2.68
Inventory turnover ratio (time)	47.13	63.60	67.47
Average sale of goods (day)	7.64	5.66	5.34
Cash Cycle (day)	22.56	18.59	18.58
<u>Profitability Ratio</u>			
Gross profit margin (%)	33.43	39.17	42.14
Operating profit margin (%)	6.78	13.58	17.29
Other profit margins (%)	1.11	1.57	3.01
Cash to profitability (%)	386.03	209.34	163.12
EBITDA Margin ⁽²⁾ (%)	20.01	27.13	31.21
Net profit (%)	2.40	10.93	19.56
Return on equity (%)	9.54	11.60	12.93
<u>Efficiency Ratio</u>			
Return on assets (%)	3.03	6.69	8.82

Key Financial Ratios		TFRS 15 Consolidated Financial Statements		
		2017	2018	2019
Return on fixed assets	(%)	8.79	15.70	24.76
Asset turnover ratio	(time)	0.47	0.46	0.44
Financial Ratio				
D/E	(time)	8.22	0.52	0.48
Debt service coverage ratio ⁽³⁾	(time)	4.19	0.00	0.00
Interest service coverage ratio	(time)	9.40	11.09	1,590.02
Debt service coverage ratio (cash basis)	(time)	0.47	0.35	2.18
Dividend payment	(%)	111.63	86.94	0.00

Note: ^{1/} Annualised for comparison purpose

^{2/} EBITDA Margin = Profit before Financial Cost, Income Tax Expense, Depreciation and Amortisation/ Total Income

^{3/} Debt with interest to shareholders' equity = (Total loans + total liabilities under financial lease)/ shareholders' equity.

14. Management Discussion and Analysis of Financial Positions and Operating Results

The Company and its subsidiary comply with the financial reporting standard No. 15 on revenue from contracts with customers which was published in the Royal Gazette on 8 February 2018. Therefore, the Company prepared its consolidated financial statements for the year ended 31 December 2017, 2018 and 2019 for the purpose of analysing the operating results and financial positions of the Company. Unless otherwise provided, investors should review relevant notes to financial statements which are provided in the attachment to this document to include criteria used in the preparation of consolidated financial statements and material accounting policies adopted by the Company.

14.1 Overview of Operating Results

The Company operates the business of holding licences to establish formal education schools under the Private Schools Act in the type of international schools. It also provides other education-related services. The Company was the first to introduce the Singapore curriculum in providing education in Thailand. The curriculum is internationally accepted. The Company first established Singapore International School of Bangkok in 2001 and expanded its international school business in the vicinity of Bangkok and other provinces. In 2013, the Company accepted the transfer of a licence to establish a formal education school in the type of international school from one private company. The transfer of the licence was for the purpose of improving and establishing Singapore International School Suvarnabhumi. The Company obtained licences for Singapore International School Thonburi in 2017 and Singapore International School Ekkamai in 2018. Currently, there are four international schools whose licences are held directly by the Company. The continuous business expansion of the Company has resulted in the growth in the number of students in the international schools whose licences are held directly by the Company from 1,977 as at year ended 2017 to 2,222 in 2018 and 2,433 in 2019. This has resulted in the continued growth in the revenue of the Group from THB 746.35 million in 2017 to THB 947.35 million in 2018 and THB 1,129.21 million in 2019.

	2017	2018	2019
Income (THB in Million)	746.35	947.35	1,129.21
Number of students of international schools whose licences are directly held by the Company (person)	1,977	2,222	2,433

In addition, the Company invested in a Joint Venture with a group of businessmen in Chiangmai by incorporating SISB-SIRI Company Limited in 2016 to conduct the business of holding a licence to establish Singapore International School Chiangmai which first opened in 2017. The Company recognised profits (loss) accounted for under equity method for the investments in such Joint Venture. In 2017 – 2018, the Company recognised the shared loss from such investments in the amount of THB 9.88 million for 2017 and THB 2.28 million for 2018 and the Company recognised the shared profit from such investments in the amount of THB 3.43 million in 2019.

14.2 Analysis of Operating Results

14.2.1 Revenue

The total revenue of the Company for the years 2017 – 2019 was THB 746.53 million, THB 947.35 million and THB 1,129.21 million, respectively. The total revenue of the Company for the year 2019 comprised tuition fees and services income, education equipment income and other income representing 96.25 percent, 0.74 percent and 3.01 percent, respectively. The Company's revenues can be summarised as follows:

Types of Service	2017		2018		2019	
	THB in Million	%	THB in Million	%	THB in Million	%
Tuition fees income	730.84	97.92	923.98	97.53	1,086.83	96.25
Education equipment income	7.20	0.97	8.48	0.89	8.39	0.74
Other income	8.31	1.11	14.90	1.57	33.99	3.01
Total revenues	746.35	100.00	947.35	100.00	1,129.21	100.00

Sales and service income

The Company's sales and service income for the years 2017 – 2019 was THB 738.04 million, THB 932.46 million and THB 1,086.83 million, respectively. The sales and service income comprised tuition fees income and education equipment income representing 99.09 percent and 0.91 percent of the total sales and service income for the year 2018, respectively, and 99.23 percent and 0.77 percent of the total sales and service income for the year 2019, respectively.

Type of Business	2017		2018		2019	
	THB in Million	%	THB in Million	%	THB in Million	%
1. Tuition Fees Income						
- Tuition fees	695.28	94.21	875.36	93.88	1,031.90	94.22
- Application and admission fees	35.56	4.82	48.62	5.21	54.93	5.01
Total tuition fees income	730.84	99.02	923.98	99.09	1,086.83	99.23

Type of Business	2017		2018		2019	
	THB in Million	%	THB in Million	%	THB in Million	%
2. Education Equipment Income	7.20	0.98	8.48	0.91	8.39	0.77
Total sales and service income	738.04	100.00	932.46	100.00	1,095.22	100.00

(1) Tuition Fees Income

Tuition fees income of the Group are divided into tuition fees and application and admission fees. Details are as follows:

1.1) Tuition fees

Tuition fees are the main income of the Group, representing approximately 90.00 percent of the total sales and service income. The tuition fees income is collected from the provision of both curricular and extracurricular education including such other fees which are incurred in connection with other services to support the school operations such as lunch service fees and education equipment, placement tests and dormitory services. The Group's tuition fees income for the years 2017 – 2019 was THB 695.28 million, THB 875.36 million and THB 1,031.90 million, respectively. This represents a growth rate of 25.90 percent and 17.88 percent, respectively. The growth in the tuition fees income was in line with the growth in the number of students of schools whose licences are held by the Company. At the year ended 2017 – 2019, the number of students was 1,977, 2,222 and 2,433, respectively, representing a growth rate of 12.39 percent and 9.50 percent, respectively. The average annual tuition fees increased continuously from THB 0.38 million per person in 2017 to THB 0.42 million per person in 2018 and THB 0.44 million per person in 2019, representing a growth rate of 10.40 percent and 6.33 percent partly due to the increased interest of students in extracurricular activities (ECA) which resulted in higher growth in average tuition fees.

1.2) Application and admission fees

Application and admission fees comprise fees from application forms, placement tests and admission fees for students who are first admitted to the schools whose licences are directly held by the Company. These fees varied according to the number of new students in each year. Admission fees were gradually recognised according to the projected education terms of the students in each school. The Group's application and admission fees for the years 2017 – 2019 were THB 35.56 million, THB 48.62 million and THB 54.93 million, representing 4.82 percent, 5.21 percent and 5.02 percent of total sales and service income. The growth in application and admission fees for the years 2018 and 2019 was 36.76 percent and 12.97 percent which was in line with the growing number of new students in each year.

(2) Education equipment income

Education equipment income comprises income from the sale of textbooks and school uniforms. The Group's education equipment income for the years 2017 – 2019 was THB 7.20 million, THB 8.48 million and THB 8.39 million, representing 0.98, 0.91 and 0.77 percent of the sales and service income.

Other income

The Group's other income for the years 2017 – 2019 was THB 8.31 million, THB 14.90 million and THB 33.99 million. Key other income comprises income from the sale of food and beverage, capital gains from short-term investments, credit card fees and interest received, etc.

14.2.2 Cost and Expenses

The cost and expenses of the Company mainly comprise the cost of education and services, administration expenses, other expenses and financial costs. The Group's total cost and expenses for the years 2017 – 2019 were THB 717.88 million, THB 840.17 million and THB 909.29 million, representing 96.19 percent, 88.69 percent and 80.52 percent of total revenue. Details are as follows:

Costs and Expenses	2017		2018		2019	
	THB in Million	%	THB in Million	%	THB in Million	%
Cost of education and services	491.35	68.44	567.18	67.51	633.73	69.69
Administration costs	196.63	27.39	238.67	28.41	272.15	29.93
Other expenses	0.04	0.01	0.35	0.04	0.69	0.08
Financial costs	29.86	4.16	33.97	4.04	2.72	0.30
Total costs and expenses	717.88	100.00	840.17	100.00	909.29	100.00
Percentage to total revenues		96.19		88.69		80.52

1. Cost of education and services

The cost of education and services is the main expense of the Group. The Group's cost of education and services for the years 2017 – 2019 was THB 491.35 million, THB 567.18 million and THB 633.73 million, representing 68.44 percent, 67.51 percent and 69.69 percent of total expenses, respectively. The key cost of education and services of the Group is cost of providing education, cost of buildings and locations. Details are as follows:

Cost of providing education

The cost of providing education is the main cost of the Group. It comprises, for example, cost of education personnel, cost of special activities, cost of education equipment and food for students. The Group's cost of providing education for the years 2017 – 2019 was THB 324.92 million, THB 373.95 million and THB 428.01 million, respectively, representing 66.13 percent, 65.93 percent and 67.54 percent of the cost of education and services. The cost of education personnel represents approximately 70 percent of the cost of providing education. The cost of providing education of the Group has a tendency to decrease continuously due to more efficient management of the cost of providing education. The percentage of cost of providing education to the sales and service income of the Group decreased from 44.03 percent in 2017 to 40.10 percent in 2018 and 39.08 percent in 2019.

Costs of building and location management

Key costs of building and location management are, for example, depreciation costs, rentals, building repairs and maintenance and public utilities. The Group's costs of building and location management for the years 2017 – 2019 were THB 166.43 million, THB 193.23 million and THB 205.71 million, respectively, representing 33.87

percent, 34.07 percent and 32.46 percent of the total cost of education and services for the years 2017 – 2019, respectively. The costs of building and location management of the Company increased during 2017 and 2019 due to an expansion of school business during 2015 and 2017 to enhance quality of school establishments and to accommodate the growing number of students in the future. This also included the Phase 2 extension of Singapore International School of Bangkok and the opening of Singapore International School Thonburi which was gradually completed during 2016 and 2017. This resulted in the cost of depreciation of THB 99.15 million, THB 116.66 million and THB 125.27 million for the years 2017 – 2019, respectively, representing an increase by 17.66 percent and 7.38 percent compared from the previous year. Therefore, the percentage of the Group's costs of building and location management compared to the Group's sales and service income for the years 2017 – 2019 was 22.55 percent, 20.72 percent and 18.78 percent, respectively. The decrease of the percentage for the year 2019 was due to the increased revenue of the Company while most costs of buildings and location management remained fixed.

The impact of the costs discussed above resulted in the Group's gross profit margin for the years 2017 – 2019 of THB 246.69 million, THB 365.28 million and THB 461.50 million, representing a gross profit ratio of 33.43 percent, 39.17 percent and 42.14 percent, respectively.

2. Administrative expenses

The Group's administrative expenses for the years 2017 – 2019 were THB 196.63 million, THB 238.67 million and THB 272.15 million, respectively, representing 26.35 percent, 25.19 percent and 24.10 percent of the total revenues. Key administrative expenses of the Group are, for example, expenses relating to employees of THB 143.11 million for 2017, THB 172.12 million for 2018 and THB 190.02 million for 2019, representing 72.78 percent, 72.12 percent and 69.82 percent of total administrative expenses for the years 2017 – 2019, respectively. In addition to expenses relating to employees, administrative expenses comprise consultant fees and audit fees, rentals and cost of depreciation all of which are mostly fixed.

3. Other expenses

The Company's other expenses comprise amortisation of fixed assets of THB 0.04 million for 2017, THB 0.35 million for 2018 and THB 0.69 million for 2019, representing 0.01 percent, 0.04 percent and 0.06 percent of the total revenues, respectively.

4. Financial expenses

The Company's financial expenses for the years 2017 – 2019 were THB 29.86 million, THB 33.97 million and THB 2.72 million, mainly comprising financial expenses incurred as a result of loans from financial institutions for investment in the construction of international schools and for the business operations of the Company. The Company's interest expense for the years 2017 – 2018 was THB 27.88 million and THB 30.64 million, respectively. In addition, the Group also incurred financial expenses which were fees payable to financial institutions and financial lease agreements for the years 2017 – 2019 in the amount of THB 1.98 million, THB 3.33 million and THB 2.72 million, respectively.

14.2.3 Share of profit (loss) from investments

The Company uses the equity method in recognising share of profit (loss) from investment in the Joint Venture SISB-SIRI which was incorporated on 11 January 2016 between the Company and a group of

businessmen in Chiangmai each holding 50 percent of interest in the Joint Venture. Currently, SISB-SIRI holds the licence for the establishment of Singapore International School Chiangmai which opened in 2017.

The financial statements of SISB-SIRI for the years 2017 – 2019 showed operating results of Singapore International School Chiangmai comprising a loss of THB 19.76 million, THB 4.56 million and a profit of THB 6.86 million, respectively. The Group recognises the loss from investments in the Joint Venture of THB 9.88 million, THB 2.28 million and the profit from investment in Joint Venture of THB 3.34 million, respectively.

14.2.4 Net Profit

Based on the operating results discussed above, the Group's net profit for the years 2017 – 2019 was THB 17.92 million, THB 103.52 million and THB 220.87 million, respectively, representing 2.40 percent, 10.93 percent and 19.56 percent of net profit respectively. The increase in net profit for 2019 was due to the increase in the gross profit margin by 26.34 percent from 2018 as a result of the number of student increasing as discussed above. In addition, most administrative expenses of the Company are fixed. The Group's considerable investments in school business expansions contributed to the continuous increase in the cost of depreciation and amortisation which amounted to THB 100.88 million, THB 118.19 million and THB 126.36 million for the years 2017 – 2019, respectively. The Group's EBITDA for the years 2017 – 2019 was THB 149.33 million, THB 257.06 million and THB 352.43 million, representing 20.01 percent, 27.13 percent and 31.21 percent of the total revenues, respectively.

14.3 Financial positions

(a) Assets

As of the year ended in 2017 – 2019, the Group's total assets were THB 1,725.14 million, THB 2,425.31 million and THB 2,700.66 million. Key assets of the Company comprise property, plant and equipment, trade receivables and inventories. As of the year ended in 2018, these key assets of the Company represented 57.14 percent, 1.65 percent and 0.31 percent of total assets, respectively. As of the year ended in 2019, these key assets of the Company represented 52.55 percent, 2.08 percent and 0.30 percent of total assets, respectively. Details of key assets of the Company can be summarised as follows:

Property, plant and equipment

Property, plant and equipment are key assets of the Company. As of the year ended in 2017 – 2019, the Company's property, plant and equipment amounted to THB 1,429.71 million, THB 1,385.91 million and THB 1,419.26 million, respectively, representing 82.87 percent, 57.14 percent and 52.55 percent of the total assets. During the year 2017, the net value of the property, plant and equipment of the Group increased continuously due to the Company's investments in the school business expansions to enhance quality of education establishments and to accommodate the growing number of students.

During the years 2017 – 2019, the Group's investments in property, plant and equipment increased by THB 279.99 million, THB 74.07 million and THB 169.21 million. In 2016, the Company commenced the establishment of Singapore International School Thonburi. The Company purchased land in the Phasi Charoen district of Bangkok having the coverage of seven rais, 22 square wa at THB 83.28 million. The land was to be used as a location for Singapore International School Thonburi. The construction commenced at the end of 2016. The total amount of investment was approximately THB 250 million. The construction comprised school buildings for pre-primary level which was completed in 2017. The construction of school buildings for primary level was completed in 2018. In addition, In 2019, the Company purchased land in the Phasi Charoen district of Bangkok, having coverage of 8 rais, 2 ngan and 82.5 square wa. The land would be used for secondary level expansion at Singapore International

School Thonburi. Finally, there was a renovation project and additional investments for Building B at Singapore International School Bangkok in the same year. The project was expected to be completed by 2020.

The cost of depreciation from plant and equipment was THB 99.99 million for 2017, THB 117.45 million in 2018 and THB 125.75 million in 2019.

Trade receivables

The Company's trade receivables before allowance for doubtful accounts was in the amount of THB 38.52 million as at the year ended 2017, THB 40.14 million as at the year ended 2018 and THB 55.99 million as at the year ended 2019, representing 2.23 percent, 1.65 percent and 2.07 percent of the total assets respectively. The Company has the policy to provide a credit term of approximately two weeks. As at the year ended 2017 – 2019, the average debt collection was 18.00 days, 15.32 days and 15.92 days, respectively.

Periods of Outstanding Debts	31 December 2017		31 December 2018		31 December 2019	
	THB in Million	%	THB in Million	%	THB in Million	%
Debts not yet due	2.44	6.32	2.03	5.06	2.77	4.95
<u>Outstanding</u> :						
Not more than three months	30.42	78.98	34.80	86.70	49.38	88.19
3 - 6 months	0.97	2.52	1.15	2.86	0.85	1.52
6 - 12 months	2.30	5.96	2.03	5.06	2.97	5.30
More than 12 months	2.39	6.22	0.13	0.32	0.02	0.04
Total trade receivables	38.52	100.00	40.14	100.00	55.99	100.00
<u>Less</u> allowance for doubtful accounts	(5.04)	(13.07)	(2.45)	(6.10)	(2.28)	(4.07)
Total trade receivables - net	33.48		37.68		53.71	

Most trade receivables of the Group are receivables with no more than three months of outstanding debts. As at the year ended 2017 – 2019, the Group's trade receivables with no more than three months of outstanding debts represented 85.30 percent, 91.76 percent and 93.14 percent of the total trade receivables before allowance for doubtful accounts, respectively.

The Group has the policy of allowance for doubtful accounts which will take into consideration the possibility of debt collection and the term for which the debts will become default. The estimates for allowance of doubtful accounts presented in percentage of the value of debts of each defaulting receivable are as follows:

Outstanding Period	Percentage of Allowance for Doubtful Accounts
Between 60 – 120 days	50%
More than 120 days	100%

As a result of such a policy, the Group's allowance for doubtful accounts as at the year ended 2017 – 2019 was THB 5.04 million, THB 2.45 million and THB 2.28 million, respectively.

Inventories

	31 December 2017		31 December 2018		31 December 2019	
	THB in Million	%	THB in Million	%	THB in Million	%
Inventories	9.00	100.00	8.83	100.00	9.95	100.00
Less : allowance for inventories	(0.03)	(0.36)	(1.24)	(14.08)	(1.92)	(19.32)
Inventories – net	8.97		7.59		8.03	

As at the years ended 2017 – 2019, the Group's inventories before allowance for inventories were THB 9.00 million, THB 8.83 million and THB 9.95 million, respectively. Inventories of the Company are, for example, textbooks and school uniforms.

The Group began to adopt a policy to provide an allowance for inventories in 2016 by taking into consideration the turnover rate of inventories. An allowance will be provided for the total amount of any goods that do not have a turnover within two years. For the years 2017 – 2019, the Group's allowance for inventories was THB 0.03 million, THB 1.24 million and THB 1.92 million, representing 0.36 percent, 14.08 percent and 19.32 percent of the inventories as at the year ended 2017 – 2019, respectively.

(b) Liquidity

Cash flows

The Group's cash flows from operating activities for the years 2017 – 2019 were THB 220.43 million, THB 295.49 million and THB 363.16 million, respectively. For 2018, the Group's cash flows from operating activities increased from those in 2017 due to the increased depreciation and the deferred income from the growing number of students in 2018. For 2019, the Group's cash flows from operating activities also increased from those in 2018 due to the increase in earnings before tax and depreciation and slight increase in net working capital.

The net cash flows used in investment activities of the Group were THB 426.47 million in 2017, THB 531 million in 2018 and THB 470.91 million in 2019. In 2017, the Group's cash paid for the acquisition of property, plant and equipment and intangible assets which amounted to THB 357.16 million. The net cash received from the sale – purchase of current investments amounted to THB 69.71 million. The interest received was THB 0.40 million. For 2018 the Group's cash paid for the acquisition of property, plant, equipment and intangible assets which amounted to THB 86.70 million. The net cash paid from the sale – purchase of current investments amounted to THB 445.24 million and the interest received was THB 0.93 million. For 2019 the Group's cash paid for the acquisition of property, plant, equipment and intangible assets which amounted to THB 166.33 million. The cash received for the disposal of equipment which amounted to THB 0.46 million. The net cash paid for the sale – purchase of current investments amounted to THB 317.79 million and the interest received was THB 12.75 million.

The Company's cash flows from finance activities for 2017 amounted to THB 209 million. The cash received from a long-term loan was THB 183.00 million and the Company repaid a long-term loan of THB 54.00 million. The net short-term loan increased by THB 100 million. Moreover, the Company's liabilities under finance lease payable increased by THB 4.75 million. The Company's dividend paid was THB 70.00 million whereas the cash received from capital increase was THB 50.00 million. For 2018, the Group's cash flows from finance activities amounted to THB 527.20 million. The net cash repaid for a long-term loan was THB 629.00 million and repaid for the short-term loan of THB 150.00 million. Moreover, the Company's liabilities under finance lease payable decreased by THB 0.11 million. The Company's dividend paid was THB 90.00 million whereas the cash received from capital

increase was THB 1,442.00 million. Cash paid for direct costs attributable to the share offering amounted to THB 45.69 million. For 2019, the Group's cash flows from finance activities amounted to THB 1.94 million, which came from changes in liabilities under finance lease agreement.

(THB in Million)	2017	2018	2019
Net cash from (used in) operating activities	220.43	295.49	363.16
Net cash from (used in) investment activities	(426.47)	(531.00)	(470.91)
Net cash from (used in) finance activities	213.75	527.20	1.94
Net cash and cash equivalent increase (decrease)	7.71	291.69	(105.81)

Liquidity ratio

As at the years ended 2017 – 2019, the Group's liquidity ratio was 0.23 time, 1.80 time and 2.05 times, respectively and the quick liquidity ratio was 0.21 time, 1.76 time and 2.02 times, respectively. Most of the Group's current assets comprise of cash and cash equivalents, short-term investments and trade receivables. Most of the Group's current liabilities comprise of deferred income due within one year, short-term loan, long-term loans that are due for repayment within one year, trade payables and other payables. The Group's liquidity ratio, excluding deferred income due within one year, was 0.43 time, 17.77 times and 17.34 times, respectively, and the quick liquidity ratio was 0.39 time, 17.39 times and 17.05 times, respectively.

The Group's cash cycle for 2019 was 18.58 days which decreased from that of 2017 and 2018 which had been 22.56 days and 18.59 days mainly due to the shortened average debt collection period from 18.00 days in 2017 to 15.32 days in 2018 and 15.92 days in 2019. This was due to the enhanced efficiency in the Company's management of debt collection from its trade receivables. The average debt repayment period for the years 2017 – 2019 was 3.08 days, 2.39 days and 2.68 days, respectively. The average sale of goods period was 7.64 days, 5.66 days and 5.34 days, respectively.

		2017	2018	2019
Liquidity ratio	(time)	0.23	1.80	2.05
Quick liquidity ratio	(time)	0.21	1.76	2.02
Average debt collection period	(day)	18.00	15.32	15.92
Debt repayment period	(day)	3.08	2.39	2.68
Average sale of goods period	(day)	7.64	5.66	5.34
Cash Cycle	(day)	22.56	18.59	18.58

(c) Sources of capital

Liabilities

As at the years ended 2017 – 2019, the Group's total liabilities were THB 1,538.04 million, THB 827.29 million and THB 881.77 million, respectively. The total liabilities of the Company decreased during the period of 2017 – 2018 due to the repayments of the Company's short-term loans and long-term loans during the year. As at the year ended 2018, the key liabilities of the Company were deferred income and deposits paid for tuition fees which represented 74.12 percent and 8.45 percent of total liabilities, respectively. As at the year ended 2019, the key liabilities of the Company were deferred income and deposits paid for tuition fees which represented 72.23 percent and 8.64 percent of total liabilities, respectively.

1. Loans

Loans were one of the sources of capital for the Company. As at the year ended 2017, the Group's short-term and long-term loans amounted to THB 779.00 million, representing 50.65 percent of total liabilities. Most loans obtained by the Group were long-term loans for the purpose of financing the construction of buildings for the school business. As at the year ended 2017, the Group's long-term loans amounted to THB 629 million. As at the year ended, the Company could not comply with the loan covenants with respect to the requirement to maintain a positive shareholders' equity for SISB Thonburi Company Limited because currently SISB Thonburi Company Limited has not yet commenced its business operations. Therefore, the long-term loans of THB 163 million as at the year ended 2017 needed to be classified as current liabilities. In addition to long-term loans, the Company obtained short-term loans in the form of Promissory Notes with commercial banks and Bills of Exchange issued and offered by the Company in Private Placements. As at the year ended 2017, the Company's Promissory Notes and Bills of Exchange amounted to THB 150 million.

However, during 2018, the Group fully repaid both short-term and long-term loans. As at the years ended 2018 and 2019, the Group had neither short-term nor long-term loans.

2. Deferred income

Deferred income is income received in advance for either the entire semester and/or the entire academic year from parents as tuition fee by international schools whose licences are held directly by the Company. Such deferred income would become gradually recognised as income for each relevant academic semester. The admission fees collected from students to confirm the admission would also be gradually recognised according to the projected education term of students in each school. As at the years ended 2017 – 2019, the Company's deferred income amounted to THB 545.74 million, THB 613.18 million and THB 636.89 million, respectively, representing 35.48 percent, 74.12 percent and 72.23 percent of total liabilities, respectively. The deferred income increases according to the increase in the number of students.

3. Deposits for tuition fees

Deposits are money paid as a security for payment of tuition fees and such other miscellaneous fees to be collected from parents by international schools whose licences are held directly by the Company at the time of confirmation by parents of school attendance. Relevant schools will return these deposits upon graduation or resignation of the students. As at the years ended 2017 – 2019, the deposits paid for tuition fees amounted to THB 62.97 million, THB 69.90 million and THB 76.20 million, respectively, representing 4.09 percent, 8.45 percent and 8.64 percent of total liabilities, respectively.

Shareholders' equity

As at the year ended 2017, the Group's Shareholders' equity was THB 187.10 million which decreased from the year ended 2016 by THB 1.45 million due to the capital increase of THB 50 million by issuing 5,000,000 ordinary shares each at the par value of THB 10. The capital increase resulted in the increase in the paid-up share capital from THB 200 million to THB 250 million. The profit from the operating results of 2017 was THB 17.92 million and payment of dividends in the year amounted to THB 70 million.

As at the year ended 2018, the Group's shareholders' equity was THB 1,598.02 million, which increased by THB 1,410.92 million from the year ended 2017 due to the Group's operating results of THB 103.52 million. In addition, the Extraordinary General Meeting of shareholders of the Company No. 1/2018 resolved to

approve the change to the par value of the Company's ordinary shares to THB 0.50 per share and the issuance of ordinary shares in the amount of THB 220 million, divided into 440.00 ordinary shares each at the par value of THB 0.50 for offering to existing shareholders of the Company in the amount of 180 million shares. The Company received subscription payments for such shares and registered the increase in its capital on 7 June 2018. The remaining 260 million shares were offered to the public and the Company's directors, executives, employees and personnel of schools whose licences are held directly by the Company. Therefore, the Company's paid-up capital increased from THB 250 million to THB 470 million. The Company also received premiums paid on the share subscription price in the offering of ordinary shares in the amount of THB 1,176.31 million. The Company paid interim dividends of THB 90 million.

The retained loss of the Company was THB 71.01 million. This may prevent the Company from paying dividends. However, in April 2019, the Annual General Meeting of Shareholders unanimously approved the transfer of the appropriated legal reserve with the amount of THB 21.72 million and premium on common shares with the amount of THB 49.29 million, in compensation for retained loss of the Company in accordance with Section 119 of the Public Company Limited Act.

As at the year ended 2019, the Group's shareholders' equity was THB 1,818.89 million, which increased by THB 220.87 million from the year ended 2018 due to the Group's operating results.

Appropriateness of the capital structure

The Company maintained its D/E ratio at 8.22 times as at the year ended 2017. This was due to the continuous increase in the deferred income of the Company according to the growth in the number of students. Also, the Company spent more loans on the investments in school business expansion for phase two of Singapore International School of Bangkok and Singapore International School Thonburi. However, after the offering of the Company's ordinary shares in 2018, the Company fully repaid both short-term and long-term loans. This repayment of loans resulted in the decrease of the D/E ratio to 0.52 times as at the year ended 2018 and 0.48 times as at the year ended 2019.

Information Certification

To certify the accuracy of the information in the annual report, the authorized directors shall sign with the company seal (if any) in the annual report. With authorization for any person to sign documents in the annual report by using statement and format as follows

"The company has carefully reviewed the information in this annual report. The company hereby certifies that such information is accurate, complete, not false, does not mislead others or lacks the information that should be notified in addition to important information. This company certifies that

(1) Financial statements and financial information that are summarized in the annual report show accurate and complete information in related to the financial position, operating results and cash flows of the company and subsidiaries

(2) The Company has provided a good information disclosure system. To ensure that the company has disclosed the information of both the company and its subsidiaries is correct and complete, including controlling and monitoring the implementation of such systems.

(3) The Company has provided a good internal control system and supervise the implementation of such systems.

The company has informed the assessment of internal control system (COSO) as of 25 February 2020 to the auditor and the audit committee of the company which covers deficiencies and significant changes in the internal control system Including misconduct which may affect the preparation of financial reports of the Company and its subsidiaries

In this regard, as evidence that all documents are the same documents that the company has certified, the company has assigned Ms. Wilawan Kaewkanokvijit or Ms. Sunandha Leelasaengsai are the signatories of this document. If any documents do not have the signature of Ms. Wilawan Kaewkanokvijit or Ms. Sunandha Leelasaengsai, the company will be considered not the information that the company has verified the accuracy of the information as mentioned above.

Name	Position	Signature
Mr. Yew Hock Koh	Director and Chief Executive Officer	-----
Ms. Wilawan Kaewkanokvijit	Director and Admissions Director	-----

Attorney

Name	Position	Signature
Ms. Wilawan Kaewkanokvijit	Director and Admissions Director	-----
Ms. Sunandha Leelasaengsai	Finance Director	-----

Attachment 1

Directors, Management, Control Persons and Company Secretary

1. Details of directors, executives and persons with controlling power

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2019)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
Mr. Nontigorn Kanchanachitra (Chairman of the Company and Independent Director) Appointed on 17 December 2015	63	Honorary Doctorate Degree in Business Administration, Human Resources Management, Dhonburi Rajabhat University Master in Public Administration, Middle Tennessee State University, U.S.A. Bachelor's Degree in Political Sciences, Chiangmai University Director Certification Program (DCP) 102/2008 Audit Committee Program (ACP) 22/2008 The Role of Chairman Program (RCP) 26/2011 Role of Compensation Committee (RCC) 6/2008 Financial Statement for Director (FSD) 1/2008	0.05	-	2015 - Present	Chairman of the Board of Directors and Independent Director	SISB Plc.	Provision of education
					2010 - Present	Director and Chairman of Nomination and Remuneration Committee	Krungthai Bank Plc	Commercial bank
					2015 – Present	Director	Office of the Civil Service Commission	Government agency
					2015 – Present	Director	Office of the Council State	Government agency
					2017 - Present	Director	Highland Research and Development Institute (Public Organization)	Government agency
					2018 – Present	Chairman of the Board of Directors	JRW Utilities Plc	Telecom Equipment
					2020 – Present	Director	Thammasart University	University
					2011 - 2017	Director	Industrial Estate Authority of Thailand (IEAT)	Industrial estate development
					2010 – 2015	Secretary General	Office of the Civil Service Commission	Government agency
					2007 – 2013	Director	Khonkaen University Council	University
					2015 - 2018	Independent Director and Member of Audit Committee	Interlink Telecom Plc	Telecommunication network

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2019)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
Mr. Yew Hock Koh Director and Chief Executive Officer (Authorised director)	54	Master in Business Administration, SASIN, Chulalongkorn University Bachelor's Degree in Mechanical Engineering Ngee Ann Polytechnic, Singapore Director Certification Program (DCP) 189/2014 Director Accreditation Program (DAP) 95/2012 CMA-GMS 2019	32.84	-	2016 - Present	Director and Chief Executive Officer	SISB Plc.	Provision of education
					2016 - Present	Director	SISB-SIRI Ltd	Provision of education
					2009 - 2016	Director and Managing Director	SISB Plc.	Provision of education
					2016 - 2017	Director	SISB Thonburi Ltd	Provision of education
Ms. Wilawan Kaewkanokvijit Director and Corporate Director, Admissions (Authorised director)	57	Associate Degree in Accounting, Rajamangala University of Technology Phra Nakhon Director Certification Program (DCP) 206/2015 Director Accreditation Program (DAP) 95/2012	29.04	-	2009 - Present	Director and Corporate Director, Admissions	SISB Plc.	Provision of education
					2016 - Present	Director	SISB-SIRI Ltd	Provision of education
					2016 - 2017	Director	SISB Thonburi Ltd	Provision of education

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2019)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
Mr. Meechai Prasertsri Director Appointed on 17 December 2015	70	Master in Development Economics, NIDA Bachelor's Degree in Accounting, Faculty of Commerce and Accountancy, Thammasat University Director Accreditation Program (DAP) 127/2016	0.01	-	2015 - Present 1991 - Present 1988 - Present	Director Director Director	SISB Plc. Suang Luang & Building Ltd CAC Bangkok Ltd	Provision of education Office and warehouse rental Audit Firm
Mr. Chatrapee Tantixalerm Chairman of Audit Committee and Independent Director Appointed on 17 December 2015	56	Master in Business Administration, SASIN, Chulalongkorn University Bachelor's Degree in Electrical Engineering, University of Wisconsin- Madison, U.S.A. Director Accreditation Program (DAP) 48/2005 Corporate Governance for Capital Market Market Intermediaries (CGI) 2/2015	0.03	-	2015 - Present 2017 - Present 2015 - Present 2015 - Present 2009 - Present 2019 - Present 2005 - 2015	Chairman of Audit Committee and Independent Director Member of Audit Committee Chief Executive Officer Chairman Chairman of Audit Committee Independent Director and Member of Audit Committee Chief Executive Officer	SISB Plc. Matching Maximize Solution Plc Talis Asset Management Ltd Uni Venture REIT Management Ltd TSFC Securities Plc Beryl 8 Plus Ltd Krungsri Asset Management Ltd	Provision of education Rental of equipment and studio for movie shooting Asset Management REIT Manager Loan for securities business Technology Asset Management

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2019)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
Mr. Prasitchai Krisanayanyong Member of Audit Committee and Independent Director Appointed on 17 December 2015	55	Master in Business Administration, SASIN	-	-	2015 - Present	Member of Audit Committee and Independent Director	SISB Plc.	Provision of education
		Bachelor of Arts in Political Sciences, Chulalongkorn University			2010 - Present	Chief Executive Officer	Casa Longa (Thailand) Ltd	Manufacture and distribution of ready made clothes
		Director Certification Program (DCP) 102/2008 Company Secretary Program (CSP) 25/2008			2014 - Present	Adviser	Silver Palace Holding Ltd Smart Project Investment Ltd	Investment management
Ms. Triithip Sivakrisanakul Member of Audit Committee and Independent Director Appointed on 17 December 2015	53	Master in Business Administration, SASIN	0.02	-	2015 - Present	Member of Audit Committee and Independent Director	SISB Plc.	Provision of education
		Bachelor's Degree, Faculty of Commerce and Accountancy, Chulalongkorn University			2019 – Present	Director	State Railway of Thailand	Government agency
					2019 – Present	Chief Finance Officer	Inception Technology Ltd	Financial technology
					2018 – Present	Director	Superblock Plc	Alternative energy development
		Director Certification Program (DCP) 158/2012 Director Accreditation Program (DAP) 31/2005			2016 – Present	Director	Tapaco Mold Ltd	Manufacture of molding
					2017 – 2019	Deputy Managing Director, Group Finance	Pruksa Holding Plc	Real estate development
					2018 – 2019	Director	Pruksa Real Estate Plc	Real estate development
2017 – 2019	Chief Executive Officer and Director	Vimutti Hospital Holding Ltd	Hospital					
2017 - 2019	Director	Vimutti Hospital International Ltd	Hospital					

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2019)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
Ms. Sunandha Leelasaengsai Corporate Director of Account and Finance (Chief Finance Officer)	47	Master in Business Administration (Finance), California State Polytechnic University, Pomona, U.S.A. Bachelor in Business Administration in Accountancy, Assumption University Orientation Course-CFO focus on financial reporting in 2017, Federation of Accounting Professions CFO's Orientation Course for new IPOs in 2018, Stock Exchange of Thailand	0.05	-	2015 - Present 2012 - 2015	Director of Account and Finance Regional Finance Director	SISB Plc. The MINOR Food Group Plc	Provision of education Food business
Mr. Aaron Ngiam Tong Tuan Corporate Director of Operations	58	Bachelor's Degree in Hotel& Tourism Management, Ecole des Roches, Switzerland	0.01	-	2016 - Present 2551 - 2016	Corporate Director of Operations Director of Operations	SISB Plc. Sodexo Healthcare Support Services (Thailand) LTD.	Provision of education Quality of life services
Mrs. Narisa Lertnamwongwan Corporate Director of Academic	50	Bachelor of Arts Degree in Counseling Psychology, Inter American University (Singapore) Bachelor of Arts in Hotel and Travel Industry Management, Mahidol University	0.03	-	2019 – Present 2013 – Present	Corporate Director of Academic Executive Principal of Nursery and Kindergarten	SISB Plc. Singapore International School of Bangkok Singapore International School Suvamabhumi Singapore International School Thonburi Singapore International School Ekkamai	Provision of education

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2019)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
Mrs. Panthip Kolyanee Representative of Licensee	60	Master in Political Sciences, Administrative, Thammasat University Bachelor of Arts in Humanities, German Language, Chiangmai University	0.01	-	2018 - Present	Representative of Licensee	SISB Plc.	Provision of education
					2018 - Present	Representative of Licensee	Singapore International School Ekkamai	International School
					2018 - Present	Representative of Licensee	Singapore International School Suvamabhumi	International School
					2017 - Present	Representative of Licensee	Singapore International School Thonburi	International School
					2016 - Present	Representative of Licensee	Singapore International School Chiangmai	International School
					2016 - Present	Representative of Licensee	Singapore International School of Bangkok	International School
Ms. Euamporn Warawanathamrong Senior Account Manager (Supervisor of Accounting)	54	Bachelor in Business Administration in Accountancy, Ramkamhaeng University	-	-	2013 - Present	Senior Account Manager	SISB Plc.	Provision of education

2. Details about Company Secretary

Name/ Position	Age	Education Background	Shareholding Percentage in the Company (31/12/2019)	Family Relationship among executives	Working Experience in the Past 5 Years			
					Periods	Positions	Name of Company	Type of Business
Ms. Sumitra Songphatanayothin	54	Bachelor Degree of Business Administration in International Finance, University of Southern California, U.S.A. Company Secretary Program (CSP) ๖ 65/2015 Effective Minute Taking Program (EMT) 36/2016 Corruption Risk and Control Program (CRC) 4/2019 Advanced Corporate Secretary Program TLCA 2019	0.04		2016-Present	Company Secretary	SISB Plc.	Provision of education
					2011-Present	Personal Assistant to Chief Executive Officer of SISB Group	SISB Plc.	Provision of education

Duties and responsibilities of the Company Secretary

1. To supervise and provide guidance for directors and executives on compliance with the law, rules, regulations and the Company's Articles of Association and to regularly monitor compliance;
2. To be responsible for the organisation of the Board of Directors' meetings and general meetings of shareholders and to coordinate the compliance with resolutions of such meetings;
3. To ensure compliance with the requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission and relevant law regarding disclosure of information that is within the scope of responsibilities of the Company Secretary;

4. To prepare and keep records of the following documents:
 - 4.1 Register of directors;
 - 4.2 Notices of invitation to and minutes of the Board of Directors meetings;
 - 4.3 Notices of invitation to and minutes of the general meetings of shareholders;
 - 4.4 Annual Reports of the Company; and
 - 4.5 Reports on Interest of Directors and Executives

3. Details of positions held by executives and persons with controlling power of the Company in related companies as of 22 August 2018

Name	Company	Related Companies																		
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
Mr. Nontigorn Kanchanachitra	C, NR		C	/	/	/	/	/												
Mr. Yew Hock Koh	/,NR,/,M	/																		
Ms. Wilawan Kaewkanokvijit	/,M	/																		
Mr. Meechai Prasertsri	/								/	/										
Mr. Chatrapee Tantixalerm	/,AC,NR										AC	//	C	AC	/,AC					
Mr. Prasitchai Kritsanayunyong	/,AC															//				
Ms. Trithip Sivakrskul	/,AC,NR																/	M	/	/
Ms.Sunandha Leelasaengsai	M																			
Mr. Tong Tuan Ngiam	M																			
Mrs. Narisa Lertnamwongwan	M																			
Mrs. Panthip Kolyanee	M																			
Ms. Euamporn Warawatanathamrong	M																			

Note C = Chairman AC = Audit Committee NR = Nomination and Remuneration Committee / = Director // = Chief Executive Officer M = Management

Related companies:

- | | | |
|---|---|---|
| 1. SISB Siri Company Limited | 8. C.A.C (Bangkok) Company Limited | 15. Casa Longa (Thailand) Company Limited |
| 2. JRW Utilities Public Company Limited | 9. Suang Luang Land and Building Company Limited | 16. State Railway of Thailand |
| 3. Krungthai Bank Public Company Limited | 10. Matching Maximize Solution Public Company Limited | 17. Inception Technology Company Limited |
| 4. N.K. Studio Company Limited | 11. Talis Asset Management Company Limited | 18. Superblock Public Company Limited |
| 5. Office of the Civil Service Commission | 12. Univentures REIT Management Company Limited | 19. Tapaco Mold Company Limited |
| 6. Office of the Council State | 13. TSFC Securities Public Company Limited | |
| 7. Thammasat University | 14. Beryl 8 Plus Company Limited | |

Attachment 2
Directors of Subsidiary

N/A

Attachment 4
Information of Appraised Value of Assets

N/A

Other Attachment 5

None