



## ANNUAL REPORT 2020

I.C.C. International Public Company Limited



cosmetology

# LOCK IT FIT

## Dr. Thiam Chokwatana's Philosophy



**Dr. Thiam Chokwatana**  
**Founder & First Chairman of Saha Group**

**Endure and tolerate difficulties  
to learn useful practices.**

Born : June 14, 1916 in Bangkok.

Died : June 29, 1991 in Chonburi.

### **Honors Received :**

#### **1. Decorations**

- 1963 : The Most Noble Order of the Crown of Thailand (Fifth Class)
- 1978 : The Most Noble Order of the Crown of Thailand (Fourth Class)
- 1979 : The Most Exalted Order of the White Elephant (Fourth Class)
- 1981 : The Most Exalted Order of the White Elephant (Third Class)
- 1982 : The Most Noble Order of the Crown of Thailand (Second Class)
- 1985 : The Third Order of the Sacred Treasure from Japan.

#### **2. Other Honors**

- 1985 : An Honorary doctorate degree in Business Administration from Srinakharinwirot University.
- 1988 : A Thai Marketing Man of The Year Award (Hall of Fame)
- 1989 : An Outstanding Thai Industrialist Award.

**"Endurance and tolerance enable us to learn useful  
work practices throughout life."**

People who are successful in life, can tolerate things that others cannot.

If you want to complete your work, it is not enough to endure hard work. Because to endure hard work is to seek out difficult work in order to gain expertise and endure physical exhaustion. At the same time, you stand a chance to make mistakes and be admonished for them. You have to tolerate being admonished and looked down on by others. You may become disheartened, a condition that most people cannot tolerate.

I was working at my father's shop as a young boy and noticed that my relations, my siblings and uncles' offspring, would fight for easy and routine jobs but they would avoid difficult and hard ones that required both mental and physical energy. Even when they were quite capable of doing the task, they would just stand by. I was prepared to face unknown difficulties to increase my knowledge and experiences without complaining. Nevertheless, my uncles repeatedly made some remarks that cut me to the quick and pained me deeply. They reminded me that our shop prospered only because of their hard work. I would never have enough wits to earn a living.

After Father had given up the shop to the uncles and left to open a new one, I was able to help him to the utmost of my ability. The fact that I had to fight and work hard in my youth, shouldering the burden of my siblings and cousins, had turned out to be extremely beneficial.

**It could be said that endurance and tolerance enable us to  
learn useful work practices throughout life.**



## Message from the Chairman

COVID-19 unfortunately will likely be with us for a while , but I do hope and wish very much that all ICC's shareowners and stakeholders will stay safe ,strong, as well as healthy and go through all these tough times successfully.

In 2020, ICC International Plc along with its shareowners inevitably experienced the unprecedented impact of the COVID-19 pandemic. Not only did it cause numerous hospitalizations and mortalities, it also deeply affected the whole Thai economy resulting in Thailand's GDP plummeting by a significant degree.

In addition, our Company faced other impactful issues from the severe decision of the Bangkok Municipal Authority to close all Bangkok shopping plazas and department stores, which resulted in every other provincial authority taking similar actions. These closures negatively affected ICC's sales due to the fact that a large proportion of our sales points are located in such stores.

Notwithstanding, ICC set a policy not to lay off employees to cut down costs, instead the management relied upon other cost saving measures to make every effort to reduce total expenditure by 26% over the year. Furthermore, it implemented a number of effective E-Commerce sales strategies which resulted in increasing online sales by 58.60 % from the previous year, and finally managed to obtain a year end profit of 1.88 million Thai Baht.

I would like to thank all executive directors and staff members who maintained good morale throughout the year and made every effort to overcome the enormously serious crisis. It has been one at a level that ICC had never experienced before, and we sincerely believe that once it is over ICC will come out even stronger.

**Mr. Boonkiet Chokwatana**  
Chairman



## Board of Directors



**Boonkiet Chokwatana**  
Chairman and Executive Chairman



**Thamarat Chokwatana**  
President and Vice Executive Chairman



**Thiraphong Vikitset Ph.D.**  
Independent Director and Audit Committee Chairman



**Amorn Asvanunt**  
Independent Director and Audit Committee Member



**Nophorn Bhongsvej**  
Independent Director and Audit Committee Member



**Anuchit Anuchitanukul Ph.D.**  
Independent Director and Audit Committee Member





**Manu Leelanuwatana**  
Director



**Somphol Chaisiroy**  
Director



**Munchusa Terapongpipat**  
Director



**Kobsuk Saengsawad**  
Director



**Surat Wongrattanapassorn Ph.D.**  
Director



**Chailada Tantivejakul**  
Director



**Boonkiet Chokwatana**  
Chairman and Executive Chairman



**Thamarat Chokwatana**  
President and Vice Executive Chairman



**Munchusa Terapongpipat**  
Vice President Company Administration Division



**Surat Wongrattanapassorn Ph.D.**  
Vice President Information Technology Division



**Pennapha Dhanasarnsilp, D.B.A.**  
Vice President Division V



**Nonglaks Techaboonanek**  
Vice President Division M, O



**Nattapat Petchratanaporn**  
Vice President Accounting & Finance Division  
and Sales Administration Division



**Ramida Russell Maneesatiean**  
Vice President Division B



**Bussabong Mingkwanyeon**  
Vice President Division H



**Viritpol Chaithavornsathien**  
Vice President Division I



## Honorary Counselor



**Boonsithi Chokwatana**

Honorary Counselor

### Experience

1. Vice Chairman of Saha Pathana Inter-Holding Plc.
2. Chairman of Thai President Foods Plc.
3. Honorary Chairman of Saha Pathanapibul Plc.
4. Member of the Advisory Committee of Thai Wacoal Plc.
5. Member of the Advisory Committee of Thanulux Plc.
6. Member of the Advisory Committee of Textile Prestige Plc.

## Company Advisor



**Samrerng Manoonpol**

Advisor

### Experience

1. Advisor of Thai Hoover Industry Co., Ltd.
2. Vice Chairman of Saha Capital Tower Co., Ltd.
3. Director and Member of the Executive Committee of Saha Pathana Inter-Holding Plc.
4. Member of the Advisory Committee of Saha Pathanapibul Plc.

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## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(% )	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
*1. Boonkiet Chokwatana	74	- Honorary Doctorate Degree	DAP, DCP	2.19	- Father of		<u>Listed Companies</u> 6
Chairman and Executive		in Business Administration			Kityaporn	1993 - Present	- Chairman of S&J International Enterprises Plc. and 6
Chairman		(Management) from			Chaitavorn-		Subsidiary Companies
Year 1973		Sripratum University			sathien	1994 - Present	- Chairman of People's Garment Plc.
		- Honorary Doctorate Degree			- Uncle of	2013 - Present	- Chairman of Pan Asia Footwear Plc. and 7 Subsidiary Companies
		in Business Administration			Thamarat	2016 - Present	- Chairman and Executive Chairman of I.C.C.
		College of Commerce from			Chokwatana		International Plc. and 3 Subsidiary Companies
		Burapha University				2015 - 2016	- Executive Chairman of I.C.C. International Plc.
		- Honorary Doctorate Degree				1995 - 2014	- President and Executive Chairman of I.C.C. International Plc.
		in Business Administration				1986 - Present	- Director of Saha Pathana Inter-Holding Plc.
		from Naresuan University				2016 - Present	- Director of Sahacogen (Chonburi) Plc. and 1 Subsidiary Companies
		- B.S. Mechanical					<u>Other Non-Listed Companies</u> 57
		Engineering, Worcester					<u>Competing / Similar / Related Businesses</u>
		Polytechnic Institute,				1987 - Present	- Chairman of H & B Intertex Co., Ltd.
		Massachusetts, U.S.A.				1994 - Present	- Chairman of Tiger Distribution & Logistics Co., Ltd.
						2000 - Present	- Chairman of Better Way (Thailand) Co., Ltd. and Train Time Test Co., Ltd.
						2001 - Present	- Chairman of Make Up Technique International Co., Ltd.
						2002 - Present	- Chairman of Sukhadasana Co., Ltd.
						2011 - Present	- Chairman of Thai Itokin Co., Ltd.
						2013 - Present	- Chairman of WBLP Co., Ltd.
						2018 - Present	- Chairman of WBHF Co., Ltd. and Scentimental (Thailand) Co., Ltd.
						2020 - Present	- Chairman of Intanin Chiangmai Co., Ltd.
						1977 - 2020	- Director of Intanin Chiangmai Co., Ltd.
						2019 - Present	- Chairman of Koraj Watana Co., Ltd.
						1993 - 2019	- Director of Koraj Wattana Co., Ltd.

Notes: \* Director binding to the company as in the Company's Certificate  
 \*\* As of 31 March 2021 (calendar year)  
 \*\*\* Including shares held by spouse and minor children and related company



## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
*1. Boonkiet Chokwatana	(cont.)					1980 - Present	- Director of Intersouth Co., Ltd.
Chairman and Executive						1981 - Present	- Director of Can Co., Ltd.
Chairman						1989 - Present	- Director of Sun and Sand Co., Ltd.
Year 1973						1991 - Present	- Director of Eastern I.C.C. Co., Ltd.
						1995 - Present	- Director of Paknumpo Wattana Co., Ltd.
						1996 - Present	- Director of Maharachapreuk Co.,Ltd.
							- Director of E F Co., Ltd.
						2009 - Present	- Director of T-Way Co., Ltd.
						2015 - Present	- Director of Sahachol Food Supplies Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
*2. Thamarat Chokwatana	52	B.A., Bachelor of Arts,	CSP, DAP, DCP	0.63	- Nephew of		<u>Listed Companies</u> 4
President		Assumption University			Boonkiet	2001 - Present	- Director of Thai Wacoal Plc. and 3 Subsidiary Companies
Vice Executive Chairman					Chokwatana	2016 - 2018	- Director of Thanulux Plc.
Vice President Division G, N, S						2019 - Present	- Vice Chairman of Thanulux Plc.
24 March 1999						2017 - Present	- Director of Saha Pathanapibul Plc.
						2016 - Present	- President and Vice Executive Chairman of
							I.C.C. International Plc. and 1 Subsidiary Company
						2015 - 2016	- President of I.C.C. International Plc.
							<u>Other Non-Listed Companies</u> 43
							<u>Competing / Similar / Related Businesses</u>
						2019 - Present	- Chairman of Tsuruha (Thailand) Co., Ltd.
						2011 - 2019	- Director of Tsuruha (Thailand) Co., Ltd.
						2019 - Present	- Chairman of Eastern I.C.C. Co.,Ltd.
						2016 - Present	- Director of Eastern I.C.C. Co., Ltd.
						1999 - Present	- Director of International Commercial Coordination Co., Ltd.

## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
*2. Thamarat Chokwatana	(cont.)					2000 - Present	- Director of Thai Arusu Co., Ltd.
President						2005 - Present	- Director of International Laboratory Co., Ltd.
Vice Executive Chairman							- Director of Can Co., Ltd.
Vice President Division G, N, S							- Director of Intersouth Co., Ltd.
24 March 1999						2006 - Present	- Director of Intanin Chiangmai Co., Ltd.
						2010 - Present	- Director of Pens Marketing & Distribution Co., Ltd.
						2014 - Present	- Director of Canchana International Co., Ltd.
						2015 - Present	- Director of Transcosmos (Thailand) Co., Ltd.
							- Director of Sun and Sand Co., Ltd.
							- Director of Koraj Wattana Co., Ltd.
							<u>Other Non-Listed Companies</u>
							<u>Competing / Similar / Related Businesses</u>
						2016 - Present	- Director of Chokwatana Co., Ltd.
						2019 - Present	- Director of Kabin Phatthanakij Co., Ltd. and Maharachapreuk Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
3. Thiraphong Vikitset Ph.D.	75	Ph.D. (Economics),	DAP, DCP, ACP,	- None -	- None -		<u>Listed Companies 2</u>
Independent Director and		West Virginia University, U.S.A.	FND, QFR			2016 - Present	- Independent Director and Member of Audit Committee
Audit Committee Chairman							of TPI Polene Power Plc.
26 April 1999							<u>Other Non-Listed Companies 1</u>
						1991 - Present	- Independent Director of Better Way (Thailand) Co., Ltd.
							<u>Administration of National Institute of Development</u>
							<u>Administration (NIDA)</u>
						1984 - 1985	- Associate Dean of School of Development Economics
						1985 - 1986	- Dean of School of Development Economics
						1986 - 1991	- Vice President for Academic Affairs
						1995 - 1997	- Director of Academic Council

## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
3. Thiraphong Vikitset Ph.D.	(cont.)					2001 - 2002	- Director of NIDA Council
Independent Director and						Present	- Professor of School of Development Economics,
Audit Committee Chairman							National Institute of Development Administration (NIDA)
26 April 1999							<u>Other notable experiences</u>
						1986 - 1991	- Member of Subcommittee on Energy Policy Formulation
						1991	- Member of Subcommittee on Energy Planning for the
							7 <sup>th</sup> Economic and Social Development Plan
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
4. Amorn Asvanunt	73	- MBA Bowling Green State	DAP, FGP	- None -	- None -		<u>Listed Companies 5</u>
Independent Director and		University, U.S.A.				2002 - Present	- Member of Audit Committee of Far East Fame Line DDB Plc.
Audit Committee Member		- Bachelor of Accountancy,					- Member of Audit Committee of Sahacogen (Chonburi) Plc.
26 May 1999		Chulalongkorn University				2005 - Present	- Director, Independent Director, Director of Risk
							Management Committee & Chairman of Nomination and
							Remuneration Committee of Krungthep Sophon Plc.
						2017 - Present	- Member of Audit Committee of S&J International Enterprises Plc.
							<u>Other Non-Listed Companies 1</u>
						1992 - Present	- Independent Director of BNH Medical Center Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
5. Nophorn Bhongsvej	74	- MBA (Economics), Oregon	DAP, DCP,	- None -	- None -		<u>Listed Companies 3</u>
Independent Director and		State University, U.S.A.	ACP, ITG			2010 - Present	- Audit Committee Chairman of Saha Pathana Inter- Holding Plc.
Audit Committee Member		- Bachelor of Economics,				2005 - Present	- Audit Committee Chairman and Director of Remuneration & Nomination
27 April 2015		University of Oregon, U.S.A.					Committee of Sahacogen (Chonburi) Plc.
							<u>Other Non-Listed Companies 2</u>
						2015 - Present	- Chairman of Saha Asia Pacific Co., Ltd.
						2018 - Present	- Chairman of Sriracha Aviation Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	



## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
6. Anuchit Anuchitanukul Ph.D.	50	- Ph.D. Computer Science	DCP, EDP	- None -	- None -		<u>Listed Companies 4</u>
Independent Director and		Stanford University, CA U.S.A.	TEPCot, JIBA			2020 - Present	- Advisor to Chief Executive Office of Kiatnakin Phatra Financial Group
Audit Committee Member		- MSCS Computer Science				2016 - 2020	- Head of Retail Business Strategy and Innovation Group of Kiatnakin
9 April 2020		Stanford University, CA U.S.A.					Phatra Financial Group
		- MBA Chulalongkorn University				2016 - Present	- Member of the Executive Committee of Kiatnakin Phatra Financial
		- B.ENG (1 <sup>st</sup> Class Hons),					Group
		Computer Engineering,				2015 - Present	- Director of Aksorn Education Public Company Limited
		Chulalongkorn University				2018 - Present	- Director of Bangchak Corporation Public Company Limited
							<u>Other Non-Listed Companies 1</u>
						Nov 2020 - Present	- Director and Audit Committee Member of Arkitektura Company Limited
						Mar 2020 - Present	- Director of Arkitektura Company Limited
							<u>Competing / Similar / Related Businesses</u> - None -
							<u>Government Agency</u>
							<u>Ministry of Digital Economy and Society</u>
						2020 - Present	- Standard and Regulation Subcommissioner of the Electronic
							Transactions Commission
							- Strategy and Promotion Subcommissioner of the Electronic
							Transactions Commission
							- Expert committee in computer science , Electronic Transactions
							Commission
							<u>The Revenue Department</u>
						2018 - Present	- Director in the Revenue Department drive the committee into digital
							revenue
						2020 - Present	- Advisor to the Working Group to promote liquidity in doing business
							with electronic tax documents
						2020 - Present	- Advisor, Digital Council of Thailand
						2020 - Present	- Advisor, Technology Sub-Committee, Securities and Exchange Commission

## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
6. Anuchit Anuchitanukul Ph.D.	(cont.)						<u>State Enterprise Policy Office</u>
Independent Director and						2018 - Present	- Member of the Big Data Driven Board of Ministry of Finance
Audit Committee Member						2018 - Present	- Expert Board Member of Committee For The Protection of Credit Information
9 April 2020						2019 - Present	- Expert Member of The Capital Market Development Fund Committee
						2017 - Present	- Public Private Partnership (PPP) Policy Committee
						2020 - Present	- State Enterprise Development Assessment Subcommittee for Digital transformation and Knowledge and Innovation management
							<u>Past</u>
						2016 - 2019	- Director of The National e-Payment, Prime Minister's Office
						2017 - 2019	- Advisor of the Identity provider (IDP) Committee, Ministry of Digital Economy and Society
						2018 - 2019	- Director and Member of the Audit Sub-Committee, The Stock Exchange of Thailand
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
*7. Manu Leelanuwatana	76	Bachelor of Mechanical Engineering,	DAP, DCP	0.004	- None -		<u>Listed Companies</u> 5
Director		Chiba University, Japan				1980 - Present	- Chairman of Textile Prestige Plc.
26 April 2004						1990 - Present	- Chairman of Thai Wacoal Plc.
						2019 - Present	- Chairman of Thanulux Plc.
						1987 - Present	- Director of O.C.C. Plc.
						2019 - Present	- Executive Director of Saha Pathana Inter-Holding Plc.
						2007 - 2019	- Director of Saha Pathana Inter-Holding Plc.
							<u>Other Non-Listed Companies</u> 17
							<u>Competing / Similar / Related Businesses</u>
						1984 - Present	- Chairman of Raja Uchino Co., Ltd.
							- Chairman of Thai Arusu Co., Ltd.
						1990 - Present	- Chairman of Thai Gunze Co., Ltd.
						2004 - Present	- Chairman of Pattaya Manufacturing Co., Ltd.
						2012 - Present	- Chairman and Managing Director of Bangkok Tokyo Socks Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	

## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
*8. Somphol Chaisiriroj	64	Master of Arts, Ohio University, U.S.A.	DAP, DCP	0.022	- None -		<u>Listed Companies</u> 1
Director						1990 - 2016	- Vice President of Division W, I.C.C. International Plc.
29 September 2009						2009 - Present	- Director of I.C.C. International Plc.
						2018 - Present	- Advisor of Business Division, Thanulux Plc.
							<u>Other Non-Listed Companies</u> 6
							<u>Competing / Similar / Related Businesses</u>
						2000 - Present	- Chairman of Sun and Sand Co., Ltd.
						2003 - 2019	- Chairman of Can Co., Ltd.
						2019 - Present	- Director of Can Co., Ltd.
						1993 - Present	- Director of Koraj Wattana Co., Ltd.
						1995 - Present	- Director of Paknumpo Wattana Co., Ltd.
						1996 - Present	- Director of Eastern I.C.C. Co., Ltd.
							- Director of Maharachapreuk Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
*9. Munchusa Terapongpipat	63	Bachelor of Public Administration,	ACPG, DCP	0.004	- None -		<u>Listed Companies</u> 1
Director and Vice President		Ramkhamhaeng University					<u>Other Non-Listed Companies</u> 4
Company Administration Division							<u>Competing / Similar / Related Businesses</u>
25 April 2016						2000 - Present	- Director of Train Time Test Co., Ltd.
							- Director of Sun and Sand Co., Ltd.
						2011 - Present	- Director of Eastern I.C.C. Co., Ltd.
						2015 - Present	- Director of Paknumpo Wattana Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	



## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
*10. Kobsuk Saengsawad	60	Bachelor of Law,	DCP	0.0005	- None -		<u>Listed Companies</u> 1
Director		Ramkhamhaeng University					<u>Other Non-Listed Companies</u> 4
25 April 2016							<u>Competing / Similar / Related Businesses</u>
						1999 - Present	- Director of Vira Law Office Co., Ltd.
						2000 - Present	- Director of Tiger Distribution & Logistics Co., Ltd.
						2014 - Present	- Director of WBRE Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
*11. Surat Wongrattanapassorn, Ph.D.	55	- Master of Engineering (Computer),	DCP, ITG	0.007	- None -		<u>Listed Companies</u> 2
Director and Vice President		Assumption University				2014 - Present	- Director, Pan Asia Footwear Plc.
Information Technology Division		- Ph.D. (Business Administration),					<u>Other Non-Listed Companies</u> 5
1 May 2013		Nova Southeastern					<u>Competing / Similar / Related Businesses</u>
		University, U.S.A.				2011 - Present	- Director of Thai Itokin Co., Ltd.
						2015 - Present	- Director of Eastern I.C.C. Co., Ltd.
						2016 - Present	- Director of Tiger Distribution & Logistics Co., Ltd.
						2018 - Present	- Director of WBHF Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
12. Chailada Tantivejkul	45	- Bachelor of Economics,	DAP, RCL	0.029	- Niece of		<u>Listed Companies</u> 3
Director		Thammasat University			Boonkiet	2017 - Present	- Vice Chairman and Chief Financial Officer of Far East Fame Line DDB Plc.
22 April 2019		- Master of Trade and International			Chokwatana	2014 - 2017	- Managing Director of Far East Fame Line DDB Plc.
		Policy, George Mason University,				2020 - Present	- Executive Vice President of Saha Pathanapibul Plc.
		U.S.A.				2015 - 2019	- Director of Saha Pathanapibul Plc.
						2017 - 2020	- Marketing Director of Saha Pathanapibul Plc.
						2011 - 2017	- Assistant Marketing Director of Saha Pathanapibul Plc. Other Non-Listed
							<u>Other Non-Listed Companies</u> 11
							<u>Competing / Similar / Related Businesses</u> - None -
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	

## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(% )	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
13. Pennapha Dhanasamsilp, D.B.A.	67	Doctorate of Business	DAP, DCP	0.006	- None -		<b>Listed Companies 4</b>
Vice President Division V		Administration, Nova Southeastern				2013 - Present	- Independent Director of Plan B Media Plc.
Year 2003		University, U.S.A.				2014 - Present	- Director of IV Global Securities Plc.
						2015 - Present	- Director of Pioneer Motor Plc.
						2018 - Present	- Independent and Audit Committee Director of Index Living Mall Plc.
							<b>Other Non-Listed Companies 5</b>
							<b>Competing / Similar / Related Businesses</b>
						2010 - Present	- Chairman of Pens Marketing and Distribution Co., Ltd.
						2019 - Present	- Chairman of Can Co., Ltd.
							- Director of Maharachapreuk Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
14. Nonglaks Techaboonanek	66	- Bachelor of Communication	DAP	- None -	- None -		<b>Listed Companies - None -</b>
Vice President Division M, O		Arts, Chulalongkorn University					<b>Other Non-Listed Companies 3</b>
1 September 2005		- Bachelor of Marketing,					<b>Competing / Similar / Related Businesses</b>
		Ramkhamhaeng University				2013 - Present	- Managing Director of SRP Nanasai Co., Ltd.
						2015 - Present	- Director of Intersouth Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
15. Nattapat Petchratanaporn	62	Bachelor of Science (Accounting),	DCP	0.003	- None -		<b>Listed Companies - None -</b>
Vice President Accounting		Bangkok University					<b>Other Non-Listed Companies 17</b>
& Finance Division							<b>Competing / Similar / Related Businesses</b>
25 May 2010						2020 - Present	- Chairman of Intersouth Co., Ltd.
						1999 - Present	- Director of Vira Law Office Co., Ltd.
						2000 - Present	- Director of Intanin Chiangmai Co., Ltd.
							- Director of Sun and Sand Co., Ltd.
							- Director of Eastern I.C.C. Co., Ltd.
							- Director of Paknumpo Wattana Co., Ltd.

## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
15. Nattapat Petchratanaporn	(Cont.)					2001 - Present	- Director of Sukhatasana Co., Ltd.
Vice President Accounting						2011 - Present	- Director of Thai Itokin Co., Ltd.
& Finance Division						2014 - Present	- Managing Director of WBRE Co., Ltd.
25 May 2010						2018 - Present	- Director of Scentimental (Thailand) Co., Ltd.
						2020 - Present	- Director of Maharachapreuk Co., Ltd.
							- Director of Koraj Wattana Co., Ltd.
							- Director of Can Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
16. Ramida Russell Maneesatien	52	- Master in Communication	FSD, TLP 7, DCP	0.003	- None -		<u>Listed Companies</u> - None -
Vice President Division B		Arts (Mass Communication),					<u>Other Non-Listed Companies</u> 8
25 May 2010		Chulalongkorn University					<u>Competing / Similar / Related Businesses</u>
		- Bachelor in Business				2011 - Present	- Managing Director of Thai Itokin Co., Ltd.
		Administrations (BBA),				2003 - Present	- Director of Sukhatasana Co., Ltd.
		Assumption University				2013 - Present	- Director of Shop Global (Thailand) Co., Ltd.
						2015 - Present	- Director of Koraj Wattana Co., Ltd.
						2019 - Present	- Director of Paknumpo Wattana Co., Ltd. and Maharachapreuk Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
17. Bussabong Mingkwanyeon	55	Bachelor Degree, Major	- None -	0.0002	- None -		<u>Listed Companies</u> - None -
Vice President Division H		Microbiology, Faculty of Science,					<u>Other Non-Listed Companies</u> 2
1 May 2015		Chulalongkorn University					<u>Competing / Similar / Related Businesses</u>
						2015 - Present	- Director of Intersouth Co., Ltd.
						2019 - Present	- Director of Sun and Sand Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	

## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
18. Viritpol Chaithavornsathien	50	- M.B.A. Cleveland State University, U.S.A.	- None -	- None -	- Husband of Kityaporn		<u>Listed Companies</u> 1
Vice President Division I						2020 - Present	- Managing Director of People's Garment Plc.
1 March 2014		- Bachelor of Business Administration, University of Kentucky, U.S.A.			Chaithavorn- sathien	2016 - 2020	- Director of People's Garment Plc.
							<u>Other Non-Listed Companies</u> 8
					- Son-in-law of Boonkiet		<u>Competing / Similar / Related Businesses</u>
						2019 - Present	- Chairman of Paknumpo Wattana Co., Ltd.
					Chokwatana	2015 - 2019	- Director of Paknumpo Wattana Co., Ltd.
						2015 - Present	- Director of Can Co., Ltd.
						2016 - Present	- Director of Intersouth Co., Ltd.
						2019 - Present	- Director of Koraj Wattana Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
19. Khanisorn Suyanand	76	- Master of Arts, Economics (Monetary), Northeastern University, Boston Mass. U.S.A.	- None -	0.0001	- None -		<u>Listed Companies</u> - None -
Vice President Division A							<u>Other Non-Listed Companies</u> 1
1 June 2010							<u>Competing / Similar / Related Businesses</u>
		- Bachelor of Economics, Thammasat University				2014 - Present	- Director of WBLP Co., Ltd.
						2009 - 2017	- Advisory Director of International Leather Fashion Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
20. Kityaporn Chaithavornsathien	46	Bachelor in Business Administrations (BBA), Assumption University	DCP	2.06	- Daughter of Boonkiet		<u>Listed Companies</u> 1
Vice President Division D						2020 - Present	- Director of People's Garment Plc.
24 May 2011					Chokwatana		<u>Other Non-Listed Companies</u> 13
					- Wife of Viritpol		<u>Competing / Similar / Related Businesses</u>
						2019 - Present	- Chairman of Maharachapreuk Co., Ltd.
					Chaithavorn- sathien	1999 - Present	- Director of Vira Law Office Co., Ltd.
						2003 - Present	- Director of Sukhatasana Co., Ltd.
						2015 - Present	- Director of Intanin Chiangmai Co., Ltd.



## Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Year) **	Education	Training Background	*Proportion of shareowning at 31 Dec 2020 ***(%)	Relationship of Directors and Executives	Work experience in the past 5 years	
						Period	Major Experience
20. Kityaporn Chaithavornsathien	(Cont.)					Present	- Director of H & B Interlex Co., Ltd.
Vice President Division D							- Director of International Laboratories Co., Ltd.
24 May 2011						2017 - Present	- Director of Better Way (Thailand) Co., Ltd.
						2019 - Present	- Director of Intersouth Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
21. Sawat Posinsomwong	53	- MBA Assumption University	- None -	- None -	- None -		<u>Listed Companies</u> - None -
Vice President Division W		- Bachelor of Business					<u>Other Non-Listed Companies</u> - None -
1 November 2014		Administration, Assumption					<u>Competing / Similar / Related Businesses</u> - None -
		University				2010 - 2014	- Managing Director of Swarovski (Thailand) Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	
22. Thitipoom Chokwatana	43	- Bachelor of Computer	- None -	0.50	- Nephew of		<u>Listed Companies</u> 1
Vice President Division X		Science, Seattle University			Boonkiet	2019 - Present	- Director of O.C.C. Plc.
1 September 2018		U.S.A.			Chokwatana		<u>Other Non-Listed Companies</u> 5
					- Brother of		<u>Competing / Similar / Related Businesses</u>
					Thamarat	2018 - Present	- Director of International Commercial Coordination Co., Ltd.
					Chokwatana		- Director of Prink (Thailand) Co., Ltd.
						2020 - Present	- Director of Tiger Distribution & Logistics Co., Ltd.
Tenure in other business or organizations in the past year which had material / significant impact on attendance.						- None -	

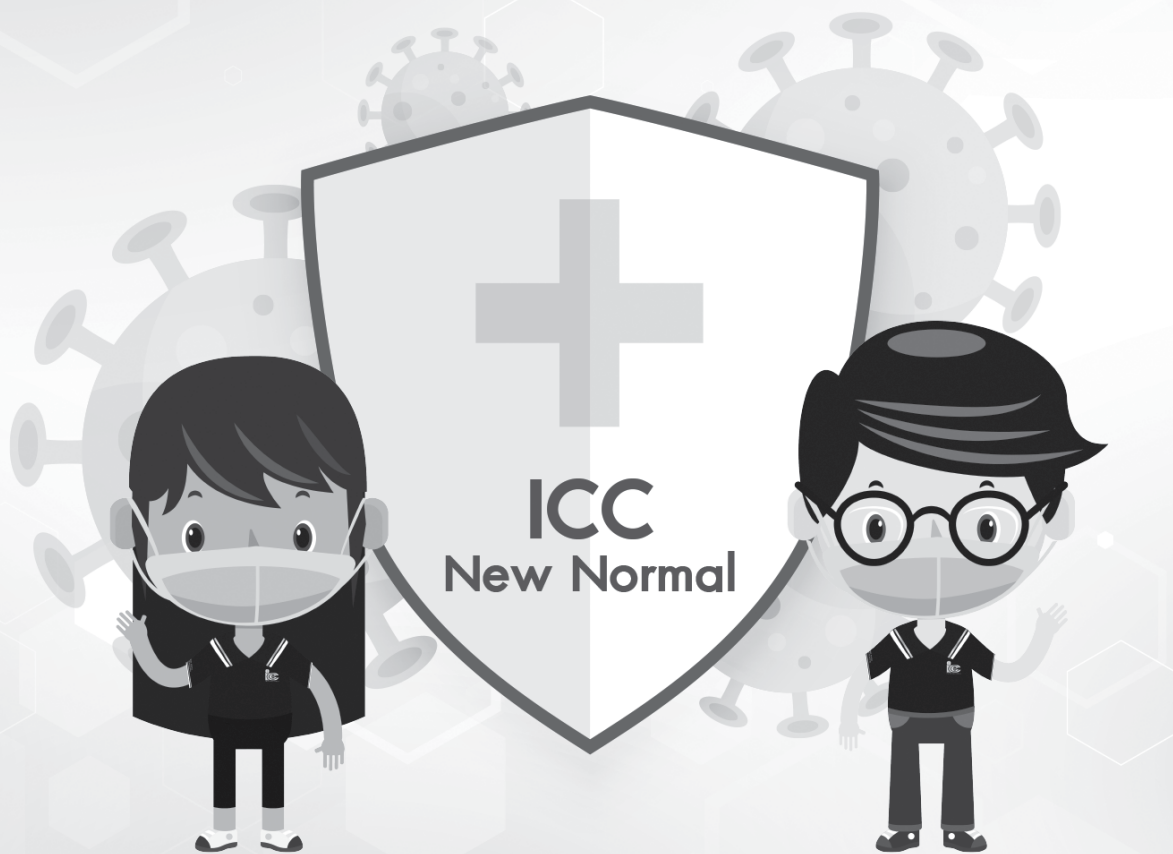
## Detail of the director of subsidiaries

Name of Directors		Subsidiaries Company		
		WBRE	ITOKIN	CANCHANA
1. Mr.Boonkiet	Chokwatana	A	A	F
2. Mrs.Pacharabha	Bhakdeerat	F		
3. Mr.Sarote	Moolamai	F		
4. Mr.Nattaphat	Petchratanaporn	D	F	
5. Mrs.Kobsuk	Sangsawat	F		
6. Mrs.Ramida Russell	Maneesatiean		D	
7. Mr.Yozo	Yamanishi		F	
8. Dr.Surat	Wongrattanapassorn		F	
9. Mrs.Suporn	Chantharatluxa		F	
10. Mr.Pimapatt	Talalak		F	
11. Mr.Tanongchai	Chongpiyawarang			A
12. Mrs.Pasook	Raksawonkse			F
13. Mr.Vathit	Chokwatana			F
14. Mr.Thamarat	Chokwatana			F

**Note:** WBRE = WBRE Co., Ltd. A = Chairman  
ITOKIN = Thai Itokin Co., Ltd. D = Managing Director  
CANCHANA = Canchana International co., Ltd. F = Director

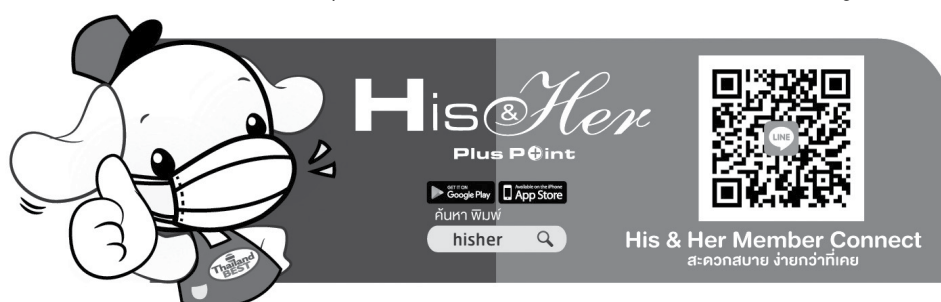
DATA	2020	2019	2018
<b>Per share data (baht)</b>			
Net profit(loss)	(0.18)	2.50	3.20
Book value	93.34	70.45	69.64
Market price	27.75	39.50	41.50
Dividend	*0.25	0.70	1.21
<b>Financial position analysis</b>			
<b>Liquidity ratios (times)</b>			
Current ratio	4.27	4.02	3.87
Quick ratio	2.07	1.75	1.82
<b>Leverage ratios (times)</b>			
Debt-equity ratio	0.19	0.16	0.16
Time interest earned ratio	1.04	338.50	614.47
<b>Efficiency ratios</b>			
Accounts receivable turnover (times)	6.18	7.00	6.61
Collection period (days)	58.28	51.41	54.43
Inventory turnover (times)	1.65	2.16	2.31
Inventory coverage (days)	218.32	166.85	155.77
Fixed assets turnover (times)	2.09	3.21	3.44
Total assets turnover (times)	0.30	0.52	0.57
<b>Profitability ratios</b>			
Net profit(loss) (millions baht)	(59.32)	719.04	934.02
Return on sales (%)	(0.63)	5.91	6.99
Return on equity (%)	(0.22)	3.56	4.64
Return on total assets (%)	(0.19)	3.07	3.98
Price earning ratio	(154.17)	15.80	12.97
<b>Growth (%)</b>			
Percentage increase (decrease) of sales	(30.95)	(8.42)	(0.78)
Percentage increase (decrease) of net profit(loss) before tax	(100.46)	(23.15)	8.08
Percentage increase (decrease) of total assets	36.30	0.40	1.16
Percentage increase of equity	32.50	1.15	1.66
Percentage increase (decrease) of numbers of employees	(9.46)	(21.67)	(9.94)

\* The Board of Directors' Meeting has resolved to pay dividend Baht 0.25 per share and to submit this agenda for approval at the Annual General Shareowners' Meeting to be held on 26 April 2021



From the situation of the pandemic of COVID-19 in 2020 and the economic recession, as well as the convenience, rapidity of connection through the digital technology system and development of the electronic commerce, all of these have much resulted in fast change of money spending and goods purchasing by consumers. The online goods ordering and services accessing, the spreading of the online social media enable people to rapidly access by themselves knowledge contents, public relations and to link with the digital contents where to enhance their searching, inspecting, monitoring products and services whether their varieties, prices or promotion. Additionally, the cybernetics also leads to the new models of business competition either from the original or the new competitors approaching from global sourcing, who are more advantageous in terms of costs and technologies.

Our Company has, therefore, prepared readiness of infrastructure, digital, information and data technology for the purpose of upgrading work procedures to enhance accuracy of goods management, marketing communication, direct sale to customers including to extend development of the relevant business ecology system, such as the warehouse management system, the delivery & tracking system in responsive to the change in the expenditure of consumers in the new normal, the economy fluctuation and the tougher competition either in the sale channels, the online marketing or the original offline channels. Moreover, we are prompt to form a commercial alliance both with the trade partners in the large digital market place, i.e. Lazada, Shopee, JD.com, and the Platform Ecommerce Service Providers, i.e. Bento, Lnw. In addition, we also connect the electronic payment system with the financial, logistics and warehouse service providers, aiming to build the automatic system, develop the data scientist in cooperation with King Mongkut's University of Technology Thonburi. It is to study the consumption behavior that changes all the time, facilitate rapidity and precision in goods management, communication, as well as to respond to our customers and trade partners, i.e. supply chains from manufacturers, distributors, online and offline trade partners. This enables us to deeply, immediately and efficiently understand customers forming the Economy of Speed; advantages of rapidity, accuracy in upgrading products and services design forming the Economy of Scope including setting up new work procedures which are creative, innovative, attractive and impressive to the customers forming the Economy of Design & Idea, jointly linked to the supply chains from designers, manufacturers, distributors and trade partners, networks as well as other services rendering.



Because service is at the heart of its business, I.C.C. International Public Company Limited not only distributes fashion and beauty products which consider good quality, fair prices and responsibility in every product and service, which are core principles in meeting customers' needs. We also consider maximum satisfaction in our products and services, both when products are in use and after sales. The company has thus set up a "Customer Relations Center" as a medium for communication between customers and the company in taking complaints, criticisms and suggestions about products to create long-term relationships and drive the business to sustainable success.

To be consistent with modern consumer behavior, the company has opened many channels enabling contact with the Customer Relations Center as follows:

- Telephone on 0-2294-4999 from Monday to Friday from 08.00 to 17.00 hrs.
- E-mail to [services@icc.co.th](mailto:services@icc.co.th)
- A prepaid letter at every product counter nationwide can be sent by mail without a stamp.



I.C.C. International Public Company Limited, a member company of Saha Group, is a licensed distributor of many global products, such as Wacoal, Arrow, Lacoste, BSC Cosmetology, Daks, Elle, Guy Laroche, Mizuno to name a few. It also distributes some original brand names, still highly popular in the market, for instance, BSC cosmetics and Enfant baby products, etc., all of which demonstrate premium quality and completely respond to the diverse needs of buyers. They are well known among consumers both at home and abroad.

The Company has augmented longtime experience and dedication to creating products and services of world-class standards, which have been well received by valued customers in all regions across the nation. Thus, it has placed significant emphasis on creating cordial relationships with customers, always ready to provide them with notable quality products and additional privileges. To reflect our sincerity to valued customers, His & Her Plus Point Card Project was initiated, allowing all our special customers by subscribing for membership of the His & Her Plus Point Card.

## His & Her Plus Point Card

“His & Her Plus Point Membership Card: Accumulate Points to Enhance Shopping Pleasure” is a premium card that provides ultimate privileges such as getting the discount, accumulation of reward points in exchange for gifts, participation in special activities and other additional privileges in the period coinciding with customers’ special occasions. This is to respond to all lifestyles with a selection from a wide variety of products from I.C.C. International Public Company Limited. It aims primarily at ensuring satisfaction of products and services. His & Her Plus Point Card now has more than 2.9 million members nationwide.

Along with the worthwhile value of purchasing the Company’s products, the more spending on purchases, the more points are accumulated which can subsequently be used to redeem free gifts as well as numerous other special privileges. Card application is also convenient and communication channels are easily accessible through multiple modern media. Moreover, His & Her Plus Point recognizes the importance of further online integration through the development of its His & Her Application as a new and much more convenient communication channel with its customers and members. This application has comprehensive functions to access members’ data i.e. membership number, members’ accumulated points, as well as available promotion campaigns and eligible privileges. This latest channel of communication enables faster and more direct contact with customers, combined with existing channels namely His & Her Call Center, IVR System, SMS, [www.hisherpoint.com](http://www.hisherpoint.com), [www.facebook.com/hisherpoint](http://www.facebook.com/hisherpoint) and Line: hisher, ensures continuing growth of His & Her Plus Point membership.

In addition His & Her Plus Point membership card also collaborated with various business allies such as leading department stores, His & Her Shops and other stores under the His & Her banner such as His & Her Outlet, Plus Nine and His & Her lingerie of which there are currently more than 70 branches nationwide, restaurants, beauty parlors, cinemas and hotel resorts to offer exclusive special privileges to His & Her Plus Point card members.

This year’s new activity was the four levels of member cards: Basic, Silver, Gold, and Platinum. The status of the card can be changed, depending on the annual accumulative purchase amount of the member. In January of the following year, an SMS would be sent to the card holder to notify the change of the card status. Each level of the card got different benefits: such as, special discount for purchasing normal-price merchandises in participated stores, or various kinds of brand benefits from I.C.C.’s numerous brands.

Additionally, His & Her Plus Point also conducted His & Her Brands Campaign to reward its members nationwide with almost 200 items, ready to be delivered directly to members’ home. The campaign received great responses. In 2020, the rewards were sent out almost 70,000 items.

In the future, the Company remains committed to further building up good relationships with customers nationwide as well as offering even more special exclusive privileges directly responsive to His & Her Plus Point members’ requirements, making their shopping experiences more worthwhile and fulfilling.

Shop more... receive more points with His & Her Plus Point membership card for special discounts in purchasing ICC products with a wide variety of more than 60 leading brands at 4,500 counters. Customers can use accumulated points to redeem special gifts especially prepared for His & Her Plus Point membership card holders throughout the year, which make it easier for the members to buy products and to redeem points for special gifts.

All these are the new marketing trend, initiated and developed continuously by the Company to make your shopping easy and fun. It is a return of profit to customers in appreciation of their continuing trust in our quality products. His & Her Plus Point card will strengthen our solid tread ahead to ensure the highest satisfaction for our valued customers.

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**Apply for His & Her Plus Point card at ICC counters in department stores nationwide**

**HisHer Application**



**hisher**



**[www.facebook.com/hisherpoint](http://www.facebook.com/hisherpoint)**

**His & Her Call Center 0-2296-9900**

**Website : [www.hisherpoint.com](http://www.hisherpoint.com)**



# HISHER LINE MEMBER

เพิ่มเพื่อน เชื่อมต่อ  
เช็กโปร



เมนูสมัครสมาชิกใหม่  
หรือเชื่อมต่อการเป็น  
สมาชิกสำหรับลูกค้าเก่า



สิทธิพิเศษ  
ตามช่วงเวลา



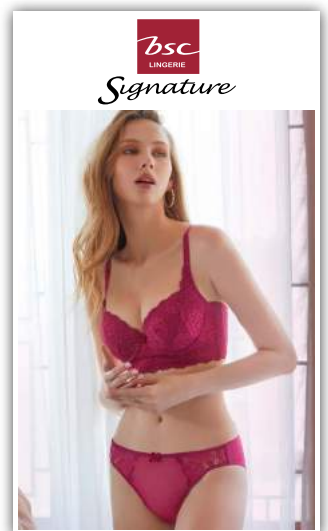
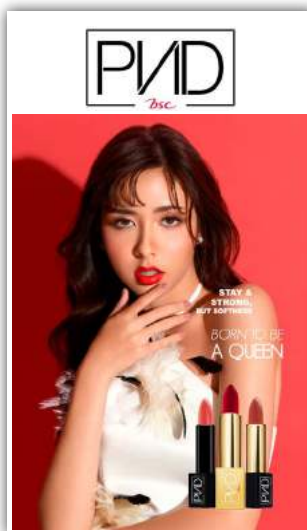
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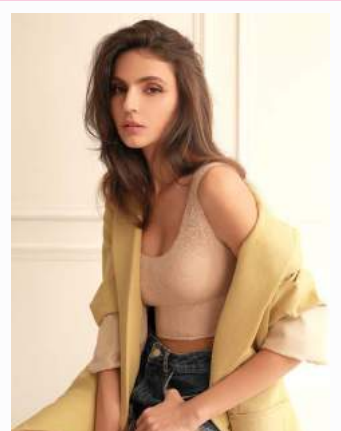
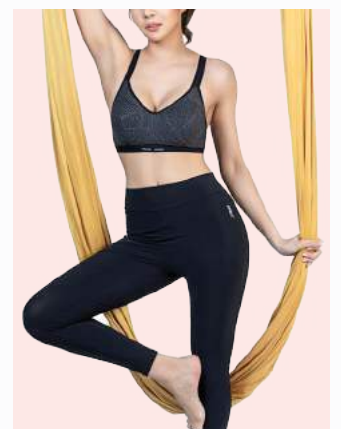
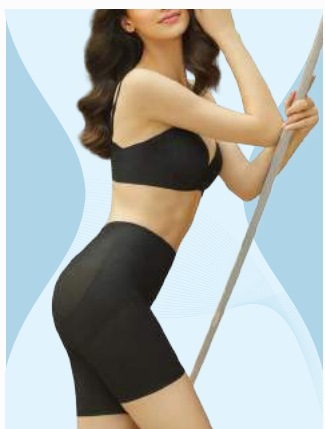
เปิด Line สแกน  
เพื่อเพิ่มเพื่อน  
กับ Hisher Line













ARROW  
USA • 1851



ARROW  
EXCELLENCY



ARROW  
GETAWAY



ARROW  
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ARROW  
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NOVAK DJOKOVIC  
#LACOSTEINSIDE



LACOSTE   
LIFE IS A BEAUTIFUL SPORT

LACOSTE.CO.TH





By Appointment  
To Her Majesty The Queen  
Outfitters  
DAKS Limited  
London



By Appointment  
To H.R.H. The Duke of Edinburgh  
Outfitters  
DAKS Limited  
London



By Appointment  
To H.R.H. The Prince of Wales  
Outfitters  
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London

# DAKS

LONDON

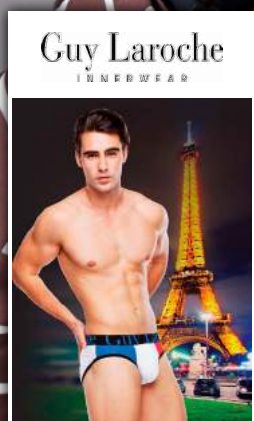
DAKS FLAGSHIP STORE CENTRAL WORLD, FL.1

DAKSThailand



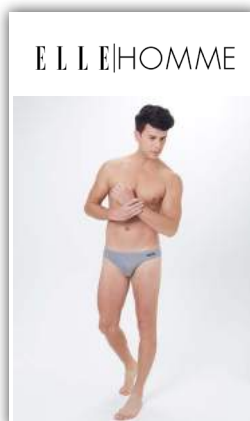
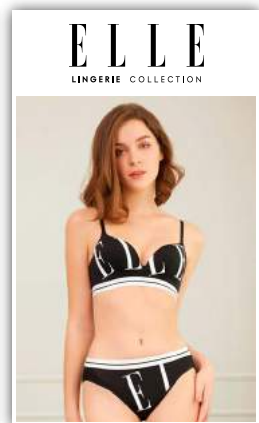
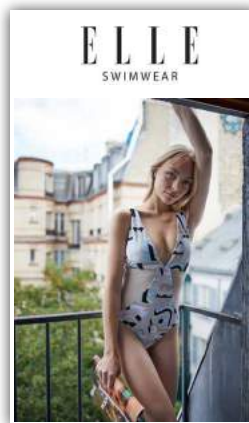
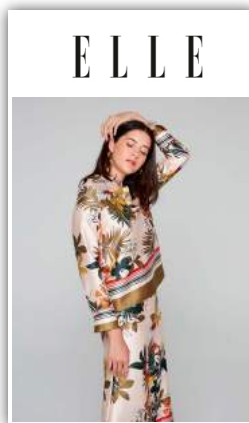


Guy Laroche  
PARIS





# ELLE



# Company Products





I.C.C. International Public Company Limited originated from the commitment of only 7 employees in 1964 under the name of International Cosmetics (PIAS) Limited Partnership with registered capital of 100,000 Baht as the licensed distributor of PIAS cosmetics.

In 1965, the Company changed its name to International Cosmetics (PIAS) Co., Ltd. and subsequently to International Cosmetics Co., Ltd. in 1973, with a total of 1,200 employees.

In 1994, the Company was listed as a public company with the Commercial Registration Department, Ministry of Commerce.

In 1996, it changed its name from International Cosmetics Public Company Limited to I.C.C. International Public Company Limited along with the change of its logo.

The corporate headquarters is located in more than 80 rais on Sathupradit Road and employs a total of 4,318 staff, with registered capital of 500 million Baht, 290.63 million Baht of which is paid up.

### Taking Special Care and facilitate customers throughout the Country

The Company has cooperated with its alliances in major provinces to facilitate and render services to its customers more closely.

1977	Chiang Mai	:	Intanin Chiang Mai Co., Ltd.
	Song Khla	:	Inter South Co., Ltd.
	Khon Kaen	:	Can Co., Ltd.
1988	Phuket	:	Sun and Sand Co., Ltd.
1991	Chonburi	:	Eastern I.C.C. Co., Ltd.
1992	Nakhon Ratchasima	:	Korawatana Co., Ltd.
1995	Nakhonsawan	:	Paknumpawatana Co., Ltd.
1996	Pitsanulok	:	Maharachapruet Co., Ltd.

### Responding to Everyone and Every Lifestyle with Quality Products

From its beginnings as the licensed distributor of PIAS cosmetics and the expansion of its business base into other products and brands, namely “WACOAL” lingerie from Japan, including “ARROW” men’s wear, the Company, as a leader in its field, has created innovations, and always presented the market with modern quality goods as well as services. At present, the Company is a distributor of a variety of products more than 100 brands encompassing cosmetics, perfume, lingerie, men’s and women’s apparels, men’s undergarments, sportswear and equipment, children’s clothing, leather ware, watches, consumer products including beverages various flavored of soybean milk and dietary supplements etc. All of these products have been created with innovation for both products and services continually launched into the market.

Moreover, the Company has expanded its business into service industry to meet the need of customers for example;

- His & Her Plus Point card is a project to invite our customers to join the membership with special privileges by collecting the reward points from purchase of the Company’s products at participated sales counters nationwide. Members shall receive one point for every Baht 25 purchase and the collective points can be redeemed for gifts in catalogue or for other privileges especially prepared only for the members.
- His & Her Shop is the retail shop that congregates the Company’s fashion products focusing on the store decoration in modern and warm atmosphere while providing best services to the customers. By the end of 2020, there are 73 His & Her shops throughout the country.
- ICC Line Official Account was set up in response to on-line demand for a channel of communication in the social network system to create awareness and sharing of information, news and promotions of the Company’s products, under “Let’s Shop ICC”
- HisHer App has been developed for members to access His & Her promotional material more easily and conveniently, while being quicker for the Company to get information out. Members can also search and amend their personal data for themselves, without the expense of contacting a call center.
- eThailandBEST.com is the online shopping mall, with complete product line in many categories. By simple fingertip touch, you can select to purchase quality and complete line of goods conveniently throughout 24 hours at best prices directly from manufacturers and distributors within Saha Group, a conglomerate group of leading companies which has been established in Thailand for over 60 years.
- The partnership with Lazada, a globally renowned online marketplace, expands online distribution channels with the website [www.lazada.co.th](http://www.lazada.co.th), as we are determined to build on our strength in physical shop-based sale to online platform, in consistency with consumer behavior these days.

## Increasing registered capital

1966	Registered capital is increased to Baht 1.5 million.
1972	Registered capital is increased to Baht 3 million.
1978	Registered capital is increased to Baht 12 million and the Company is listed on the Stock Exchange of Thailand.
1979-1987	Registered capital is increased to Baht 82.5 million.
1988	Registered capital is increased to Baht 300 million with a paid-up capital of Baht 110 million. Par value of ordinary shares convert from Baht 100 to Baht 10 per share.
1989	Registered capital is increased to Baht 500 million with a paid-up capital of Baht 120.45 million.
1993-1995	Call for more paid-up capital of Baht 26.63 million. Paid-up capital is increase to Baht 147.08 million.
1996	Paid-up capital is increased to Baht 290.63 million.
2003	Ordinary share value is split from Baht 10.- to Baht 1.- per share.

## Securitization

1987	First debentures is issued at the amount of Baht 50 million.
1989	First convertible debentures are issued at the amount of Baht 120 million.
1990	Second convertible debentures are issued at the amount of Baht 200 million.

## Company's Awards received

1988	Company receives "The 2 <sup>nd</sup> TOKYO CREATION AWARD" from Japan for outstanding Creativity in South East Asia for the promotion and development of Thai apparel.
1999	The Company is accredited with ISO 9002 for its standard of quality management system in Bangkok Metropolitan area by SGS Yarsle International Certification Services, United Kingdom
2000	The Company receives nationwide ISO 9002 certification for the standard quality management system of all its products nationwide from SGS Yarsley International Certification Services, United Kingdom.
2003	The company is accredited on January 21, 2003 with ISO 9001 : 2000 for the standard quality management system of all its products nationwide from SGS Yarsley International Certification Services, United Kingdom.
2008	The company is accredited on March 31, 2008 with new version of ISO 9001 : 2008 for the standard quality management system of all its products nationwide from SGS Yarsley International Certification Services, United Kingdom.
2012	ICC won INVESTORS' CHOICE AWARD, thanks to the top 100 score for quality assessment of Annual General Meeting arrangement for 4 consecutive years (2009-2012), by the Thai Investors Association, under the Right Protection Volunteer Project.
2016	<ul style="list-style-type: none"> <li>Being awarded the INVESTORS' CHOICE AWARD 2016 from the Thai Investors Association under Rights Protection Volunteer Project in appreciation of the top 100 score for quality assessment of the Annual General Meeting arrangement for 8 consecutive years.</li> <li>Being certified a Member of Private Sector Collective Action Coalition Against Corruption Council (CAC)</li> <li>On 17 June 2016, received a Certificate for greenhouse gas reduction from Thailand Greenhouse Gas Management Organization (a public organization) and Thailand Textile Institute in appreciation of using CoolMode clothing.</li> </ul>
2019	<ul style="list-style-type: none"> <li>BOARD OF THE YEAR AWARDS 2018 from the Thai Institute of Directors. This is awarded to the boards of companies registered in Thailand with significant performance in oversight of the business and demonstrating leadership in the efficient conduct of its duties.</li> <li>Certification from the Certification Committee of the Private Sector Collective Action against Corruption (CAC) for continued membership of the CAC.</li> <li>Award for outstanding exemplary company in the payment of Social Security contributions, showing responsibility in making contributions on schedule and cooperating with the program of contributions by e-payment.</li> </ul>

## Corporate Business

The Company was established in 1964 as International Cosmetics (PIAS) Part., Ltd., with registered capital of 100,000 Baht and 7 employees, to serve as the legitimate distributor of PIAS cosmetics. The Company changed its name to International Cosmetics (PIAS) Co., Ltd. in 1965, and subsequently to International Cosmetics Co., Ltd. in 1973. Since 1970, the Company has expanded its product lines to become the legitimate distributor of women's lingerie brand "Wacoal", "Arrow" Men's apparel, and many more. In 2005, the company launched a cosmetic product "BSC Cosmetology" under Saha Group brand for international marketing. The company has always continued developing innovative products, as well as introducing quality modern merchandises and services. Presently the company is the legitimate distributor of over 100 branded name products, covering cosmetics, fragrance, lingerie, women's wear, men's wear and innerwear, sportswear and equipment, children's wear, leather products, watches, consumer products including beverages various flavored of soybean milk and dietary supplements etc. The company has collaborated with its 8 business alliances in major provinces to facilitate and render better services to its customers as follows:

Chiang Mai	Inthanin Chiang Mai Co., Ltd.
Songkhla	Inter South Co., Ltd.
KhonKaen	Can Co., Ltd.
Phuket	Sun and Sand Co., Ltd.
Chonburi	Eastern I.C.C. Co., Ltd.
NakhonRatchasima	Koratwattana Co., Ltd.
Nakhonsawan	Paknampowattana Co., Ltd.
Phitsanulok	Maharachapruek Co., Ltd.

I.C.C. International Public Company Limited is the leader in distribution of fashion products, both imported foreign brands and also innovations of the Company and its affiliates. The corporate main industries are cosmetics and perfumeries, hair and skin care products, full line of textile and garment products including underwear, outerwear, sportswear, apparel for physical exercise, fabric care and leather goods, etc.

The Company runs a wholesaling and retailing business with both domestic and international distributors. The corporate core merchandises are mainly products related to beauty, as stated in the company's motto "We make people happy, healthy and beautiful."

Moreover, the Company has expanded its business into service industry for example,

- His & Her Plus Point: the program invites our customers to join and gives special privileges for members through accumulation of points from their purchase of the Company's products at sales counters nationwide.
- His & Her Shop: The retail shop which emphasizes modern interior decorating style has brought together the Company's wide-range of fashion products in a warm and service-minded ambience. In 2020, there were a total of 73 His & Her Shops nationwide.
- His & Her ShopSmart: is the Company's lifestyle shopping catalogue. Customers can place their order via telephone, website, fax and postal service. The goods can be delivered door to door, effectively responding to the modern and comfortable lifestyle.
- ICC Line Official Account: was our response to online customers, providing a communication channel via a social media network in order to build awareness and render access to timely information news and promotions regarding our products, under the "Let's Shop ICC" banner.
- www.eThailandBEST.com: is an online shopping mall, with complete product lines in many categories. With just a touch of your fingertip, you can select to purchase quality goods conveniently throughout 24 hours at best prices directly from manufacturers and distributors within Saha Group, a conglomerate of leading companies which has been established in Thailand for over 60 years.
- Collaboration with Lazada: Lazada is a global online marketplace service-provider with whom we are now partnered as part of the Company's expansion into online sales channel through the website [www.lazada.co.th](http://www.lazada.co.th) to strengthen our business from storefront sales to online platforms in alignment with today's consumer behavior.

## New Business and Products 2020

- **BSC STERITECH** Introducing an innovative homemade disinfectant producing device. The device turns regular tap **water into electrolytes** which can be used as a 100% natural bacteria disinfectant. It can be used to wash fruits and vegetables, as well as spraying on the hands, in the kitchen areas, or to eliminate unwanted odors and for any other miscellaneous hygiene purposes including safely and effectively sanitizing Coronavirus 2019 (COVID-19). The product received a patent from the Department of Intellectual Property under the Ministry of Commerce, awarded as the first runner-up of King Mongkut University Invention and Innovation Contest 2019, and has passed tests from leading institutions.



- **PURE CARE BSC Vegan** The first Thai Counter brand to produce vegan makeup, which is a type of makeup that does not contain any animal products and is free from animal testing. The product contains natural ingredients, and is developed and invented to suit the skin types of Asian women. The product has been clinically tested, does not cause skin irritation, and contributes to healthy-looking skin.
- **ARTY PROFESSIONAL X Snoopy** Inspired by the lively, cute and confident character of Snoopy for the celebration of ARTY PROFESSIONAL's 20<sup>th</sup> anniversary and Snoopy's 70<sup>th</sup> anniversary, Arty Professional x Snoopy collection has been created as a special collection. The collection comes with lively makeup palette colors to showcase the energetic and confident vibes. The packaging contains the colorful Snoopy and friends prints to make this special collection more attractive and overload with cuteness.
- **ESSENCE ORGANIC HAND SOAP** Containing an effective hand cleansing quality with rosemary extract which helps to wash off 99.9% of bacteria and germs. Aloe vera and argan oil help to moisturize and nourish the skin preventing the hands from dryness.
- **CATHERINE** Instant coffee and instant cocoa drinks perfect for the health conscious. Catherine is catching up with the ongoing healthy trend with the FEEL GOOD coffee concept. Catherine instant drinks are free of cholesterol and sugar and have a smooth taste suitable for drinking on a daily basis. If you are thinking of a drink that makes you feel good, think of Catherine.

## Vision / Mission / Objectives and Working Strategies

The Board of Directors is aware of the significance of the Company's performance, and therefore fully engages in setting the corporate vision/ mission based on ensuring its business operations is in line with the competitive direction of the market.

In 2020, the Board of Directors and Company executives jointly considered and reviewed the corporate vision, mission, targets and business strategies for the next 3 years 2019-2021 so that the objectives of corporate management and employees may be aligned and in the same direction. These are reviewed annually to ensure that the corporate vision and mission is consistent with the current economic situation.

In 2021, the Board of Directors' Meeting on January 15, 2021 reviewed the vision and mission of the Company and found them to remain well suited to the corporate business operation and in line with the prevailing economic situation.

### Vision

To become the leading company that is driven by innovation and creativity in Thailand and South East Asia in Fashion & Lifestyle industries.

### Mission

1. Conduct research and development for innovations, design and provide a variety of new, exciting products.
2. Collaborate with business partners to develop new brands as well as management, selling, and new marketing to strengthen reputation and leading position of our existing branded products.
3. Develop a variety of up-to-date distribution channels that can serve lifestyles and demands of each group of customers.
4. Enhance managerial performance and competence by integrating state-of-the-art technology throughout the company and our supply chain.
5. Determined to develop the company in compliance with the Good Governance principle for the continuous growth.

The Board of Directors recognizes the importance of marketing and being competitive with its business rivals in both the domestic and foreign markets and, in accordance with the corporate vision and mission, has prescribed 7 Principles of Thought for all executives and employees in the organization to adhere to as guidelines for common practice under the Company's philosophy for business operation.

- Create good people values
- Create business value
- Create social opportunities

### Principles of Thought

1. **Fight for Glory:** Enhance fighting spirit among employees which shall start from one's self and become role models for others in achieving their goal and winning in business competition by using strategic planning along with consistent follow-up and being open-minded for any improvement and adjustment.
2. **Think positive:** Place emphasis on the ideal of positive thinking among employees to instill confidence that they can surely succeed and achieve their goal by always thinking of achieving success without condition.

3. **Discipline:** Build up working discipline including in communication and operation, with honesty, integrity and loyalty to the organization as well as consistent follow up and improvement of work performance.
4. **Faith:** Promote self-motivation among employees to make them confident of their capability to achieve their goals and be good to themselves and others, as well as creating good faith towards their managers, colleagues, subordinates, the Company and the country in order that employees shall take pride, be confident and committed to their work.
5. **Readiness:** Undertake personnel development to promote awareness in providing rapid customer services, courage to be decisive and proactive based on respect for customers with full responsibility as the Company's employees.
6. **Integrity:** Cultivate values of honesty and fairness among employees so that they may apply these values to themselves, other people, the Company, society and also the nation in both open and hidden places.
7. **Unity:** Promote unity among employees by enhancing good cooperation and solidarity in striving to achieve the corporate goal.

The Company is committed to creating competitive advantages and added value to customers through a variety of brand aimed at satisfying all of customers' needs, by focusing on developing business networks with trading partners and customers in various distribution channels. Many systems and working procedures have also been improved to conform to rules, regulations, and changing customers' needs by applying information and digital technology to create good value to new customer groups with efficient and quick response to the needs of customers and trading partners for mutual and sustainable business growth. The Company has produced a business plan for 2019-2021 setting out the Company's financial and growth targets, as well as to enhance its capability to attain highest profitability. The Company is fully committed to achieving the set targets by using the following strategies:

### Business Targets

In order for the operations of the Company to achieve the organization's goals in accordance with its vision and mission, the Company has formulated a strategic plan for sustainable development as follows:

1. The strategy to create, design and provide new products which are appealing and interesting through research and development of innovation which are diverse and responsive to customers' demands both domestically and internationally.
2. The strategy to develop new products based on collaboration with business partners, as well as effective management of sales and marketing suitable to the times in order to promote and strengthen its position as a market leader.
3. The strategy to combine modernity with diversity through development of new models of sales and distribution channels which coincide with the requirements of each customer group by applying technology to facilitate convenience, rendering the highest satisfaction and impression among customers.
4. The strategy to enhance and develop management capacity of technology and supply chain in collaboration with business partners, from production to logistics, for rapid delivery and response to customers' demands.
5. The strategy of continued growth based on good corporate governance for the best interest and sustainable returns to shareowners, investors, business allies, related persons, as well as continued human resources development to enhance their potential and preparedness for change and competitiveness.

Additionally, the Board of Directors is monitoring and following-up on implemented business strategies with the Management Team reporting on operational plans and formulation of strategy implementation to the Executive Committee and the Board of Directors respectively on a monthly basis. At such platforms, the reporting is a key agenda to be acknowledged and discussed in the meetings, and a review undertaken of the quarterly strategic plan, so that the Management team may take the comments and advice from the Board of Directors and the Executive Committee to make further improvement.

### Future Project

The Company has set a policy to establish new branded products and to expand its online business and Specialty Shops under the Company's own management in response to the current market situation and the changing behavior of new generation of consumers, as well as introducing other products to serve a wider and more diverse customer base.

### Conglomerate Structure

1. The Company has three subsidiary companies and acquiring seven affiliated companies. Namely:

Name of companies	Type of business	Shares held by ICC (%)	
		Subsidiary companies	Affiliated companies
1. WBRE Co., Ltd.	Properties development	99.9997	-
2. Thai Itokin Co., Ltd.	Manufacturing and distributing women's wear	58.16	-
3. Worldclass Rent a Car Co., Ltd.	Operating car rental business	-	25.00
4. International Leather Fashion Co., Ltd.	Manufacturing genuine and artificial fashion	-	28.00
	leather goods		
5. Issara United Co., Ltd.	Properties development	-	25.00
6. Boon Capitalholding Co., Ltd.	Operating investment business	-	32.00
7. Canchana International Co., Ltd.	Distribution of products	60.00	-
(Kingdom of Cambodia)			
8. Nanan Cambo Solution Co., Ltd.	Real Estate Investment	-	49.00
(Kingdom of Cambodia)			
9. Issara United Development Co., Ltd.	Hotel	-	25.00
10. Thai Secom Security Co., Ltd.	Security	-	25.50

**Note** : Currently in liquidation process

2. Shareowning in the company that may have conflicts of interest per notes of investment in related companies on page 43-48 of this Annual Report
3. Information about related ,subsidiary and affiliated companies that operate the similar or related business and cross share owning as of December 31, 2020 is as following:

Name of companies	Shares held by ICC (%)	The company's shares held in ICC (%)	Similar or related business	Cross-Shareowning	Subsidiary companies	Affiliated companies
1. Saha Pathana Inter-holding Plc.	9.97	24.79	-	✓	-	-
2. Sahapathanapibul Plc.	10.19	8.53	✓	✓	-	-
3. Thai Wacoal Plc.	5.09	3.82	✓	✓	-	-
4. Thanulux Plc.	11.09	3.44	✓	✓	-	-
5. O.C.C. Plc.	19.73	0.55	✓	✓	-	-
6. S & J International Enterprises Plc.	14.61	0.35	✓	✓	-	-
7. Textile Prestige Plc.	10.43	0.46	✓	✓	-	-
8. People's Garment Plc.	5.25	0.12	✓	✓	-	-
9. Far East Fame Line DDB Plc.	10.14	0.29	✓	✓	-	-
10. First United Industry Co., Ltd.	9.12	0.35	-	✓	-	-
11. I.D.F. Co., Ltd.	9.00	9.53	-	✓	-	-
12. Tiger Distribution & Logistics Co., Ltd.	19.90	-	✓	-	-	-
13. International Laboratories Corp., Ltd.	19.56	1.10	✓	✓	-	-
14. Thai Arusu Co., Ltd.	4.17	0.04	✓	✓	-	-
15. Pattaya Manufacturing Co., Ltd.	5.33	0.14	✓	✓	-	-
16. Lion Corporation (Thailand) Co., Ltd.	12.00	0.07	✓	✓	-	-
17. Kai I.T. Service Co., Ltd.	10.00	-	✓	-	-	-
18. Thai Itokin Co., Ltd.	58.16	-	✓	-	✓	-
19. International Leather Fashion Co., Ltd.	28.00	-	✓	-	-	✓
20. Shop Global (Thailand) Co., Ltd.	17.42	-	✓	-	-	-
21. Canchana International Co., Ltd.	60.00	-	✓	-	✓	-
(Kingdom of Cambodia)						

Remark : The Company has adopted the cross shareowning structure or pyramid type due to the Company's original business operation characteristic before being listed in the Stock Exchange of Thailand. However, such cross shareowning structure is not contrary to the Article No.14 of the Notification of Capital Market Supervisory Board No. TorChor 28/2551 on Application for and Approval of Offer for Sale of Newly Issued Shares.

## The Company's General and other Significant Information

1. Name, Head office address, Telephone, Fax, Website, E-mail, Registered No., Type of business, Number and type of total paid-up shares of the company

Name : I.C.C. International Public Company Limited  
 Head office address : 530 Soi Sathupradit 58, Bangpongpan, Yannawa, Bangkok 10120  
 Tel. (662) 293-9000, (662) 293-9300 Fax. (662) 294-3024  
 Website : <http://www.icc.co.th>  
 E-mail : [webmaster@icc.co.th](mailto:webmaster@icc.co.th)  
 Registered No. : 0107537001374  
 Type of business : Commercial  
 Number and type of total paid-up shares

Type	Number of Shares	Par value
Common Stock	290,633,730	1 Baht

Name, Head office address, Type of business, Number and type of total paid-up shares of the affiliated companies :  
 -None-

2. Name, Office address, Telephone and Fax of other reference persons :

Registrar : Thailand Securities Depository Co., Ltd.  
 93, 14<sup>th</sup> Floor, Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400  
 Tel. (662) 009-9000  
 Fax. (662) 009-9992  
 Certified Public : 1. Mr. Ekkasit Chuthamsatid  
 Accountant : 2. Miss Nittaya Chetchotiros  
 3. Mr. Thanit Osathalert  
 C.P.A. (THAILAND) Reg. No. 4195, 4439 and 5155  
 KPMG Phoomchai Audit Ltd.  
 Empire Tower, 50<sup>th</sup> - 51<sup>st</sup> Floors, 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120  
 Tel. (662) 677-2000 Fax. (662) 677-2222  
 Legal Advisor : Vira Law Office Co., Ltd.  
 548/14 -15 Soi Sathupradit 58 Yaek 18, Bangpongpan, Yannawa, Bangkok 10120  
 Tel. (662) 683-8023 Fax. (662) 683-8843

3. Other Significant Information : -None-

## The Company's General and other Significant Information

4) Name, location, type of business, issue and paid-up shares capital of companies with the company holding more than 10 % of the total paid-up shares.

No.	Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Distribution Companies								
1.	SAHAPATHANAPIBUL	Bangkok	Consumer Products	Common	330,000,000	33,630,158	2,152,330,112.00	10.19
				Share		(market price as of Dec 31, 2020)		
2.	O.C.C.	Bangkok	Distributor	Common	60,000,000	11,839,980	108,335,817.00	19.73
* 3.	INTERNATIONAL			Share		(market price as of Dec 31, 2020)		
	COMMERCIAL	Hong Kong	Distributor	Common	50,000	9,500	4,109,700.00	19.00
	COORDINATION (HK)			Share				
4.	BETTER WAY	Bangkok	Direct Sale	Common	10,000,000	1,648,375	104,314,361.65	16.48
	(THAILAND)			Share				
5.	FAIRYLAND	Nakornsawan	Department Store	Common	1,000,000	106,200	15,930,000.00	10.62
	DEPARTMENT STORE			Share				
6.	U C C UESHIMA	Bangkok	UCC Coffee Shop	Common	150,000	15,000	1,500,000.00	10.00
	COFFEE (THAILAND)		and Wholesaler of					
			Instant Coffee and					
			Office Coffee					
7.	E.P.F.	Bangkok	Distributor, Retailer	Common	65,000	6,500	390,000.00	10.00
				Share				
8.	KAI I.T. SERVICE	Bangkok	Assembling and	Common	400,000	40,000	1,125,600.00	10.00
			Selling Computer	Share				
9.	MORGAN DE TOI	Bangkok	Distributor of men's	Common	400,000	48,000	4,800,000.00	12.00
	(THAILAND)		and women's	Share				
			apparels and					
			leather products					
			under the brand					
			"MORGAN"					
10.	DAISO SANGYO	Bangkok	One-price retail	Common	28,000,000	3,249,474	32,494,740.00	11.61
	(THAILAND)		business	Share				
			of consumer products					
11.	SHISEIDO	Bangkok	Beauty salon and spa	Common	7,000,000	1,050,000	10,500,000.00	15.00
	PROFESSIONAL		including import and	Share				
	(THAILAND)		export of cosmetic					
			products					

## The Company's General and other Significant Information

No.	Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Distribution Companies								
12.	TSURUHA	Bangkok	Retail store, sale health and beauty products, other consumer products	Common Share	250,000	37,500	60,000,000.00	15.00
	(THAILAND)							
13.	SHOP GLOBAL	Bangkok	TV Shopping	Common	10,850,000	1,890,000	189,000,000.00	17.42
	(THAILAND)		(sale products via Satellite TV)	Share				
*14.	CANCHANA	Cambodia	Distribution of products	Common	1,000	600	13,825,570.00	60.00
	INTERNATIONAL			Share				
Total					448,166,000	53,571,287	2,698,655,900.65	

Remarks : \* Investment in other countries



## The Company's General and other Significant Information

- 4) Name, location, type of business, issue and paid-up shares capital of companies with the company holding more than 10 % of the total paid-up shares.

No.	Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Manufacturing Companies								
1.	TEXTILE PRESTIGE	Bangkok	Embroidered Lace,	Common	108,000,000	11,261,720	106,986,340.00	10.43
			Sponge	Share		(market price as of Dec 31, 2020)		
2.	S & J INTERNATIONAL	Bangkok	Cosmetics	Common	149,930,828	21,897,781	538,685,412.60	14.61
	ENTERPRISES			Share		(market price as of Dec 31, 2020)		
3.	THANULUX	Bangkok	Leather Products &	Common	120,000,000	13,307,040	226,219,680.00	11.09
			Accessories	Share		(market price as of Dec 31, 2020)		
4.	SAHACOGEN	Cholburi	Power Plant	Common	955,000,000	107,932,960	377,765,360.00	11.30
	(CHONBURI)			Share		(market price as of Dec 31, 2020)		
5.	LION CORPORATION	Bangkok	Detergent	Common	5,000,000	600,000	60,000,000.00	12.00
	(THAILAND)			Share				
6.	RAJA UCHINO	Bangkok	Towels	Common	1,215,000	165,150	16,322,496.00	13.59
				Share				
7.	CHAMP ACE	Bangkok	Garment	Common	400,000	50,000	5,000,000.00	12.50
				Share				
8.	H & B INTERTEX	Bangkok	Soft and Plush Toys	Common	400,000	76,000	7,600,000.00	19.00
				Share				
9.	INTERNATIONAL	Bangkok	Leather Shoes	Common	500,000	140,000	21,727,300.00	28.00
	LEATHER FASHION			Share				
10.	TOTAL WAY IMAGE	Bangkok	Leather Goods	Common	200,000	20,000	2,000,000.00	10.00
				Share				
11.	TOP TREND	Cholburi	Plastic Packaging	Common	1,200,000	216,000	43,200,000.00	18.00
	MANUFACTURING			Share				
12.	THAI TAKAYA	Bangkok	Jean Trousers	Common	300,000	30,000	3,000,000.00	10.00
				Share				
13.	SSDC (TIGERTEX)	Prachinburi	Bleaching & Dyeing	Common	3,240,000	634,552	33,135,122.78	19.58
				Share				
14.	THAI ARAI	Cholburi	Automobile Parts	Common	1,260,000	135,450	14,162,504.36	10.75
				Share				
15.	THAI SPORTS	Bangkok	Garment	Common	100,000	12,000	1,200,000.00	12.00
	GARMENT			Share				
16.	THAI GUNZE	Prachinburi	Knit Wear	Common	1,800,000	288,000	28,800,000.00	16.00
				Share				

## The Company's General and other Significant Information

No.	Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Manufacturing Companies								
17.	THAI CUBIC TECHNOLOGY	Cholburi	Surface Decorating Service	Common Share	400,000	76,000	7,600,000.00	19.00
18.	KEWPIE (THAILAND)	Bangkok	Food	Common Share	2,630,000	283,231	27,596,500.00	10.77
19.	THAI TAKEDA LACE	Bangkok	Lace	Common Share	1,270,000	162,000	20,482,860.00	12.76
20.	THAI SUN FOODS	Bangkok	Producing and Trading Fruit Juice "Greenmate" and Distribution of "Homey" Biscuits	Common Share	5,000,000	950,000	9,500,000.00	19.00
21.	INTERNATIONAL LABORATORIES	Bangkok	Cosmetics	Common Share	24,000,000	4,694,400	336,561,800.00	19.56
22.	BANGKOK TOKYO SOCKS	Cholburi	Socks Manufacturing and Export	Common Share	1,617,800	280,000	24,250,000.00	17.31
23.	ERAWAN TEXTILE	Samutprakarn	Producing and weaving threads from cotton and polyester T/C	Common Share	6,214,634	1,019,978	115,714,662.91	16.41
24.	THAI ITOKIN	Bangkok	Ladies' wear	Common Share	1,400,000	814,250	80,101,152.00	58.16
Total					1,391,078,262	165,046,512	2,107,611,190.65	

## The Company's General and other Significant Information

4. Name, location, type of business, issue and paid-up shares capital of companies with the company holding more than 10 % of the total paid-up shares.

No.	Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Service Companies and Others								
1.	FAR EAST FAME LINE	Bangkok	Advertising	Common	7,870,000	797,800	121,265,600.00	10.14
	DDB			Share		(market price as of Dec 31, 2020)		
2.	PAN ASIA FOOTWEAR	Cholburi	Investment	Common	540,000,000	102,112,778	55,140,900.12	18.91
				Share		(market price as of Dec 31, 2020)		
3.	SAHA	Bangkok	Industrial Estate	Common	1,800,000	225,000	22,500,000.00	12.50
	RATTANANAKORN			Share				
4.	SAHA UBOLNAKORN	Bangkok	Industrial Park	Common	1,250,000	237,500	1,484,375.00	19.00
				Share				
5.	K. COMMERCIAL	Bangkok	Construction	Common	500,000	72,500	25,344,590.25	14.50
	AND CONSTRUCTION			Share				
6.	SAHAPAT REAL	Bangkok	Real Estate	Common	36,000,000	7,164,000	82,087,500.00	19.90
	ESTATE		Development	Share				
7.	WORLDCLASS RENT	Bangkok	Car Rent	Common	1,000,000	211,111	19,792,935.73	25.00
	A CAR			Share				
				Preferred	2,800,000	738,889	73,888,900.00	
				Share				
8.	D F INTER	Bangkok	Made-to-Order	Common	50,000	9,500	1,060,200.00	19.00
			Furniture	Share				
9.	THAI FLYING	Bangkok	Aircraft and Helicopter	Common	20,000	3,000	300,000.00	15.00
	MAINTENANCE		Maintenance Service	Share				
10.	UNITED UTILITIES	Bangkok	Real Estate	Common	3,500,000	649,457	72,315,002.82	18.56
				Share				
11.	TREASURE HILL	Cholburi	Golf Course	Common	2,000,000	240,000	16,178,000.00	12.00
				Share				
12.	PAN LAND	Cholburi	Land Development	Common	3,000,000	500,000	49,367,900.00	16.67
				Share				
13.	TIGER DISTRIBUTION	Bangkok	Distribution and	Common	2,000,000	398,000	6,982,399.12	19.90
	& LOGISTICS		Logistics	Share				
14.	WASEDA EDUCATION	Bangkok	Institute of Japanese	Common	200,000	21,427	2,142,700.00	10.71
	(THAILAND)		Language and	Share				
			Cultural					
			Studies					

## The Company's General and other Significant Information

No.	Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Service Companies and Others								
15.	THAI SECOM	Bangkok	Security	Common	3,788,572	966,282	196,982,375.50	25.50
	SECURITY			Share				
				Preferred	766	-	-	-
				Share				
16.	ISSARA UNITED	Bangkok	Property Development	Common	3,000,000	749,997	74,999,700.00	25.00
				Share				
17.	BOON	Bangkok	Investment	Common	70,000,000	22,399,999	223,999,990.00	32.00
	CAPITALHOLDING			Share				
18.	WBRE	Bangkok	Real Estate	Common	500,000	499,997	49,999,700.00	100.00
				Share				
19.	BNC REAL ESTATE	Bangkok	Real Estate	Common	2,400,000	400,000	40,000,000.00	16.67
				Share				
*20.	NANAN CAMBO	Cambodia	Real Estate	Common	1,000	490	6,475,840.00	49.00
	SOLUTION		Investment	Share				
21.	SAHA TOKYU	Cholburi	Real Estate	Common	792,000	95,040	72,960,000.00	12.00
	CORPORATION			Share				
*22.	TIGER MK LOGISTICS	Myanmar	Logistics Service	Common	30,000	5,400	1,786,320.00	18.00
	(MYANMAR)			Share				
23.	ISSARA UNITED	Bangkok	Hotel	Common	3,600,000	899,997	89,999,700.00	25.00
	DEVELOPMENT			Share				
24.	WORLDBEST	Bangkok	Car Rent	Common	500,000	50,000	5,000,000.00	10.00
	CORPORATION			Share				
25.	SAHA CAPITAL	Bangkok	Real Estate	Common	20,000,000	2,000,000	110,000,000.00	10.00
	TOWER			Share				
Total					706,602,338	141,448,164	1,422,054,628.54	
Grand Total					2,545,846,600	360,065,963	6,228,321,724.84	
Less : Provision for loss from impairment of investment							118,117,075.83	
Add : Gain(loss)from change in fair value of long term investment							3,932,749,887.76	
Net					2,545,846,600	360,065,963	10,042,954,536.77	

Remarks : \* Investment in other countries

## 1. Nature of Corporate Business

I.C.C. International Public Company Limited is the leader in distribution of fashion brands, both domestically and internationally, as well as brands developed by innovation of the Company and its affiliates. The corporate main industries are cosmetics and perfumeries, hair and skin care products, full line of textile and apparel including underwear, outerwear, sportswear, apparel for physical exercise, fabric care and leather goods, etc.

The Company also conducts wholesale business through shops and department stores both in domestic and international markets. Most of our company's products are in the line of fashion and beauty as can be described in our slogan "We make people happy and beautiful".

### - Cosmetics and Perfumeries Industry

From its incorporation in 1964, the Company's core business has been in the sale of cosmetics under the Japanese brand name PIAS. Since then, the Company has expanded our cosmetic business by continuously introducing various other brands, such as BSC Pure Care, Sheene', Arty Professional, Honei V. In October 2005, the Company introduced a new cosmetic brand - BSC Cosmetology, under Saha Group brand for international marketing. Compact powder is the main product for advertising to create brand awareness within the target group. The celebrity and testimonial marketing approaches have been adopted by using celebrities as its presenter to generate trial interest. Consumer behaviors have changed considerably in line with advancement of technology, especially in the use of Social Media including Facebook, Line, IG, Twitter, Tiktok. The introduction of new communication system information dissemination channels has enhanced more rapid communication and access to consumers immediately, as well as providing new additional online sales channels.

### - Women's Wear Industry

The Company has been continually promoting every brand of women product groups of which we have dealership. There are 5 main brands: Wacoal, BSC, BSC Signature, Elle and Kullastri. Strategies have been adapted for each of these brands to enhance their marketing competitiveness in terms of product variety options. Through manufacturing innovation, a wide diversity of designs and fabrics are available to increase functionality of the products that enables customers to simply dress for any occasions and ensures customers of our continued product development in response to their lifestyles in the digital era.

### - Men's Wear Industry

The Company is the distributor of men's wear under such brands as Lacoste, Arrow, Excellency, Daks, Guy Laroche, Elle Homme, Getaway, BSC Cool Metropolis, Hornbill, Le Coq Sportif, Maximus and Felix Buhler. The main distribution channels are department stores in Bangkok and upcountry, with regular sales personnel providing product advice and after-sales service. A new distribution channel has also been opened in discount stores, as well as in shops that have opened in shopping malls, TV channel and E-Commerce.

## 2. Revenue Structure

The Company classified revenue as 3 principal segments are as follow:

(Unit: million baht)

Product Line	2020	%	2019	%	2018	%
Cosmetics, toiletries & perfumeries	739.17	8.91	1,027.27	8.35	1,142.32	8.54
Women's apparel	2,419.31	29.15	4,039.57	32.83	4,587.85	34.30
Men's apparel	2,123.32	25.58	3,021.02	24.56	3,131.27	23.41
Others	2,527.21	30.45	3,221.36	26.18	3,488.20	26.08
Other income						
Dividend income	343.45	-	531.07	4.32	528.01	3.95
Gain on disposal of property, plant and equipment and investment properties	10.27	4.14	157.24	1.28	33.62	0.25
Gain on disposal of investments held as available for sale	-	-	-	-	169.20	1.26
Share of profit investment in associates	(29.71)	(0.36)	25.04	0.20	48.55	0.36
Others	166.34	2.00	280.49	2.28	247.79	1.88
<b>Total Revenue</b>	<b>8,299.36</b>	<b>100.00</b>	<b>12,303.06</b>	<b>100.00</b>	<b>13,376.81</b>	<b>100.00</b>

### 3. Major changes and activities in 2020

#### • BSC Cosmetology

Established : October 2005

BSC Cosmetology has seen the change of Thai consumers' behavior in 2020 arising from the pandemic of COVID-19 which enormously affects economy worldwide, the recession in economy, various anxiety. Surgical masks turn to be a requisite to protect oneself in public places. This impacts on the cosmetics market trend. The present situation is the tough time to forecast the entire depiction of growth of sales, confidence and purchase power of consumers (the 'Big Challenge'). Cleansing products and sanitizers either alcohol liquid and gel, facial foam, cleansing sprays have become in large demand of consumers causing double growth of the markets of these products. In such a situation as these days, the consumers have to wear masks all the time lessening demand for the make-up. BSC Cosmetology is then required to modify and develop the products to suit the markets during the pandemic of COVID-19 where people must always wear masks for safety of their health. Anyhow, consumers still have to put on make-up of their eyes and eyebrows. With respect to skin nourishing products including facial cleansers, BSC Cosmetology has to considerably adjust, change and spread over E-Marketplaces whether Lazada, Shopee, JD Central, Watson or eThailandBest attempting to extend the market with promotion as the key strategy that significantly attracts the buyers especially the campaigns 9.9, 10.10, 11.11, 12.12 for both existing and prospective customers. Based on the purchase behavior of the customers, BSC Cosmetology has modified its marketing strategy by extension of the online business to be accessible to its target groups. In 2020, the cleansing product 'BSC Honei V' reached the sales growth for alcohol gels. BSC Cosmetology expects to achieve its target through adjustment of strategies in responsive to the market demand in the time of COVID-19 by maintaining the original customer base and reaching the prospective customers, encouraging them to gain more collective experience with our Brand in the new normal time.

- **Arty Professional by BSC : Presented the Concept "Arty Professional X Snoopy"** in 2020 as the special year of Snoopy for celebration of its 70<sup>th</sup> anniversary. This special collection is inspired by loveliness, amusement and self-confidence of the cartoon character 'Snoopy'. The make-up style in bright colors implies joy and self-confidence packed in packages attractively painted with the cartoon character 'Snoopy' with his friends.
- **'Sheene' : Presented the Concept "Sheene' X Kumamon"** under the slogan "only once applied to your eyes ensures total beauty... confirmed", with the release of its Japanese well-known mascots 'Collab' and 'Kumamon' in cooperation with the Thai cosmetics 'Sheene' '. It includes several best-selling make-up and skin care items such as powder, lipstick, foundation, sunscreen, mask sheets, etc. in the lovely and bright look in the Japanese style.
- **Pure Care : Presented "Vegan" cosmetics.** It is the Thai brand counter which is the first brand that researches and produces Vegan, the cosmetics good for the users' skin and feeling with no compound from animals and no animal inoculations. As it has clinically been tested, it is reliable for users that it does not irritate skin, so suiting the sensitive skin.
- **Honei V: presented 'Alcohol Gel' products.** This is the first time of Honei V brand with significantly growth by leaps and bounds. It is in numerous demand and out of stock sometimes. The release of the new product immediately responsive to the consumers' requirements during the pandemic of COVID-19. The consumers of alcohol gels have then known more about Honei V brand.
- **Wacoal Lingerie**

The year 2020 is the challenging year for the Company to launch marketing activities under the crisis of the pandemic of COVID-19 ever since the ending of 2019 onwards. In March 2020, the government announced lockdown places vulnerable to spreading of COVID-19. In that connection, the key outlets of the Company either counters in department stores, Wacoal Shops or local shops are closed affecting the entire sales of the Company. To cope with such tough situation, the Company has immediately adjusted strategies by focusing on the online sale. In February 2020, Wacoal products joined with Shopee to launch Super Brand Day and has continually organized it throughout 2020. Additionally, in March 2020, Wacoal joined Lazada to launch the campaign 'Lazada birthday' where to collectively release strategic products. Such cooperation enables the Company being awarded by Shopee for the Title of Best Operation Performance and being awarded by Lazada for the Title of Most Valuable Brand 5.5 due to its outstanding sales and services.

The year 2020 is the year of significant growth of online sales in comparison with the year 2019 resulted from our breaking into the market through the strategy set in advance which facilitates the Wacoal brand products most accessible to the target groups expecting that after the normal situation restored from COVID-19, the Company will still continually sustain the online sales growth as much as possible. After the pandemic of COVID-19 seemed less severe in June 2020, the government has permitted the Company and firms, shops to render service as normally, thereby the Company begins to organize marketing activities into the children's products 'Wacoal Bloom' focused on the target groups aged 8-14 who have to expend on their new education semester and simultaneously encourages promotion of Wacoal Curve Diva brand, the products for big size of breast or big body girls. In addition, as a leading company of the lingerie market, the Company has developed products to be more distinctive either fabric



texture, design and function under its ongoing innovation to satisfy the change in lifestyle of consumers particularly those who prefer getting information through the digital media. However, since the consumers can select to buy products via many channels both online and offline, the Company has consecutively undertaken proactive marketing in both of the said channels seeking for communication directly accessible to the relevant target groups. For the distribution channels in 2020, the Company has distributed goods through the key channels, namely Wacoal Lingerie counters in the leading department stores, provincial department stores and discount stores nationwide including 82 branches of Wacoal Shop, which in 2021 the Company plans to extend to 84 branches. The criteria that the Company takes into account are efficiency, proper location and their number of customers profitable to the Company. In addition, the Company keeps on implementation of the strategy of the consecutive proactive online marketing at [www.wacoal.co.th](http://www.wacoal.co.th), Facebook and IG: Wacol Thailand and E-Commerce channels such as Lazada, Shopee, [www.looksi.com](http://www.looksi.com) and [www.jd.co.th](http://www.jd.co.th).

- **Arrow: Fresh Shirt**

- **Arrow Fresh Shirt** : “Anyone close to you will refresh” Wearing Arrow Fresh Shirt, you can touch somewhat of ‘anti bacteria and anti odor even breaking out in a sweat’. With special properties, Arrow Fresh Shirt ensures you by the function from ‘7 excellent innovations’, namely

1. **Anti Bacteria**
2. **Anti Odor**
3. **Anti UV** from sunlight and electrical lamps
4. **Quick Dry**
5. **Moisture Management**
6. **Permanent Feature**
7. **Environmental Friendly**

- **Arrow Cloth Masks, ‘ViralOff’: stop influenza virus H3N2**

- **Arrow produces ‘ViralOff’ cloth masks** for the hygienic purpose based on the innovation ‘texture inhibiting virus’ developed in accordance with the current trend as it can inhibit growth of influenza virus H3N2 up to 99 percent within 2 hours. Such masks also have the properties that inhibit the growth of bacteria which causes musty smell since texture of these masks has quick drying and good ventilating characteristics.
- **Arrow Cloth Masks, ‘3D Zinc Nano’**: produced based on special properties of the texture, its outer part is waterproof able to protect water from seeping into the masks while its inner part is nano zinc to inhibit bacteria by nano zinc oxide technology. Additionally, its design is a ‘3D mask’, so it properly fits the facial contour and having special characteristics such as good ventilation, comfort and cool feeling when wearing it, not causing uncomfortable breathing, UV resisting, protecting from spread of coughs or sneezes, with a wire adjustable to fit the wearers’ nose and cords to put on ears adjustable to the desired level, so it fits the wearers’ face well when wearing it.

- **Lacoste : Creative Innovation**

- **Inauguration of Lacoste Digital Flagship Store for the first time in Thailand**

Lacoste Thailand is ready to fully enter the online business serving as a solution of the shopping in the new normal time. It satisfies the customers by officially inaugurating Lacoste Digital Flagship Store for the first time in Thailand with E-Commerce platform in the name ‘LACOSTE.CO.TH’. In this connection, Lacoste has collected a wide variety of its complete product items whether clothes, polo dresses, sneakers, leathers, watches, glasses, perfume, men’s underclothes, and the very special items of polo shirt L.12.12 which is the first polo shirt in the world designed by the founder of the Brand, Mr. René Lacoste, a great tennis champion, with the slogan ‘Think Polo Think Lacoste’. This shirt is the signature of the Brand until now. Moreover, there are also exclusive items being distributed only in the special channels, namely Lacoste Fashion Show, Lacoste Collaboration which is the cooperation with the foreign artists, i.e., Lacoste Croco Series in collaboration with 3 creative graphic artists: FriendsWith You, Jeremyville and Jean-Michel Tixier, which awake the world of Lacoste Brand and the crocodile logo to become vigorous in its own self but in the more amusing version. In the same year, Lacoste has cooperated with the famous Japanese designer of the street style deemed as legend in the Collection ‘LACOSTEXMASTERMIND JAPAN’. In addition, Lacoste has also cooperated with a world-class leading street wear fashion with the yellow smile face logo as the symbol of the brand, i.e. LACOSTEXChinatownMarket. Ending the year with the best pride in mixing of the beyond time beautiful design with beautiful animal patterns ‘LACOSTEXNationalGeographic’ as the celebration of our wonderful world under the world saving concept. Materials used in this collection are woven natural raw materials and organic cotton, certified sustainable and recycled polyester, which are natural and environmental friendly, including pre-sale, free delivery and wrapping a present free of charge service.

- **Lacoste Le Club Concept and Lacoste Shops in the New Style**

Lacoste Le Club Flagship Store, Central World Branch, has officially been inaugurated. It is the largest flagship store at the central part of Bangkok. Additionally, Lacoste Shops in the modified style under the new concept, namely Lacoste Le Club Iconsiam Branch, Terminal 21 Pattaya Branch, Central Embassy Branch, Central Khonkaen Branch, Central Ladphrao Branch, Central Surattani Branch, Central Udonthani Branch, under the concept of the Brand which combines inspiration of the tennis course with the shop ready for servicing complete products of the Brand. Moreover, Lacoste has also officially inaugurated 2 Lacoste Outlets, namely Siam Premium Outlet and Central Village including Lacoste Outlet in the new style, Inthanin Branch, Chiangmai Province.

- **Lacoste Urban Sport Concept**

Lacoste Thailand is ready to fully enter the online business serving as a solution of the shopping in the new It serves as solutions to requirements of customers in the modern time, who prefer sports and urban lifestyle. Lacoste has designed the shops under the urban sport concept simulating the sport lifestyle. Lacoste Urban Sport Shops have been opened the following branches, Siam Paragon, The Mall Ngamwongwan and V Square, Nakhonsawan Province. For news of Lacoste Collections, please visit [lacoste.co.th](http://lacoste.co.th) and [facebook.com/Lacostethailand](https://facebook.com/Lacostethailand).

## Industry Conditions and Competition

### 1. Cosmetics and Perfumeries Industry

- **State of Competition**

State of Competition can be considered according to the following distribution channels :

**1. Counter sale :** The marketing of cosmetics in 2020, the time of the pandemic of COVID-19 is highly competitive and more intense. Those department stores with Thai customers and tourists as target groups are much impacted because of the lockdown ordered by the government. Department stores were placed on lockdown under the measure of prevention from the spread of COVID-19 causing regrettable loss and decrease of purchase power of consumers. In that connection, cosmetics counters have to adjust the strategy to focus more on online shopping and E-Commerce and increase promotions to attract people to go out of home going shopping again at department stores. BSC Cosmetology has adjusted the strategy by developing the combination of online and offline sale thereby customers may directly go shopping at department stores, telephone to directly order products from officers at the sale outlets, do online shopping or shopping through Live Chat in all channels of the social media. This is to encourage quantity of sales even though the number of people who go to the department stores has decreased. In addition, we have adjusted the format of advertisement, and public relations to be most accessible to consumers in alignment of the change in the consumers' behavior and to be most effectively accessible, where TV advertisements are used to facilitate recognition of our Brand in wider scope along with intense online advertisements in all platforms so as to rapidly access the customers. Moreover, billboard media and advertisements at BTS sky train and MRT subway stations are also significantly taken into account because they are easily accessible to the public. The counter brands have additionally implemented further marketing strategies by organizing vigorous sales promotion activities, which stimulate sales in alignment with the change in consumers' behavior aiming to attract prospective customers and promoting trial of the products. The key factor of counter sale is still the service rendered by salespersons who enhance brand impression among customers for the purpose of repeat purchases by creating a feeling of worthwhile spending on the products.

**2. Discount Store** In 2020 it is deemed a threshold of the tough time of small retail shops, convenience stores, hypermarkets and other retail trades which have target groups as Thai people from middle to lower classes. These businesses may be much impacted because of the loss of purchase power and the effect in income and expenditure of consumers. In the meantime, the retail business with upper middle class target groups and E-Commerce may not be less impacted because of the anxiety of consumers about COVID-19. Many retail stores have to adjust strategies by more emphasizing the online shopping and E-Commerce. In that connection, they have included various incentives and promotions to attract customers to do online shopping. BSC Cosmetology has, therefore, modified sale strategies such as modifying the counter salespersons to be e-Beauty Advisor (e-BA), who present products online through channels of the shops and of their own. It is to enable the staff members to gain income during such tough time. The things to be urgently done are to improve skills of salespersons from service customers at the shops to service customers online instead, and act as a good partner of retail stores as well as release new ad hoc products such as alcohol gels, masks for discount stores including to select any products trustworthy of their quality, being rapidly sold out to serve as competitive products in markets during the pandemic of COVID-19.

- **Product Acquisition**

In terms of production, currently 90% of all of the Company's cosmetic products are manufactured domestically, mostly by International Laboratories Corp. Ltd., and S & J International Enterprise Plc., both of which belong to the Saha Group and are under the quality management of ISO 9001. Another 10% of the Company's products are imported.

In terms of product development, global sourcing involves the search for ingredients and packaging from all over the world.

### - Industrial Trend and Future Competition

Cosmetics remain the fifth requisite of women, especially in the make-up market. The main products promoted to enhance the growth of the make-up sector are those in regular use such as powder, eyebrow pencils, mascara, eyeliner, foundation, of which such growth can be attributed to change of consumers' behavior during the pandemic of COVID-19 where everyone shall take more care of themselves, ready to wear a mask all the time. The purchase for enhancing self-confidence is still a factor that enables growth for the make-up products in comparison with the entire market share of the beauty sector. In addition, the market trend focuses on online sale as it is apparent that such sale channel has dramatically grown in leaps and bounds. In the future, this channel is likely to become another major distribution channel.

## 2. Women's Wear Industry

### - State of Competition

#### 1. Competitive Situation

Competitive strategies in 2020 included the following:

#### - R&D for Women's Lingerie

Due to rapidly changing consumer behavior, it was important that the Company focused on consumer behavior research and analysis to improve and develop products. To this end, the Brand Health Check is implemented in order to bring the research findings to develop products exactly responsive to the demand. The attention is paid to customers' satisfaction of product usage whereby the Company has carried out satisfaction surveys of customers in the database, who hold membership of His & Her Plus Point and actually buy and use the products. The feedback and recommendations therein are analyzed to further upgrade and invent innovations leading to concept of production as the solutions to the customers' needs.

In the meantime, the Company has provided call center service by the manufacturer, Thai Wacoal Plc. This is to facilitate the after-sale service for customers as to receiving any grievance, providing information about the products and services, coordinating between customers and shops aiming at the utmost convenience and satisfaction of the customers in using our services. The data and information got from the call center serve as another channel from which the Company takes recommendations of customers to extend and develop products and services. The Company also performs ongoing management of the big data for setting the manufacturing plan to supply and satisfy demand either in quality or quantity, as well as to upgrade products to be more responsive to target customers. In that connection, the Company has, additionally, taken consumers' needs into account for a launch of new products. The factory, merchandiser and sales department have worked together as One Body, starting from brainstorming to design products to meet consumers' needs in every age group, size, cup and lifestyle in terms of functionality and fashion based on good quality products. In the meantime, the Quick Response Marketing System (QRMS) was applied which resulted in more effective product management in shops as goods are sufficiently available and coincide with customers' demand to ensure customer satisfaction, while reducing lost opportunity for sales, expediting transportation and distribution to shops, as well as promoting more efficient and effective inventory management. As a result, the lead time for delivery and lost opportunity for sales decreased, hence product management is more effective.

#### - Maintain Existing Consumers and Access Prospective Consumers

To systematically retain existing customer base, the Company focused on giving customers continuing satisfaction through a variety of activities that impressed its existing customers of all ages ranging from counter sales promotion activities or giving special privileges.

In addition, the Company has implemented efficient administration of existing customer base through His & Her Plus Point card, in order to build up good relationships with customers. Varied activities along with interesting and exclusive promotions are created so as to encourage participation of customers and render good impressions of the brand, as well as introduction of good service standard system in Customer Relationship Management (CRM), whereby customers are provided with several benefits either discount in purchase of products or premium items that continuously increase sales each year from the points accumulated by His & Her Plus Point card membership.

#### **New Customer Acquisition Strategies have been mapped out in 3 parts:**

##### 1. Maintaining existing customer groups and expanding to potential new customer groups :

In 2020 the Company has applied strategies of the product qualities notified by the older generation to the younger generation customers. This is to build the new customer database of pubescent persons by focusing on activities for 'Wacoal Bloom' products through multiform advertisements and faster communications simply accessible and understandable to customers thereby new groups of customers are continually attained. Furthermore, sale promotion activities are launched and researches are undertaken on the requirements of both mothers and young daughters so as to provide the exact favorite premium for customers and finally achieve purchase and notification of products by social media idols or influencers.

## 2. General customers, having never used the Company's products :

The Company focused increasing efforts on more modern product design and manufacture to appeal to fashionable customers. In 2020 the Company has developed products for big size breast girls under the Brand 'Wacoal Curve Diva' in a wide variety of items with the slogan "Wacoal Curve Diva, the Excellent Curve Bra Made Specially for Diva/Ideal Girls". This is to attract awareness and trial by the particular group of customers.

In addition, the Company utilizes multiple marketing strategies in line with people's modern lifestyles through both offline and online media such as advertisements on television, newspapers and magazines. To this end, out-of-home media, media in department stores, media in movie theatres, social media channels such as Facebook, Fan Page, IG, Line, Email have also been used, which can save more time, expenses and provide ready access to targeted customers. This also includes building up relationships with TV Shopping channels for digital and cable TV advertisements. Giving special privileges to targeted customers for brand experience through physiological expertise and good services enabling increase in sales of every product line according to the set targets. Furthermore, Wacoal has expanded markets to new customers in AEC, namely Myanmar, Cambodia and Laos through the online channels, i.e. Facebook in order to communicate with prospective customers, thereby expanding its customer base in AEC.

## 3. Consumers with Cross Product Experience :

The Company has offered special prices for some recommended items for buyers to create brand awareness and trial of other products of the Company. Apart from this, the Company also implements the marketing strategy through the influencers and the social pages deploying affiliated marketing with the aim of encouraging the brand awareness and sales enhancement simultaneously. In that connection, the effectiveness of lots of influencers can be well measured. The present year, the Company has increased communication channels with additional target customers, i.e. doing the E-mail Marketing or brochures or leaflets for advertising through the outbox of E-Commerce for the purpose of publicizing and stimulating the target customers to access news about new products, activities and other information about the Brand.

### - Omni Channel Marketing

Nowadays, fierce competition in ladies lingerie is found in various distribution channels, starting from traditional channels such as department stores, discount stores, the Company's shops, necessitating the extension of sales to multiple online channels or TV Shopping. Growth in these new channels is expected to increase yearly due to its easy access and ability to meet customers' demand more rapidly and completely. As such, the Company has partnered with famous online sales websites, TV shopping channels or catalogue sales as the channels are those whereby producers can communicate their product innovations more completely while allowing consumers to be familiarized about the innovation of products before connecting them to visit the points of sale at Department Stores to see the real products. Such are components of Omni Channel marketing is expected to post further growth in line with the changing consumers' behavior in this modern age.

## 2. Number and Size of Competitors

Only integrated business can survive in the various industries. Nonetheless, women's lingerie is a specific industry, which has many challenges in entering the market, starting from importing raw materials, local production of some raw materials, sewing technique and distribution method that requires agents such as department stores or discount stores. The Company continues to place significance on all trading partners whether old channels or new, allowing it to retain and develop its customer base to all consumer groups. To develop the online channel where rivals can easily enter in the face of tough price competition, the Company has properly selected products for sale that suit such channel, so the Company can deal in the online market effectively.

## 3. The Company's Competitive Status and Potential

The Company pays careful attention to new distribution channels as well as the purchase behavior of customers that is different in each channel. During the past year, the Company has adjusted its approach to proposing contents that are more appealing to the target groups, especially online customers who are likely to grow rapidly. In this connection, the Company uses integrated communication tools via 360° of online channels such as employing influencers of its business alliance media to assist in disseminating contents, adapting online communication methods to gain access to target consumers. To this end, the Company implements the marketing strategy through social pages using affiliated marketing to facilitate awareness of the Brand and stimulate the sales at the same time where the effectiveness of influencers can be well measured. In the present year, the Company has also increased additional channels for communication with the target groups, namely the E-mail Marketing or brochures or leaflets for advertising through the outbox of E-Commerce for the purpose of publicizing and enhancing the target customers to access news about new products, activities and other information about the Brand. This results in the Company getting good feedback as evident from growing sales, both in terms of number of pieces and amount of monetary gain. The Company additionally aims at further extending its market base in the future.

#### - Product Acquisition

ICC is currently carrying five lingerie brands, produced by two major manufacturers:

- 1) Thai Wacoal Plc., manufacturer of Wacoal.
- 2) Pattaya Manufacturing Co., Ltd., manufacturer of Kullastri, BSC, BSC Signature, Elle.

Suppliers of raw materials for both these companies are A Tech Textile Co. Ltd., G Tech Material Co. Ltd., Champ Kabin Co. Ltd., Thai Gunze Co. Ltd., Erawan Textile Co. Ltd., Textile Prestige Plc., Thai Naxis Co. Ltd., Thai Takeda Lace Co. Ltd., Thai Sakae Lace Co. Ltd. and Fujix International Co. Ltd., all of which belong to the Saha Group with manufacturing standard accreditation of ISO 9001. Research and development of new materials have consistently been undertaken resulting in an advantage over competitors in terms of having a wide and diverse range of raw materials and also lower production costs.

#### - Industrial Trend and Future Competition

The overview of overall trends for the textiles and garment industry shows possible growth in both production and export sectors. Most of the production is for ASEAN markets, due to the advent of the ASEAN Economic Community since the end of 2015, rendering increasing opportunity to expand production capacity, not to mention the increasing size of consumers' market from a population of 60 million to 600 million, which is a huge market with high potential.

In 2020, the Company still focused on research and development of new innovations and technology in designing women's apparel suitable for Asians and coinciding with consumers' behavior for every age group, lifestyle and fashion. This is based on creating good and quality products at worthwhile prices, using integrated product management systems to retain reasonable level of inventory to balance with sales volume--not too much nor too little, while also increasing transportation channels to distribute products to shops more rapidly instead of retaining large amounts of inventory at shops, as well as implementing strategies to create effective production to meet consumers' lifestyles in this Digital Age as much as possible.

### 3. Men's Wear Industry

#### - State of Competition

Last year menswear sales in department stores decreased approximately 30% in comparison with the previous year. The consumption and purchase of clothing products as of 2020 still faced with troublingly decline due to the pandemic of COVID-19 because department stores in almost every province nationwide were placed temporarily on lockdown for 2 months and most consumers were more careful about their expenditure in coincidence of the recession in economy worldwide and a sharp decline of number of foreign tourists. Consumers were deliberately more selective to choose good quality products than previously, and continued taking into account the ongoing innovation of goods.

In addition, most producers emphasized pricing methods whether offering discounts, redemptions, giveaways and distribution of premium goods to stimulate sales and minimize products in their stocks, but rarely conducted new marketing campaigns. Many had to develop their production efficiency to achieve lower costs, and to ensure flexibility in management for higher competitiveness. In addition, they have to set aside budget for marketing activities for competitive advantages in the long run.

As far as the state of competition is concerned, some advantages still prevailed, namely:

1. The Company's menswear has created a wide range of product lines (portfolio) which can cover the whole target market in many various segments, resulting in wide distribution and a strong market share as well as the balance of negotiating power in distribution.
2. The Company's products are well-known and well-accepted for their reputation and high quality.
3. The Company's products have undergone development and it had successfully and consistently launched innovations into the market owing to support from major suppliers (belonging to the Saha Group). There is an expansion of factories to cater for this growth, from the thread-spinning factory, dyeing factory, cloth decoration factory to ready-made shirts manufacturing factories, to support the Company in its potential to create a constantly growing market share.
4. The Company has strong personnel with good habits of thought and the determination to achieve corporate targets and they are consistently ready to learn and improve.
5. The Company has a Big Data policy to analyze relevant data and customer behavior (Descriptive Analysis) and to make projections into future trends of customer demand (Predictive Analysis) in order to be able to better respond to consumers' needs.

#### - Product Acquisition

The Company has acquired products from 3 major suppliers, namely:

1. Thanulux Plc., manufacturer of shirts, T-shirts, suits, bags and leather goods.
2. People's Garment Plc., manufacturer of T-shirts and trousers.
3. Bangkok Tokyo Socks Co.Ltd., manufacturer of socks.

Manufacturing technology used is medium-ranged, with a fair number of workers and the modern use of automated machinery for higher production efficiency.

Moreover, the manufacturing group has established factories within a BOI-promoted Industrial area (Zone 3), resulting in a decisive advantage in production costs.

### **- Industrial Trend and Future Competition**

Although the market remains sluggish, the industry at large tends to remain stable and continue growing because consumers still continue to pay more attention to their dress. Meanwhile, fierce market competition is expected to rise due to foreign rivals including influx of cheap products from the People's Republic of China. Local producers will have to analyze the market and consumer behavior in each area, create innovations in various forms in terms of products, marketing channels and develop strengths of each product for each target group of buyers in order to survive in the market amid the more intense competition.

## 1. Production Risks

In terms of the potential risk factors which may impact on business operation, the Company recognizes the importance of closely monitoring and systematically formulating and implementing risk management plans to cover the following aspects:

Risks relating to production to ensure the quality of products and production timeline as set by the Company.

### - Preventive Measures

The Company selects suppliers with operation management which have attained ISO 9001 accreditation to be confident that our business partners have the required management systems, capabilities and ability to comply with the production policy set by the Company to ensure that the manufactured goods achieve all set targets. These companies were all established with the objective to mutually support one another under the umbrella of the Saha Group, thereby strengthening each other's business operations and enhancing their potential and competitiveness, as well as collaborating immediately to resolve any problems or challenges which may arise.

## 2. Product Management Risks in Stores

These are risks pertaining to the imbalance of stock management not being in line with market conditions, or fluctuation of purchasing power followed the spreading of COVID-19 resulting in product management risks in all sales channels, or not having the desired products in the store, which impacted on sales targets and market opportunity, exacerbated by the rapid change in online marketing, has required that production planning to be more flexible so as to always be prepared to meet the variant challenges both in terms of fashion and production volume.

### - Preventive Measures

1. The Company introduced the Quick Response Management System or QRMS to enhance its potential in stock management efficiency, resulting in more effective monitoring and management of stocks on a daily basis in every store and rendering effective data analysis, more precise picture of market demand and product movement in order to mitigate opportunity loss. It also helped with the preparation and the update of the latest news to make sure that only the most accurate and up-to-date information was used for analysis with the product management plan, in order to ensure availability of products in market demand, as well as the ability to modify production plan for optimum efficiency.

2. The Company has created an Auto Replenishment system, by adapting the QRMS to effectively and efficiently manage stocks at all stores to ensure that stocks can be replenished in accordance with customer demand in terms of desired products and their volume to ensure that stocks at all stores coincide with sales to avoid the loss of sales opportunity when there was customer demand, but no desired products available.

## 3. Risks Relating to Sales Channels

The Company's business is conducted through main sales channels which have limitations in terms of area size and number of branches.

### - Preventive Measures

1. The Company policy is to further accelerate expansion of sales in Discount Stores, including modification of its sales and order placement systems especially for this sales channel in accordance with the demand and purchasing power of target clients of Discount Stores. This strategy is applied to all product categories through selection of products with both quality and pricing that appeal to target clients, especially for apparel with the main emphasis on fashionable design and colors.

2. The Company policy is to accelerate the increase of sales channels, especially in E-Commerce of which online customers have rapidly increased. In the past year, the Company had utilized a Facebook's new feature, Feature Branded Content, to help increase more brand awareness. Also, the Company had taken advantage of Facebook's new tool, in cooperation with Shopee, Lazada and JD.com, CPAS, to help create more efficiency in buying advertising materials. Additionally, the Company has expanded its outlets under ICC direct management in the Specialty Store model, to enhance sales potential in addition to the sales channel in major department stores nationwide.

3. The Company also added more novelty to each sales channel. Various activities were arranged in special areas in department stores; and the "Shopee Taker Over" activity was conducted in Wacoal Shop with Online Operator.



## 4. Risks Relating to Changing Customer Behavior

### 4.1 Changing of Technology

Risks from changing customer behavior derived from the rapid spreading of COVID-19 that products cannot keep up, necessitated the use of technology which responds to customer demand and facilitate consumer convenience in their online shopping via enhanced online access by utilizing social media such as Facebook, Line, Youtube, Instagram and others. This has resulted in the rapid expansion of our online customer base. Factors which support the changing trend to more online shopping among consumers are safety and health concern of going out shopping, convenience, timely delivery of goods, safety, effective use of technology to meet customers' demand, as well as business development to diversify services which required the Company to develop the knowledge base and capabilities of its personnel to be more tech-savvy so as to provide timely and appropriate response to changing customer behavior.

### 4.2 Hygiene Precautions

The COVID-19 pandemic situation has caused precautions of social distancing, travelling and home-quarantine, resulting in the decrease of lavish spending and the increase of spending on health-related products.

#### - Preventive Measures

1. The Company focused on the selection of products that in line with rapid change of customer demand, as well as its efforts to expand the market base to reach out to potential customers who may not have ever used certain types categories of products, and to encourage those who are regular customers to use the products more frequently.

2. The Company also focused on research into consumer behavior, which was changed hastily from both technology and the COVID-19 pandemic, on a consistent and continuous basis by organizing focus groups to which customer groups are invited to attend small seminars, so that the information derived from all aspects of their views can be used for further product development and creation of new products which better respond to customer demand and are best suited to consumer behavior in all age groups and all lifestyles, both in terms of function and fashion.

3. The Company increased its online communications channels in accordance with customers' changing media consumption behavior. Furthermore, the Company also built understanding with customers of all ages and lifestyles by creating more variety of interesting contents to boost online sales, which also gave customers more choices. The customers could buy products easily and around-the-clock without leaving home for stores.

4. The Company is dedicated to creating quality products at appropriate pricing in more targeted response to specific consumer groups, thus building positive impressions in their hearts and minds. At the same time, the Company also continuously generated measures to stimulate the market by capturing the interest and attention of target consumer groups in its effort to maintain and expand its customer base, including adoption of a strong Customer Relationship Management system in the form of His and Her Membership.

5. The Company has focused on improvement and development of its modernization systems including its E-Commerce website [www.ethailandbest.com](http://www.ethailandbest.com) to facilitate easier access and transaction. Furthermore, its partnership with Tiger Distribution and Logistics Co., Ltd., whose long experience in warehousing and timely delivery of goods nationwide through its efficient distribution mechanism, provides consumer confidence to online customers that they will get safe and fast service.

6. The COVID-19 pandemic situation has impacted on many businesses since digital media play a major role in changing consumers' behavior of spending, well-being and lifestyles. Their way of life and spending habits differ from the past. Retail businesses need to adjust and upgrade their strategic framework to cope with the rapidly changing technology. To this end, the Company has developed its strategic structure along with adjusting new marketing strategies to be in line with change and competition, as well as focusing on creating brands in digital media and linkages with its online business partners such as Lazada, Shopee to connect both online and offline while developing products particularly suiting all sale channels.

## 5. Risk from the Government Sector's Free Trade Policy

The Government's free trade policy advocates 0 tariff in compliance with the ASEAN Free Trade Agreement of which cosmetics is also covered, rendering Thai companies having to ensure their preparedness, including adjustment in capital costs based on the required standard.

Such development has resulted in fierce market competition although the impact on the Company should not be much since the tariff base for the import of cosmetics is currently at 5%. Moreover, the Company is at an advantage in terms of its production technology.

## 6. Risks from reduction in the number of tourists

The products for which the Company is import and distribution agent are products in demand among Chinese, Russian and Middle Eastern tourists. The reduction in the number of tourists from the COVID-19 pandemic situation inevitably impacts on the sales of the Company especially in those provinces which are tourist destinations.

### - Preventive Measures

1. Adjust sales promotion plans to focus on replacement domestic customers, or other groups of tourists who were still able to enter the country.
2. Collaborate with department stores in jointly setting plans to attract higher numbers of those tourists who residing or doing business in Thailand to visit our shops or sales outlets.
3. Use various online media preferred by tourists when they were able to come back to travel in our country again.

## 7. Outdated Products

The Company is a major distributor of fashion products, the popularity of which changes rather quickly. In 2020, the Company has inventories in the amount of THB 2,986.33 million or 41.97 percent of current assets and 9.32 percent of total assets, with a turnover rate of 166 days, which may be at risk of becoming obsolete if not sold in a timely manner, rendering an increase in management costs and requiring the setting of allowance for obsolete or impaired products which causes a decrease in net profit and liquidity. However, the Company has a management policy to prevent long-term inventories whereby slow-moving products are released through acceleration of sales promotion activities.

## 8. Investment

The Company invests in businesses of a total of 114 affiliated and other companies in the proportion of shares held of not more than 50 percent of the registered capital of such company and 4 companies of which its equity is more than 50 percent of the registered capital, which are considered subsidiaries of the Company. Investment is in the form of cross or reverse shareholding between affiliated companies, with the Company having no control over the invested company and their management is completely under the direction of the respective board of directors of each company.

The management and decision making with regard to the Company's investment is in the form of joint investment in related businesses, or in businesses which are mutually beneficial to each other, including as an investment to diversify risks.

The Company receives a return on investment in the form of dividends. If any invested company suffers a loss, the Company will record an allowance for loss on impairment of investment in the income statement of the Company. The said shareholding structure does not affect the recognition of the Company's revenue sharing and does not make any difference to the financial statements.

The Company has measures to prevent investment risks by appointing a person who is in a joint venture company or is in a company that does business related to the invested business, as focal point of the investment to monitor the financial statements and information regarding the invested company's situation to know if there are problems and report to the Company and the shareholders in the group once a year, as well as to immediately report any unusual or critical events so that solutions may be collectively found. In addition, the Board of Directors and Executive Committee meetings are regularly convened to review the operating results of the businesses in which the Company invests, with a focus on businesses which are suffering loss and finding remediation of the losing transaction for sustainable profit in that business.

## 9. Loans and guarantees

As of December 31, 2020, the Company has loans to 3 joint venture companies amounting to THB 176.00 million compared to THB 181.50 million in the year 2019, a decrease of THB 5.50 million, due to repayment of the loan.

As of December 31, 2020, the Company has obligations to guarantee loans to 12 companies in the amount of THB 401.40 million compared to THB 334.97 million in 2019, with the amount of guarantees increasing from 2019 by THB 66.43 million. Such guarantees are extended according to the joint venture agreement and are proportionate to the Company's shareholding.

(Million bath)

Transactions	Details	2020	2019	2018
<b>Net revenues</b>	Deriving from	<b>8,329.08</b>	<b>12,303.06</b>	<b>13,376.80</b>
	• sales	7,809.02	11,309.21	12,349.63
	• dividends	343.45	531.07	528.01
	• gain from disposal of assets	10.27	157.24	33.62
	• gain from disposal on investment	-	-	169.20
	• interest income	15.58	35.03	26.82
	• recovery of doubtful debt	-	69.42	-
	• other revenues	150.75	176.05	220.97
	• gain from impairment of investments	-	25.04	48.55
<b>Net profit</b>	After deducting	<b>(59.32)</b>	<b>719.04</b>	<b>934.02</b>
	• cost of sales	5,489.38	7,568.02	7,838.88
	• selling and administrative expenses	2,726.37	3,959.72	4,456.24
	• loss from impairment of investments	0.10	12.44	71.18
	• loss of investment in associates	(29.71)	-	-
	Total expenses	8,186.14	11,540.19	12,366.30
	• finance costs	87.18	2.32	1.64
	• corporate income tax	55.76	56.28	74.85
	equity attributable to owners of the equity			
	• owners of the equity	(52.36)	725.20	931.28
	• nons-controlling interest	(6.97)	(6.16)	2.74
<b>Total assets</b>	Consisting of	<b>32,227.80</b>	<b>23,644.83</b>	<b>23,549.51</b>
	• current assets	7,132.22	7,647.29	7,655.76
	• non - current assets	25,095.58	15,997.54	15,893.75
<b>Current assets</b>	Consisting of	<b>7,132.22</b>	<b>7,647.29</b>	<b>7,655.76</b>
	• cash and cash equivalents	1,795.16	1,113.70	1,404.37
	• trade accounts receivable	1,083.00	1,415.82	1,784.66
	• short-term loans to related parties	57.50	57.50	90.00
	• inventories	2,999.78	3,658.21	3,356.99
	• other current assets	1,196.78	1,402.06	1,019.74
<b>Non-current assets</b>	Consisting of	<b>25,095.58</b>	<b>15,997.54</b>	<b>15,927.98</b>
	• restricted deposits at financial institution	2.95	2.95	2.95
	• long-term loans to related parties	-	-	-
	• long-term loans given to employee	3.55	0.10	1.07
	• other non-current financial assets	19,686.55	-	-
	• available-for-sale investments	-	8,917.67	9,091.80
	• investment in associated companies - cost method	892.24	935.93	837.17
	• other long-term investments	-	1,992.85	1,856.42
	• investment properties	1,129.45	927.69	1,005.02
	• property, plant & equipment	2,662.66	2,870.70	2,848.80
	• intangible assets	90.85	100.05	35.85
	• right-of-use assets	383.93	-	-
	• other non - current assets	243.41	249.59	248.92

Transactions	Details		2020	2019	2018
Property, plant & equipment	Consisting of		2,662.66	2,870.70	2,848.80
	• land		1,981.39	2,093.79	1,988.12
	• building and improvements		854.15	832.45	802.46
	• office equipment and vehicles		1,362.20	1,361.28	1,339.51
	• furniture and fixtures		1,174.55	1,186.65	1,149.01
	• assets under construction and installation		114.09	110.64	99.66
	• accumulated depreciation		(2,823.72)	(2,714.12)	(2,529.96)
Current liabilities	Consisting of		1,670.65	1,903.81	1,980.54
	• short-term loans from financial institution		53.05	47.68	30.00
	• trade accounts payable		1,005.41	1,328.03	1,273.49
	• others payable		410.64	528.10	677.05
	• others liabilities		201.56	-	-
Non - current liabilities	Consisting of		3,440.39	1,271.33	1,323.74
	• deferred tax liabilities		2,452.85	672.28	692.47
	• employee benefit obligations		553.59	562.11	588.81
	• other non-current liabilities		433.95	36.95	42.46
Equity	Consisting of		27,116.76	20,469.69	20,245.23
	• capital		290.63	290.63	290.63
	• premium on ordinary shares		1,487.14	1,487.14	1,487.14
	• premium on treasury stock		51.43	51.43	51.43
	• legal reserve		50.00	50.00	50.00
	• general reserve		2,030.72	1,961.20	1,869.15
	• unappropriated retained earnings		11,498.63	11,318.20	11,003.25
	• others components of equity		11,719.60	5,315.79	5,489.35
	owners of the equity		27,128.17	20,474.40	20,240.96
	• nons-controlling interest		(11.41)	(4.71)	4.27
Cash flow cycle	The Company's cash flow cycle	A	200.09	156.38	150.84
	commences with the purchase				
	and resale of merchandise and				
	ending with the collection of cash				
	resulting from				
	• collection period	A	58.28	51.41	54.43
	• inventories coverage	A	218.32	166.85	155.77
	deducted payment period	A	76.51	61.88	59.36
Total employees	Consisting of	B	4,318	4,769	6,088
	• counter sales force	B	2,908	3,216	4,316
	• office work force	B	1,410	1,553	1,772
Net revenues per capital		C	1,928.92	2,574.55	2,189.27
Net profit per capital		C	(12.13)	152.06	152.97

A Unit shows number of days

B Unit shows number of employees

C Unit shows thousand baht per headcount

Transactions	2020	%	2019	%	2018	%
<b>Operating results</b>						
Revenues	8,329,079	100.00	12,278,019	100.00	13,328,256	100.00
• from sales	7,809,024	93.76	11,309,214	92.11	12,349,628	92.66
• from other income	520,054	6.24	968,805	7.89	978,628	7.34
Gross profit	2,319,641	27.85	3,741,191	30.47	4,510,752	33.84
Expenses	8,302,935	99.69	11,525,428	93.87	12,366,298	92.78
Profit before income tax and finance cost	83,612	1.00	777,630	6.33	1,010,506	7.58
Profit before income tax	(3,566)	(0.04)	775,315	6.31	1,008,866	7.57
Net profit	(52,359)	(0.63)	725,196	5.91	931,280	6.99
* Income per capital (baht/headcount)	1,928,920	-	2,574,548	-	2,189,267	-
* Net profit per capital (baht/headcount)	(12,126)	-	152,065	-	152,970	-
* Interest coverage (times)	1	-	339	-	612	-
* Degree of financial leverage (times)	(23.45)	-	1.00	-	1.00	-
<b>Financial position</b>						
Current assets	7,132,221	22.13	7,647,293	32.34	7,655,759	32.51
Investments	20,578,792	63.85	11,846,450	50.10	11,785,382	50.05
Fixed assets	4,176,032	12.96	3,798,390	16.06	3,853,815	16.36
Other assets	340,758	1.06	352,696	1.49	251,607	1.07
Goodwill	-	-	-	-	-	-
<b>Total assets</b>	<b>32,227,804</b>	<b>100.00</b>	<b>23,644,828</b>	<b>100.00</b>	<b>23,549,512</b>	<b>100.00</b>
Current liabilities	1,670,650	5.18	1,903,813	8.05	1,980,536	8.41
Non-current liabilities	3,440,393	10.68	1,271,328	5.38	1,323,742	5.62
Equity	27,116,760	84.14	20,469,687	86.57	20,245,234	85.97
* Number of shares	290,634	-	290,634	-	290,634	-
* Par value per share	1.00	-	1.00	-	1.00	-
<b>Financial ratios</b>						
* Current ratio (times)	4.27	-	4.02	-	3.87	-
* Quick ratio (times)	2.07	-	1.75	-	1.61	-
* Debt-equity ratio (times)	0.19	-	0.16	-	0.16	-
* Inventory coverage (days)	218.32	-	166.85	-	155.77	-
* Collection period (days)	58.28	-	51.41	-	54.43	-
* Operating cycle days (days)	200.09	-	156.38	-	150.84	-
* Return on total revenues (%)	(0.63)	-	5.91	-	6.99	-
* Return on equity (%)	(0.22)	-	3.56	-	4.64	-
* Return on total assets (%)	(0.19)	-	3.07	-	3.98	-
* Earnings per share (baht)	(0.18)	-	2.50	-	3.20	-
** Dividend per share (baht)	0.25	-	0.70	-	1.21	-
** Dividend payout ratio (%)	3,865.13	-	29.26	-	38.20	-
* Book value per share (baht)	93.34	-	70.45	-	69.64	-

Unit : In thousands of Baht except percentages in parentheses and transactions with an asterisk \*

The information from the separate financial statement \*\*

2017	%	2016	%	2015	%	2014	%
13,457,587	100.00	13,414,820	100.00	12,924,068	100.00	12,562,824	100.00
12,446,980	92.49	12,615,379	94.04	12,342,816	95.50	12,033,001	95.78
1,010,607	7.51	799,441	5.96	581,252	4.50	529,823	4.22
4,585,864	34.08	4,764,378	35.52	4,701,910	36.38	4,597,530	36.60
12,551,227	93.27	12,433,346	92.68	12,115,898	93.75	11,960,780	95.21
935,090	6.95	1,032,607	7.70	809,115	6.26	602,045	4.79
933,478	6.94	1,030,751	7.68	808,170	6.25	602,044	4.79
846,477	6.29	936,278	6.98	703,195	5.44	545,186	4.34
1,990,767	-	1,915,855	-	1,814,001	-	1,778,177	-
125,218	-	133,716	-	99,041	-	77,167	-
578	-	555	-	855	-	662,314	-
1.00	-	1.00	-	1.00	-	1.00	-
6,902,912	29.65	7,190,407	35.60	6,891,968	37.12	6,918,605	37.43
12,156,004	52.22	8,967,447	44.40	7,783,542	41.93	7,836,406	42.39
3,905,939	16.78	3,789,775	18.76	3,559,268	19.17	3,513,996	19.01
252,354	1.08	251,293	1.24	263,976	1.42	216,999	1.17
-	-	-	-	66,409	0.36	-	-
23,280,157	100.00	20,198,922	100.00	18,565,163	100.00	18,486,006	100.00
2,013,869	8.65	2,007,569	9.94	2,022,536	10.89	2,119,235	11.46
1,355,643	5.82	811,839	4.02	556,837	3.00	624,529	3.38
19,910,645	85.53	17,379,514	86.04	15,985,791	86.11	15,742,242	85.16
290,634	-	290,634	-	290,634	-	290,634	-
1.00	-	1.00	-	1.00	-	1.00	-
3.43	-	3.58	-	3.41	-	3.26	-
1.40	-	1.36	-	1.15	-	1.07	-
0.17	-	0.16	-	0.16	-	0.17	-
162.90	-	172.14	-	181.00	-	192.76	-
49.14	-	45.08	-	48.46	-	53.10	-
151.60	-	159.51	-	169.77	-	183.38	-
6.29	-	6.98	-	5.46	-	4.34	-
4.54	-	5.61	-	4.43	-	3.51	-
3.89	-	4.83	-	3.80	-	3.00	-
2.91	-	3.22	-	2.42	-	1.88	-
1.10	-	1.15	-	1.05	-	1.05	-
40.04	-	40.49	-	45.06	-	47.95	-
68.51	-	59.85	-	55.06	-	54.17	-

### Distribution of Shareownership

Based on the number of shares held in succeeding periods

Period	2020		2019	
	No. of shareowners	%	No. of shareowners	%
1 - 100	490	35.82	492	35.17
101 - 500	397	29.02	399	28.52
501 - 1,000	91	6.65	97	6.93
1,001 - 3,000	119	8.70	120	8.58
3,001 - 5,000	52	3.80	53	3.79
5,001 - Upward	219	16.01	238	17.01
<b>Total</b>	<b>1,368</b>	<b>100.00</b>	<b>1,399</b>	<b>100.00</b>

### Distribution of Shareownership

Based on different categories of shareowners

Categories	2020		2019	
	No. of shares	%	No. of shares	%
Limited companies and limited public companies	49,438,830	17.01	86,642,410	29.81
Commercial banks and financial institutions	15,980	0.01	15,980	0.01
General public	18,567,003	6.39	45,083,263	15.51
Company employees	13,725,075	4.72	14,387,795	4.95
Thailand Securities Depository Company Limited				
- For local depositors	206,141,822	70.93	141,700,562	48.76
- For foreign depositors	2,745,020	0.94	2,803,720	0.96
<b>Total</b>	<b>290,633,730</b>	<b>100.00</b>	<b>290,633,730</b>	<b>100.00</b>

Top ten major shareowners as of the closing date on June 26<sup>th</sup> 2020 (shareowner categories being sorted in accordance with in Section 258)

No.	Name	No. of Shares	%
1.	*Saha Pathana Inter-Holding Plc.	72,059,390	24.79
2.	*I.D.F. Co., Ltd.	27,710,410	9.53
3.	Mr. Weerapat Punsak-udomsin	25,937,940	8.93
4.	*Saha Pathanapibul Plc.	24,777,100	8.53
5.	*Thai Wacoal Plc.	11,097,070	3.82
6.	U.B. Chemical Industries Co., Ltd.	10,667,400	3.67
7.	Uniwealth Co., Ltd.	10,154,550	3.49
8.	*Thanulux Plc.	10,006,070	3.44
9.	Universe Beauty Co., Ltd.	9,953,920	3.43
10.	*Mr. Boonsithi Chokwatana	6,558,940	2.26
<b>Total</b>		<b>208,922,790</b>	<b>71.89</b>

- Notes:**
1. Investors can view the top ten major shareowners' information on the closing date from the company website (<http://www.icc.co.th>) before the annual general meeting.
  2. \*Shareowners of Saha Group
  3. Major shareowners of I.D.F. Co., Ltd. As follows.

No.	Name	No. of Shares	%
1.	Sinparadorn Co., Ltd.	43,150	47.95
2.	Saha Pathanapibul Plc.	17,644	19.60
3.	Watsadoramai Co., Ltd.	11,250	12.50
4.	I.C.C. International Plc.	8,100	9.00
	<b>Total</b>	<b>80,144</b>	<b>89.05</b>
	Other shareowners'	9,856	10.95
	<b>Total</b>	<b>90,000</b>	<b>100.00</b>

## Dividend Payment Policy

### - Company

The company has determined to maintain the dividend payment to shareowners at the ratio of 0.20 Baht per share per annum (equivalent to 20% of per value), depending mainly on corporate performance and current economy.

### - Subsidiaries

- None -

## Data of Dividend Payment

	* Year 2020 pay Year 2021	Year 2019 The Payment of the interim dividends pay Year 2020	Year 2018 pay Year 2019	Year 2017 pay Year 2018	Year 2016 pay Year 2017
Earning per share (baht)	0.01	2.39	3.17	2.75	2.84
Dividend per share (baht)	0.25	0.70	1.21	1.10	1.15
Payout ratio (%)	3,865.13	29.26	38.20	40.04	40.49

**Remark :** \* The Board of directors' Meeting has resolved to pay dividend Baht 0.25 per share and to submit this agenda for approval at the Annual General Meeting to be held on April 26, 2021



## 1. Operation Overview

Thailand's economy in year 2020 recorded a contraction of 6-7% from severe effect of COVID-19 pandemic and strictly protective measurement imposed to control the COVID-19 pandemic both in domestic level and overseas, especially during lockdown period from March — May 2020 which the government announced lockdown closing malls nationwide and suspending the travelling of tourists. Even relaxation of measurements had been announced from the end of May, however, the trend of situation had been continuing for prolonged period, especially in countries still facing with severe pandemic and no available vaccine for protection. While the government conducted stimulus measures for expediting spending "Eat out to help out" "Chim Shop Chai" and "We Travel Together" scheme in the country, however, it actually had no positive impact on the growth of the economy as a whole. The high level of household debt, lower level of household income and public spending as main factor driving economy still low resulted to lower level of purchasing power and the domestic purchasing power was unable to drive economic growth.

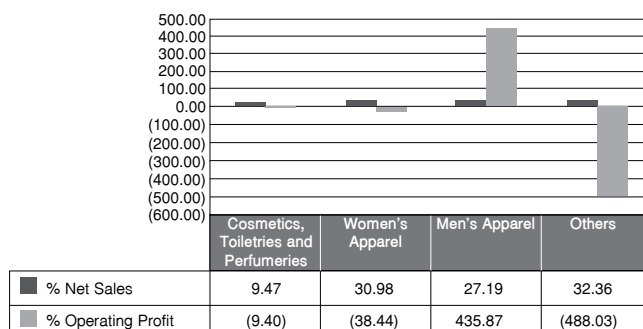
In the year 2020, the Company and its subsidiaries had sales revenue amounting to THB 7,809.02 million, a decrease of THB 3,500.19 million representing 30.95 percent from the year 2019, net loss profit of THB 59.32 million, a decrease of THB 778.36 million compared to the previous year, representing 108.25 percent. Cost of sales was THB 5,489.38 million, a decrease of THB 2,078.64 million from the year 2019 representing 27.47 percent. Sales and administrative expenses amounted to THB 2,726.37 million, a decrease of THB 1,231.03 million from the previous year, representing 31.11 percent. The Company's net profit declined mainly due to the COVID-19 pandemic as a result to the closure of malls nationwide during a period from March to May 2020, including no-growth economy, decline of domestic purchasing power and no tourists from overseas. As a result, the Company conducted measurement to reduce any expenses not supporting to operational effectiveness, expenses not relating to sales growth and personnel expenses.

In the year 2020, the Company invested in 3 subsidiaries and there was 1 subsidiary completely processing liquidation during year as follows:

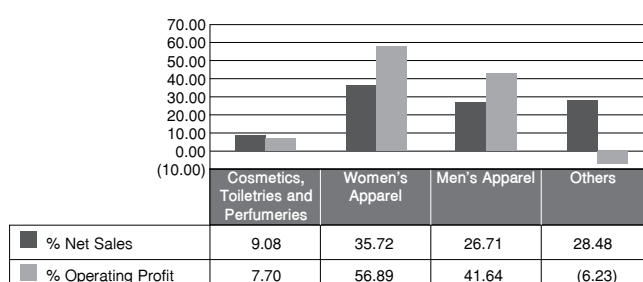
1. WBRE Company Limited which engages in real estate business by developing a housing project in Sriracha near the Saha Group Industrial Park in order to expand new business channels for the Company.
2. Thai Itokin Company Limited is a manufacturer and distributor of ready-made garments and is an important supply chain for the Company for the production of apparel products for distribution under the name of ICC International Public Company Limited. Thai Itokin Company Limited is the licensee of the brands sold by the Company, including producing uniforms and goods for domestic sales and export. It produces quality products.
3. Canchana International Co., Ltd. is a distributor of ICC International Public Company Limited's products in the Kingdom of Cambodia in order to expand the market to the CLMV region.
4. Amis Du Monde SARL in France, which opened a shop on the Champs-Elysees avenue, the center of France's leading shopping area, to bring the Brand BSC to the international market as an international brand under the name of BSC International with operations starting in the apparel product group. However, the Board of Directors Meeting No. 6/2016 held on October 14, 2016, considered and approved the dissolution of the business due to continuous operating losses. The Company held 119,304 shares in Amis Du Monde Company Limited, representing 81.92% of the registered capital at the price of EUR 10.00 per share, totaling EUR 1,193,040.00, equivalent to approximately THB 48.92. million. The Company has already set aside a provision for impairment of investment amounting to THB 48.92 million and completed in the process of dissolution and liquidation according to the legal process of France in the third quarter of year 2020.

## 2. Performance and Profitability

Proportion of revenue from sale of goods and operating profit by segment 2020



Proportion of revenue from sale of goods and operating profit by segment 2019



### Sales revenue

In the year 2020, the Company and its subsidiaries had sales revenue of THB 7,809.02 million, a decrease of THB 3,500.19 million or 30.95 percent from year 2019 which sales revenue amounted to THB 11,309.21 million.

The revenue of the Company and its subsidiaries comprise 3 main product lines, namely cosmetics and fragrances, ladies' wear and menswear. Comparison of the details of income and profit for each product line between year 2020 and 2019 is as follows

(Unit : Million Baht)

Product Lines	Net Sales		%	Operating Profit		%
	Year 2020	Year 2019		Year 2020	Year 2019	
Cosmetics and Perfumeries	739.17	1,027.27	(28.04)	(2.59)	50.18	(105.15)
Women's Apparel	2,419.31	4,039.57	(40.11)	(10.58)	370.52	(102.85)
Men's Apparel	2,123.32	3,021.02	(29.72)	119.92	271.19	(55.78)
Others	2,527.21	3,221.36	(21.55)	(134.27)	(40.61)	(230.66)
<b>Total</b>	<b>7,809.02</b>	<b>11,309.21</b>	<b>(30.95)</b>	<b>(27.51)</b>	<b>651.29</b>	<b>(104.22)</b>

### Cosmetics and Perfumeries

In year 2020, the Company had revenue from cosmetics and fragrances amounting to THB 739.17 million, a decrease of THB 288.10 million or equivalent to 28.04 percent from year 2019, with operating loss in the year 2020 at THB 2.59 million, an increase from year 2019 by THB 52.77 million or 105.15 percent due to the following:

- From the situation of COVID-19 pandemic as main reason for suspending sales in malls during a period of March — May which significantly affected operating results.
- Sale of products via online channels are increasing every year, especially cosmetic products, with low marketing costs via social media.
- Price competition in via channels that offer low price to meet more customer's demand.
- Continuous competition from imported leading brand-name products in every year.

## Women's Apparel

In the year 2020, the Company and its subsidiaries had revenue in the ladies' wear product group of THB 2,419.31 million, a decrease of THB 1,620.25 million or 40.11 percent from the year 2019, with operating loss of in the year 2020 at THB 10.58 million, an increase of THB 381.10 million or 102.85 percent from the year 2019, mainly due to

- From the situation of COVID-19 pandemic as main reason for suspending sales in malls during a period of March — May which significantly affected operating results.
- The decline in tourists, especially China from the situation of COVID-19.
- Fashion products are being more severely impacted by the growing number of smaller operators, especially through online sales via social media which is quick and does not require huge investment.
- Fierce competition in the market by using a relatively high price reduction to compete for seeking customers.

## Men's Apparel

In the year 2020, the company had revenue in the menswear product group of THB 2,123.32 million, a decrease of THB 897.70 million or 29.72 percent from year 2019, with operating profit amounting to THB 119.92 million, a decrease of THB 151.27 million or 55.78 percent from year 2019, mainly from

- From the situation of COVID-19 pandemic as main reason for suspending sales in malls during a period of March — May which significantly affected operating results.
- The decline of customers in CLMV group from the situation of COVID-19 pandemic in overseas.
- Life style of new generation which rapidly changed, affecting new products unable to properly meet with the expectation of new generation.

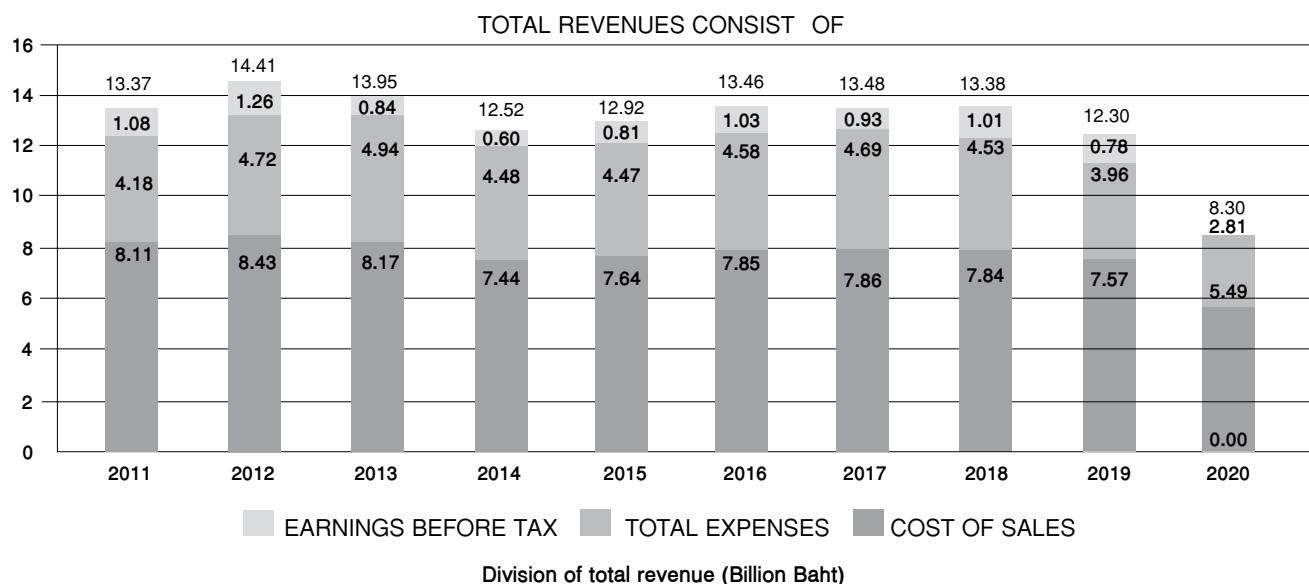
## Others

The main income of other product's groups is from children's wear, workout apparel, sportswear, leather goods, soy milk beverage and household items such as laundry detergent and fabric care products. In year 2020, the Company had income in other product's groups of THB 2,527.21 million, a decrease of THB 694.14 million from year 2019 or 21.55 percent, with operating loss of THB 134.27 million, an increase of THB 93.66 million or 230.66 percent from year 2019 due to

- From the situation of COVID-19 pandemic as main reason for suspending sales in malls during a period of March — May which significantly affected operating results.
- Products in categories of leather goods and sportswear were significantly down from the previous year as it was considered unnecessary products during COVID-19 pandemic.
- Household products sales were down from the previous year due to a decline of purchasing power.
- Spending marketing budget for promoting soy milk beverage for more recognition to customers.

## Other Income

In year 2020, the Company and its subsidiaries had other income totaling THB 520.05 million, a decrease of THB 448.75 million or 46.32 percent from the year 2019, with income decreased in year 2019 mainly from dividend amounting to THB 187.62 million and the sale of assets amounting to THB 146.97 million and, for year 2019, the Company received repayment of loan (with writing off a bad debt) amounting to THB 69.42 million.



### Cost of sales

In year 2020, the Company and its subsidiaries had the cost of sales of THB 5,489.38 million, a decrease of THB 2,078.64 million or 27.47 percent from year 2019. In the year 2020 and 2019, the ratio of cost of sales to sales was 70.30 percent and 66.92 percent respectively, representing an increase of 3.38 percent due to the situation of COVID-19 pandemic. The Company was necessary to conduct more sales promotion activities than being conducted in normal situation, especially more discount to stimulate sales while significantly declining purchasing power of consumers.

### Selling and administrative expenses

In the year 2020, the Company and its subsidiaries had total selling and administrative expenses of THB 2,813.55 million, down from year 2019 by THB 1,146.17 million or 28.95 percent, equivalent to expenses to sales ratio of 36.03 percent compared to 35.01 percent in year 2019, an increase by 1.02 percent, of which following are the details.

The Company and its subsidiaries had selling expenses in year 2020 in the amount of THB 1,420.33 million compared to THB 2,488.43 million in year 2019, decreasing by THB 1,068.10 million or 42.92 percent due to the situation of COVID-19 pandemic. The Company was necessary to conduct measurements to reduce any expenses not supporting to operational effectiveness, expenses not relating to sales growth and personnel expenses. Instead, the Company managed existing manpower effectively.

Administrative expenses for the Company and its subsidiaries in year 2020 amounted to THB 1,393.22 million, while in year 2019 administrative expenses totaled THB 1,471.30 million, decreasing by THB 78.07 million or 5.31 percent mainly due to personnel expenses. Instead, the Company managed existing manpower effectively. But depreciation and interest expenses increasing from the adjustment of financial statement in accordance with the Thai Financial Reporting Standard No.16: Leases (TFRS16).

### Income tax expense

In year 2020, the Company's income tax in year 2020 amounted to THB 55.76 million compared to THB 56.28 million in year 2019, decreasing by THB 0.52 million, due to in year 2020, the Company has tax losses but has income tax expense from defer tax expense in accordance with TAS 12 Income Taxes (TAS12).

### Net profit

In year 2020, the Company and its subsidiaries recorded a net loss of THB 59.32 million, a decrease of THB 778.36 million or 108.25 percent compared to the previous year with net profit due to continuous COVID-19 pandemic, no-growth economy, a decline of purchasing power of domestic consumers and no tourists from overseas.

## 3. Analysis of Financial Status

### Assets

As of 31 December 2020, the Company and its subsidiaries had total assets of THB 32,227.80 million, increased by THB 8,582.98 million from 31 December 2019, representing 36.30 percent, of which details of the significant changes are as follows:

Current assets as of 31 December 2020 in amount of THB 7,132.22 million or equivalent to 22.13 percent of total assets, decreased by THB 515.07 million or 6.74 percent from Year 2019, with the following significant changes:

- Net inventory decreased by THB 658.43 million as the Company has been reducing the number of purchase orders owing to the COVID-19 pandemic which was reduced domestics customers' demand and tourists' restriction across the country.
- Account receivables decreased by THB 332.82 million owing to the reduction of revenue from sales.
- Current investments decreased by THB 230.34 million owing to the reduction of cash at bank more than 4 months, reserving for working capital during Covid-19 pandemic.
- Cash and cash equivalents increased by THB 681.46 million owing to the controlling measures of purchase orders and expenditures.

Non-current assets as of 31 December 2020 in amount of THB 25,095.58 million or equivalent to 77.87 percent of total assets, increased by THB 9,098.05 million or equivalent to 56.87 percent from Year 2019, with the following significant changes:

- Other non-current financial assets increased by THB 8,776.03 million owing to the enforcement of the new Thai Financial Reporting Standards No.9 : Financial Instruments (TFRS 9) of Year 2020 regard to fairness value appraisal of general investment amount that increased the Company's general investment value.
- Right of use assets increased by THB 383.93 million owing to the enforcement of the new Thai Financial Reporting Standards No.16: Leases (TFRS 16) of Year 2020 as the Company has leased the area for selling products, resulted to the increasing of right of use assets value.
- Investment properties increased by THB 201.75 million owing to In year 2020, the Company brought land to a company for rent. Therefore reducing the property, plant and equipment to investment property.



## Liabilities

As of 31 December 2020, the Company and its subsidiaries had total liabilities of THB 5,111.04 million, decreased by THB 1,935.90 million from Year 2019, representing 60.97 percent. Details of the significant changes are as follows:

Total current liabilities in amount of THB 1,670.65 million or equivalent to 32.69 percent of total liabilities, decreased by THB 233.16 million from Year 2019, representing 12.25 percent owing to the reduction of accounts payables in amount of THB 322.63 million and other accounts payables in amount of THB 117.46 million, increased by THB 201.56 million of current portion of lease liabilities from the enforcement of the Thai Financial Reporting Standards No.16: Leases (TFRS 16).

Total non-current liabilities in amount of THB 3,440.39 million or equivalent to 67.31 percent of total liabilities, increased by THB 2,169.07 million or equivalent to 170.61 percent from Year 2019 owing to deferred income tax liabilities in amount of THB 1,780.57 million from Thai Financial Reporting Standards No.9 : Financial Instruments (TFRS 9) and lease liabilities in amount of THB 205.76 million from Thai Financial Reporting Standards No.16: Leases (TFRS 16).

## Shareholders' Equity

As of 31 December 2020, the Company and its subsidiaries had total shareholders' equity in amount of THB 27,116.76 million, increased by THB 6,647.07 million or equivalent to 32.47 percent from Year 2019 owing to the increment of other components of shareholders' equity regard to the new Thai Financial Reporting Standards No.9: Financial Instruments (TFRS 9) of Year 2020 which increases the Company's general investment appraisal value.

## Assets Quality and Assets Management Capabilities

Owing to the COVID-19 pandemic, the debt collection period in Year 2020 was 58.28 days, compared to Year 2019 was 51.41 days, increased by 7 days which impacted to customers' cash flow and they have requested the temporary extension of short-term repayment for continuing their business operations and It does not affect the cash flow of the company.

Credit Term policy for Account Receivables, as follows:

1. Accounts receivable type for credit : Credit term of 75 days.
2. Accounts receivable type for collection of sales (consignment), most of which are department stores nationwide : Credit term of 45 days.

The Company considers the quality of receivables by analyzing each debtor in offering credit terms. The Company also consistently collects outstanding debts and considers setting allowances for doubtful accounts for long outstanding receivables. In Year 2020, the Company has allowance for doubtful accounts in amount of THB 14.26 million equivalent to 1.32 percent of the total account receivables (in Year 2019, amount of THB 15.49 million was equivalent to 1.09 percent).

Credit policy for Account Receivables, as follows:

1. The ability to repay debt of reseller shops.
2. Attention given by reseller shops' executive levels.
3. The growth potential of reseller shops.
4. Having a good accounting system that is transparent and verifiable.
5. Having a good warehouse management and delivery management systems.
6. Having a good internal control system including strict control of the entrance and exit of employees and products.
7. Having a strong, comprehensive and sufficient collateral.

Most of land, buildings and equipment are the assets which the Company and its subsidiaries have procured for use throughout the past 56 years. The value of land, buildings and equipment as of 31 December 2020 in amount of THB 2,662.66 million.

Investment property is the assets which the Company and its subsidiaries have held for exploitation by receiving rental fees and sales revenues, as of 31 December 2020 total in amount of THB 1,129.45 million.

Investment capital as of 31 December 2020, the Company has unrealized gains from the fair price adjustment of securities in amount of THB 14,487.42 million, shown in shareholders' equity and receiving return on investment in the form of dividends in 2020 at the rate of 5.90 percent per year (in 2019 it was at the rate of 9.09 percent per year). The Company manages various investments by appointing persons in the joint-venture companies or in companies that do business related to the invested business as a central focal point to monitor financial statements and information of the invested Company's situation and report immediately when abnormal events or a crisis occur in order to collectively help find a solution.

## 5. Liquidity and sufficiency of funds

Year	Current Ratio	Liquidities Ratio	Cash Flow from Operating Activities (Million Baht)
2020	4.27	0.50	892.68
2019	4.02	0.11	220.34
2018	3.87	0.32	705.01
2017	3.43	0.08	156.00

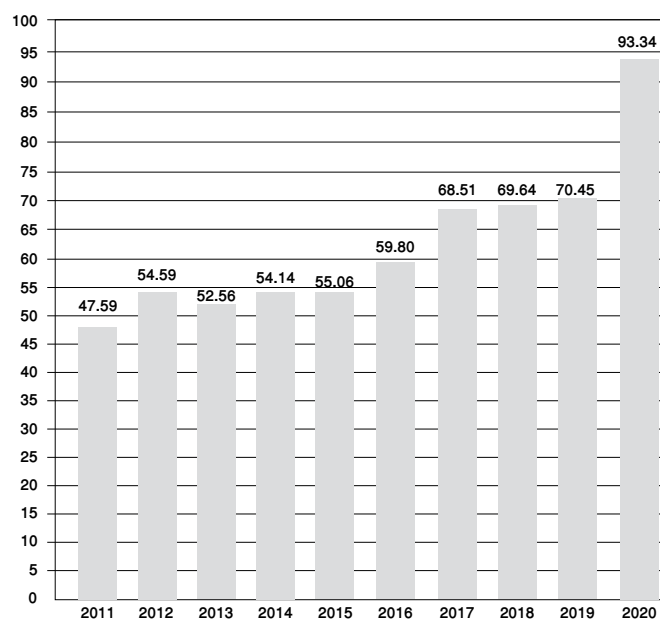
From the current ratio, the Company and its subsidiaries have good liquidity, having more current assets than current liabilities. In Year 2020, current ratio equivalent to 4.27 times, compared to 4.02 times in Year 2019, representing the increment of liquidity from the previous year. Liquidities ratio in Year 2020 equivalent to 0.50 times, compared to 0.11 times in Year 2019, increase by 0.39 times owing to the increment of cash flow from operating activities in Year 2020 in amount of THB 672.34 million from Year 2019.

The Company has 2 main sources of funding: 1. Funds received from operating activities and 2. Funds received from investment activities in the form of real estate and investments in shares. The Company receives income from rental fees and sales of investment properties as well as dividends at a high rate received from shares. The Company is able to manage the liquidity of the business well and use the funds in the business as working capital without relying on funds from external sources, including being able to pay dividends to its shareowners on a regular basis.

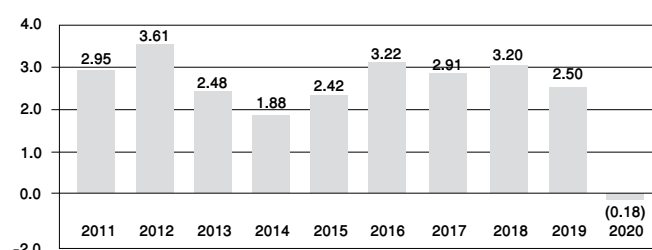
## 6. Profitability

Year	Profit/ Net Income (%)	Operating profit margin (%)	Profit/ Shareholders' Equity (%)	Earning/Share (%)	Market Price/ Earnings (times)
2020	(0.63)	(0.05)	(0.22)	(0.18)	(154.17)
2019	5.91	6.86	3.56	2.50	15.80
2018	6.99	8.17	4.64	3.20	12.97
2017	6.29	7.50	4.54	2.91	13.39

In Year 2020, the Company has lower profitability than Year 2019 with operating profit margin of (0.05) percent, decreased by 6.90 percent compared to Year 2019 with a profit of THB (0.18) per share owing to the reduction of sales revenue in amount of THB 3,500.19 million because of the COVID-19 pandemic, including the declined of economic growth and the decreasing purchasing power of both domestic consumers and tourists resulting in reduced sales.



Book Value per Share(Baht)



Earnings per Share(Baht)

## 7. Cash cycle

Year	Average Product sales period	Average collection period	Average repayment period	Cash Cycle
2020	218.32	58.28	76.51	200.09
2019	166.85	51.41	61.88	156.38
2018	155.77	54.43	59.36	150.84
2017	162.90	49.74	60.44	152.20

In Year 2020, the Company has operating cash cycle in a number of 200 days, increased by 44 days from Year 2019, due to:

1. The average product selling period increased from 167 days of Year 2019 to 218 days of Year 2020, increased by 51 days. Owing to the COVID-19 pandemic which was forced the government sectors to order Lock Down measurement, close shopping malls during March — May 2020, resulted that the Company cannot sell goods during such period and extend the selling period.

2. The debt collection period in Year 2020 was 58.28 days, compared to Year 2019 was 51.41 days, increased by 7 days. Owing to the COVID-19 pandemic which impacted to customers' cash flow and they have requested the temporary extension of short-term repayment for continuing their business operations.

3. Repayment period to creditors in Year 2020 was 76.51 days, Year 2019 was 61.88 days, increased by 14 days. Owing to the revision of the Company's billing date and payment schedule in alignment with the economic conditions. The Company has always made payment in compliance with the creditors' agreement.

## 8. Commitments that may have a significant impact on the financial position / operating results

Commitments with unrelated parties of which the details are in item 28 of the note to the financial statement page 218 in the Company's Annual Report.

The Company has guaranteed obligations to 12 joint venture companies in the amount of THB 401.42 million, which are guarantees according to the joint venture agreement in proportion to their shareholding.

## 9. Factors that may affect future operations

The Company may still be affected by factors affecting future operations as follows:

### 1. The Outbreak of Corona Virus 2019 (Covid-19)

The outbreak of Corona Virus 2019 (Covid-19) which was starting from the end of December 2019 to the beginning of 2021 and the epidemic continues spreading across the country. Whether in some countries, they have been provided the Covid-19 vaccinations, however, this cannot cover the global demands, including the tourists cannot travel across the countries, travel and business sectors have an adverse effects and the economics has been declined, which is resulted in the reduction of customers' purchasing power and for the Company this pandemic has also had a significant impact on sales revenue.

### 2. External market competition

According to the revolution of technology, the enterprises aim to approach customer in each individual for establishing a direct business to customer not connecting through an intermediary. The significant factors which may effect to the future business operations as follows:

2.1 Supply Chain Structure reduces the cost of goods sold competitive points.

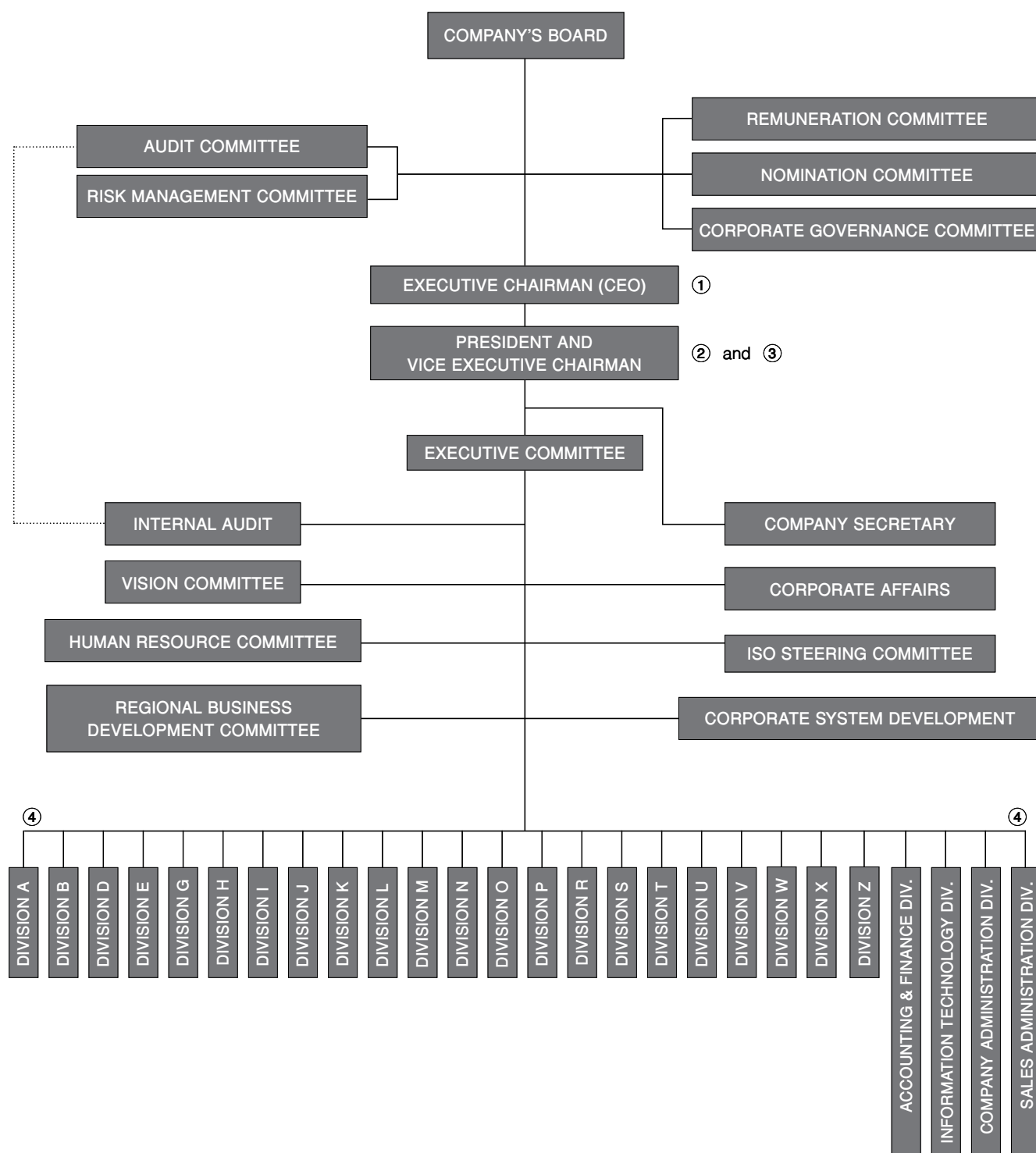
2.2 The changing in customers behavior that Company has to know about the Deep Customers Insight.

2.3 The restructuring of organization to be more agile, effective and readiness for customers requesting.



## Structure of Organizational Management

The Company strives for sustainable development in all dimensions by assigning duties and responsibilities based on the corporate organizational structure of December 31, 2020 which is publicized on the company website <http://www.icc.co.th>



①-④ Company's executives as announced by The Securities and Exchange Commission (SEC)

## Board of Directors

The Company appoints no less than 5 Directors (in compliance with the Public Company Act) to be on the Board with the following qualifications:

1. Is a natural person (non-juristic person)
2. Has attained legal age
3. Not being bankrupt, incompetent or quasi-incompetent
4. Has never served any prison term by a final judgment of a court for misconduct from fraudulent acquisition
5. Has never been expelled or dismissed from the civil service or from government organizations or agencies for fraud.

The Company's Board of Directors consists of 12 members as follows:

- |  |   |         |
|--|---|---------|
| - Non-executive Directors                | 4 | persons |
| - Audit Directors (independent director) | 4 | persons |
| - Executive Directors                    | 4 | persons |

The structure of Board of Directors and corporate administration has been established with an audit practice and appropriate balance of power of non-executive directors.

The Board of Directors consists of 4 independent directors, or 33.33 % of the entire Board which is the stipulated standard (one third or 33.33%) by the Capital Market Supervisory Board.

The Board of Directors consists of 4 independent audit directors with duties and responsibilities as stipulated by regulations of the Stock Exchange of Thailand with knowledge and experience in auditing the credibility of financial statement, including other duties as being concurrently on the Audit Committee.

Furthermore, there are 4 directors on the Board who are non-executive directors with related business experience.

Name list and position including number of meetings and attendance are shown on page 82-83 of this annual report.

Profile of directors is shown on page 8-19 of this annual report.

Tenure of the company's directors, executives and authorized persons in the related companies can be observed on page 84-85 of this annual report.

### The Authority of Board of Directors

Two out of the following seven directors shall co-sign and affix the company's common seal :

- |                 |                          |
|-----------------|--------------------------|
| 1. Mr. Boonkiet | Chokwatana               |
| 2. Mr. Thamarat | Chokwatana               |
| 3. Mr. Manu     | Leelanuwatana            |
| 4. Mr. Somphol  | Chaisiroj                |
| 5. Ms. Munchusa | Terapongpipat            |
| 6. Mrs. Kobsuk  | Saengsawad               |
| 7. Surat        | Wongrattanapassorn Ph.D. |

All directors and management have no disqualified characteristics and no criminal records.

Company Secretary: Mrs. Duangrudee Milintangul

### Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors, consisting of knowledgeable, capable, and diversely-experienced individuals, with expertise that benefit the Company. The Board possesses full understanding of their role, obligations, responsibility and leadership, including in terms of defining a clear vision for the company. They have complete independence in expressing their opinions and decision-making, so as to ensure business is conducted in order to achieve company objectives which optimize benefits to the company and shareowners. The Board of Director administrates the company by defining corporate Vision / Mission, Objectives, Strategies, Execution plans including annual financial plans in order to achieve the set targets. Good corporate governance is also used as a business management tool to increase added value to the business and shareowners.

The Company's Board of Directors monitors administrative performance of the Management team through a policy that assesses progress of work and the Company's business performance, as well as the share ownership of Directors and executives, all of which is to be reported to the Board meeting on a monthly basis. At the same time, it is also incumbent on the Board of Directors to approve the following year's corporate vision/mission, targets, strategies, plans and budget.

The Board and corporate management have performed their duties in the best interests of the company and shareowners under the current well-defined, balanced and auditable administrative structure.

In the past year, there was no record stating that the Company :

- committed any gross violation;
- committed any fraudulent and unethical conduct;
- had any case that a non-executive director resigned due to any corporate governance issue;
- had any case bearing negative impact on reputation due to failure in the discharge of duties as a member of the Board of Directors.

## Executive Directors

As of 31 December 2020, the Company has 14 executive directors. The list of executives and their respective responsibilities, share-owning and meetings of the Board of Directors are shown on Page 82-83 in this annual report.

Their resumes are on Pages 8-19 in this annual report.

## Company's Secretary

In order to provide efficient administration in accordance with the policy on good corporate governance, the Company has appointed Mrs. Duangrudee Milintanggul, who possesses the required qualifications and appropriate experience, to be responsible as Company Secretary as of September 1, 2009.

**The Company Secretary has duties and responsibilities as follows:**

1. To provide primary advice to the Board of Directors concerning legal matters, Company's rules and regulation including monitoring its operation to ensure compliance. In addition, she would report significant changes (if any) to directors as well.
2. To coordinate between the Board of Directors and management, provide supervision and coordination on legal matters including relevant rules & regulations, as well as to monitor and ensure that appropriate actions are taken according to the Board's resolutions.
3. To hold Shareowners' and the Board of Directors' meetings in compliance with the relevant laws, Company's Articles of Association and other normal practices.
4. To record the minutes of Shareowners' and the Board of Directors' meetings and monitor the implementation of such resolutions.
5. To coordinate with responsible agencies in charge of the SEC and SET, and take charge of disclosure and reporting of information to the public, in so far as regulations of the SEC and SET are concerned and legally binding.
6. To provide and keep the following documents;
  - Directors registration
  - Invitation letter and Minutes of the Board of Directors' meeting
  - Invitation letter and Minutes of Shareowners' meeting
  - Report on the trading of Company shares by Directors and Executives
  - Annual report
  - Form 56-1
7. To keep and maintain reports of interests submitted by the Directors or Executives, as well as send copies to the President and Chairman of the Audit Committee within 7 days from the day of receipt.
8. To organize orientation and provide guidance to newly-appointed board members.
9. To communicate with general shareowners to ensure that shareowners have complete and continual knowledge and understanding of their rights including access to the Company's news and information.
10. To undertake other responsibilities as regulated by SEC and assigned by the Company.

### Profile in brief

<b>Name-Surname</b>	:	Mrs. Duangrudee Milintanggul
<b>Education</b>	:	Bachelor in Business Administration & Economics, Kasetsart University
<b>Training Background</b>	:	1. Strategic and Appreciative Business Development Program : THE MASTER 4 organized by Institute of Strategic and Appreciative Business Development 2. Company Secretary Program (CSP 31/2009) 3. Financial Statements for Directors (FSD 6/2009) organized by the Institute of Directors (IOD) 4. Registered Lead Auditor (QMS, EMS, SA 8000) organized by the IRCA, UK 5. Ethics and Corporate Sustainability organized by I.C.C. International Plc. 6. Transfer Pricing Legislation [Amendment of the Revenue Code (Version 47) B.E. 2561] organized by the Saha Group Accounting and Finance Management Club 7. Personal Data Protection Act : PDPA

## Work Experience

:

### Present

1. Member of the Corporate Governance Committee
2. Member and Secretary of the Risk Management Committee
3. Corporate System Development Manager
4. Quality Management Representative (ISO 9001)
5. The Company's Secretary and Investor Relations
6. Secretary of the Company's Audit Committee
7. Secretary of the Company's Nomination Committee
8. Secretary of the Company's Remuneration Committee

### Former

1989-1995 Sales & Marketing ; Bayer Thai Co., Ltd.

1995-2002 Registered Auditor (QMS, EMS, SA 8000); SGS (Thailand) Ltd.

2002-2003 Registered Auditor (QMS, EMS, SA 8000); RWTUV (Thailand) Ltd.

## Remuneration Directors and Executives

1. The monetary remuneration in 2020 for the operating year 2019

(a) Remuneration for directors of the board including gratuity, conference allowance. (A)

Remuneration for directors of sub-committees including conference allowance. (B)

Name	Position	Remuneration Directors * (Baht)			
		(A) Board of Directors	(B) Audit Committee/ Corporate Governance Committee	(B) Remuneration Committee/ Nomination Committee/ Risk Management Committee	Total
1. Boonkiet Chokwatana	Chairman	1,120,000		40,000	1,160,000
	Executive Chairman				
	Remuneration Committee Chairman				
	Nomination Committee Member				
2. Thiraphong Vikitset, Ph.D.	Audit Committee Chairman and	496,000	100,000		596,000
	Independent Director				
3. Thamarat Chokwatana	Managing Director	1,088,000		128,000	1,216,000
	Vice Executive Chairman				
	Nomination Committee Chairman				
	Remuneration Committee Member				
	Risk Management Committee Member				
4. Amorn Asvanunt	Independent Director and Audit	438,000	80,000	96,000	614,000
	Committee Member				
	Risk Management Committee Chairman				
5. Nophorn Bhongsvej	Independent Director and Audit	438,000	144,000		582,000
	Committee Member				
	Corporate Governance Committee Chairman				
6. Manu Leelanuwatana	Director	446,000		24,000	470,000
	Nomination Committee Member				
7. Somphol Chaisiriroj	Director	430,000			430,000
8. Munchusa Terapongpipat	Director, Nomination Committee Member	446,000	64,000	136,000	646,000
	Risk Management Committee Member				
	CG Committee Member				
	Remuneration Committee Member				
9. Kobsuk Saengsawad	Director	446,000			446,000
10. Surat Wongrattanapassorn Ph.D.	Director	446,000			446,000
11. Chailada Tantivejakul	Director and CG Committee Member	438,000			438,000
12. Duangphorn Sucharittanuwat	Independent Director and Audit	430,000	72,000		502,000
	Committee Member				
Total		6,662,000	460,000	424,000	7,546,000

Remark : \* Number of meetings attended by Directors of the Board and executives are based on their year of service since being elected during the shareholders' meeting, by taking into account of the meeting date which regularly falls in April of every year.

# 11 was promoted to be a Director 22 April 2019

# 12 is no longer a Director since 9 April 2020



- (b) Remuneration for the executive directors and the first 4 directors of the executive board ranking from the Managing Director and all other executives equivalent in rank to the 4<sup>th</sup> executive, totaling 14 persons amounted to Baht 50,899,974 including salary, gratuity, allowance and conference allowance.

2. Other remuneration

- Other remuneration for directors - None -
- Other remuneration for directors and senior management

**Provident Fund**

The Company and employees have jointly set up a Provident Fund according to the Provident Fund Act of 1987 on June 3, 1996 with the registration No. 41/2539. The Company has authorized a certified fund manager to manage the Fund by withholding from the employees' payroll and Company contribution. Directors and senior management will receive their eligible portions upon legitimate separation from the Company.

**Criteria in considering directors' remuneration are as follows**

1. To perform the duties of Company's director (Member, Board of Directors)

- Annual Remuneration (Gratuity) paid to every director.
- Conference Allowance paid to attending directors.
  - Chairman 10,000 baht / meeting
  - Director 8,000 baht / meeting
- Director fee (only paid to the Chairman)

2. To perform the duties of Director of the Audit Committee.

- Conference Allowance paid to attending directors.
  - Chairman 10,000 baht / meeting
  - Director 8,000 baht / meeting

3. To perform the duties of Director of the Remuneration Committee, Nomination Committee, Corporate Governance Committee and Risk Management Committee conference allowance shall be paid to attending directors at Baht 8,000 each per meeting.

**Benefits, Shares, Debentures awarded to Directors by the Company in 2020**

- None -

**Other privileges awarded to Directors by the Company**

- None -

**Details reported to the Company by Directors**

Direct or indirect profits or losses as a result of any agreement made by the Company during the accounting year.

- None -

**Shares held by Directors and Executives in the Company and in affiliated companies**

- Shares held by Directors and Executives in the company (including shares held by their spouse and children who are still minors) increase / decrease during the past year as stated on page 81 of this annual report

- Shares held by Directors in affiliated companies.
- None -

**Human resources**

**Number of employees and remuneration**

As of 31 December 2020, the Company has 4,318 employees and made payments of 1,091,389,370.- Baht in annual salary, commission, including short and long term remuneration in the form of retirement bonus and Provident Fund payout.

- Employee Compensation

The Company and employees have jointly set up a Provident Fund according to the Provident Fund Act of 1987 on June 3, 1996 with the registration No. 41/2539. The Company has authorized a certified fund manager to manage the Fund by withholding from the employees' payroll and Company contribution. Employees will receive their eligible portions upon legitimate separation from the Company.

### Number of employees and remuneration

Description	Number of employees	Remuneration (Baht)
Office Staffs	1,410	609,397,990
Sales persons	2,908	481,991,380
<b>Total</b>	<b>4,318</b>	<b>1,091,389,370</b>

Significant change in the number of personnel or major labor dispute in the past 3 years - None -

### Policy in human resource development

The Board of Directors recognizes that employees are a valuable resource and the major driving force which enable the organization to achieve success. Therefore, it has formulated policies and procedures regarding development of their knowledge and capabilities.

In addition to staff development rendering professional growth in their career path, the Company also attaches importance to taking care of all its employees in the organization through fair treatment thereby establishing a remuneration policy as one of its strategy to retain employees who are knowledgeable and capable, with senior executives heading each division being responsible for reviewing and considering annual remuneration in comparison with that of other businesses in similar industries based on fairness, in accordance with the Company's operational results in relation to employees' performance.

Employees Development Policy and Activities as stated in the 2020 Sustainability Report of the Company.

## Shareowning of Directors and Executives

Name		December				Increase (Decrease)
		2020		2019		
		Shareowning		Shareowning		
		Directors / Executives	Spouse / Minor Children / Related Companies	Directors / Executives	Spouse / Minor Children / Related Companies	
1. Boonkiet	Chokwatana	5,944,300	427,790	5,903,810	167,790	300,490
2. Thamarat	Chokwatana	1,787,210	48,666	1,787,210	64,501	(15,835)
3. Thiraphong	Vikitset Ph.D.	-	-	-	-	-
4. Amorn	Asvanunt	-	-	-	-	-
5. Nophorn	Bhongsvej	-	-	-	-	-
6. Duangphorn	Sucharittanuwat	-	-	-	-	-
7. Anuchit	Anuchitanukul Ph.D.	-	-	-	-	-
8. Manu	Leelanuwatana	-	12,440	-	12,440	-
9. Somphol	Chaisiroj	63,340	-	63,340	-	-
10. Munchusa	Terapongpipat	12,510	-	12,510	-	-
11. Kobsuk	Saengsawad	1,420	-	1,420	-	-
12. Surat	Wongrattanapassorn, Ph.D.	20,000	-	20,000	-	-
13. Chailada	Tantivejakul	83,450	-	83,450	-	-
14. Ramida Russell	Maneesatiean	10,000	-	10,000	-	-
15. Bussabong	Mingkwanyeon	680	-	680	-	-
16. Viritpol	Chaithavornsathien	-	-	-	-	-
17. Nonglaks	Techaboonanek	-	-	-	-	-
18. Pennapha	Dhanasarnsilp, D.B.A.	6,100	10,000	6,100	10,000	-
19. Nattapat	Petchratanaporn	10,000	-	10,000	-	-
20. Khanisorn	Suyanand	540	-	540	-	-
21. Kityaporn	Chaithavornsathien	5,985,160	-	5,985,160	-	-
22. Sawat	Posinsomwong	-	-	-	-	-
23. Thitipoom	Chokwatana	1,465,600	-	1,465,600	-	-
24. Pairoj	Hirunwongsawang	-	-	6,970	-	(6,970)
Total		15,390,310	498,896	15,356,790	254,731	277,685

Note : # 1 One related company was added in 2020

# 2 One child of legal age

# 6 is no longer a Director since

9 April 2020

# 7 was promoted to be a Director

9 April 2020

# 19 was promoted to be a Vice President Sales Administration

1 April 2020

# 24 is no longer a Vice President Sales Administration

31 March 2020

Chart displaying Directors and Executives's position and attendance to the meetings

Name		Office period of company's Directors (end Dec31, 2020) (Year)	Position						
			Board of Directors (BOD)	Audit Committee (AC)	Remuneration Committee (RC)	Nomination Committee (NC)	Risk Management Committee (RMC)	Corporate Governance Committee (CG)	Executive Committee (EC)
1. Boonsithi Chokwatana						√			
2. Boonkiet Chokwatana		47	Chairman and		Chairman	√			Chairman and
			Executive Chairman						Executive Chairman
3. Thamarat Chokwatana		21	President and Vice		√	Chairman	√		President, Vice Executive Chairman
			Executive Chairman						and Vice President Div. G, N, S
4. Thiraphong Vikitset Ph.D.		21	√	Chairman					
5. Amorn Asvanunt		40	√	√			Chairman		
6. Nophorn Bhongsvej		6	√	√				Chairman	
7. Anuchit Anuchitanukul Ph.D.		9 Months	√	√					
8. Manu Leelanuwatana		16	√			√			
9. Somphol Chaisiriroj		11	√						
10. Munchusa Terapongpipat		5	√		√	√	√	√	Vice President Company
									Administration Div.
11. Kobsuk Saengsawad		5	√						
12. Surat Wongrattanapassorn Ph.D.		4	√						Vice President Information
									and Technology Div.
13. Chailada Tantivejakul		2	√					√	
14. Duangphorn Sucharittanuwat									
15. Ramida Russell Maneesatien									Vice President Div. B
16. Bussabong Mingkwanyeon									Vice President Div. H
17. Viritpol Chaithavornsathien							√		Vice President Div. I
18. Nonglaks Techaboonanek									Vice President Div. M, O
19. Pennapha Dhanasarnsilp, D.B.A.									Vice President Div. V
20. Nattapat Petchratanaporn								√	Vice President Accounting &
									Finance Div. and Vice President
									Sales Administration Div.
21. Khanisorn Suyanand									
22. Kityaporn Chaithavornsathien									
23. Sawat Posinsomwong									
24. Thitipoom Chokwatana									
25. Yauwaluk Namakorn							√		
26. Yothin Suwanket							√		
27. Jerapat Charoenchaikorn Ph.D							√		
28. Duangrudee Milintanggul							√	√	
29. Pairoj Hirunwongsawang									
Total			12	4	3	5	8	5	10

หมายเหตุ : # 3 was promoted to be a Nomination Committee Chairman on 15 May 2020  
# 7 has taken the office as a member of the BOD since 9 April 2020  
# 13 was promoted to be a member of CG Committee on 15 May 2020  
# 14 is no longer a Director and a member of Audit Committee since 9 April 2020  
# 17 was promoted to be a member of the Risk Management Committee on 15 May 2020  
# 20 was promoted to be a Vice President Sales Administration Div. on 1 April 2020  
# 27 was promoted to be a member of the Risk Management Committee on 15 May 2020  
# 29 is no longer a Vice President Sales Administration Div. since 31 March 2020

(A) Company's executives as announced by The Securities and Exchange Commission (SEC)  
(B) Number of meeting attended by the Board of Directors and Executives are based on their year of service since being elected during the shareholders' meeting by taking into account of the meeting date which regularly falls in April of every year

A Executives	B Attendance to the Meetings								Attendance to the 55 <sup>th</sup> shareowner's meetings 2020
	BOD's meeting	AC's meeting	RC's meeting	NC's meeting	RMC's meeting	CG's meeting	EC's meeting		
	12 meetings/ year	10 meetings/ year	2 meetings/ year	3 meetings/ year	12 meetings/ year	8 meetings/ year	Primary Meeting 21 meetings/ year	Secondary Meeting 23 meetings/ year	
				3/3					✓
✓	12/12		2/2	3/3			18/21	20/23	✓
✓	11/12		2/2	3/3	11/12		19/21	20/23	✓
	12/12	10/10							✓
	11/12	10/10			12/12				✓
	11/12	10/10				8/8			✓
									✓
	12/12			3/3					✓
	10/12								✓
✓	12/12		2/2	3/3	12/12	8/8	21/21	23/23	✓
	12/12								✓
✓	12/12						21/21	20/23	✓
	11/12								✓
	10/12	9/10							
✓							18/21	20/23	
✓							21/21	20/23	
✓							15/21	14/23	✓
✓							18/21	22/23	
✓							19/21	23/23	
✓						8/8	21/21	22/23	✓
Vice President Div. A									
Vice President Div. D									✓
Vice President Div. W									
Vice President Div. X									
					12/12				✓
					12/12				
					12/12	8/8			✓
14									18

## The Profile of Directors, Executives and Regulators in subsidiary, associated and other related companies

Name	Position							
	Boonkiet Chokwatana	Thamarat Chokwatana	Thiraphong Vikitset, Ph.D.	Amorn Asvanunt	Nophorn Bhongsvej	Anuchit Anuchitanukul Ph.D.	Manu Leelanuwatana	Somphol Chaisiriraj
1. I.C.C. International	A,E	C, EC	AC	AC	AC	AC	F	F
2. Textile Prestige							A	
3. Thai Wacoal		F					A	
4. Thanulux		B					A	
5. People's Garment	A							
6. Far East Fame Line DDB				AC				
7. Sahapathanapibul		F						
8. Saha Pathana Inter-Holding	F				AC		EF	
9. S&J International Enterprises	A			AC				
10. O.C.C.							F	
11. Champ Ace	A	F						
12. International Laboratories		F						
13. I.D.F.								
14. International Commercial Coordination		F						
15. Can	F	F						F
16. Pan Asia Footwear	A							
17. Bangkok Tokyo Socks							A, D	
18. First United Industry		F						
19. Koraj Wattana	A	F						F
20. Sun and Sand	F	F						A
21. D F Inter		F					A	
22. Company Assets Saha		F						
23. Thai Gunze							A	
24. Tiger Distribution & Logistics	A							
25. Thai Cubic Technology	A							
26. Better Way (Thailand)	A		F					
27. Paknumpo Wattana	F							F
28. Maharachapreukuk	F	F						F
29. Sukhatasana	A							
30. Thai Itokin	A							
31. Intersouth	F	F						
32. Intanin Chiangmai	A	F						
33. Eastern I.C.C.	F	A						F
34. Raja Uchino							A	
35. Thai Arusu		F					A	

Remarks: A = Chairman B = Vice Chairman C = President AC = Audit Committee Chairman EC = Vice Executive Chairman  
D = Director Manager E = Executive Chairman F = Director DE = Vice President FC = Director Advisor  
I = Vice President Division EF = Executive Director

Position												
Munchusa Terapongpipat	Kobsuk Saeng-sawad	Surat Wongrat-tana-passorn, Ph.D.	Challada Tantivejakul	Khanisorn Suyanund	Ramida Russell Maneesatien	Kityaporn Chaitavorn-sathien	Bussabong Mingkwan-yeon	Viritpol Chaitavorn-sathien	Nonglaks Techa-boon-anak	Pennapha Dhanasam-silp, D.B.A.	Thitipoom Chokwatana	Nattapat Petchratana-pon
F	F	F	F	I	I	I	I	I	I	I	I	I
									EF			
						F		D				
			F									
			F									
											F	
						F						
									A			
											F	
								F		A		
		F										
					F			F				F
F							F					F
	F	F									F	
						F		A				F
					F	A				F		F
					F	F						F
		F			D							F
						F	F	F	F			A
						F						F
F		F										F



Name	Position							
	Boonkiet Chokwatana	Thamarat Chokwatana	Thiraphong Vikitset, Ph.D.	Amorn Asvanunt	Nophorn Bhongsvej	Anuchit Anuchita-nukul Ph.D.	Manu Leelanu-watana	Somphol Chaisiriroj
36. Thai Takeda Lace							F	
37. Pattaya Manufacturing							A	
38. Wien International								
39. Osoth Inter Laboratories	F							
40. Thai Staflex							A	
41. H&B Intertex	A							
42. Sahacogen (Chonburi)	F			AC	AC			
43. Vira Law Office								
44. Sun 108		F						
45. SSDC (Tigertex)							A	
46. Sahachol Food Supplies	F							
47. Erawan Textile							FC	
48. Thai Sports Garment	A							
49. Thai Naxis							A	
50. Top Trend Manufacturing	A							
51. Shisedo Professional (Thailand)		F						
52. International Commercial Coordination (HK)							A	
53. S R P Nanasai								
54. K. Commercial and Construction	A							
55. Sahapat Real Estate		A						
56. Pens Marketing and Distribution		F						
57. United Utilities	A	F						
58. Tsuruha (Thailand)		A						
59. Issara United	F							
60. Shop Global (Thailand)								
61. WBRE	A							
62. Canchana International	F	F						
63. Transcosmos		F						
64. Issara United Development	A							
65. WBLP	A							
66. Train Time Test	A							
67. WBHF	A							
68. Torfun Property	A							
69. Kewpie (Thailand)								
70. Chokwatana	F	F						
71. Pitakkij		F						
72. Lion Corporation (Thailand)		F						
73. Thai Hoover Industry		F						

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## Corporate Governance

The Board of Directors is committed to sustainable business operation, based on sufficiency economy which emphasizes modesty, reasonableness and possession of immunity by utilizing knowledge, prudence and due diligence in business operation while adhering to good corporate governance and placing importance on building good corporate governance systems.

In the belief that having effective management systems requires transparency, accountability and an internal control system which is adequate and appropriate, together with a determined respect for the rights and equality of shareowners and responsibility towards all stakeholders, being free from corruption in all forms whether directly or indirectly. These are the key factors which contribute to the strengthening of the organization's immune system, enhancing its integrity and promoting balanced and sustainable growth in the long run.

The Board of Directors has assigned the Corporate Governance Committee to supervise and promote the Company's operations in accordance with the good corporate governance policy, business ethics and the code of conduct of directors, executives and staff as well as providing monitoring and performance evaluation in order to ensure effective and efficient implementation in work processes.

## Code of Conduct under Good Corporate Governance

In pursuit of the above-mentioned aspirations, the Board of Directors has prescribed corporate governance policies based on the Corporate Governance Report of Thai Listed Companies (CGR) issued by the Thai Institute of Directors and is in line with the ASEAN CG Scorecard criteria, as a Code of Conduct for the Company's Directors, Executives and all its employees as follows:

1. Company Directors, Executives and all employees are fully committed to the application of corporate governance principles, business ethics and Codes of Conduct for Company Directors, executives and employees to Company operations.
2. Company Directors, Executives and all employees must perform their duties responsibly, prudently, earnestly and honestly in accordance with the relevant laws, Company Articles of Association and Notifications.
3. Actions shall be taken to ensure that the Company management structure contains clear prescriptions of powers, duties and responsibilities of each Company Committees and Executives.
4. An internal control system shall be installed and risk management shall be implemented at suitable levels, including an accounting system and financial statement reports which are accurate and reliable.
5. Information shall be disclosed in a sufficient, reliable and timely manner to the extent that the legitimate interests of the Company are not prejudiced.
6. The ownership rights of shareholders shall be appreciated and respected. Shareholders shall be treated equitably.
7. Any undertaking must take into account the Company's responsibility towards shareholders, stakeholders, communities, society and the environment.
8. Pursuit of business excellence shall be based on the commitment to creating customer satisfaction by being receptive to comments and self review in order to enhance management potential and continual creativity.
9. Virtue, ethics and good values shall be instilled. Employees shall be treated fairly with firm commitment to their capacity building and professional development.
10. Misconduct, corruption and intellectual property violations shall be countered. Laws and human rights shall be respected.
11. Conflicts of interests shall be dealt with prudently and reasonably with due regard for the Company's best interests.

## Review of Good Corporate Governance Principles

The Board of Directors has prescribed an annual review of the Company's Good Corporate Governance principles at least one a year so as to always be aligned with any new criteria and up-to-date with emerging business models.

In 2020, there were a number of activities according to its set work plans.

1. The Board of Directors focused on raising the level of corporate governance principles in accordance with the Corporate Governance Code for listed companies 2017 prescribed by the Securities and Exchange Commission by improving its "Corporate Governance Code" to be aligned with the said 2017 CG Code which was approved by the Board of Directors on April 4, 2019 comprising

- The Good Corporate Governance Policy
- The 8 Good Corporate Governance Principles

Principle 1 The Board of Directors shall be aware of its leadership role and responsibilities in the creation of the Company's sustainable prosperity.

Principle 2 The Board of Directors shall define the Company's objectives to ensure sustainability.

Principle 3 The Board of Directors shall strengthen its effectiveness.

Principle 4 The Board of Directors shall nominate and develop senior executive officers and ensure good people management.

Principle 5 The Board of Directors shall nurture innovations and responsible business practices.

Principle 6 The Board of Directors shall provide an adequate system of risk management and internal control.

Principle 7 The Board of Directors shall ensure information disclosure and financial integrity.

Principle 8 The Board of Directors shall encourage engagement and communication with shareholders.

- Business Ethics
- Code of Conduct for Directors, Executive Officers, and Employees

The CG Code is adapted to suit the Company's business operations and required to be annually reviewed, at least once a year. In this regard, the Board of Directors meeting on January 15, 2021 in its deliberation and review of the Company's Good Corporate Governance Principles found that they are still in line with guidelines of the 2017 CG Code for Listed Companies of the Securities and Exchange Commission and were being appropriately implemented in its business operation.

Furthermore, the "Corporate Governance Code" (revised version) has been prepared to replace the current version and to prescribe a process of reviewing the application of the CG Code to suit the Company's business operations and targets, as well as its annual budget, taking into account socio-economic and environmental conditions, to be acknowledged and implemented as the operational guidelines by company directors, executives and all employees.

Complete details of the Good Corporate Governance (revised version) are available on the Company's website, <http://www.icc.co.th>.

## 2. Recognition

2.1 Corporate Governance Report of Thai Listed Companies Award granted by the Thai Institute of Directors Association under the support of the Securities and Exchange Commission and Stock Exchange of Thailand, classified at the level of "Excellence" (Five Stars) for the fourth consecutive year.     

2.2 The assessment results of the quality of the Annual General Meeting of Shareowners for the year 2020 by the Thai Investors Association classified at the level of "Excellence".

## Compliance with Good Corporate Governance Principles

The Board of Directors is mindful of its role and responsibility as leader of the organization, with full understanding of the benefits and the principles of Corporate Governance Code for listed companies 2017 in creating sustainable value to the business.

In 2020 the Board of Directors stipulated that the 8 Good Corporate Governance Principles shall be appropriately applied in business operations, covering 5 categories comprising the following:

### 1. Shareowners Rights

Realizing the importance of shareowners and in respect to their ownership rights, the Company's Board of Directors has set a policy to ensure protection of shareowners' equitable basic rights and equal and fair treatment as specified in the Company's Articles of Association and business ethics code in conducting its business operation, taking into consideration shareowners' legal rights, without encroaching or lessening it, and providing support and promotion of all shareowner groups, especially institutional investors, to attend shareholders' meetings. The basic rights of the shareowners are as follows:

- The right to own, trade and transfer the shares.
- The right to attend the shareowners' meetings.
- The right to appoint a proxy to attend the meeting and to vote on one's behalf.
- The right to vote and jointly make decision on crucial matters
- The right to receive dividends on an equal basis.
- The right to elect the Company's board of directors, and determine their remuneration.
- The right to appoint auditors and determine their remuneration.
- The right to provide comments and questions during the Shareowners' meetings, as well as to receive sufficient, timely and equitable information.
- Equal repurchase rights of the Company's shares to all shareowners.

Aside from the shareowners' basic rights, the Board of Directors have emphasized an importance on correctly, completely, timely and transparently disclosing of information and news with a view on benefit for shareowners to receive all information equally and thoroughly. Additionally, some other measures have been executed to promote the rights of shareowners and facilitate for exercise of their rights as follows:

### 1.1 Right to receive information

All shareowners have the right to equally receive the Company's information which the Company publishes in Thai and English via communication channel of the SET and company website (<http://www.icc.co.th>) to ensure all shareowners will be informed.

### 1.2 Right to attend shareowners' meetings

The Board of Directors considers as its important responsibility arrangement of the annual AGM within 120 days after the end of the Company's fiscal year at a convenient and proper date, time and venue for every shareowner to attend in order to allow them to participate in monitoring and supervising the company's operation.

#### Before the Annual General Meeting

In 2020, due to the widespread and continuous COVID-19 pandemic situation in Thailand, along with the State of the Emergency announced by the Government nationwide and the Bangkok Metropolitan Administration's announcement to temporarily close down various places, to seek cooperation in reconsidering the necessity of activities which involve a gathering of considerable numbers of people posing a risk of contagion, the Company postponed the Annual General Meeting 2020 indefinitely by cancelling the scheduled 55<sup>th</sup> Annual General Meeting 2020 which was to be held on April 22, 2020 and was subsequently rescheduled on August 3, 2020.

The Company organized the 55<sup>th</sup> Annual General Meeting 2020 on August 3, 2020 at the Avani+ Riverside Bangkok Hotel, Bangkok.

1. The agenda and details of the meeting in both Thai and English was publicized in advance to all shareowners via the channel of the Stock Exchange of Thailand since June 12, 2020, approximately 45 days prior the meeting in order that shareowners can arrange their availability to attend the meeting. The information was also published on the Company's website (<http://www.icc.co.th>).

2. The Company publicized the invitation letter to the meeting and supplementary documentation, having identical content to the counterpart sent to shareowners in both Thai and English version on the company website more than 30 days prior to the meeting date. The disclosure was made on June 30, 2020 to enable quick and convenient access among Thai and foreign shareowners in order to have more time for consideration of all the information.

3. The Company sent out in advance the invitation letter and supplementary documentation with sufficient details containing facts with explanation and reasons clearly defined whether it is for acknowledgement or for approval including the Board of Directors' comments for each agenda as well as accompanying documents such as the Annual Report (in the form of QR Code), financial statements, Proxy Form B, information on eligible candidates for the Board and a map of the meeting venue along with explanatory notes regarding list of necessary documents required to be presented to the meeting, the attendance procedure to enable shareowners to maintain their rights, and regulations concerning the AGM—all of which were sufficient to allow informed consideration and voting on each agenda. The aforementioned letter and information was sent out 24 days prior to the meeting date, better than the required timeline standard, on July 10, 2020 in order to allow shareowners to consider the information. The invitation letter was also announced in Thai newspapers for 3 consecutive days during July 23 - 29, 2020 — more than seven days prior to the meeting date.

For foreign investors or institutional investors, the Company sent out the invitation and supplementary documentation in both English and Thai as to encourage their attendance. They were also able to see more details relating to the meeting on our website [www.icc.co.th](http://www.icc.co.th).

In 2020, 4 foreign shareowners and institutional investors assigned proxy to the Audit Committee.

Furthermore, the shareowners were able to download from the website authorized proxy forms which have been prepared and complied with the announcement of the Ministry of Commerce in three options: types A, B, and C. Any one of the three available formats can be chosen to suit individual needs.

4. The Company provided the opportunity for shareowners to fully participate in the meeting in terms of providing comment and posing questions pertaining to the Company, including allowing minor shareowners to propose any agenda to the AGM and to nominate any person to be elected as a member of the board of directors.

In the 2020 AGM, the Company additionally allowed shareowners to propose agenda items for inclusion in the 55<sup>th</sup> AGM of 2020 and nominate persons to be elected to the Board of Directors in advance during December 1 - 30, 2019. This process was publicized in both English and Thai language via the channels of the Stock Exchange of Thailand and the Company's website. However after the due date, no additional agenda nor candidates had been proposed.

In addition, the Company provided the opportunity for shareowners to pose questions regarding the AGM over 30 days in advance of the meeting via email to [iccset@icc.co.th](mailto:iccset@icc.co.th) or via facsimile to 0-2294-1155 as stated in the invitation letter along with being published on the company website (<http://www.icc.co.th>). However, in 2020, shareowners did not pose any questions in advance.

### Attendance at AGM

1. The Board of Directors has a responsibility to shareowners and recognizes the importance of their participation in the shareowners' meetings. It is regarded as the duty of the Board of Directors, members of every committee and every executive to attend every such meeting, if they are not ill or otherwise engaged in another mission, in order to allow all shareowners to ask about the company's information and respond to their questions.

The AGM of 2020 was attended by all 12 members of the Board of Directors, equivalent to 100.00 percent, including the Chairman of the Board and the Chairman of the six Sub-committees, the Executive Committee and corporate management, including the Chief Financial Officer and the Company's auditors, in order that shareowners may pose questions directly to the relevant responsible officers. The name list with title of all Company Board and committee members and executives who attended the AGM can be found in the minutes published on the Company's website (<http://www.icc.co.th>).

2. The Company extends fair treatment to all shareowners. Prior to commencement of the meeting, the Company Secretary announces the number /proportion of shareowners in attendance and the Chairman of the meeting clarifies the procedural rules.

- Method of voting and vote counting which, according to article 43 of the Articles of Association, is that the vote of one share is equivalent to one vote.
- Voting on each agenda is done openly with ballots handed out to shareowners to record their vote. Only ballots indicating disapproval and abstention are collected, except for the Election of Directors agenda whereby the ballots of every shareowner are collected.
- In vote counting, only disapproval and/or abstention votes, including votes on bad ballots, are deducted from the total number of votes of shareowners in attendance. The remaining number of votes is regarded as votes of approval of the respective agenda.
- The Barcode system is used in the vote counting. Voting results on each agenda are displayed on a projector for shareowners attending the meeting.
- Shareowners have the right to pose questions and express their opinion on each agenda. Should they have any questions regarding matters not on the agenda, they can pose these during the agenda 'Other Matters'.
- In cases where shareowners arrive for registration after the meeting has commenced, they are entitled to vote only on agenda items which had not yet been considered or voted upon, and their attendance will only be counted from the agenda on which they voted.

In addition, all shareowners attending the meeting are fully allowed the opportunity to ask questions, express opinions and propose recommendations on each agenda. All questions shall receive clear and succinct response to be duly recorded in the Minutes of Meeting. The Minutes of the Meeting also includes details of the voting method and summary of voting results on each agenda using the Barcode system to clearly record votes of approval, disapproval and abstention.

In the past year, the Company has provided such opportunity with shareowners posing questions on matters of their concern and the Board of Directors providing clear and accurate response—however, no questions or additional comments were posed in the meeting.

3. The Board of Directors promotes applying the use of technology in shareowners' meetings, in order to enhance accuracy and speed, by using the Barcode system for registration and vote counting to facilitate shareowners participation.

In counting votes for each item of the agenda by using the barcode system, officers from Vira Law Office, as the Company's legal adviser, witnessed and participated in the vote counting and cross-checked the voting result on every item of the agenda for accuracy, transparency and compliance with legal and regulatory requirements as well as the Company's Articles of Association. Company's Auditors also observe the vote counting and the results are disclosed to the meeting and recorded in the minutes of the meeting. In case that any shareowners question or contradict the voting result, they are able to double-check after the meeting.

In addition, prior to the start of consideration of each agenda, the registration officials shall re-announce the number of shareowners in attendance.

Following are the results of voting on each agenda at the 2020 AGM.

Agenda	Approval			Disapproval			Abstention		
	No. of persons	No. of shares	%	No. of persons	No. of shares	%	No. of persons	No. of shares	%
1 — 9	108	235,246,573	100.00	-	-	-	-	-	-

(In the 2020 AGM, no additional shareowners entered while the meeting was in process.)

Details are stated in the Minutes of the AGM published on the company website.



4. The important agenda of the AGM were the following:

- **Dividend Payment** : the Company provided details of the profit appropriation, the proposed dividend payment ratio with rationale and related documents to comply with the dividend payment policy of the Company and provided dividend payment comparison between the current and previous years, as well as indicating the record date for eligible shareowners to receive dividend, the closing date for shares transfer registration and the dividend payment date.

- **Appointment of the Board of Directors** : Shareowners are entitled to elect individual directors and to propose candidates for directorship. The proposed candidate shall be approved by Nomination Committee. In case of independent director, he/she must possess the qualifications as stipulated by the Company and the notification of the Market Advisory Board. The list of candidate(s) shall be included in the invitation letter, having names, brief biography, age, position, education, work background, number of previous companies he/she had held directorship/executive position in listed and other companies, position(s) in any competing entity/any entity related to the Company's business, shareholding in the Company, criteria and method of nomination, type of director being proposed (according to the information sent in the invitation letter and as disclosed on the company website).

In the re-election of retiring directors, the company also provides attendance record at past meetings of the directors, as well as terms / years of their directorship.

In 2021, the Company still entitles shareowners to nominate candidate(s) to be elected as the Company's directors prior to the 56<sup>th</sup> Annual General Meeting of 2021. Details are as per item 1. Before the Annual General Meeting (Right of Shareowners) on page 90 in this Annual Report.

- **Remuneration of Directors** : The Board of Directors has granted shareowners the right to approve the remuneration of Company Directors on a yearly basis as well as to determine the criteria for remuneration payment to each member of the Company committees and the value of all forms of remuneration for approval by shareowners at the AGM. The proposal for consideration and approval is scrutinized by the Remuneration Committee based on the Company's operational results, director's performance, appropriation value of remuneration approved by the AGM, the previous year's remuneration and comparable remuneration in other companies engaged in the same type of business, as well as the director's authority, duties and responsibilities. The remuneration policy and criteria are set forth for each director position, divided in terms of their role(s) on the Board of Directors, Audit Committee, Nomination Committee, Remuneration Committee, Corporate Governance Committee, and Risk Management Committee. The approved budget is summarized in terms of actual amounts being paid and form of payment to individual members of each committee, namely the Board of Directors, Audit Committee, Nomination Committee, Remuneration Committee, Corporate Governance Committee, and Risk Management Committee as specified in form 56-1 and in pages 78-79 of this Annual Report.

- **Appointment of the Company's auditor and setting of audit fee** : The Company provides all relevant details pertaining to the auditors such as auditor's name, company affiliation, experience, capabilities, independence, past performance, number of years on duty, reasons for change of auditor, and auditor's fee, including comparable information on the auditing fee between the previous and current years along with any other service fees charged by the auditor's company, in comparative proportion to the amount of work and audit fees paid by other listed companies of the same level. All information included in the submission to the AGM has passed the consideration of the Audit Committee.

#### After the AGM

1. The Company discloses resolutions of the Annual General Meeting with voting results of each agenda in Thai and English versions via the channel of the Stock Exchange of Thailand on the day following the AGM and publicized through the Company's website.

2. The Company provides the Minutes of the Annual General Meeting both in Thai and English versions with sufficient, clear, accurate and complete factual details. Included in this are records of the names and titles of all directors who attended, questions raised by shareowners during the meeting and the answers, voting and vote counting methods, including the number of votes counted as Approval, Disapproval and Abstention on each agenda. Minutes of the meeting are submitted to the Stock Exchange of Thailand and all regulatory agencies concerned within 14 days after the AGM. The Minutes of the meeting in both Thai and English versions were publicized on the company's website so as to allow shareowners to check the data without having to wait until the next AGM, and also sent to the Department of Business Development, Ministry of Commerce within the time stipulated by law.

3. The Company also does a visual recording of the AGM and all proceedings throughout the meeting which is publicized on the company website (<http://www.icc.co.th>).

### 1.3 Shareholding Structure

The Company has not developed a mechanism to prevent domination of business, which may be exploited by management or authorized persons in case of inefficiency or mismanagement. In 2020, the Company disclosed the structure of related businesses in the business group with similar or related natures, or having cross-shareowning structures on page 40-41 of this Annual Report. Similar information was also posted on the Company's website.

In 2020, the Company did not repurchase company shares or made any agreement between the shareowners which may have a material impact on the Company or other shareowners. Moreover, it did not prevent or create obstacles to the opportunity for shareholders to communicate with each other.

In the year 2020, the Board of Directors and executives, including their spouses and minor children and related companies, held shares in the Company totaling 5.47%, which does not exceed 25% of the Company's issued shares, and the proportion of free float shareholding is at 27.39%, which is higher than 25% of the Company's issued shares.

## 2. Shareowners' Right to Equitable Treatment

1. The Company fully respects the equity rights of shareowners, recognizes their importance and treats all shareowners on equal basis. The Company has no policy to provide unequitable benefits to any specific party whether they be major, minor or foreign shareowners. All shareowners are able to fully exercise their own rights in terms of voting on any matter as the business owner and are secured that their rights shall be protected on fair basis with proper provision of sufficient facility.

2. The Board of Directors treats all shareowners with equality and fairness. Owner of the same type of share have identical right to vote, whereby one share represents one vote.

3. The Board of Directors supports shareowners who cannot attend the meeting to assign a proxy to attend and vote on their behalf, by using the proxy form to direct their voting preference and assign at least one independent director as their proxy.

4. The Board of Directors allows minor shareowners to propose a candidate as a director in the Annual General Meeting.

5. The Board of Directors disseminates the invitation letter to the AGM, both in Thai and English versions, on the company website at least 30 days prior to the meeting date.

6. The Board of Directors supports all shareowners to exercise their right as a shareowner. The invitation letter to the meeting and supplementary documentation are sent out for consideration in advance including the English version for foreign shareowners.

7. The Board of Directors has established a policy to prevent unethical exploitation of insider information for personal interests or others' benefits. It prohibits members of the Board of Directors and committees, executives and all employees who have access to the confidential information (by their position) from trading in company assets in the period of 1 month prior to, as well as 24 hours following the public disclosure of the Company's financial statements

8. The Board of Directors requires company directors and executives to disclose their interests, their related persons' interests, as well as manage any possible conflict of interest with prudence, in compliance with the rules of the Securities and Exchange Commission.

According to the Corporate Governance Policy and Principles, in the section relating to Equitable Treatment of Shareowners, the Company treats all shareowners equally and fairly, based on recognition of the equitable rights and equality of all shareowners as follows:

### 2.1 Exercising the right to attend the AGM

1. In the case of foreign shareowners, the Company prepares the invitation letter to the meeting as well as supplementary documentation and the minutes of the meeting in English which is sent out together with the Thai version. These can also be viewed on the company website, which provides both the Thai and English versions.

2. The right to vote in the meeting is in accordance with the number of shares owned by shareowners. One share is equivalent to one vote and the Company has only ordinary shares.

3. In the Annual General Meeting, the Company has a procedure and channel in place so as to provide the opportunity for minor shareowners to propose qualified candidates to be considered and elected as a director. The shareowners were required to submit their proposed candidates prior to the AGM meeting date as prescribed in the set criteria, which included the channel and timing of the submission during 1-30 December 2019. Such information, both in Thai and English versions, was distributed through channels of the SET and the company's website.

Shareowners are also allowed to send in their inquiry in advance. However for the 2019 AGM, no proposed candidate for a director position or inquiry was sent in advance.

4. In 2020, the Company held 1 general meeting of shareowners, the Annual General Meeting, on Monday August 3, 2020 and assigned the Depository for Securities (Thailand) Company Limited, the Company's share registrar to send the invitation letter to the meeting to shareowners 24 days in advance on July 10, 2020 and disclosed on the company website 30 days in advance in order to facilitate both local and foreign shareowners and institutional investors to have plenty of time to study details of each agenda item and appoint a proxy to attend and vote on their behalf in case they are unable to attend the meeting.

The Company facilitates foreign shareowners by sending out the invitation letter with relevant documents in English as well as Thai so as to support attendance by all shareowners, including institutional investors.

Furthermore, the details of the invitation letter with all supplementary documentation which present the same written information as that sent to the shareowners in both Thai and English versions are also published via the company website (<http://www.icc.co.th>), 30 days ahead of the meeting date, since June 30, 2020, allowing Thai and foreign shareowners to access the information conveniently and rapidly, including having more time for consideration.

For the 56<sup>th</sup> AGM of 2021 on April 26, 2021, the Company will send out an invitation letter with all related documents as enclosure on April 2, 2021 which is 25 days prior to the meeting date. The supplementary documentation comprises the meeting agenda, annual report, financial statement, proxy Form B, proxy procedure, information on eligible candidates for the Board and a map of the meeting venue. These documents will be complete and sufficient to enable shareowners to prepare correct documents and make their decisions in voting on each item of the agenda.

5. The Company supports all shareowners' participation in considering and voting on the significant items on the agenda of the meeting by facilitating shareowners who themselves are unable to attend the meeting to appoint a proxy so as to take part in the consideration and voting process on company activities according to the meeting agenda. For this purpose, a Proxy Form B is attached with the invitation letter providing sufficient information on the proxy appointment procedure, and relevant conditions were simplified to facilitate the process. Shareowners can authorize a proxy to attend the meeting on their behalf and the Proxy rights can be given to an individual or an Audit Committee member who is an independent director. Name list of the four audit committee members together with addresses and details of their stake in each meeting agenda have been provided in the invitation letter, and are also available in the company annual report sent to the shareowners along with the invitation letter. The authorization can be executed by using the Proxy Form B sent out with the invitation letter to set their voting direction or download the form prepared in compliance with regulations of Ministry of Commerce from the Company's website (<http://www.icc.co.th>) which contains three forms: Form A, Form B and Form C (used only in the case that the shareowner is a foreign investor and has appointed a custodian in Thailand). Only one form can be chosen.

In the 55<sup>th</sup> AGM held on August 3, 2020

	Persons	No. Of shares	% (shares)
Shareowners as listed in share registration	2,069	290,633,730	100.00
Total number of attendants	108	235,246,573	80.94
Attended in person	31	25,910,323	8.91
Proxy	77	209,336,250	72.03
- Proxy to audit committee	15	22,353,300	7.69
- Proxy to another individual	62	186,982,950	64.34

6. Registration and attendance by proxy are facilitated by the Company providing complimentary excise stamps for affixing on the proxy form.

7. For convenience of registration at the meeting, attendees may register at least two hours prior to the meeting time and also late attendees will be entitled to cast their vote on the remaining yet-to-be-deliberated items on the agenda counted as part of the quorum from the time they cast their votes.

8. The Company conducts the AGM in accordance with the set meeting agenda. No additional agenda items or change of important information are introduced without advance notice to shareowners.

9. To vote in each agenda, which is proceeded openly, the Company distributes ballots to all shareowners/proxy holders during the registration. Shareowner/proxy holder who disagree or abstain shall return the ballot with affixed signature only. The exception is on the agenda involving election of directors whereby the ballot is collected from all shareowners/proxy holders attending. The Company provides adequate personnel and technological support of the registration and voting procedures by using barcode system to enhance convenience, speed and transparency.

## 2.2 Supervision of Internal Information Usage

One of the long-standing admirable characteristics of corporate culture is a conscientious sense of business ethics that the Company belongs to the public at large and not to any individual or group of individuals. Hence, a major duty of all personnel at all levels is to safeguard the use of corporate property and to prevent its misuse for personal or any other purposes. This communal sense of responsibility is ingrained into the conscience of all staff at all levels.

Such sense of responsibility has resulted in the Company management being almost wholly by a collective group of people for many decades through a consultative process with meetings being held at the same levels and across departments at all times. This practice has prevented any one executive from causing material damage to the Company by acting alone without discretion.

In addition to collective management, the Company strictly adheres to the principles of ISO 9001: 2008, which upholds transparency in management and decision-making rendering the Company's good corporate governance in every aspect and resulting in the satisfaction that the Company's system of internal control is fully effective.

The company has policies and measures to supervise the use of internal data. Details can be found on page 123-124 of this annual report. It is also stated in the Company's code of business operation and specified in the code of conduct for company directors, executives and employees.

The Company has developed its IT control system in electronic documents interchange and determining access level (with password for each user), to suit the duties and responsibilities of particular users at every level.

In 2020, all these regulations and procedures have been strictly followed by all directors, executives and staff at all levels.

### **2.3 Trade in Securities of the Company and Report on Related Transactions**

The Company has policies and measures in its Code of Conduct to supervise trade in securities of the Company and to report on related transaction of directors and executives, which prohibit directors, executives and employees, having access to inside information, from trading in securities of the Company, one month before and 24 hours following the public disclosure of the Company's financial statements except in cases of normal trading transactions irrelevant to the inside information. Moreover, it is also a set policy for the Company's directors and senior management to notify the Board of Directors about the trading of shares of the company at least 1 day before the trading date.

The Company requires its directors and executives, including spouses and minor children to report the first holding of securities of the Company and any changes thereof to the Office of the Securities and Exchange Commission within 3 days from the date of such change, as well as send a copy to the Company Secretary for further reporting to the Board of Directors in the next meeting of the Board. In addition, the Company includes any item concerning the report on securities holding of directors and executives, including spouses and minor children and related company, in the regular meeting agenda of the Board of Directors.

The Company has provided a summary of the changes in securities holding of company directors and executives, as well as their spouses and minor children and related company in the annual registration statement (form 56 -1) and in this 2020 Annual Report.

In 2020, the directors and executives of the Company acted in strict compliance with the policy, resulting in no trading of company securities during the silent period.

The Company has in place measures to control interest of the Board of Directors and executives. The Board of Directors and executives shall report their interest, or related person's interest as per following circumstances:

1. Holding directorship or executive position for the first time
2. Change of interest information
3. The Board of Directors and Executives are required to report such interest to the Company Secretary who further sends said information to the Chairman and Chairman of the Audit Committee for acknowledgment within 7 working days from the date of receipt of the said report.

In 2020 the Board of Directors and executives have complied with the set criteria.

### **2.4 Conflict of interest**

The Company carefully and reasonably manages conflict of interest based on the highest benefit of the Company. Pricing is based on the same fair trading conditions as trading with external persons. The Company sets operational system with transparency and strict adherence to the regulation of the Stock Exchange of Thailand by incorporating such principle into its good corporate governance policy as well as inclusion into the ethical code of conduct towards the Company and shareowners. Disclosure of information is provided in order to achieve equitable acknowledgment of information to all stakeholders.

Regarding related transactions that may bring about conflict of interest, these would be governed by the process of related transactions with fairness and according to market price as per normal business. The transactions are notified and disclosed to the meeting with specific details which include name and relationship of the related party, pricing policy, value of transaction, parties involved, the need for such transactions, as well as the opinions of the Audit Committee, the Executive Board and the Company's Board of Director as well as differing views (if any) as required by the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. At the Board of Directors' meeting, directors who have a stake in the transaction must leave the conference room and must refrain from voting on this agenda. All transactions are disclosed in Thai and English to the SET and posted on the Company's website (<http://www.icc.co.th>) in both Thai and English as well. In addition, the summary of transactions is also published in the Company's annual report and on the Form 56-1.

Related transactions likely to incur possible conflicts of interest when compared to the total income is equal to 7.79% or when compared to total expense, is equal to 2.73%, which is lower than 25 percent.

Furthermore, the Company has measures to control related transactions and limit financial support for non-subsidiary companies. In providing loans or loan guarantees, it is prescribed that these must be according to the proportion of the Company's equity under the joint-venture agreement. Related transactions in 2020 have been disclosed on page 133-139 of this annual report with complete, sufficient and transparent information.

In 2020 the Company has not provided financial support to associated or related companies, but to certain subsidiaries by renewal of loan agreement and joint loan guarantees to joint venture partners in proportion to the Company's equity. There were neither related transactions nor trading of assets that violated and/or contravened the regulations of the SET or the SEC.

### 3. Role of Stakeholders

1. The Board of Directors appreciates and is firmly committed to its responsibility and respect for the rights of the various stakeholders whether internal or external, in the public sector and related agencies based on lawful provisions or legal agreements with the Company. In order for stakeholders to be ensured that their rights are protected and that they are treated fairly and equitably, a policy guideline has been prescribed for the treatment of each stakeholder group, which takes into consideration the community, society and the environment, to promote sustainable growth and development as well as mutual benefits which lead to sustainable business, while preventing and suppressing misconduct and corruption, refraining from intellectual property infringement, including giving due respect to human rights. The policy guideline for each stakeholder group is as follows:

<b>Employees</b>	-	Appropriate compensation and welfare
	-	Training and development of knowledge and skills
	-	Equality and opportunity for advancement
	-	Provision of safe work environment and quality of life
<b>Customers</b>	-	Access to accurate information regarding products and services
	-	Quality products and services at appropriate pricing
	-	Availability of alternative products which mitigate environmental impacts
	-	Provision of warranty for products and services
	-	Safeguarding the confidentiality of customers' information
	-	Establishing the ICC Call Center to provide customer relations services
	-	Providing channels for customers to give comments, suggestions and complaints
	-	Establishing credit term policy
	•	Credit trade receivables have a credit term of 75 days.
	•	Accounts receivable from sales (consignment) which are mainly various department stores nationwide have a credit term of 45 days.
<b>Shareowners</b>	-	Continuous provision of high returns
	-	Continuous good operational results and sustainable growth
	-	Ensuring effective and transparent corporate management and disclosure of information based on good corporate governance principles
<b>Trade Partners</b>	-	Compliance with the terms and conditions of the trade agreement and provision of accurate information
	-	Promotion of good cooperation and understanding
	-	Promotion of knowledge transfer to jointly develop value-added products and services by holding joint meetings with trade partners regularly on an annual basis to promote and clarify direction of operations
	-	Visit trade partners to listen to their views and suggestions.
	-	Enter into the joint-agreement with business partners to set ethical business conduct framework, included trade competition and prohibition on business conduct with companies that violate human rights and Intellectual Property.
<b>Competition</b>	-	Conduct business operation with honesty and transparency based on fair competition framework



<b>Trade Creditors</b>	-	Compliance with the terms and conditions of the trade agreement	
	-	Transparency in business operation by utilizing bank transfer facilities of Media Clearing system with a set billing and payment transfer schedule as follows:	
		<b>Billing Period</b>	<b>Payment Transfer Date</b>
	•	Goods	everyday
	•	Expenses	on 1 <sup>st</sup> - 6 <sup>th</sup> of the month
			on 7 <sup>th</sup> - end of month
			Wednesday of following week
			On 6 <sup>th</sup> of the following month
			On 6 <sup>th</sup> of month following first transaction
<b>Lenders</b>	-	Compliance with the terms and conditions of the loan agreement with transparency and fairness	
	-	Provide advance notification if unable to meet any obligation under the loan agreement in order to find joint resolution based on reasonableness	
	-	Always repay principle and interests on loans as scheduled.	
<b>Debtors</b>	-	Compliance with the terms and conditions of the loan agreement with transparency and fairness	
<b>Community, Society and Environment</b>	-	Availability of appropriate products and services for daily living	
	-	Promotion of knowledge and understanding on healthy living	
	-	Conduct business operations mindful to impacts on the community, society and the environment	
<b>Government</b>	-	Compliance with all relevant legal and regulatory requirements	
	-	Cooperation and support for development projects and charity activities	
	-	Pay taxes accurately, completely, in time according to the legal requirements.	
	-	Participate in meetings, express views and support state activities regularly and continuously	
<b>Media</b>	-	Disclosure of accurate information in a timely manner	
	-	Host visits by members of the media to see various corporate activities or business operations	
	-	Support and participate in activities organized by the media.	

In case of any loss, the company and each group of stakeholders fully cooperate to seek possible resolution and determine the appropriate remediation measure favorable to all parties.

The Company has formulated stakeholders' policies and guidelines into a handbook: 'Business Code of Conduct and Ethics for the Board of Directors, Executives and Employees' published on the company intranet and website (<http://www.icc.co.th>) as the moral and ethical framework for best business practice, based on creating balance and fairness among stakeholders, as well as serving as a code of conduct for company directors, executives and employees in the engagement and interaction with the Company, shareowners, customers, employees, trading partners, trade creditors, lenders, competitors, government sector, society and the environment, as well as to enhance stakeholders' participation in promoting the Company's sustainable operation.

Moreover, the Company has implemented a code of conduct for Company Directors, Executives and Employees as guidelines for the management and all employees in undertaking operations conscientiously. The guidelines are available for directors, executives and staff of all levels via the Company's intranet and Company's website.

The Company has policies and directions regarding the treatment of interested parties, anti-corruption, anti-copyright violation, as well as the observation of human rights. Details of corporate social responsibility can be found in the Sustainability Report 2020 and posted on the Company's website (<http://www.icc.co.th>).

2. The Board of Directors has prescribed channels and procedures by which all groups of stakeholders can file a report or complaint on any matter that may result in damage to the Company, the accuracy of the financial report, defective internal control system or illegal and unethical actions, fraud or misconduct of employees in the company, or in matters where stakeholders are violated or not being fairly treated; employees or interested parties who witness or have evidence or suspect that any employee or person acting on behalf of the Company may be involved in bribes or corruption, whether directly or indirectly, malfeasance or illegal activity, as well as any violation of rules, regulations, and company policies, non-compliance with the Code of Conduct for Company Directors, Executives, and Employees; or unfair treatment, can file a report or complaint through the following channels:

### Channels of Complaint

1. The Audit Committee via email : [iccauditcommittee@icc.co.th](mailto:iccauditcommittee@icc.co.th)
2. Direct complaint, either verbally or in writing, to:
  - "Customer Service Center" via tel. 0-2294-4999 or email : [services@icc.co.th](mailto:services@icc.co.th)
  - Company Secretary tel. 0-2295-0688
  - Registered mail with return receipt
3. Via postal service to PO Box 22, Yannawa Postal Office, Bangkok 10120
4. Suggestion Box
5. In the case where the complainant wishes to remain anonymous, facts or sufficient evidence must be specified to

adequately show there are reasonable grounds to believe that bribery or corruption has been committed.

The Company will keep all relevant information confidential unless disclosure is legally required.

### Dishonest Complaint

If reporting such tip-offs, complaints, statements or information is proven to be in bad faith which causes damage to the person or the Company, any employee making such report will receive disciplinary action according to work regulations and / or take legal action. However, if it is an external party that is responsible for such report and causes damage to the Company, the Company reserves the right to take legal action against that person.

3. The Board of Directors has formulated policy guidelines to protect its employees or whistle-blowers who bring to the Company's attention matters that may cause damage to the Company, or relating to misconduct or unfair treatment.

### Measures to Protect Informants and Complainants

The company will protect the rights of complainants and informants acting in good faith by concealing their names, address or any information that could reveal their identity, and maintain confidential the particulars of the complainant and informant, limited to those responsible for investigating the matter, in compliance with the measures for protection of complainants as defined in the code of conduct for directors, executives and employees.

### Employee protection

The company will provide care and protection for those who comply with the anti-corruption policy and this practice based on the measures to protect the complainant as defined in the code of conduct for directors, executives and employees.

4. The Board of Directors supports the publishing of a 2020 Sustainability Report based on the framework of the Global Reporting Initiative (GRI) as a separate publication considered as an integral part of this annual report.

### Sustainable business practice under environmental standards

The Company is committed to sustainable business practices, based on responsibility under environmental standards, and included as a key policy in the corporate mission statement and set forth in our Corporate Governance Policy and Business Ethics. This is to ensure that the Company's business operation places consideration to the impacts on natural resources and environment.

Thus, the Company has issued code of conduct under management of natural resources and environment, details of which are available in the 2020 Sustainability Report.

In 2020, the Company conducted business under environmental standards which applied within and outside the organization. For more details, please see our 2020 Sustainability Report.

### Within the organization

- The Company has installed rooftop solar cell panels, a continuation of its Solar Rooftop pilot project implemented since 2016 and still being implemented to this day for its head office in Bangkok to support the use of alternative renewable energy.

### Outside the organization

1. The Company's commitment to environmentally-friendly business operation is reflected in our carefully selected children's products. 'ENFANT', children's apparel, is manufactured to the highest standard under Health & Safety concept for your little loves, by a trading partner of ICC. ENFANT products are certified as 'Green Label' for its safety, non-toxic and environmentally-friendly properties.
2. Men's Wear "Arrow" certified by the Electricity Generating Authority of Thailand (EGAT) indicating "no ironing required", the No. 5 Energy Saving Shirt label therefore represents the smooth pressed look of fabric and seams, of which Arrow was the first brand to have been certified by EGAT with the label.

3. Arrow Upcycling Innovation, the shirt made from a blend of cotton fibers and recycled polyester fiber from plastic water bottles, is a collaboration between Arrow Products and PTT Global Chemical Public Company Limited through the Upcycling innovation to help reduce plastic bottle wastes in Thailand and add value to the product, as well as being manufactured by a partner company that has been certified for "Green Label" quality standards, certified safe products free from toxins and environmentally friendly.

### Human Resource Development Policy

The Board of Directors recognizes the importance of employees as a valuable asset and believe that our human resources are the heart of successful corporate management. The Company, therefore, attaches importance to recruitment, compensation, welfare, rights and privileges as well as continuous development for employees. As such, the Company has formulated policies and procedures pertaining to development of employees' knowledge and potential on the basis of equality, transparency, fairness, protection of human rights and promotion of team building values in order to enhance unity and create a lasting bond between the employees and the organization in the long run. Activities and projects have been initiated in relation to transforming the organization into an innovative organization, as well as empowering employees to search for factual information on the Company from the Intranet system so that employees may have shared understanding, values and ethics, rendering unity and care in the use of electronic devices, enabling them to apply communications technology in driving business operations to successfully achieve set targets.

In addition to professional development, the Company also attaches importance to taking care of all employees in terms of fair treatment, hence our staff remuneration policy, formulated as part of the strategy to retain employees who are knowledgeable and capable whereby the Balance Scorecard is used to define corporate KPIs as the basis for performance evaluation, including determining remuneration for executives and employees according to their performance, with consideration given to 4 dimensions namely financial, customer, internal process and the dimension of learning and development, and taking into account the success of the organization, consistency with the prevailing economic situation and comparable with similar types of industry and based on equitability.

Furthermore, every year, there is a ceremony to honor and present a memento to employees who have completed 30, 20, and 10 years of service in order to create morale for employees who are dedicated to performing duties for the organization continuously.

Moreover, the Company also has a provident fund for employees, welfare loans, a savings cooperative to promote savings among employees and to provide financial assistance among members, annual health checks, medical personnel stationed at the nursing room as well as a healthy and comfortable workplace conducive to work. In 2020, the Company paid remuneration to its employees in the form of monthly salary, commissions, transport allowance, allowance, overtime, incentive bonus, and bonus, including short-term and long-term remuneration in the form of retirement package and provident fund.

The Company is also concerned about safety of life, health and assets of its employees, and has in place appropriate policy and practice guidelines related to safety, hygiene and work environment. For more details please see the Company's Sustainability Report Year 2020.

In 2020, there is no report of any accident resulting in employee losing work time.

### Anti-Corruption Policy and Guidelines

'Honesty' is one of the Company's 7 Principles of Thought leading to Success. Realizing the importance of internal organization management and business operation renders a firm commitment to transparency and integrity. The Company has therefore defined its anti-corruption policy and code of conduct, which were approved by the Board of Directors on 31 March 2015 and 15 March 2016 respectively, and serve as the practical guidelines for company directors, executives and employees at all levels by focusing on prevention and anti-corruption of all forms, both directly and indirectly, including non-participation in bribery and corruption to government and private sector officials in order to gain competitive advantages. The Company has communicated its anti-corruption policy and guidelines for the best interest of corporate business to company directors, executives, senior management and managers at all levels, as well as being included in staff orientation for new employees, in engagement with our trading partners and suppliers. The policy and guidelines have been published in print version for distribution to Board members and directors, executives, trading partners and suppliers and posted on the company website.

Furthermore, the Company has also started publicizing a 'no gift' policy to employees, trading partners, suppliers and external business contacts urging them to refrain from giving gifts to company directors, executives or employees on every occasion. This policy has been communicated through various channels including posting announcements, sending out letters and emails, as well as on the company website.

The Company has also prescribed a transparent and fair procurement process which stipulates procurement proposal procedures and guidelines for transparent business operation for our trading partners. A central price list for materials and equipment as well as a comparison purchase price list, construction tenders, or store finishings in normal cases and in urgent cases is compiled for reference. Corporate management and employees are required to strictly adhere to this system. Any deliberate non-compliance with corrupt intent is regarded by the Company as serious misconduct.

In addition, the Company organized the “Developer’s Day” with the objective to allow new trade partners interested in joint investment to come in and present their products in response to the Company’s intention and compliance with transparent business practices as set by the Company.

The Company has a process for inspection, monitoring, detection and assessment of risk from corruption and has formulated a prevention plan to address potential risks with the Risk Management Committee being responsible for assessing operational risks and risks of corruption to comply with the Company’s anti-corruption policy with the internal audit unit of the Company, together with Dharmniti Internal Audit Company Limited, the external juristic person hired by the Company as a consultant, conduct internal audit inspection as well as preparing a report on operational risk assessment and the risk of corruption to be presented to the meeting of the Audit Committee for a review the internal control system and follow up on the internal audit results. In the event of corruption, the Risk Management Committee will report directly to the Audit Committee and the Audit Committee will report to the Board of Directors respectively.

With the ongoing commitment to fight against corruption, the Company has announced its intention to be part of the Private Sector Collective Action Coalition against Corruption (CAC) and has been certified as a member of the CAC on October 14, 2016. In 2019, the Company submitted a request for the 1<sup>st</sup> renewal of CAC membership certificate in Quarter 3/2562 on September 13, 2019 and received approval for renewal on November 4, 2019.

The Company’s anti-corruption policy and guidelines are widely available on a continuous basis both internally and externally via announcement boards, intranet system, e-Learning, arranging of such activities as “This is the one...ICC click LIKE” every month to celebrate people who do good deeds or demonstrate honesty, holding ‘Anti-corruption Policy’ training and test for employees via the internal e-Learning system, as well as publishing the policy on the company website (<http://www.icc.co.th>).

In the year 2020, the Company has promoted knowledge and provided continuous training including organizing various types of activities focusing on good corporate governance, business ethics and the Code of Conduct for Directors, Executives and Employees, including Anti-Corruption with extensive communication and public relations both inside and outside the organization as follows:

#### **Internally**

1. Communications with Company directors, executives and employees at all levels including housekeepers and security guards. Creating knowledge and a better understanding of the corporate anti-corruption stance.

- ICC joins fight against all forms of corruption

- \* Building character in the campaign “Join forces with the “3 Anti-Corruption Principles of ICC”

————> Awakening ———> Prevention ———> Exposing

Representing the project in creating memorable impression among employees and promoting awareness of the problem of corruption

- \* Install public relations media within the organization such as

- Posters on notice boards, Show Cards at the PR counters and in meeting rooms.
- Notice on pay-slips, stickers on mirrors and acrylic boards in the toilets

- \* Publicizing the project on the company Website, Intranet, Desktop Screen, Group Line and QRMS announcements

- \* Commending employees to do good in the column “This is the One...ICC Click Like” on the PR Notice Boards and in Saiyai magazine.

2. Arrange “Ethics and Organizational Sustainability” training courses for company Directors, executives and employees on a regular and continuous basis by testing participants on the principles of good corporate governance and guidelines on anti-corruption policy via ICC e-Learning system

3. Organize training courses on traffic law for safety, “Drive safely, proper use of vehicles” and on creating advertising media and making product labels that are correct according to the Act of the Office of the Consumer Protection Board (OCPB) for all staff, including conducting tests via e-Learning system.

#### **Externally**

1. “Expand the Collective Anti-Corruption Coalition (trade partners)” to its trade partners on a continuous basis by creating a coalition of companies with anti-corruption practices to ensure transparency of business operations throughout the supply chain from upstream to downstream for the purpose of sustainable development.

2. Encourage trade partners to become signatories of the Collective Action Coalition Against Corruption.
3. Develop appropriate channels and systems for complaints and reporting information regarding corruption and misconduct by stakeholders, as well as ensuring that efficient mechanisms are in place for the protection and fair treatment of complainants and informants, details of which are on page 98 of this annual report.

In 2020, there were no complaints or petitions from stakeholders on possible cases of corruption in any of the channels established by the Company.

#### 4. Information Disclosure and Transparency

1. The Board of Directors oversees disclosure of significant information to ensure accuracy, transparency and timeliness as well as compliance with the relevant laws and regulations. These disclosures include reports filed in accordance with accounting periods and reports of events having an impact on shareowners' interests, as well as disclosure of other information pursuant to the principles of good corporate governance prescribed by the Stock Exchange of Thailand. Disclosure is made to the extent that the Company's legitimate interests are not prejudiced. Information is published in both Thai and English on the Company's website, disclosure channels of the Stock Exchange of Thailand and other channels which are comprehensive and equitably accessible.

The Board of Directors has established both English and Thai language websites which are easily and conveniently accessible in order to present and publicize up-to-date corporate information. The website is a communication channel between shareowners and investors in addition to being a marketing tool.

2. The Board of Directors is aware of the importance of preparing accurate and reliable financial statements in keeping with the most accredited accounting standard, recording accounting information carefully using discretion in estimation of the financial statements which reflect the actual performance of the Company and emphasizing the quality of the financial statements through a process of review and cross-checking by qualified and independent auditors approved by the Audit Committee and the Board of Directors. Significant additional information is adequately disclosed in the accompanying notes to the financial statements, together with explanations and analysis for the benefit of shareowners and public investors.

The company auditor is a person with knowledge and expertise, being independent and approved by the SEC. In addition, the Auditor must not be related in anyway to or have any interest in the Company/ subsidiary/ associated companies or with any executive/ major shareowner or related person of those. Thus, the auditor is independent in conducting audits and providing opinions on the Company's financial statements.

3. The Board of Directors assigns a work unit or a person responsible for investor relations to communicate with external parties with equality and fairness.

#### Corporate Governance Policy and Principles on 'Information Disclosure and Transparency'

The Board of Directors, recognizing the importance of the quality of information, as well as equitable disclosure of information with transparency and fairness, provides oversight to ensure the disclosure of important corporate information related to the Company, both financial and non-financial information, or information that may affect the Company's securities price to enable shareowners and interested persons to have access to significant corporate information which is accurate, transparent, equitable and timely.

The Company discloses the information through diverse channels that are easy to access, through SET channel and company website in Thai and English versions to ensure confidence among all stakeholders. Our principles are as follows.

1. Disclose the important information whether financial or non-financial.

The Company discloses the important information whether it is financial or non-financial according to the regulations of the Stock Exchange of Thailand and Securities and Exchange Commission (SEC). The Company submits financial and non-financial information to the Stock Exchange of Thailand and the SEC within the designated time and discloses information accurately, completely, timely and transparently both in Thai and English versions via channels of the SET and the Company's website (<http://www.icc.co.th>)

- **Information disclosed in the Annual Information Report (Form 56-1) and in the Annual Report of the Company**

The Company has been providing information clearly and completely according to all regulations of the SEC, the SET and the good corporate governance principles of the 2017 CG Code so as benefit shareowners in their consideration. More information on each item is listed in form 56-1 and the Company's annual report as well as being publicized on the company website (<http://www.icc.co.th>) which is regularly updated.

- **Annual financial statement and quarterly financial statement**

The Company's annual financial statement and quarterly financial statements are prepared and approved by the Auditor, Audit Committee. The Board of Directors discloses such information to shareowners or investors prior the due time, so as to be a supporting factor for investors in making their decision.



**- Report of quarterly operation results**

The corporate operation result is reported on quarterly basis in case the net profit as shown in the latest financial statement exceeds 20% compared to the same period of the previous year. The explanation and analysis of the quarterly report is disclosed via SET disclosure channel and company website.

During the past year, the Company was not cited for any violation of the information disclosure regulations as prescribed by the SEC and SET.

In 2020, the Company's financial statements have been certified with unequivocal opinion by the Company's Certified Auditor and submitted to the SEC and the Stock Exchange of Thailand on time with no correction requirement.

In addition to disclosing important financial information, the Company also recognizes non-financial performance indicators, focusing on creating customer satisfaction for services rendered. As such, the Company considers that conducting surveys of customer satisfaction is an important competitive strategy whereby a survey of customer's satisfaction with our salespeople's services and towards the image of the Company's products is conducted, randomly interviewing customers at the point of sale and randomly interviewing customers via telephone nationwide. In the year 2020, the Company interviewed a total of 1,830 clients and produced a summary report of the survey each time.

The findings of both surveys by the Company indicated that overall customers are still satisfied with the services of the sales staff at a high level of 88.40% (in 2019, customer satisfaction level was at 88.20%) In addition, the results of each survey are summarized and reported to the Executive Committee every time. Information in the customers' opinions is used as a guideline for reviewing the quality management system, to set plans for continuous improvement and development of more effective service standards which are sustainable and tangible.

2. The Board of Directors is aware of its responsibility for the accuracy and reliability of the financial statements which enable investors or shareowners to make informed decisions. Hence the Company has prepared a Report on the Board of Directors' Responsibilities for the Financial Statements as shown in page 140 of this Annual Report.

3. The Company has disclosed the policies on good corporate governance (revised version), the 8 categories of good corporate governance principles, business ethics and code of conduct for company directors, executives and employees in writing and publicized through the company website.

In 2020, results of the implementation of the corporate governance policy were reported to be in conformity with the good corporate governance principles of the 2017 CG Code set by the Securities and Exchange Commission and publicized in the Company's Annual Report, the annual information report form (Form 56-1), and the company website.

4. The Board of Directors has set social and environmental policies, and promoted their continual and consistent implementation as shown in the Sustainability Report of 2020.

5. Regarding disclosure of related transactions, the Company follows the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand by disclosing the name of persons responsible for the transaction, relationship, transaction type, pricing policy, transaction value, including setting clear and fair guidelines for execution of the transaction at market price for normal business in order to prevent conflicts of interest reasonably so as to maximize the benefits to the Company and shareowners. For more information on the related transactions, see page 133-139 of this annual report, with data for the past 3 years also available on the company website.

6. Important related transactions must be considered and approved by the Board of Directors.

The Company set its Related Transaction Policy to be aligned with notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand. Any related transaction must be proposed to the Audit Committee for consideration, prior to submission to the Executive Committee and the Board of Directors. If such transaction is required to be disclosed pursuant to regulations of Stock Exchange of Thailand, the Company shall fully comply to such regulation.

7. The Company has measures in place to safeguard internal information usage together with a policy requiring company directors and executives, as well as their spouse and minor children to report their trading and holding of company securities, and to report any changes thereof to the Board of Directors meeting. Measures to control usage of internal information are described on page 123-124 of this annual report. The measures and practical guidelines are as follows;

- Report when assuming the directorship or executive position for the first time
- Report upon changes of interest.
- Report at the end of every year.
- Directors and executives are required to submit the Report of Interest to the Company Secretary within one month after being elected/appointed and upon any change thereof.

- The Company Secretary will submit the Report of Interest to the Chairman of the Board and Audit Committee within 7 days from the date of receipt such report.

In 2020 the Company did not receive any warning letter regarding non-compliance from the Office of Securities and Exchange Commission (SEC).

8. Long-term objective/target of the Company

The Company strives to be the leading company in the Fashion & Lifestyle business in Thailand and in the Southeast Asian region, driven by innovation and creativity, with a policy to create new brands and have diverse brands to rapidly meet all the needs of customers, and expand sales in online business and Speciality Shops operated and managed by the Company in response to the current market situation and changing consumer behavior trends among the younger generation. At the same time, the Company is committed to its focus on product development to attract more diverse customer groups, thereby preparing a business plan covering 2019-2021 with financial and corporate growth targets, including targets to enhance its potential to attain highest profitability for the Company, which is reviewed annually to ensure the corporate vision and mission remain in line with the current economic conditions, details of which are under Policy and Business Overview on page 37-41 of this annual report.

9. Meetings and communication between the Board of Directors, executives, senior management and vice presidents who head all the divisions are held regularly. The Company holds a meeting of senior management and all division heads on a monthly basis in order to acknowledge business targets and strategies which are compulsory to be communicated to all personnel to ensure their understanding and implementation in the same direction as well as to be a practical guideline in performing their duties and responsibilities to achieve the corporate goals.

10. Regarding investor relations, the Company has appointed the Office of the Secretary to the Board of Directors to be responsible for this matter, particularly to provide data and information to investors and concerned parties upon request. Contact address is as follows:

Mrs. Duangrudee Milintanggul  
The Company's Secretary  
Tel. 0-2295-0688 Fax. 0-2294-1155  
E-mail : duangm@icc.co.th  
Or Mrs. Thanyaluck Watanakularoj  
Office of the Secretary to the Board of Directors  
Tel. 0-2295-0688 Fax. 0-2294-1155  
E-mail : iccset@icc.co.th

The Company also publicized the name of persons as well as convenient communications channel via the Investor Relations Information in the company's website (<http://www.icc.co.th>)

Moreover, the meeting with securities analysts is held annually within the Company's compound to provide them the opportunity for any inquiries. This meeting is also attended by the Company's Executive Board for the purpose of providing further clarification.

In 2020, due to the COVID-19 pandemic situation in Thailand which has spread widely and continuously, along with the State of the Emergency announced by the Government nationwide and the Bangkok Metropolitan Administration's announcement to temporarily close down various places and seeking cooperation in considering the necessity of arranging activities that involve the gathering of a considerable number of people which may risk contagion, resulting in the Company deciding against holding the "Investors and Analysts Meeting with Saha Group", for investors, analysts and press, but ICC also provided the information on corporate business to all investors, analysts, press and responded to their queries via the Company's E-mail and telephone.

11. The Company recognizes the importance of transparency in the equitable and comprehensive disclosure of information, which are easily accessible. The Company disseminates news and information to investors and parties concerned for acknowledgement via various channels including the Stock Exchange of Thailand and the Company's website (<http://www.icc.co.th>). Equity in various companies and press releases in relation to the Company's financial status are also reported on the company website.

12. Apart from disclosure of the financial statements and other information as strictly required by the SEC and the Stock Exchange of Thailand through various channels in a complete and timely manner, the Company also discloses the following, including continuously updated information, in the Company's Annual Report, Form 56-1, and the company website :

1. Name list of the directors, independent directors and sub-committees including profiles, roles and responsibilities thereof, including their record of attendance at meetings as stated on page 8-19 and page 82-83 respectively of this annual report. The information relating to the Board of Directors and Executive Committee has been publicized on the company's website (<http://www.icc.co.th>).
2. Remuneration payment policy for the directors and executives including the type, characteristic and the amount of remuneration paid to each details of which are disclosed on page 78-79 of this annual report.
3. The share-owning of directors and executives including spouses and minor children are disclosed on page 81 of this annual report and through the company website.
4. The share-owning structure: the Company discloses the top ten shareowners as at the closing date for the Share Register Book for the AGM as shown on page 65 of this annual report and through the company's website.
5. The corporate management structure has been disclosed on page 74 of this annual report. Moreover, the Company also discloses the structure of the business group according to equity on page 43-48 , together with the structure of its share-owning on page 40-41 of this annual report. This information is also published on the company website.
6. Disclosure of business policy and performance overview on page 37-41 of this annual report.
7. The information on nature of the Company's business together with industry and competitiveness analysis, competitive status and potential of the Company and market share has been clearly disclosed in the Nature of Business on page 49-56 of this annual report.
8. The Company's operational risks, their nature, cause and impacts as well as prevention and mitigation have been disclosed on page 57-59 of this annual report and on the company website.
9. Internal control and internal audit systems, assessment results of the internal control system in five major areas based on the Securities and Exchange Commission requirements appear under Internal Control and Risk Management on page 130-132 and the Audit Committee Report on page 128 of this annual report and on the company website.
10. The company reports its Financial Statements on a quarterly basis in both Thai and English versions, also published on the company website which is available for public download as well.
11. Disclosure of related transactions and related transactions for the past 3 years through the company website.
12. Annual Reports for the last 10 years, Form 56-1, Invitation letter to the AGM in both Thai and English versions are publicized on the company's website, and also available for public download.
13. The general public have the opportunity to pose questions to the Company via the Office of the Secretary to the Board of Directors and the Company's Secretary who are responsible for investor relations for the Company. This Q&A is publicized on the company website.
14. Information on attendance of training courses of directors and executives is disclosed on page 111-112 of this Annual Report.
15. Qualifications and experience of the Company's Secretary is also disclosed and disseminated on the Company's website.
16. The Company's Articles of Association, Vision and Mission are publicized on the company website.
17. Charters, duties, responsibilities, qualifications and directorship terms of the Board of Directors and all Committees and their members are publicized on the company website.
18. Disclose the Whistle Blowing policy and publish on the Company website.
19. Disclose Corporate Governance Policy and Principles in 5 Sections, Business Code of Conduct, Code of Conduct for the Board of Directors, Executives and Employees on the company website.
20. Disclose the revised version of the Good Corporate Governance Policy, the 8 Good Corporate Governance Principles, Business Ethics, and the Code of Conduct for Directors, Executive Officers and Employees based on the 2017 CG Code for public listed companies on the company website.
21. Disclose the Anti-Corruption Policy and Procedures on the company website.
22. Disclose information about investor relations.
23. Prepare and disseminate the newsletter that presents the Company's operation result and post this on the company website.
24. Disclose Company's information and press releases through the company website.

## 5. Board of Directors' responsibilities

The Company's Board of Directors has an important role in determining the direction of the Company's business operation, and monitoring the management team as well as setting up corporate governance policy, the principles of corporate governance, business ethics and code of conduct for company directors, executives and employees. Such codes of conduct are published and distributed to company directors, executives and employees. The Board also has responsibility of implementing good corporate governance to ensure the best interest of the Company and shareowners, including supervising that corporate activities are undertaken appropriately and legally.

The Board of Directors has clearly stipulated the duties and responsibilities of all committees with the Executive Chairman as the Head of Management, who is appointed by the Board of Directors, to be responsible for overseeing business operations and ensure that corporate performance achieves its objectives, targets and is in line with the policies set by the Board of Directors.

In the past year, there was no record stating that the Company has :

- committed any gross regulatory violation;
- committed any fraudulent and unethical misconduct;
- any case that a non-executive director resigned due to corporate governance issues;
- any case bearing negative impact on reputation due to failure in the discharge of duties as the Board of Directors.

### 1. Board of Directors' Structure

#### 1.1 Board of Directors Composition

The Board of Directors comprises 12 members as follows :

- Non-executive Directors 8 persons (4 Independent Directors)
- Executive Directors 4 persons

The Board of Directors has prescribed its structure as comprising persons having a diverse range of knowledge (Board Diversity), capabilities and experiences, whether in management, marketing, law and/or finance, without limitation to gender, and having the qualifications required by law. Three such Directors are Non-Executive Directors who have experience in the Company's business. There are also Independent Directors as required under the Notification of the Office of the Securities and Exchange Commission. For the Board of Directors' structure and checks and balance of Independent Directors see on page 75 of this annual report.

#### 1.2 Qualifications of Independent Directors

The Board of Directors consists of 4 of Independent Directors, all of whom are fully qualified to hold the position of Independent Directors under the Company's Articles and Association, equivalent to 33.33% of the total number of members of Board of Directors, which is stipulated standard of Capital Market Supervisory Board which specifies the proportion of total number of members of Board of Directors. There are no independent directors who hold the position of director in more than 5 registered companies.

The Board of Directors' definition of an Independent Director is stricter than the minimum requirements of the Office of the Securities and Exchange Commission. All Independent Directors of the Company and their related persons do not hold shares of the Company, as well as subsidiary and associated companies, as well as not being related to substantial shareholders or authorized persons of the Company. Definition of Independent Director is stated in the Form 56-1, an attachment to the invitation letter for the 56<sup>th</sup> Annual General Meeting of 2021 and is publicized on the company's website (<http://www.icc.co.th>).

#### 1.3 Selection Process of Directors

The Board of Directors appoints the Nomination Committee to recruit and scrutinize qualified candidates through a clear and transparent selection process. The Nomination Committee is responsible for vetting candidates, with diverse knowledge and capabilities, by adopting the Board Skill Matrix as the criteria in considering the qualifications of the director to be selected, taking into consideration required skillset currently lacking in the Board of Directors and correlation with set business strategies, and giving due attention to knowledge and expertise, ability, and appropriate experiences of the individual candidates. The nomination list is then submitted to the Board of Directors' for consideration.

#### 1.4 Term of the Independent Director

The Company's Board of Directors is elected by shareowners at the Annual General Meeting with the tenure specified in the Articles of Association of the Company. Upon completion of the term, a Director may be reappointed. The Company does not restrict the period of holding Independent Director's position even though there are 2 Independent Directors who have been on the Board of Directors for over 9 years. These long-serving Independent Directors are fully qualified according to the Company's articles of association and have the knowledge, expertise and experience desired by the Company, as well as being fully effective because each performs the duties and responsibilities of an Independent Director with independence from corporate management and major shareowners, no conflict of interest which might interfere with Company's interest and decision-making based on the highest benefit of the Company.

### 1.5 Directors' Positions in Other Companies

The Board of Directors does not restrict the holding the Director's position in other companies to not more than 5 companies, because the Board believes that business acumen and professional experiences are not subject to the number positions if all such Directors have the ability and intention of duly performing their duties and responsibilities as Company Directors entrusted by the Board of Directors and shareowners. The Company currently has 1 Director holding positions in more than 5 registered companies but remains confident that this does not pose any negative impact as this Director is fully effective and responsible in discharging the duties of Company Director, always attending meetings of the Board of Directors and making positive contributions for the benefit of the Company.

The Company has disclosed director's name list together with their profiles, experiences, portion of shareholding in the Company, and details of the positions and title held by each Director in other company/companies on page 8-19 and 84-87 of this annual report.

### 1.6 Holding the title of director in other companies by the Company's Directors, Managing Director and Executive Directors

The Board of Directors has a policy which requires Company Directors and Executives holding director positions in other companies to make a disclosure to the Company Chairman and Chairman of the Audit Committee.

Implementation of such policy and established practice to allow the Company directors and the executives to hold titles in other companies, is that the Saha Group of companies by a top management team would consider whether it is necessary to assign any director or executive from which company in the Group to be its representative as a joint-venture partner or in accordance with a joint-venture agreement depending on the type of business and the individual's knowledge, capabilities and expertise in such business.

In addition, the Board of Directors prescribes a policy allowing the Executive Chairman to hold directorship in subsidiary and associated companies in order to ensure flexibility and consistency in management.

### 1.7 Consolidation or Segregation of Office

Due to the difference in the duties and responsibilities between the Chairman and the Board of Directors and top corporate management, the Company determined that the Chairman must not be the same person as the President of the Company, in order to clearly separate the monitoring of corporate governance from the executive management duties, rendering checks and balance in business operation. Furthermore, the Board of Directors determined the written scope of duties and responsibilities of the Board of Directors and sub-committees, Chairman of the Board of Directors and President of the Company for further accountability and transparency of business management, and disclosed on the Company's website.

The Chairman of the Board of Directors is not an Independent Director, however, it is firmly believed that he has always performed his duties with an understanding of good corporate governance principles and performs the role with independence, allowing all Directors the opportunity to express opinions and provide suggestions for the best interest of the Company. Consideration and decision on any important matter requires the prior approval of relevant committee(s) to ensure checks and balance and appropriate due process, a prerequisite which is strictly supported and implemented.

### 1.8 Company's Secretary

The Company has appointed Mrs. Duangrudee Milintanggul, who is fully qualified and appropriately experienced to be the Company's Secretary. Mrs. Duangrudee has completed full training on the responsibilities of Company Secretary and has been continuously acquiring development and knowledge through various trainings. She is thus qualified as Company Secretary to ensure the effectiveness of company operations according to the good governance policy and principles. Duties and responsibilities of the Company Secretary can be found on page 76-77 of this annual report.

## 2. Sub Committees

The Board of Directors has appointed a number of other sub committees whose members are appropriately qualified in the specific areas of responsibility to be in charge and report to the Board at all times. At present, the Sub-committees consist of the Executive Committee, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee and the Corporate Governance Committee, with separate and independent scope of duties and responsibilities in order to enhance good corporate governance, details of which are on page 116-123 of this annual report.

The Board of Directors has issued a charter for each of the Sub-committees to prescribe the tenure and scope of their respective powers and duties to clearly define their roles and responsibilities which are differentiated from the Board of Directors, the Chairman and corporate management. These are disclosed on the company website.

The structure of the Sub-committees and the meeting attendance of each can be found on page 82-83 of this annual report.



The Nomination and Remuneration Committees do not comprise Independent Directors as members, but all of the committee members possess knowledge, capabilities and experience in the discharge of their duties for many years. They have performed their duties with responsibility and loyalty. Nor did they cast votes in the agenda items, in which they may possess vested interests.

### **3. Roles, Duties, and Responsibilities of the Board of Directors**

#### **3.1 Leadership and Vision**

The Board of Directors comprises individuals who have knowledge, expertise and experience beneficial to the Company, as well as having leadership, independence and discretion in decision making, and qualities which enable them to ensure good corporate governance in accordance with the set objectives and targets for the highest benefit to the Company and shareowners.

The Board of Directors plays a crucial role in defining corporate vision and mission, as well as setting business targets and annual budgets to achieve the highest value increase for the business and security for shareowners. The Board also considers and approves important corporate policies and strategies especially financial targets and business plans which are part of the Key Performance Indicators (KPI). Targets and KPIs are established and approved at the beginning of each year and monitored regularly.

Corporate vision and mission are reviewed at least once a year. In the latest review of 2021, the Board of Directors on January 15, 2021 considered and approved the corporate vision, mission and strategies for business operations in 3 years from 2019 to 2021, which is currently in use and deemed to still be suitable for the Company's business operation and aligned with the present economic situation. Business Policy can be found on page 37-41 of this annual report.

Moreover, the Board of Directors also monitors the operation results of management and presides over the application of corporate strategies. Corporate management reports operational plans and formulation of strategic plans to the Executive Committee and the Board of Directors for acknowledgment on a monthly basis as a compulsory agenda of the respective meetings (of the Executive Committee and the Board) in reviewing the Company's performance each month. The strategic plans are reviewed on a quarterly basis and the Executive Committee and the Board of Directors would give their views and suggestions to corporate management for further development and improvement.

#### **3.2 Good Corporate Governance**

The Board of Directors realizes the importance of good corporate governance, along with business ethics, a Code of Conduct, the 8 Good Corporate Governance Principles for Company Directors, Executives and Employees in written as well as handbook forms both Thai and English. Evaluation of implementation results and review are conducted on an annual basis at least once a year. The manuals are distributed to the Company directors, members of each sub-committee, executives, and employees at all levels as the same guidelines for working operation. It is publicized via the Company's intranet system and on the company website, and includes an animation video to promote a better understanding of good corporate governance among corporate management and employees. For new employees, business ethics and morality are included as topics in their orientation.

The Board of Directors also follows up the implementation of its corporate governance principles in order to promote good management systems which are transparent and effective in business operations. Those who do not adhere to such policy and principles may face disciplinary action as appropriate and may also face legal action in cases where any laws are violated. In cases where an employee is doubtful or unable to follow an instruction or make a decision, he/she may raise the issue with the supervisor up the chain of command. Should there be any dispute, a directive by the President, Executive Committee and the Board of Directors should prevail as a final judgment.

The Board of Directors has established the Corporate Governance Committee in order to monitor and assess corporate governance of the Company, to support the work of the Executive Committee and the Board of Directors in corporate governance so as to achieve success as set in the objectives and targets.

#### **3.3 Conflict of Interests**

The Board of Directors has judiciously considered the issue of conflict of interests and has defined a clear related policy and guidelines as part of the Policy on Good Corporate Governance and Business Ethics in order to eliminate conflict of interest. Such policy includes clear guidelines and procedures, formulated with care and reason for the best interest of the Company and shareowners and in compliance with the regulatory requirements of the SEC and the Stock Exchange of Thailand, of which details are published on the company website.

In 2020 had no related transaction which required approval of shareowners and had disclosed transactions which may have possible conflicts of interest in Related Transactions on page 133-139 of this annual report.

The Board of Directors has set a policy to prohibit Company Directors and executives from trading company securities during the one-month period prior to, and within 24 hours following the public disclosure of the Company's financial statements.

The Board of Directors has directed Company Directors and Executives as well as their spouses and minor children to have the duty to disclose shareholding and changes in shareholding of the Company shares to the Office of the Securities and Exchange Commission, and to submit a copy to the Company Secretary for reporting to the Board of Directors in the subsequent Board Meeting.

In addition, it is prescribed that Company Directors and senior Executives must disclose trading of company securities to the Chairman of the Board of Directors at least 1 day in advance of trading.

The Board of Directors has directed Company Directors and Executives to disclose their personal stakes, as well as those of persons related to them in accordance with the prescribed criteria.

More information as stated in Control of Internal Information Usage on page 123-124 of this annual report.

### **3.4 Internal Control and Internal Audit**

The Board of Directors recognizes the significance of company's internal control systems in monitoring its operation, finance and corporate governance. The company's internal auditing unit checks, evaluates and follows up on those systems which also include the computer system, providing consultation to ensure efficiency and independence in their full capacity as auditors. Details are presented in Internal Audit and Risk Management on page 130-132 of this annual report.

The company has established an Internal Audit Unit, reporting directly to the Audit Committee, and is supervised by the Secretary of the Audit Committee. The Company has hired Dharmniti Internal Audit Co., Ltd., as an advisor on quality of internal audit work and internal control systems by working closely with the Secretary of the Audit Committee, and then reporting the findings to the Audit Committee continuously on a monthly basis. In the Board of Directors' Meeting No.7/2563, which was held on February 19, 2021 and attended by all members of the Audit Committee, it was assessed that the internal control and risk management systems of the Company are appropriate and sufficient.

In 2020, the Audit Committee appointed Ms. Somcharee Kawkomdee, a Director of Dharmniti Internal Audit Co., Ltd. as the Company's internal auditor. Her resume and qualifications can be found on page 130 of this annual report.

### **3.5 Risk Management**

The Board of Directors prioritized risk management which might impact on business targets, and established a systematic risk management process which is aligned with the Company's policy.

Board of Director appointed The Risk Management Committee, with members comprising of Mr. Amorn Asvanunt as a Chairman, and Mr. Thamarat Chokwatana, Ms. Munchusa Terapongpipat, Ms. Yauwaluk Namakorn, Mr. Yothin Suwanket, Mr. Viritpol Chaithavornsathien and Jerapat Charoenchaikorn Ph.D. as members and Mrs. Duangrudee Milintanggul as member and Secretary. The Management Committee monitors risk management to ensure that it is effective and aligned with the necessary standard, provides risk assessment, follow-up plan and provide a report on the Company's risk management in 2020 to Audit Committee for further acknowledgement.

In 2020, the Finance and Accounting Division and the Information Technology Division proceeded to introduce modifications to the ERP : Enterprise Resource Planning system Phase II, and collaborated with an assigned Working Committee to implement a new and improved work process in all the Company's database systems to create value-added applications in using the new ERP system as well as initiating a paperless system, rendering more efficient and effective usage under corporate risk assessment encompassing strategic and operational risks, as well as risks from fraud and corruption aligned with the Company's anti-corruption policy in order to enhance the company's preparedness in the face of changing internal and external situations and to bolster sustainable growth of its business. In addition, consideration was also given to improving the work system related to control of personal information so as to comply with the Personal Data Protection Act (PDPA) which is due to come into effect around the middle of 2021.

## **4. Board of Directors' Meetings**

The meeting schedule is pre-planned to be held on a monthly basis throughout the year. Invitation letter, meeting agenda, minutes of the previous meeting with annexes are sent by the Company's secretariat to all directors at least seven days before the meeting for acknowledgement and prior consideration as legally stipulated. The Chairman of the Board of Directors and the President jointly consult to consider matters which should be included on the meeting agenda. In addition, members of the Board of Directors may raise any issue as additional agenda by submitting their proposal to the Company's Secretary, and have it discussed and debated openly. All Company Directors are entitled to pose questions and seek additional information from the Chairman of the Board of Directors, President or the Company's Secretary on any matter. The Company's Secretary is responsible for preparing the minutes of meeting and keeping a record of the minutes of previous meetings which had been certified by the Board for any further review and/or audit by the Board and any relevant parties.

The Board of Directors attaches importance to attendance at meetings and considers it a duty for Board members to attend every meeting except in cases of unforeseen/uncontrollable necessity, incident or illness, and encourage the top corporate management to attend the meeting at least once a year in order to propose business targets and annual business plans so that they are aware and acknowledge what transpires in the meetings, participate in policy formulation and decision-making on the Company's business direction. In addition, the Chief Financial Officer attends every meeting of the Board of Directors.

In considering any agenda, the Chairman of the Board as the Chairman of the meeting, gives an opportunity to all directors and executives to freely express their opinions and comments. Directors with possible conflicts of interest are not eligible to vote on the agenda related to his or her interest. Furthermore, on any agenda related to any senior executive of the Company, the Board gives such senior executive an opportunity to attend the meeting to clarify relevant information as the person directly concerned in the matter.

To pass a resolution on each agenda item by the Board of Directors, requires that there should be no less than two-thirds of the directors present at the Meeting.

When the meeting is adjourned, the Company's Secretary shall prepare the minutes of the meeting to be subsequently approved, certified and signed by the Chairman, before being submitted and placed as the first agenda of the next meeting for approval by the Board. However, any member of the Board can express their opinions or request amendments to the minutes in order to ensure utmost clarity and accuracy.

The certified minutes of meeting shall be systematically filed at the Company's Head office in the form of original and electronic documents with annexes of each agenda for easy reference and detection.

The non-executive directors are provided an opportunity by the Board of Directors to regularly hold meetings amongst themselves as deemed necessary. Reports of such meetings shall always be sent to the President and Executive Chairman and to the Board of Directors' meeting for acknowledgement.

The Board of Directors has a policy to encourage Independent Directors to organize a Non-executive Meeting, at least once a year, without participation by the Executive Director and corporate executives, in order to consider and discuss managerial issues, or the issues of their interest. Minutes of every Non-executive Meeting are submitted to the Executive Chairman, and the Board of Directors for attention.

In 2020, independent directors held 1 meeting among themselves without any management participation. Every independent director participated in the Meeting.

In 2020, (according to tenure from April 2019 to April 2020) the Board of Directors held 12 meetings. The attendance of each director as stated in the Chart displaying Directors' and Executives' position, remuneration, shareowning and meeting attendance on page 82-83 of this annual report. Each director had attended more than 80% of all Board meetings.

## 5. Self Evaluation of the Board of Directors

The Board of Directors determines that Board members perform performance assessment of the entire Board and Sub-committees on an annual basis, where each Director could review and evaluate the overall performance, including problems and obstacles during the past year for further improvement to increase effectiveness.

In 2020, the Board of Directors approved the Individual Company Director Performance Assessment Form and proposed by the Corporate Governance Committee.

Criteria : The Assessment covers duties and responsibilities of Directors, self-development of the Company Directors and Committees, independence of opinion, transparency, collaborating with the Management Team and stakeholders, structure and qualifications of the Director, attendance in meetings of the Board of Directors and the Board's and Committees' compliance with good corporate governance principles.

The assessment criteria calculated in percentage score of the total score for each item.

More than	85 percent	=	Excellent
More than	75 percent	=	Very Good
More than	65 percent	=	Good
More than	50 percent	=	Fair
Lower than	50 percent	=	Need Improvement

Process : In 2020, the Company's Secretary sends the overall performance assessment form of Board of Directors, the Individual Company Director Performance Assessment Form and the performance assessment form of Sub-committees to all Directors and committees for evaluation, then collects, verifies and prepares the summary report to the Board of Directors' Meeting for acknowledgement and further discussion on an annual basis.

As for assessment of the CEO, that is the Executive Chairman & CEO, based on monthly operational results, implementation of policy and formulation of strategies, leadership, the company performance in terms of the annual sales turnover and profits, engagement with Company Directors and stakeholders as well as partly from consideration of the Remuneration Committee and partly from consideration of the Board of Directors and the participation in the assessment by all Executive Directors in the performance assessment of CEO under the prepared evaluation form.

The average assessment results of the Board of Directors and Sub-committees and CEO are as follows;

1. The average assessment of All the Board of Directors in 2020, the score is 75.95%, Very Good level.
2. The average assessment of the Board of Directors individual in 2020, the score is 76.36%, Very Good level.
3. The average assessment of the Audit Committee in 2020, the score is 82.89%, Excellent level.
4. The average assessment of the Remuneration Committee in 2020, the score is 74.87%, Very Good level.
5. The average assessment of the Nomination Committee in 2020, the score is 72.00%, Very Good level.
6. The average assessment of the Risk Management Committee in 2020, the score is 78.70%, Very Good level.
7. The average assessment of the Corporate Governance Committee in 2020, the score is 85.41%, Very Good level.
8. The average assessment of CEO in Year 2020, the score is 75.28%, Very Good level

## 6. Remuneration of Board of Directors and Executives

The Board of Directors oversees and determines the payment of appropriate remuneration to each committee member pursuant to the powers, duties and responsibilities and draws comparison to the operation levels in the same business sector.

The Remuneration Committee is responsible for considering reasonable amount of remuneration of directors. Criteria for consideration are based on the experiences, duties, scope of work, roles, participation, and responsibilities of each individual director and executive. The amount shall be proposed to the Board of Directors for consideration before submission to the Annual General Meeting of shareowners for approval.

At the 55<sup>th</sup> AGM of 2020, held on August 3, 2020, a resolution was passed to approve payment of remuneration to the Company's directors of no more than Baht 20 million per annum, and the Remuneration Committee was assigned and authorized by the Board of Directors to allocate this amount.

The Executive Chairman (CEO) remuneration is in accordance with the criteria and policy set by the Remuneration Committee, in the short term such as salary and bonus and in the long term, based on the company operation and performance and the Executive Chairman's (CEO) annual performance evaluation.

In 2019, the Executive Chairman (CEO) remuneration for Year 2020 consists of salary, bonus, pension and attendance fee amounting to a total of 7,153,844.- baht.

Remuneration of corporate management is determined in accordance with criteria and policies stipulated by the Remuneration Committee, which correspond to the performance of each executive individually.

Criteria to consider directors' remuneration and amount of remuneration paid to directors and executives in 2020 on page 78-79 of this annual report.

As for the Employee Stock Option Program (ESOP), is not a factor in retaining executives and staff loyalty to the Company, also it is considered as a burden to employees who gain share allocation and must pay tax from shares transfer, since there is no law in Thailand facilitating this policy, the Company then disregards its implementation.

## 7. Directors and Executives Development

The Board of Directors has a policy of continually promoting and sponsoring the development of knowledge amongst Company Directors, Executives and employees.

All directors and executives are encouraged to develop their knowledge. The Company prioritizes their attendance at seminars which are useful to their performance as Directors. Seminars for training include the Director Accreditation Program (DAP), the Director Certification Program (DCP) and Audit Committee Program (ACP), Understanding the Fundamental of Financial Statements (UFS) and Finance for Non-Finance Directors (FND), as organized by the Thai Institute of Directors Association (IOD). Other seminars will be short seminars being useful for performance by the directors and executives, as well as other courses to be organized by IOD in the future.

In the past year, the Board of Directors supported the directors and executives attended course organized by Thai Institute of Directors Association as follow:

Director and Executive's Name	Name of Training Course / Seminar
1. Mr. Boonkiet Chokwatana	- Marketing Trend 2020
	By Asst. Prof Ake Pattaratanakun Ph.D.
2. Mr. Thamarat Chokwatana	- Process and Guidelines for Compliance with the Personal Data Protection Act of B.E. 2562
	By Dharmniti Internal Audit Co., Ltd.
3. Anuchit Anuchitanukul Ph.D.	- Thailand Insurance Super Leadership Program
	By Office of Insurance Commission (OIC)
4. Mrs. Chailada Tantivejakul	- When the Lord Buddha Teaches Management
	By Mr. Krishna Boonyachai
	- Digital Transformation : Mobilizing your new digital capability
	By Dr. Thuntee Sukchotrat
	- The science of wealth, path of leadership, elevation of prosperity for
	Thais, building a stable Thai Nation
	By Dr. Somjin Sornpaisarn
	- Enterprise Risk Management
	By Dr. Patipan Sae-lim
	- Workshop on Guidelines for the Implementation of the Personal Data Protection Act of B.E. 2562
	By Mr. Supachai Pamornchaisirikit
	Wisdom Center Co., Ltd.
5. Ms. Munchusa Terapongpipat	- Process and Guidelines for the Implementation of the Personal Data Protection Act of B.E. 2562
	By Dharmniti Internal Audit Co., Ltd.
	- Strategic discount sale
	By Mr. Boonkiet Chokwatana.
6. Mrs. Kobsuk Saengsawad	- DPO-CDO Symposium 2020
	By ASEAN CIO Association (ACIOA) together with
	Ministry of Digital Economy and Society
	Faculty of Law, Chulalongkorn University, Thailand Productivity Institute
	and The Securities and Exchange Commission
	- Process and Guidelines for the Implementation of the Personal Data Protection Act of B.E. 2562
	By Dharmniti Internal Audit Co., Ltd.



Director and Executive's Name	Name of Training Course / Seminar
7. Surat Wongrattanapassorn Ph.D.	- Digital Business Solutions Summit 2020
	By Ministry of Digital Economy and Society and Thai Digital Technology
	User Group Association
	- Process and Guidelines for the Implementation of the Personal Data
	Protection Act of B.E. 2562
	By Dharmniti Internal Audit Co., Ltd.
	- Marketing Trend 2020
	By Asst. Prof Ake Pattaratanakun Ph.D.
8. Mr. Nattapat Petchratanaporn	- TFRS for NPAEs : Important issues and future directions
	- Tax Audit : Analyze financial statements before filing PND. 50 form
	By the Accounting and Finance Management Club of the Saha Group
	- Process and Guidelines for the Implementation of the Personal Data
	Protection Act of B.E. 2562
	By Dharmniti Internal Audit Co., Ltd.
	- Strategic discount sale
	By Mr. Boonkiet Chokwatana
9. All Executives	- Process and Guidelines for the Implementation of the Personal Data
	Protection Act of B.E. 2562
	By Dharmniti Internal Audit Co., Ltd.
	- Marketing Trend 2020
	By Asst. Prof Ake Pattaratanakun Ph.D.
	- Strategic discount sale
	By Mr. Boonkiet Chokwatana

The Board of Directors and executives of the Company meet on a regular basis to discuss and exchange opinions with the Boards of Directors and top management of other organizations, including attending seminars and taking educational trips with business partners or other organizations, both domestic and international.

#### 8. Orientation of New Directors

The Board of Directors organizes an orientation course for newly-elected directors of the Company, together with a new director's manual, in order to provide key information on the Company, Corporate Governance Policy, Business Ethics, Code of Conduct for Directors, Executives and Employees, Securities and Exchange Act, Public Limited Company Act, and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

In addition, the Company distributed the Director's Manual to all directors in order that they can study and review the regulatory requirements at all times.

#### 9. Plan for Successors

The Board of Directors has prescribed a succession plan for employees in various positions in view of their advancement to higher positions in their career path.

The Board of Directors has assigned the President and Executive Chairman, in cooperation with the Human Resources Management Division to prepare a succession plan for executives as follows :

1. To provide opportunity for middle managers to work closely with senior managers including the Vice President in both direct-functional and cross-functional lines.
2. To define appropriate career paths for potential middle managers.
3. To prepare rotation plan in other functional line for a senior manager, when necessary.
4. To prepare necessary skills and capability for specialized personnel for higher management positions.
5. To map out corporate strategies and strategic directions for cooperation between senior and middle managers.
6. To establish committees to handle several functions, such as marketing, advertising, research, etc., for development of works and potentials in a systematic process.
7. To provide more opportunity to middle managers in management of both direct-functional and cross-functional lines.
8. To hold systematic training courses that fit each area of work, such as inventory control, marketing, as well as product and design management.
9. To organize a training course for senior and middle managers to promote common awareness and understanding of accountability, integrity and corporate image as a whole.
10. To include training courses for managers of each department for development of higher potential, advance planning and systematic thinking.
11. Recruitment of qualified personnel for each operational division, such as DFO.
12. Provide training on systematic planning process for middle managers.
13. Rotate executives in some divisions to enhance efficiency in business administration.
14. Enhance charitable spirit and activities among managers at all levels for promoting happy living in the society.

### Good Corporate Governance Policy and Resulting Implementation

The Board of Directors is well aware of its role and responsibilities as Head of the Organization, fully understands the benefits and the implementation of the CG Code for listed companies 2017 in creating sustainable value to business. Therefore, it has attached great importance to building good corporate governance systems and strive to continuously raise its standard of corporate governance in order to ensure transparent, efficient and stable business operation to achieve sustainable growth, as well as increase economic value and long-term prosperity for shareowners, promote fairness for all stakeholders by formulating balanced management policies based on sufficiency economy under the changing economic and social conditions, and aligned to the CG Code for listed companies 2017.

The Company has directed that the Good Corporate Governance Principles shall be reviewed at least once a year and revised in accordance with the CG Code for listed companies 2017 issued by the SEC, and aligned to guidelines of the ASEAN CG Scorecard, Corporate Governance Report (CGR) and the Quality Assessment Program for AGMs as well as the changing environment.

In 2020, the Board of Directors has considered the SEC's newly-revised CG Code for listed companies 2017 and reviewed the Company's Good Corporate Governance Principles accordingly, as well as adapting them as appropriate to corporate business operations and assigning the Corporate Governance Committee to oversee that implementation is in compliance with the CG Code, ensuring that the processes are well suited to the Company's business operations and will lead to creating sustainable business value. As for components not yet adopted, these will be used as guidelines for further application where appropriate.

Not in practice	Reasons
1. The Board of Directors has specified in the Company's Corporate Governance Policy that persons to be appointed Company Director must not hold director position in more than 5 other registered companies.	The Board of Directors has not specified as policy a limit on the number of listed companies a director may hold the position of director at 5 because the Board believes that business acumen and expertise of each director do not depend on the number of companies he or she serves as a director, as long as he or she has the capability and intention to carry out the duties and responsibilities of a Company Director as entrusted by the Board of Directors and shareowner.
2. The Board of Directors has specified as a policy a limitation on the tenure of an Independent Director at not more than 9 years.	The Board of Directors has no policy to limit the tenure of an Independent Directors because such directors continue to carry out their duties and responsibilities with complete independence, with no personal interests which may be in conflict with the interest of the Company, and their decisions are based on the best interest of the Company with complete independence from the management or from major shareowners of the Company.
3. The Chairman of the Nomination Committee and Chairman of the Remuneration Committee are Independent Directors, as are most of the members of such committees.	Although the Chairman of both Committees, the Nomination Committee and Chairman of the Remuneration Committee, are not Independent Directors, similarly with the members of such committees, but all are qualified and have relevant expertise and long experience, as well as having carried out their responsibilities with honesty and integrity, never voting on any agenda which they may have interest.
4. The Chairman of the Board of Directors is an Independent Director.	Although the Chairman of the Board of Directors is not an Independent Director, he has provided supervision of the Company's operation in a fair and transparent manner based on the benefits and interests of the Company, without contributing to the personal interest of any person, as well as supporting and promoting engagement and free expression of views by directors and independent directors.

### Sub Committees

Management structure consists of the following:

1. Board of Directors
2. Executive Committee
3. Audit Committee
4. Remuneration Committee
5. Nomination Committee
6. Risk Management Committee
7. Corporate Governance Committee

Name list of each set of directors are shown on page 82-83 of this annual report.

To give confidence to shareowners that the Company's operation is transparent, with due diligence and sufficient s-checks and balance as well as discreet consultations.

The Board of Directors has appointed other sub-committees to be in charge and report to the Board at all times. At present, the Sub-committees comprise the Executive Committee, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee and the Corporate Governance Committee.

The Structure of the Board and the company's administration provides sufficient checks and balance. The scope of power and responsibilities of each committee are separate and not interdependent to promote corporate governance with the Chairman of each sub-committee providing direction in the discharge of the committee's duties in accordance with corporate policy. The committees are required to report their outcomes and findings to the Board of Directors' meetings.

- **Board of Directors** a group of twelve people, management structure consisted in page 105-106 in this annual report. The meeting schedule for the Executive Board of Directors is set on a monthly basis.

In 2020, (according to the year of service from April 2019 to April 2020) the Board of Directors arranged the meeting on a monthly basis. The attendance of each director is shown in the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 82-83 of this annual report.

- **The Executive Board of Directors** a group of ten people who is assigned and authorized by the Board of Directors, consists of four Directors and six executives. The Executive Board of Directors is responsible for the company administration with designated status as executive company staff or permanent employee. The meeting schedule for the Board of Directors is set on a weekly basis.

In 2020, (according to the year of service from April 2019 to April 2020) the Executive Board of Directors arranged the meeting on a weekly basis. The attendance of each director is shown in the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 82-83 of this annual report.

- **The Audit Committee** is a group of four independent directors and one Audit Committee Member (Mr. Amorn Asvanunt) who graduated and expertise in Accounting with two years term of office. The Audit committee has set their meeting at least once per quarter. An extraordinary meeting is available for considering any related transaction or other special issues which must be reported to the Board of Directors as well as a joint meeting with the Company's Auditor and the Chief Financial Officer on a quarterly basis. Member of the Auditor Committee must not own any company shares.

The Company has not set a limitation terms to be as a successor of Audit Committee Member at present, it would depend on consideration of the Nomination Committee together with the Board of Directors based on their past performance in the previous year.

In 2020, (according to the year of service from April 2019 to April 2020) the Audit Committee has arranged ten meetings. The attendance of each Audit Committee Member is shown in the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 82-83 of this annual report.

- **The Remuneration Committee** consists of three members of the Board of Directors whose term of office is one year. This committee arranges their meeting annually, and an extraordinary one is also available as required.

In 2020, (according to the year of service from April 2019 to April 2020) the Remuneration Committee arranged two meetings. The attendance of the Remuneration Committee is shown on the chart on page 82-83 of this annual report, which also shows his position, share-owning and attendance to the meetings.

- **The Nomination Committee** consists of five members from the Board of Directors whose term of office is one year. This committee arranges their meeting on a yearly basis, and an extraordinary one is also available as required.

In 2020, (according to the year of service from April 2019 to April 2020) the Nomination Committee arranged three meetings. The attendance of the Nomination Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 82-83 of this annual report.

- **The Risk Management Committee** consists of one Audit Committee member, two Directors and three Management staffs with two years term of office. This committee arranges their meeting once per quarter at least, and an extraordinary one is also available as required.

In 2020, (according to the year of service from April 2019 to April 2020), the Risk Management Committee arranged twelve meetings. The attendance of the Risk Management Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 82-83 of this annual report.

- **The Corporate Governance Committee** consists of one Audit Committee member, one Director and two Management staffs with one year term of office. This committee arranges their meeting twice per year at least, and an extraordinary one is also available as required.

In 2020, (according to the year of service from April 2019 to April 2020), the Corporate Governance Committee arranged eight meetings. The attendance of the Corporate Governance Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 82-83 of this annual report.

### **Term for company directors**

The term for company directors is in accordance with company articles of association and Charter for The Board of Directors as follows:

1. At each annual shareholders' general meeting, one-third of the sitting directors are required to retire from directors, whereas if the number of directors cannot be divided into 3 equal portions, the closet to such number shall apply. Retiring directors are eligible for re-election. At present, The Board of Directors had 12 members, therefore each director shall have a 3-year term.
2. Apart from retiring upon term completion, the company director shall also relieved of his/her position upon resignation or death or having disqualifications as prohibited by laws or the resolution adopted by the shareholders' meeting to remove that person from the position, or court ruling remove that person from the position.
3. In the case where the position of Board member is left vacant due to reasons other than term completion, with such remaining term not less than 2 months, The Board of Directors are required to appoint other persons having full qualifications to succeed in that position. In such case, the newly-appointed Board member may only serve out the term remaining for the person he/she succeeds.
4. The company director resigning from the position before term completion is required to submit his/her resignation letter to the company, with such resignation coming into effect on the date of said submission.
5. The shareholders' meeting may vote for any of director to be out before retiring upon term completion, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

### **Scope of the Authority and Responsibilities**

#### **The Authority and Responsibilities of the Board of Directors**

##### **- Operational Authority**

1. To consider and appoint the Executive Committee, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee the Corporate governance Committee and determine their authorization.
2. To appoint, remove, and delegate authority to the advisors of the Board of Directors, committees and other parties for further actions.
3. To approve borrowing of more than Baht 50 million and debenture issuance for use as company's working capital.
4. To approve the granting / revoking of more than Baht 50 million loan.
5. To approve purchase / revocation / sales of assets, investment capitals and expenditure for the amount of more than Baht 50 million.
6. To approve collateral granting / revoking and liability granting / revoking of liability to individuals / companies for the amount of more than Baht 50 million.
7. To approve investment policies for investing in other companies for the amount of more than Baht 50 million.
8. To approve the renovation, demolition, retirement of fixed and intangible assets which are no longer in use, defective, lost, destroyed, deteriorated or so outdated as to be useless of which the total book value exceeds Baht 50 million.
9. To approve price adjustment and destruction of raw materials and/or deteriorated or outdated stock rendering reduced book value of the amount exceeding Baht 50 million.
10. To consider entering into transactions with all individuals involved.
11. To file a suit to either Civil or Criminal Court, to submit a request for Juridical Arbitration, to petition to an inquiry official, to charge against an offender of the company for legal proceedings under the Criminal Code, and to conduct sub-delegation of power to any party to act on behalf of the company. The sub-delegation of power shall include the power to revoke the petitions, to compromise on any conflict, and to accept compensation for the company. This includes the appointment of a lawyer to file suit or to attend trials in all courts on behalf of the company until the final court proceedings for any cases relevant to the irregular course of business, and / or vice versa.
12. All power of the Company's Board of Directors relating to acquisition or disposition of assets and entering into connected transactions must be in compliance with the notifications of the Capital Market Supervisory Board.
13. To propose a capital increase / decrease, change in stock value, amendment of the Memorandum of Association, Articles of Association, and / or objectives of the company to the General Shareowners' Meeting.
14. To approve the establishment, merger or liquidation of subsidiary companies.



15. To delegate authority to the Management, executives of the company or other party to act on behalf of the Board.
16. To invite the Management, executives and employees of the company involved in any particular issues to provide some explanation, to give comments, to participate in the Meeting, or to provide any documents as necessary.
17. To seek advice and consultation by experts or advisors of the company (if any), or to commission an external advisor or expert in any necessary cases under expenses of the company.
18. To appoint and remove the Secretary of the company.

**- Duties and Responsibilities**

1. To carry out corporate operation in accordance with the law and regulations of the Securities and Exchange Commission and of the Stock Exchange of Thailand, with the company's objectives and articles of association, and with the resolutions of the shareowners' meetings.
2. To act responsibly and consistently on behalf of the shareowners.
  - To run the business for the best interest of the shareowners.
  - To disclose an accurate, complete, up-to-standard and reliable information.
  - To report company's operation with correct, complete and up-to-date content.
  - To allocate compensation to shareowners with proper and worthwhile standard.
3. To set up policies and direction for corporate operation, to supervise and control the administration efficiently and effectively in accordance with the set policies so as to optimize economic value to the business and wealth to the shareowners.
4. To control corporate operation consistently, as well as to follow up on related contract obligation and liability.
5. To approve the annual business plan and budget, and to supervise efficient and effective actions by the Management in compliance with the regulatory requirements, policies and plans as specified.
6. To promote the formulation of a corporate governance policy, code of conduct, and code of business conduct in writing, for pursuance by the Board of Directors, executives and employees of the company in any business undertakings; and to supervise subsequent actions closely.
7. To adopt the sufficient and appropriate internal control system for assuring that all transactions have been conducted under legitimate approval authority, to review and prepare the right accounting procedures, as well as any systems to prevent misuse of the company's assets.
8. To adopt a prudent and clear consideration procedure of any transactions likely to create conflicts of interest in order to protect the benefits of the company and shareowners, by disallowing any related parties from participation in the decision-making process in compliance with the regulatory requirements governing related transaction procedures and disclosure of related transactions.
9. To review and approving the financial statements and financial reports as approved or reviewed by auditors, as well as approved by the Audit Committee.
10. To acknowledge administrative reports from the executive committee.
11. To call meetings of shareowners by announcing the date, time, venue of such meetings including the set agenda as well as determination of the dividend rate (if any) and opinions of the Board of Directors regarding matters to be proposed for consideration by the shareowners in a 21-day period before each shareowners' meeting. The company may set the date for suspension of share transfers registration, which shall be announced for acknowledgement by the shareowners at the Head Office and branch offices of the company for not fewer than 14 days before the suspension of transfer registration; or to set a record date (RD) of eligible shareowners' participation and dividend payment of not more than two months in advance before the meeting schedule.
12. To prepare a report on the "Board of Directors' Responsibility for the Financial Reports", for disclosure in the Annual Report of the company (56-2 Reporting Form) and the annual financial report (56-1 Form).
13. To supervise the submission of documents to regulatory agencies to ascertain that there are statements and entries of transaction in accordance with the data as shown in the book of account, registration or other documents of the company.
14. To approve Charters of the Board of Directors and / or other committees.
15. Other businesses as required in the Board of Directors' meeting.

**The Authority and Responsibilities of the Company's Executive Board**

The Executive Board has been empowered by the Board of Directors to sign on behalf of them for the business operation of the company as follows:

**- Operational Authority**

1. In accordance with the authority assigned by the Board of Directors
2. To consider and scrutinize the process for entering into all connected transactions with any amounts as well as to summarize and propose the results of the transaction to the Board of Directors for approval.

3. To enforce other operational regulations as appropriate.

**- Duties and Responsibilities**

1. In accordance with the authority assigned by the Board of Directors.

2. To acknowledge and comply with the company's policies and business operation strategies set by the Board of Directors and / or the Executive Board such as claim, demand, debt repayment or claim on any assets including benefits or rights from any persons, companies, partnerships, government agencies, state enterprises and juristic persons in accordance with company's objectives and regulations. In addition, the Executive Board has been authorized to agree upon any conditions and sign on any contracts as well as other related documents.

3. To be consistently accountable for the Board of Directors and / or the Executive Board.

- To report on corporate movement and performance continually and promptly.
- To reveal accurate, complete, up-to-the-standard and reliable information.

4. To supervise, review and approve policies, major strategies, plans and annual budget.

5. To be responsible for preparation of financial statement, financial reports audited by external auditor and proposing it to the Executive Board, the Audit Committee and the Board of Directors for approval, respectively. In addition, the Executive Board has been authorized to sign on the cheque within the limit set by the Board of Directors for deposit and withdrawal.

6. To consider and scrutinize the process of borrowing, repayment and debenture issuance in any amounts for use as working capital of the company as well as concluding the result and propose the transactions to the Board of Directors for approval.

7. To consider and approve the granting / revoking of loans within the limit set by the Board of Directors. For any amount beyond the said limit, the Executive Board will consider and propose its recommendation to the Board of Directors for consideration and approval.

8. To consider and approve the purchase / revocation / sale of assets, investment and expenditure within the limit set by the Company's Board of Directors. For authorization of any transaction with a value higher than the set limit, the Executive Board will consider and propose its recommendation to the Board of Directors for consideration and approval such as executing contracts relating to lease, sublease of movable and immovable properties, registration of lease assignment and / or sublease and its cancellation of registration with any person, company, partnership, government agency, state enterprise and juristic person in accordance with the Company's objectives and regulations. Additionally, the Executive Board is authorized to conclude the terms and conditions of any agreement and sign any contracts as well as other related documents.

9. To consider and scrutinize the provision / revoking of guarantees, acceptance / revoking of liabilities with any person / company within the limit set by the Board of Directors. For guarantees / liabilities which exceed the authorized limit, the Executive Board will consider and propose its recommendation to the Board of Directors for consideration and approval.

10. To consider and approve the investment policy in any company within the limit set by the Board of Directors. For any investment with a value exceeding the authorized limit, the Executive Board will consider and propose its recommendation to the Board of Directors for consideration and approval.

11. To approve the opening and closing of bank accounts.

12. To approve the receiving and revoking of bank loans.

13. To amend the authorization of requests and borrowing slips for payment and approval of goods.

14. To approve price adjustment and / or destruction of deteriorated and / or outdated inventory.

15. To be responsible for setting marketing policies.

16. To be responsible for management of sales, outlets, debt undertaking and sale collateral mortgaging.

17. To be responsible for Human Resource Management such as recruitment, termination, punishment, promotion, relocation of staff and direct employees in their work, including the execution of employment contracts as well as to agree upon any conditions and sign on any contract and documents relating to Human Resource Management with the Labour Department, Social Security Office, government agencies and state enterprises in accordance with the Company's objectives and regulations.

18. To appoint, recall, transfer, accredit as well as determine remuneration, including welfare, for management executives.

19. To lodge complaints with relevant investigative authorities against any party which has injured or committed an offence against the Company, including for the purpose of proceeding with a criminal case, appoint a sub-agent to handle this process, revoke the claim, agreeing to mediation / arbitration, receive damages / compensation on behalf of the Company and appoint legal counsel to file statements to any court on behalf of the Company until final.

20. To improve the Charter of the Executive Board and present it to the Board of Directors for approval.

21. To carry out other matters assigned by the Board of Directors.

### **The Authority and Responsibilities of Company's Audit Committee**

#### **- Operational Authority**

1. To coordinate between the auditor, Board of Directors, and internal audit unit for mutual understanding and cohesion.
2. To invite the executives, management, internal audit or employees of the Company who may be involved in any particular issue to provide explanation, give comments and attend meetings, or to provide documents as necessary and relevant, and is authorized to access information of the Company at all levels.
3. To investigate any persons involved in any particular issues within its authority and responsibilities.
4. To seek advice and consultation from experts or advisors of the Company (if any), or to commission an external advisor or expert in any necessary case at the Company's expense.

#### **- Duties and Responsibilities**

1. To review and ensure that the Company has accurate and adequate financial reporting by verifying the Company's important Accounting Policy including Financial Report disclosure according to the standard.
2. To review and ensure that the Company has suitable and effective internal control system, risk management system and internal audit system.
3. To verify implementation complies with the Anti-corruption policy.
4. To consider and ascertain the independence of the internal audit unit, as well as to evaluate, approve the appointment and termination of the head of the internal audit unit or other related units responsible for the internal audit. The Audit Committee is also required to ensure that the head of the internal audit unit is adequately trained, qualified and experienced to carry out the duties of this position.
5. To approve internal audit plan and monitor internal audit unit's performance.
6. To review the Company's compliance with laws concerning securities and exchange, regulations of the Stock Exchange of Thailand, and other laws related to the Company's business.
7. To consider, select, nominate or remove independent persons to be the Company's auditor, and propose such persons' remuneration fees, for the approval of the Annual General Meeting of shareowners, as well as to attend a non-management meeting with the auditor at least once a year.
8. To consider that the related transactions or transactions which may have conflicts of interests are in compliance with the laws and the regulations of the Stock Exchange of Thailand and Capital Market Supervisory Board in order to ensure that they are reasonable and for the optimal benefit of the Company.
9. To prepare the Audit Committee's Report and have it disclosed in the Company's Annual Report, whereby it must be signed by the Audit Committee's Chairperson and consisting of at least the following information :
  - a. an opinion on the accuracy, completeness and reliability of the Company's financial report.
  - b. an opinion on the adequacy of the Company's internal control system, risk management and anti-corruption policy and procedures.
  - c. an opinion on compliance with the laws concerning securities and exchange, the regulations of the Stock Exchange of Thailand, or other laws related to the Company's business.
  - d. an opinion on the suitability of the auditor and the head of the internal audit unit.
  - e. an opinion on transactions that may have conflicts of interests.
  - f. the number of the Audit Committee meetings, and its attendance record of each committee member.
  - g. an opinion or overview comment that the Audit Committee perceived from its performance under the charter.
  - h. other transactions that the shareowners and general investors should know under its scope of duties and responsibilities assigned by the Board of Directors.
10. In carrying out the Audit Committee's duties, if it finds or suspects that there are any of the following transactions or actions which may have a considerable impact on the Company's financial status and performance; it should report them to the Board of Directors in order to correct them within a suitable time frame set by the Audit Committee:
  - a. transactions causing conflicts of interests.
  - b. fraud, corruption or irregularity or a possible key deficiency in the internal control system.
  - c. breach of laws concerning securities and exchange, regulations of the Stock Exchange of Thailand, or other laws related to the Company's business.

If the Board of Directors or its executives failed to arrange to have them corrected within due course, any member of the Audit Committee may report such transactions or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand.

11. To support and follow up to ensure that the Company has effective risk management system.

12. To ensure that the Company has channels to receive complaints and information regarding inappropriate items in the financial statements, corruption and malfeasance, or other issues, along with an adequate protection and confidentiality process for the complainant or informant (whistleblower), as well as an independent investigation process and suitable monitoring and follow-up procedures.

13. To ensure that the company management comply with good governance principle.

14. To review, improve and correct the Charter of the Audit Committee annually and present it to the Board of Directors for approval.

15. To perform self-evaluation at least once a year.

16. To perform any other matters as assigned by the Board of Directors with the Audit Committee's approval under the Company's Articles of Association and relevant laws.

Regarding the above duties, the Audit Committee is accountable directly to the Board of Directors whereas the Board of Directors remains responsible to third parties for the operations of the Company.

### **The Authority and Responsibilities of the Remuneration Committee**

#### **- Operational Authority**

1. To invite the Management or employees of the Company involved in any particular issues to provide explanation or comments and to attend meetings, or to provide any documents as necessary.

2. To seek advice and consultation by experts or advisors of the Company (if any), or to commission an external advisor or expert in any necessary cases at the expense of the Company.

#### **- Duties and Responsibilities**

1. To consider and formulate policies and criteria relating to remuneration for the Company's directors and senior executives.

2. To propose policy and criteria for consideration of remuneration payment for the Company's Directors and top management.

3. To evaluate the performance of the Board of Directors on a yearly basis.

4. To determine the limit of remuneration for the Company's Directors (with consideration on its business performance and being compared with the same industry), the amount approved by the general shareowners' meeting, as well as the amount paid in the previous year to be submitted for consideration to the Company's Board of Directors and the annual general meeting of shareowners.

5. To consider appropriation of remuneration to the Company's Directors and members of other committees (who are not concurrently on the Board of Directors) on individual basis, by taking into account the authority and scope of responsibilities, as well as performance, within the amount approved by the shareowners' meeting.

6. To prepare a Report of the Remuneration Committee for publication in the Company's Annual Report. The Chairman of the Remuneration Committee is required to sign such report.

7. To review, improve and amend the Charter of the Remuneration Committee and present it to the Board of Directors for approval.

8. To conduct self-assessment at least once a year.

9. To carry out other matters assigned by the Board of Directors.

### **The Authority and Responsibilities of The Nomination Committee**

#### **- Operational Authority**

1. To invite the Management or employees of the Company involved in any particular issue to provide explanation or comments, attend meetings, or to provide any documents as necessary.

2. To seek advice and consultation by experts or advisers of the Company (if any), or to commission an external adviser or expert in any necessary case at the Company's expense.

#### **- Duties and Responsibilities**

1. To consider and define the criteria and procedures relating to the selection of company directors and senior management.

2. To verify the personal record and data of the nominated persons by taking into account their knowledge, abilities, experience, professional expertise, proper qualifications in accordance with the Company's Regulations and related laws.

3. To consider the selection of suitably qualified persons to be appointed company directors for nomination to the meeting of the Board of Directors for consideration and approval, except in cases where a company director completes his term of office, whereby such nomination shall be made to the shareowners' meeting for consideration and approval.

4. To consider the selection of suitably qualified persons to be appointed to senior executive positions for nomination to the meeting of the Board of Directors for consideration and approval.

5. To give comments or recommendations for further consideration.

6. To propose the nominated persons to the Board of Directors for consideration.

7. To prepare a Report of the Nomination Committee for publication in the Company's Annual Report. The Chairman of the Nomination Committee is required to sign such report.

8. To review, improve and amend the Charter of the Nomination Committee and present it to the Board of Directors for approval.

9. To conduct self-assessment at least once a year.

10. To carry out other matters assigned by the Board of Directors.

#### **The Authority and Responsibilities of The Risk Management Committee**

##### **- Operational Authority**

1. To seek advice and consultation by experts or advisors of the Company (if any), or to commission an external advisor or expert in any necessary cases at the expense of the Company.

2. To appoint a working group, evaluate and follow-up risk factors throughout the Company.

##### **- Duties and Responsibilities**

1. To determine policies, targets, and to plan and organize the corporate risk management systems clearly and consistently, as well as to ensure that the internal control system is adequate for major risk management; and to report to the Audit Committee.

2. To encourage and stimulate cooperation in company risk management at all levels.

3. To supervise corporate risk management appropriately and effectively, and to give priority to the warning signs and all irregular transactions.

4. To diligently oversee that the Company and its agencies fully comply with all relevant legal and regulatory requirements governing the conduct of its business operations.

5. To develop corporate risk management systems with efficiency and consistency.

6. To prepare a Report of the Risk Management Committee for publication in the Company's Annual Report. The Chairman of the Risk Management Committee is required to sign such report.

7. To review, improve and amend the Charter of the Risk Management Committee and present it to the Board of Directors for approval.

8. To conduct self-assessment at least once a year.

9. To carry out other matters assigned by the Board of Directors.

#### **The Authority and Responsibilities of The Risk Management Committee**

##### **- Operational Authority**

1. Has the authority to invite related Company management or employees to give their opinion, participate in meetings or submit documents as deemed necessary.

2. Can ask for advice from experts or consultants (if any) of the Company or, if necessary, employ external consultants or experts at the expense of the Company.

3. Has the authority to appoint Working Committee to implement corporate governance policy throughout the organization.

##### **- Duties and Responsibilities**

1. Stipulate, review and improve Corporate Governance policy and guidelines, Business Ethics, Code of Conduct for company's directors, managements and employees, Anti-Corruption Policy and Rules & Regulations to conform with changes in business, related rules, announcements, regulations and law, on a continuous basis.

2. Formulate guidelines and procedures in accordance with the principles of good corporate governance and anti-corruption policies, as well as monitor and provide counsel, advice and evaluation of their implementation in the development of the Company's corporate governance systems.

3. Promote and support Company Directors, management and employees to conform to Good Corporate Governance Guidelines and Anti - Corruption Policy.

4. To attend to overseeing, mentoring and monitoring the implementation of the Company's Corporate Social Responsibility (CSR) programs to ensure their effectiveness for the benefit of the community and the environment.

5. To prepare a Report of the Corporate Governance Committee for publication in the Company's Annual Report. The Chairman of the Corporate Governance Committee is required to sign such report.

6. To review, improve and amend the Charter of the Corporate Governance Committee and present it to the Board of Directors for approval.

7. To conduct self-assessment at least once a year.

8. Other operations as assigned by the Board of Directors.

### **The Authority and Responsibilities of The Chairman of the Board of Directors**

The Board of Directors stipulated the role, duties and responsibilities of the Chairman of the Board of Directors as follows

1. Lead the Board of Directors to oversee the performance of the Board of Directors and Subsidiary Boards, in order to achieve the objectives and work plan as required.
2. Convene the Board of Directors' meetings.
3. Chair the Board of Directors' Meetings and cast the deciding vote in the case that voting in the meeting is deadlocked.
4. Chair the Shareowners' Meeting and effectively guide the Meeting.
5. Promote good relationships among company shareowners.
6. Conduct other matters assigned by the Board of Directors.

### **The Authority and Responsibilities of Management**

The Board of Directors has stipulated the role, duties and responsibilities of the Management as follows :

1. To undertake and / or manage daily operations according to policies, target and planning, and corporate rules and regulations.
2. To conduct business management according to the meeting's resolutions of the Executive Board and the Company Board within the approved budget strictly, honestly and judiciously in the best interests of the Company and shareowners.
3. To carry out the operations of the Company according to good governance as stipulated in the guidelines by the Company Board.
4. To report the monthly progress of operations according to resolutions from the meetings and any significant corporate performance to the Company Board.
5. To enhance and develop business management according to code of conduct, rules and regulations, moral and good culture.
6. To carry out other matters assigned by the Board of Directors and the Executive Board.

### **Nomination and appointment of Board of Directors and Top Management**

The Company has a Nomination Committee responsible for selection and vetting qualified candidates proposed for consideration and appointment as Director when a position is vacant.

#### **1. Selection and Vetting Process in the Nomination of Persons for Appointment as a Director or Independent Director**

##### **Criteria in Selection of a Director**

In consideration of selecting a candidate for appointment to a Company Director, the Company has set the following criteria:

1. The qualifications of the nominated candidate would render diversity in the composition of the Board (Board Diversity) whether in terms of educational qualification, professional skills, specific knowledge and expertise currently lacking and desirable for the benefit of the Company's business and aligned with the corporate business operation strategies. Consideration of candidates is not hampered by discrimination based on gender, age, ethnicity, etc.
2. Possessing leadership, vision, morality and ethics, as well as having transparent work record.
3. Possessing the appropriate qualifications and not having prohibited characteristics according to legal or regulatory provisions and the Company's Articles of Association.
4. In case an incumbent Director is nominated to be reappointed, additional consideration is given to the person's previous performance as a Company Director or a member of a Sub-committee.
5. In the selection of an Independent Director, requirements and qualifications are aligned with the criteria set by the Stock Exchange of Thailand and the SEC.

##### **Procedure in Selection of a Director**

1. The Nomination Committee is responsible for selection and vetting qualified candidates for consideration and appointment as Director, then proposes the vetted candidates to the Board of Directors for consideration before proposing the candidates to the AGM, except in cases where the director position is not vacant due to end of tenure. In such case, the Nomination Committee may consider appointing a replacement for such director in the next meeting of the Board of Directors, unless the remaining tenure of such director is less than 2 months according to the Articles of Association, then the person who replaces such director would serve the remainder of his or her predecessor's term.
2. The Nomination Committee conducts an analysis of the candidate's professional skills, experience, knowledge and specialized expertise, as well as whether the candidate's qualifications appropriately meet the needs of the vacant position, by preparing a Board Skill Matrix to be used for consideration of the nomination in accordance with the business strategy of the Company.

Moreover, in selecting a new director, the Nomination Committee must give additional consideration to knowledge, capability and experience which would be useful in performing the duties of a Director, and which are necessary to and currently lacking in the composition of the structure of the Board of Directors.



3. In addition, the Nomination Committee also consider additional persons from the IOD Chartered Director List of the Thai Institute of Directors Association (IOD).

#### **Qualifications of Independent Director**

The Company has specified definitions and qualifications for independent directors, which are stricter than minimum requirements of the Securities Exchange Commissions stated in the Form 56-1, attachment of the invitation letter for the 56<sup>th</sup> Annual General Meeting 2021 and is publicized on the company's website (<http://www.icc.co.th>).

#### **Right of minor shareowner's in nominating directors**

The Company authorizes minor shareowners to propose nominate candidate(s) to be elected as director(s) in advance of the 54<sup>th</sup> Annual General Meeting 2019 according to the set criteria by publicizing such authorization procedure in its website (<http://www.icc.co.th>).

## **2. Selection and Recruitment of Top Executives**

### **Top Management Nominations**

The Nomination Committee finds and selects company directors by selecting either from internal management personnel or external candidates. They must be well-qualified, have good understandings of the Company's business, able to achieve the targets given by Board of Directors, and possess no prohibited characteristics according to relevant legal and regulatory provisions.

The Board of Directors clearly defines top management's duties and responsibilities. Executive Chairman (CEO) appointed by Board of Directors as management head, is to govern the company's operational administration.

The Company also has a successor policy in case of retirement or emergency termination, with a clear and transparent procedure.

### **Management Recruitment**

The Company considers managerial candidates from within the company by finding person who is well-rounded, skillful and experienced in the related field of work. The Company develops and prepares all staff so that they can become future management. Staff will undergo performance appraisal after which those with outstanding performance will be assigned a higher and more challenging task. The Company is on constant preparation to develop and train replacement staff in case any function becomes vacant. However, in the case that vacant position could not be filled from internal resources, external recruitment will be employed and the qualified candidates will be proposed to the Executive Chairman for approval.

## **Supervision of the operation of subsidiary and affiliated companies.**

The Company has three subsidiary companies to which the Company sends its management to act as directors, and its Executive Chairman as Chairman. The roles and duties are to govern the operation of subsidiary companies, to ensure that any accounting transactions are abided by its parent company which is listed in the Stock Exchange of Thailand.

Additionally, the Company appoints persons-in-charge whose responsibilities are to ensure that its subsidiaries companies follows procedures and disclose important information as practiced by its parent company, for instance, related activities between parent and subsidiary companies, the acquisition and the selling of assets, or other significant activities

The Company has seven affiliated companies. These companies are joint ventured by companies in the Saha Group as well as other non-group companies. The Company has no control over the management of the affiliated companies. The management of each company is under the supervision of its board of directors.

Whether a person or persons are appointed to represent the corporate group as director(s) and executive(s) in the associate or invested companies, follows the policy and procedures whereby the Saha Group assigns a top management team to consider whether or not any directors or executives from which company in the group should be the Group's representative as a joint venture partner or in accordance with the joint venture agreement based on type of business and necessity. If such appointment is required, the qualified director or executive with necessary knowledge, capability and expertise in the related business shall be assigned.

## **Internal Information Management**

The Company has measures for internal information management as defined in the business ethics for the Company and shareowners, as well as the Code of Conduct for directors, executives and staff at all levels, which require performance of duty with honesty, responsibility, discipline and integrity towards the public and to oneself and not in pursuit of improper and undue gains or benefit to oneself and/or others, protecting the Company's best interest and assets, not using the Company's information and assets for self-interests or other's benefit, and not making any undertaking that will support others in competition with the Company. The Company has provided the corporate governance policy, business ethics and employee code of conduct to the Board of Directors, executives and staff as a guideline for business operation and work principle. This is distributed through the Company's website (<http://www.icc.co.th>)

The above-mentioned topics have been stipulated in the Company's regulation. The highest disciplinary punishment for violation is dismissal from the Company. This regulation has been followed by all directors, executives and staff at all levels.

The Company has measures to supervise corporate securities trading, by stipulating in the directors, executives and employee's code of conduct prohibiting directors, executives and staff who work in the divisions with accessibility to inside information, from purchasing or selling the Company's shares within the period of one month prior to, and within 24 hours following the public disclosure of the Company's financial statements to the public except as normal transactions unrelated to the said information.

In addition, at every Board of Directors' meeting, there is to be an agenda for acknowledgement which relates to the report on sales / purchase of properties, possession of Company shares by members of Board of Directors and Executives Board, including their spouses and minor children at all times. In cases of any sale or purchase of Company shares, the Company and the Stock Exchange Commission (SEC) shall be informed of this transaction in accordance with the SEC's regulations.

In 2020, the directors and executives have so far strictly followed the policy. There was neither trading of shares in the forbidden period nor trading by using the Company's inside information. However, there was one director who traded shares of the Company this year and informed the Securities and Exchange Commission of the transaction in due time as well as reporting their assets ownership to the Board.

Moreover, the Company has enforced one additional policy requiring the directors and executives to report their trading in securities to the Board of Directors at least one day before the trading date.

Furthermore, the Company has adopted a supervising measure on directors' shareholding requiring directors and executives to report to the Board at all times concerning their or related person's stake holding which may be possible conflicts of interest, as defined by the rules and regulations of the Securities and Exchange Act, and also report every change to the Company's Board of Directors.

In 2020, the Directors and Executives strictly followed the policy.

## Remuneration of Auditor

### 1. Remuneration for auditing serve

The Company and its subsidiaries received approval from the Annual General Meeting to pay the remuneration as follow:

Remuneration for auditing service	2020	2019
I.C.C. International Public Co., Ltd.	2,695,000	2,480,000
The Company's subsidiaries	506,477	534,871
(In year 2020 = 3 companies, In year 2019 = 4 companies)		
<b>Total</b>	<b>3,201,477</b>	<b>3,014,871</b>

Canchana International Co., Ltd. and Thai Itokin Co., Ltd. do not use the same auditor as the parent company due to:

1. Thai Itokin Co., Ltd. was able to negotiate a better price of the auditor's fee with its current auditor, less expensive than other auditors.

2. Canchana International Co., Ltd. is a foreign subsidiary and was able to negotiate a better price of the auditor fee than the previous year.

3. Amis Du Monde SARL. completed in the process of dissolution and liquidation according to the legal process of France in the third quarter of year but in the year 2020, the audit fee is still paid for the completed liquidation.

Although certain subsidiaries do not use the same auditor as the parent company but the Company oversees and follows up to ensure that preparation of their financial statements are on time.

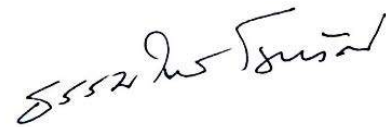
### 2. Non-Audit fees

In the year 2020, the Company and its subsidiaries did not pay any compensation to the auditors of the Company and subsidiaries, the auditing firm of the external auditors, parties or business related to auditors or their auditing firm for other services.

The Nomination Committee of I.C.C. International Public Company Limited consists of Mr. Thamarat Chokwatana, as Chairman, Mr. Boonsithi Chokwatana, Mr. Boonkiet Chokwatana, Mr. Manu Leelanuwatana, and Miss Munchusa Terapongpipat as Directors of the Committee.

The Nomination Committee has performed its duties as assigned by the Company Board of Directors as stated in the Charter of the Nomination Committee. The responsibility of the Committee is to select persons with proper qualifications, knowledge, abilities and expertise from a variety of professional fields for the position of Company Director in order to enhance Company Business's Strategy and prepare for the rapid economy and retail business changes, as well as the increasingly important role of information technology. The Nomination Committee has established the selection criteria by using the Board Skill Matrix and name list of Chartered Directors compiled by the Institute of Thai Directors, the main objective being to recruit competent persons with the appropriate skills set, qualifications and experiences, without restrictions as to gender and age, and not possessing any traits prohibited by the relevant laws and Company Regulations as well as providing the opportunity for every shareowner to participate by nominating persons to become a Company Director in advance before the Annual Shareowners' General Meeting Date. In 2019, shareowners did not propose any names to be considered in the election to become a Company Director.

In 2020, the Nomination Committee held a total of 3 meetings to which the quorum was complete, none of which were attended by any director with possible conflict of interest. The Nomination Committee selected persons with proper qualifications as mentioned criteria and also reviewed its Charter, which is a process undertaken on an annual basis.



(Mr. Thamarat Chokwatana)  
Chairman of the Nomination Committee

The Remuneration Committee of I.C.C International Public Company Limited consists of Mr. Boonkiet Chokwatana as Chairman, Mr. Thamarat Chokwatana and Miss Munchusa Terapongpipat as Directors.

The Remuneration Committee performed its duties as assigned by the Company Board of Directors as specified in the Charter of the Remuneration Committee. The main duties are as follows:

1. Propose fair and reasonable Remuneration Policy and Rule for Company Directors, Sub-Committee directors and high level Management, because remuneration is an important factor, which helps to attract and retain knowledgeable and capable persons to remain with the organization. Moreover, it is a tool to motivate and create work efficiency.
2. Consider allocation of remuneration to Company Directors, Sub-Committee directors on an individual basis by taking into consideration authority, duties and obligations and commensuration with the same type of industry within the financial limit as approved by shareowners and propose to Company Board of Directors Meeting.

In 2020, the Remuneration Committee held 2 Meetings attended by all the Directors. The Charter of Remuneration Committee was also reviewed annually. The remuneration of Company Directors, Sub-Committee Directors and Management were disclosed in the Annual Report. The Remuneration Committee considered and agreed that they are appropriate and coincided with their duties, obligations as well as conforming to Company Policy.



(Mr. Boonkiet Chokwatana)  
Chairman of Remuneration Committee

Corporate Governance Committee of I.C.C. International Public Co., Ltd. consists of Mr. Nophorn Bhongsvej (the Chairman), Mr. Nattapat Petchratanaporn (Committee Member), Ms. Munchusa Terapongpipat (Committee Member) and Mrs. Duangrudee Milintanggul (Committee Member). On May 15, 2020, the Board of Directors Meeting appointed one additional member, Mrs. Chailada Tantivejakul, to the committee.

The Committee performs the duties and responsibilities as appointed by the Board of Directors, and described in the Corporate Governance Committee Charter. This committee is responsible for the Company's good corporate governance, transparency in management with appropriate checks and balance system, due diligence and accountability, ensuring fairness to all stakeholders and sustainable growth of the Company.

In 2020, the Committee held 8 meetings with 100% attendance by the members with following meeting summaries:

- Reviewed and approved the Corporate Governance Code (CG Code), as well as promoting and monitoring the implementation of the principles of the 2017 CG Code for listed companies for the benefit of creating value for the business, the current principle which was still suitable for the company's business context, including disclosure in the 2020 Annual Report and the Company's 56-1 Form.
- Supervised the preparation of "policy and practice," consistent with 2017 CG Code, to be formulated into writing, along with following up with the implementation to be carried out according to the policy and plan.
- Provided supervision and support to the Company in implementing Good Corporate Governance, resulting in the Company receiving "Excellent" corporate governance assessment results for the fourth consecutive year in the 2020 Thai Listed Companies Corporate Governance Survey as well as receiving the Board of the Year Awards - Group C from IOD.
- Reviewed and approved the Company's corporate vision and mission statements.
- Reviewed and approved the Company's anti-corruption policy and its anti-corruption compliance procedures to ensure good corporate governance, as well as followed up the implementation of the set plans.
- Reviewed and approved the Company's regulations and procedures pertaining to approval authority to be accountable and appropriate to current business operation.
- Supervised the setting of criteria and conditions on timelines in providing an opportunity for minor shareowners to propose an agenda item or to nominate a person to be appointed as a member of Board of Directors prior to the Annual General Meeting 2021 within 1-30 December 2020.
- Supervised the disclosure of shareowners' equity of the Company's directors and executives in accordance with the guidelines of the Securities and Exchange Commission.
- Reviewed and approved the 2020 Performance Assessment of the Board of Directors, as a whole as well as of individual directors, all Sub-Committees and the CEO to allow the Board of Directors to reflect on performance, problems and challenges to further enhance the Board's effectiveness.
- Supervised the review and amendments to the Charter of the Board of Directors and the respective charters of all sub-committees in order that they remain relevant and appropriate to the present situation.
- Reported the performance to the Board of Directors on a regular basis.



(Mr. Nophorn Bhongsvej)

Chairman of Corporate Governance Committee

The Audit Committee of I.C.C. International Public Company Limited, comprising Thiraphong Vikitset Ph.D., as Chairman and Mr. Amorn Asvanunt, Mrs. Duangphorn Sucharittanuwat, Mr. Nophorn Bhongsvej and Anuchit Anuchitanukul Ph.D. as committee members, and Mrs. Duangrudee Milintanggul as Secretary, has the responsibility of overseeing and assessing financial reports for their accuracy and credibility; applying appropriate and sufficient risk management, efficient and effective internal control systems; recommending the appointment or the termination of an external auditor to the company; and undertaking other duties as assigned by the Board of Directors.

In 2020, the Audit Committee arranged 14 meetings to which it invited the Company's Vice President of Accounting and Finance, Vice Presidents of all divisions of the company, the representatives of KPMG Phoomchai Audit Co., Ltd., and the representatives of Dharmniti Internal Audit Co., Ltd., which has been appointed the company's auditor and internal audit consultant since 2004. During the meetings, they jointly considered the relevant agenda to ensure the completeness and accuracy of the information shown on financial statements and consolidated financial statements of the Company and subsidiaries, as well as reviewing and discussing corporate internal control systems, related transactions, risk management and financial information disclosure, a substantial summary of which is as follows:

- 1) The Audit Committee agreed with the conclusions of the representatives of KPMG Phoomchai Audit Co., Ltd., which reported that financial statements and consolidated financial statements of the company and subsidiaries were accurate and substantively complied with the latest accounting standard as represented in the Independent Auditor's Report of this Annual Report.
- 2) The Audit Committee and Dharmniti Internal Audit Co., Ltd. agreed that I.C.C. International Public Company Limited and subsidiaries have adequate and appropriate internal controls and risk management systems, as shown on Dharmniti Internal Audit Co., Ltd.'s report on the adequacy and appropriateness of the Company's Internal Control Systems, under Thailand's Securities and Exchange Commission's guidelines. They also approved the company's auditing year plan, evaluated and provided oversight to ensure that the Head of the Internal Audit Unit had adequate experience, knowledge and training and provided advice for execution improvement in order to enhance effectiveness.
- 3) The Audit Committee reviewed all related transactions on the basis of transparency, anticipated interests of ICC in accordance with prevailing market situations, and conflicts of interest of related parties. The Audit Committee submitted 13 cases of related transactions to the Board of Directors for approval in order to ensure that the activities were transparent, rational, and in the best interest of the company and the shareowners. In 2020, there was no significant related transaction or other transaction that might have caused conflict of interest in relation to the guidelines.
- 4) Considered and proposed to the Board of Directors for approval the names of Certified Public Accountants and their remuneration commensurate with their knowledge, ability, experience and independence, for appointment at Annual General Meeting. For the year 2021, the proposed list of Certified Public Accountants and remuneration of the company and subsidiaries were finalized.
- 5) Considered and reviewed the Charter of the Audit Committee and conducted a self-assessment audit of its operating results.
- 6) Reviewed compliance with the Securities and Exchange Act, regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand including other relevant laws governing business operations of the company.



(Thiraphong Vikitset Ph.D.)  
Chairman of the Audit Committee



The Board of Directors of I.C.C. International PLC understand the importance of corporate risk management, and therefore have incorporated a Risk Management Committee, with Mr. Amorn Asvanunt as a Chairman, Mr. Thamarat Chokwatana, Miss Munchusa Terapongpipat, Miss Yauwaluk Namakorn, Mr. Yothin Suwanket as members, and Mrs. Duangrudee Milintangul as member and secretary. On May 15, 2020, two additional members were appointed, Mr. Viritpol Chaithavornsathien and Jerapat Charoenchaikorn Ph.D., to the committee.

In 2020, the Risk Management Committee has focused attention on enhancing the efficiency and effectiveness of risk management at operational level, by implementing measures in terms of Operational Risk, IT Risk, Fraud Risk, Corruption Risk and Ransomware Risk, etc., formulating methods, establishing monitoring procedures and supporting tools to achieve target objectives, enabling our personnel to perform their duties and to effectively mitigate the risks. In addition, the Company has further developed its information technology system to further expand its new Enterprise Resource Planning (ERP) Phase II system to cover additional important work modules. The Risk Management Committee has followed the application and implementation of this new system's second phase, with clear emphasis on efficient utilization of the system in reducing corruption and operational risks.

The Risk Management Committee held 12 meetings in 2020 to discuss the following matters.

1. To consider the Charter of Risk Management Committee to ensure its compliance, appropriateness and support for efficient and effective risk management.
2. To provide opinion and scope of the corporate risks which are Operational Risk, IT Risk, Fraud Risk, Corruption Risk, risk from external factors: such as, currency fluctuation, financial risks, as well as risk of impact from competitors, changing market trend to a more vigorous online market, and risk from the COVID-19 pandemic, etc.
3. To monitor and support the Management in analysis of external and internal factors that may have impact on corporate operations, respectively adjusting procedures to be consistent to such changes, and reducing risks accordingly.
4. To report operation result to the Audit Committee and the Board of Directors on a regular basis.

The Risk Management Committee is assured that the Company has efficient risk management in conformance to our internal control system and good corporate governance.



(Mr. Amorn Asvanunt)

Chairman of Risk Management Committee

I.C.C. International Plc. adheres to teamwork spirit, based on transparency and good corporate governance, which have been the company's management philosophy for many years. This has proven to be one of the key factors in maintaining effective internal control systems.

The Audit Committee attended and reported the audit result to the Company Board of Directors at the 7/2563 Board of Directors Meeting on 19 February 2021, whereby the Board assessed the corporate internal control system on the basis of information from corporate management and the auditors' report. A summary of the findings concluded that in the assessment of the corporate internal control system which consists of the five elements: control environment, risk management, control measures, information technology and communication and monitoring, the board concurred with the opinion of the Audit Committee that the corporate internal control system is adequate and appropriate.

Since 2004, the company has appointed an outside party, Dharmniti Internal Audit Co., Ltd., as consultant to oversee the quality of internal auditing and control, in the interests of self-improvement and in response to the ever-changing internal and external environment. Dharmniti Internal Audit Co., Ltd. has assigned Miss Somcharee Kawkomdee as an internal auditor.

The Audit Committee has scrutinized the qualifications of Dharmniti Internal Audit Co., Ltd. and Miss Somcharee Kawkomdee and found that they are suitably qualified for this task because of their independent standing and 11 years of experience in internal auditing of businesses with the same nature as the company's.

## Resume

<b>Name :</b>	Somcharee Kawkomdee
<b>Current Position :</b>	Director of Dharmniti Internal Audit Co., Ltd.
<b>Education :</b>	Bachelor Degree Faculty of Humanities and social Sciences at Burapha University (Account) Certified Professional Internal Audit of Thailand (CPIAT)

## Summary of Training :

1. Internal Auditor Program Class 1-2
2. Risk Assessment Program
3. COSO 2013 Program (Theory and Practice)
4. Maintain and improve the quality of internal audit work project
5. Self-assessment on anti-corruption measurement
6. Guidelines for Investigation Fraud
7. International Standards for the Professional Practice of Internal Auditing
8. CIA Part II Training at Federation of Accounting Professions
9. Internal Audit Training Program to prepare for Internal Auditor (Pre CIA) Chulalongkorn University
10. Asian Confederation of Institutes of Internal Auditors Conference 2018 (Malaysia)

## Work Experience :

1. 2006 - 2008 Internal Auditor at Dharmniti Auditing Co., Ltd.
2. 2009 - 2010 Senior Internal Auditor at Dharmniti Auditing Co., Ltd.
3. 2011 - 3/6/2016 Assistant Manager at Dharmniti Auditing Co., Ltd

For better efficiency in auditing, the company has mandated that the internal auditor coordinate with the Secretary of the Audit Committee who is responsible for the Internal Audit Unit, reporting directly to the Audit Committee on a quarterly basis.

Dharmniti Internal Audit Co., Ltd. has coordinated closely with the company's Internal Audit Unit to submit and discuss the audit results with the President and Vice Executive Chairman before reporting in writing to the Audit Committee every quarter. This is aimed at exchanging views and opinions for further internal audit works especially the issues regarding the control of sales management to ensure consistency and promotion of the company's business which has become more diversified and complicated. Emphasis continued to be placed on development of information technology in support of internal auditing process in line with the company's business development plan according to the new Enterprise Resource Planning (ERP) and the Paper Usage Decreasing Plan. For operations in 2020, Dharmniti Internal Audit Co., Ltd., as the company's internal audit consultant, reported that I.C.C. International Plc. had adequate and appropriately effective Internal Control Systems.

## Organization and Environment

The company's organizational nature and environment enable management to implement actions efficiently and effectively, with clear set objectives in business operations, whereby performance can be clearly followed up and evaluated and managed on the basis of good corporate governance and fairness, mainly taking into consideration fairness to customers.

## Risk Management

The Risk Management Committee, comprising Mr. Amorn Asvanunt as Chairman, and Mr. Thamarat Chokwatana, Ms. Munchusa Terapongpipat, Miss Yauwaluk Namakorn, Mr. Yothin Suwanket, Mr. Viritpol Chaithavornsathien, Jerapat Charoenchaikorn Ph.D. as members, and Mrs. Duangrudee Milintanggul as member and secretary, reported progress in risk management for the Year 2020 to the Audit Committee.

In 2020, the Accounting & Finance Division and the Information Technology Division proceeded with systems modification of the Enterprise Resource Planning (ERP) Phase II and Paperless System, in collaboration with the Corporate System Development unit and the assigned task force, in the application of the improved work process as database in further top-up for the effective and efficient usage of the new ERP system according to risk management evaluation in order to improve efficiency and effectiveness of the company's work processes, core operation systems, which covered strategic, operational, as well as fraud and corruption risks in order to enhance the company's preparedness in the face of changing internal and external situations, as well as in line with shifting competitive and marketing trends, with the objective to bolster sustainability of its business. Moreover, improving work system regarding the personal data control has also added into consideration in order for the Company to comply with Personal Data Protection Act which will become effective in 2021.

## Control of Administrative Operations

I.C.C. International Plc. provides a clear and written delegation of authority and financial approval limit for each level of the management. In conducting transactions with major shareowners, directors, management executives or other related parties, the company has adhered strictly to the official procedures and regulations.

For clarity of personnel's legal obligations, the company has issued sets of regulations for strict adherence by employees in accordance with the corporate rules and related laws concerning corporate governance policies, business ethics and employee ethics.

The Audit Committee, together with the Vice President of Accounting and Finance, have carefully scrutinized on the basis of transparency thirteen inter-related transactions, including the anticipated benefits in line with market situation and conflicts of interests of related parties, prior to proposing them to the Board of Directors for approval.

During the year, the Board of Directors developed the policy that management report periodically through executive summaries on significant and binding transactions that were carried out by authorized staff, with a view to fostering good corporate governance and providing better risk management.

Whereas the Company has announced its intention to become a member of the Private Sector Collective Action Coalition against Corruption: CAC and has been renew certified as member of Thailand's Private Sector Collective Action Coalition against Corruption on 4 November 2019. It is noted that in 2020, the Company has not received any complaint or report of any alleged or suspected acts of corruption via any of the channels provided.

Furthermore, the Board of Directors and the management team have motivated and enforced the operational discipline of employees in compliance with legal and regulatory procedures, as well as the principles of good corporate governance as stipulated by the Stock Exchange of Thailand and Securities and Exchange Commission.

## Information Technology and Data Communication Systems

The company always provides sufficient and comprehensive information to the Board of Directors to consider in the meetings and sets meeting dates well in advance.

## Monitoring

The company has set clear objectives in writing for business operations, with systematic monitoring and solution directions, in case operations deviate from targets.

## Profiles of the person taking the highest responsibility in finance and accounting(CFO) and the person supervising accounting

In order to comply with the regulations of the Stock Exchange of Thailand and allow the company to have quality financial reports continuously. The Board of Directors' meeting held on 16 November 2018 approved the determination of the highest responsibility in accounting and finance (CFO) and the person supervising accounting.

1. Mr. Nattapat Petchratanaporn	Executive Director, Vice President to Accounting & Finance Division	The person taking the highest responsibility in finance and accounting(CFO)
2. Miss Yauwaluk Namakorn	Assistant Vice President Division of Accounting & Finance	The person supervising accounting

(Which has qualifications and conditions for being an accountant with criteria specified by Department of Business Development)

Both of them are fully qualified according to the SEC's rules as follows.

# Profiles of the person taking the highest responsibility in finance and accounting(CFO) and the person supervising accounting

Name /Position / Appointment date	Age (Year)	Education	Training Background	Proportion of Share owning at 31 Dec 2020 (%)	Relationship of Directors and Executives	Work experience	
						Period	Position / Company
1. Mr. Nattapat Petchratanaporn Executive Director, Vice President to Accounting & Finance Division 16 November 2018	62	- Bachelor of Science (Accounting), Bangkok University	1. TFRS for NPAs : Important issues and future directions 2. TAX AUDIT : Analyze financial statements before filing PND.50 form	0.003	- NA -	1979 - 1997	Accounting and finance
						1198 - 2009	Assistant Vice President Division of Accounting & Finance
						2010 - Present	Executive Director, Vice President to Accounting & Finance Division of I.C.C. international Public Company Limited.
						2010 - Present	Director of Thai Itokin Co., Ltd.
						2014 - Present	Managing Director of WBRE Co., Ltd.
						2019 - Present	Director of Scentimental (Thailand) Co., Ltd.
						June 2020 - Present	Director of Maharachapreuk Co., Ltd.
						June 2020 - Present	Director of Koraj Watana Co., Ltd.
						July 2020 - Present	Director of Inter South Co., Ltd.
						July 2020 - Present	Director of Can Co., Ltd.
2. Miss Yauwaluk Namakorn Assistant Vice President Division of Accounting & Finance 16 November 2018	53	- Bachelor's Degree in Accounting, Rajamangala University of Technology - Bachelor's Degree of Business Administration, Burapha University	1. TFRS for NPAs : Important issues and future directions 2. TAX AUDIT : Analyze financial statements before filing PND.50 form 3. Tax Update Year 2020	- NA -	- NA -	1989 - 2003	Senior Accountant, SCG Accounting Services Co., Ltd.
						2004 - 2007	Chief Operation Officer
						2006 - 2007	Member of Remuneration Committee
						2008 - 2011	Accounting and Finance Manager, Acting chief executive officer of Admin and Accounting Services Co., Ltd.
						2012 - 2015	Accounting Manager and Senior Financial Officer, Khan- na Co., Ltd.
						2016 - Present	Assistant Vice President Division of Accounting & Finance of I.C.C. international Public Company Limited.

In 2020, the Company had not sought approval from the Annual general meeting in allocating loans and loan guarantees to the related parties. Instead such proposed transactions were submitted to the Board of Director's Meeting or Annual General Meeting for approval from time to time depending on the value of transaction.

As of December 31, 2020, the total amount of loans and loan guarantees provided are as follows :

Type of business	Loans		Loan Guarantees		
	Number of companies	Million Baht	Rate of guarantee annual fee	Number of companies	Million Baht
Joint-ventured companies	3	176.00	0.125 — 0.75	12	401.40
<b>Total</b>	<b>3</b>	<b>176.00</b>		<b>12</b>	<b>401.40</b>

In 2020 loans and guarantees were provided for the purpose of providing financial support to associated companies in proportion with its investment.

Related transactions in 2020 comprise

1. Investment in related companies
2. Loan to related companies

Reasons and necessities of providing loan:

1. To increase the channels of credit sources to corporate borrowers.
2. To help solve the problems of the corporate borrowers business and to increase their liquidity.
3. The corporate borrowers are well-related with the company and the Saha Group of Companies as part of the supply chain, strategic alliance and so forth.
4. The corporate borrowers have collateral and/or guarantors.
5. To give the loan according to the investment proportion.
6. Interest rates are higher than the institutional market rates.
3. Transactions of business-related companies

Details of above three subjects can be found as per Notes of Financial Statements: No.6 Transactions in relation to persons or business-related companies page 179-187 No. 10 Investment in associates page 189-191 and No. 11 Investment in subsidiaries page 191-192 of this Annual Report.

Type of relationship with the companies which can be observed from the Transactions of Business-related companies page 133-136 of this Annual Report.

#### Transactions of Business-related companies as of December 31, 2020

No	Name of Company	Relationship	Sales of Goods	Incomes	Purchase of Goods	Expenses	Purchase of property, plant and equipment/ leasehold
1	Textile Prestige	A	-	6,757,032	777,694	11,436	-
2	Thai President Foods	A	-	20,264,577	-	-	-
3	Thai Wacoal	A	2,642,712	240,426,897	2,125,191,712	1,136,304	-
4	Thanulux	A	8,455,054	12,312,362	425,436,094	1,054,596	-
5	Newcity Bangkok	A	-	40,648	39,684	-	-
6	People's Garment	A	-	1,371,706	331,064,297	2,953,414	-
7	Pan Asia Footwear	A	-	1,053,408	-	-	-
8	Far East Fame Line DDB	A	-	9,028,000	-	15,832,328	-
9	Sahapathanapibul	A	46,261	33,694,358	-	198,502	-
10	S&J International Enterprises	A	14,497,258	24,296,936	4,864,415	221,201	-
11	O.C.C.	A	49,562	3,522,289	730,684	-	-
12	Sahacogen (Chonburi)	A	-	6,620,386	-	-	-
13	Champ Ace	A	-	-	-	168,000	-
14	Sahapat Properties	A	-	115,000	-	-	-
15	First United Industry	A	-	547,020	-	-	-
16	Molten (Thailand)	A	-	3,638,875	-	-	-
17	Molten Asia Polymer Products	A	-	1,872,000	-	-	-
18	Lion Corporation (Thailand)	A	-	88,691,471	1,093,958,083	289,881	-

## Transactions of Business-related companies as of December 31, 2020

No	Name of Company	Relationship	Sales of Goods	Incomes	Purchase of Goods	Expenses	Purchase of property, plant and equipment/ leasehold
19	Sahapat Real Estate	A	-	862,202	-	14,681,638	-
20	International Laboratories	A	13,548	10,636,354	395,138,313	11,324,455	-
21	Seno Saha Logistics	A	-	310,000	-	-	-
22	Kewpie (Thailand)	A	-	7,086,175	-	-	-
23	Sun 108	A	155,707	6,173,640	-	-	-
24	Tiger Distribution & Logistics	A	486,585	14,238,358	98,840	85,839,247	-
25	Better Way (Thailand)	A	8,311,303	32,967,500	1,083,912	18,355	-
26	Raja Uchino	A	-	578,122	219,293	84,000	-
27	Thai Secom Security	A	-	11,595,384	-	777,482	-
28	Thai Naxis	A	-	202,500	99,250	36,632	-
29	Pattaya Manufacturing	A	-	495,768	115,922,738	22,673	-
30	SSDC (Tigertex)	A	-	3,741,333	1,740	-	-
31	Erawan Textile	A	180,268	954,096	8,881,370	-	-
32	H&B Intertex	A	94,866	9,333,366	32,664,339	243,867	-
33	E.P.F.	A	10,520,115	-	-	-	-
34	Total Way Image	A	-	-	25,180,612	-	-
35	Thai Staflex	A	-	51,345	-	-	-
36	Thai Sports Garment	A	-	1,200,000	-	-	-
37	Shiseido Professional (Thailand)	A	-	1,454,250	-	-	-
38	Tsuruha (Thailand)	A	6,122,465	196,035	-	307,558	-
39	Osoth Inter Laboratories	A	311,860	-	-	56,328	-
40	Saha Lawson	A	3,432,419	1,239,551	-	472,941	-
41	S.T.(Thailand)	A	-	5,111,059	30,160,131	-	-
42	Kai I.T. Service	A	-	393,010	-	8,247,526	3,567,970
43	K. Commercial and Construction	A	-	-	-	76,554	-
44	Sahachol Food Supplies	A	253,026	733,179	114,699,822	-	-
45	I.D.F.	A	-	2,889,728	-	-	-
46	Thai Takeda Lace	A	-	3,240,000	-	-	-
47	Thai Hoover Industry	A	500,900	5,698,000	-	-	-
48	WBLP	A	-	500,901	9,700,719	64,080	-
49	Transcosmos (Thailand)	A	-	409,020	-	-	-
50	Top Trend Manufacturing	A	596,632	2,160,000	292	-	-
51	Shop Global (Thailand)	A	29,332,011	3,738,215	61,000	1,367	-
52	Thai Arusu	A	-	1,568,932	-	6,261,904	12,374,197
53	President Bakery	A	-	450,000	-	-	-
54	Saha Pathana Inter-Holding	B	80,467	44,894,147	-	14,721,160	-
55	Vitayasithi	C	-	-	-	281,803	-



## Transactions of Business-related companies as of December 31, 2020

No	Name of Company	Relationship	Sales of Goods	Incomes	Purchase of Goods	Expenses	Purchase of property, plant and equipment/ leasehold
56	Vira Law Office	C	-	231,304	-	5,418,064	-
57	Sukhatasana	C	-	78,184	-	16,027,941	9,119,554
58	Pens Marketing and Distribution	C	18,720,863	1,637,248	25,860,523	-	-
59	Train Time Test	C	-	107,764	-	4,001,881	-
60	T-Way	C	1,088	-	-	272,345	-
61	WBHF	C	-	127,389	129,932	-	-
62	International Commercial Coordination	D	-	32,972	-	8,563,839	-
63	Thai Gunze	D	-	2,681,086	8,640,620	-	-
64	D F Inter	D	-	1,425,000	-	-	-
65	S R P Nanasai	D	-	15,194	-	2,523,501	15,886,512
66	Torfun Property	D	-	12,941	-	-	-
67	International Leather Fashion	E	-	621,429	74,819,813	1,734,392	-
68	Worldclass Rent a Car	E	41,475	3,271,065	4,285	3,695,746	-
69	Issara United	E	49,000	1,276,682	-	-	-
70	Ruamissara Development	E	1,400	-	-	-	-
71	Canchana International	F	16,607,779	222,149	-	77,532	-
72	Thai Itokin	F	325,465	5,651,230	57,912,772	5,725,347	-
73	WBRE	F	-	1,690,273	-	-	-
74	Paknumpo Wattana	G	12,300,613	158,768	-	501,084	-
75	Maharachapreuk	G	18,900,561	160,721	-	1,290,067	-
76	Can	G	8,961,888	26,019	-	11,296	-
77	Koraj Wattana	G	17,644,505	5,345	-	2,083,201	-
78	Sun and Sand	G	19,254,954	7,131	-	2,340,551	-
79	Intersouth	G	19,377,182	8,632	-	1,939,707	-
80	Intanin Chiangmai	G	34,186,311	6,268	-	3,647,871	-
81	Eastern I.C.C.	G	14,178,635	6,310	-	3,162,588	-
82	Chokwatana	G	-	5,505	-	-	-
Total			266,634,738	648,821,744	4,883,342,979	228,402,185	40,978,233

**Remarks** 1 : A : SPI is a co-major shareowner B : ICC's major shareowner C : Major shareowner is ICC's Directors or Executives  
D : MD is ICC's Directors or executives E : Associate F : Subsidiary  
G : Directors or executives is ICC's MD

2 : Related transactions for the past 3 years, please see details on the company website (<http://www.icc.co.th>)

### Pricing policy for related business

It is in compliance with normal trade condition which is the market price and the same price as dealt with other

Description	Remuneration Policy
Acquisition of the trademark	Cost of trademark registration plus interest cost incurred by the buyer since the acquisition year.
Immovable property rental income / expense	Depending on the market price by consideration on the location, condition and benefits generated by the use of property.
Royalty income	At percentage of net factory sales compared to market price.
Royalty expense	At percentage of net company sales compared to market price.
Consultancy income / expense	Depending on complexity level of such service provided.
Inventory management fee	Number of item pick-up, registering record and number of boxes in transporting goods and goods return.
Transportation charge	Depending on the volume or number and distance of Goods transported, compared with other transportation companies' charge.
Interior design & installation expense	Depending on the design, area, size, construction materials and interior design technique, through bidding process.
Advertising expense	Depending on market price and the service charge must not be higher than the rate set by advertising business.
Display equipment	} Depending on market price.
Computer expense	
Packaging, purchase of computers and give-away items	
Training expense	According to the training course and proficiency of resource person.
Service fee of sales personnel provider at special sales events	At percentage of wage rate per day compared to market price and other contractors.

### Related transactions in 2020

1. At the Board of Directors' Meeting # 9/2562 held on January 10, 2020 attended by 3 members of the Audit Committee, resolutions were passed to allow the Company to provide a joint guarantee for Toyobo Saha Safety Weave Co., Ltd. for another year in the latter's credit lines extended by Sumitomo Mitsui Banking Corporation, Mizuho Bank and the Bank of Ayudhya, for a total credit line amounting to THB 150 million, for a period of 1 year from January 31, 2020 to January 31, 2021, in proportion to its investment in Toyobo Saha Safety Weave Co., Ltd. with ICC's share of the joint guarantee at 7.00% amounting to THB 10,500,000.-.

In addition, the Board also considered and approved provision of joint guarantee for Toyobo Saha Safety Weave Co., Ltd. for additional loans obtained from 3 Banks in the additional loan amount of THB 30 million, for a total credit line amounting to THB 180 million.

(Unit : million Baht)

	Credit line	New Credit line	Total
- Sumitomo Mitsui Banking Corporation	50	10	60
- Mizuho Bank, Ltd.	50	10	60
- Bank of Ayudhya Plc.	50	10	60
Total	150	30	180

With Toyobo Co., Ltd. (Japan) being the guarantor for the full amount in order to be eligible for the lowest interest rate available, and companies in the Saha Group, as the Thai investors, providing joint guarantee of 25.00% or THB 45 million of the total guarantee amount in proportion to their investment in Toyobo Co., Ltd. (Japan), resulting in ICC's share of the joint guarantee at 7.00% , amounting to THB 12,600,000.-.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting : - None -

2. At the Board of Directors' Meeting # 10/2562 held on February 21, 2020 and Meeting # 3/2563 held on October 9, 2020, attended by 4 members of the Audit Committee, resolutions were passed as follows:

2.1 To allow the Company to provide an extension of five-year guarantee facilities for Tsuruha (Thailand) Co., Ltd. with regard to credit limit with Sumitomo Mitsui Banking Corp., Bangkok Branch in the proportion of investment from March 1, 2020 to February 28, 2025. The credit limit provided by the bank totaled THB 101,000,000.-. This joint guarantee proportionate to its investment amounted to THB 30,910,000.-.

2.2 To allow the Company to provide a joint guarantee for Transcosmos (Thailand) Co., Ltd. in the latter's credit lines extended by Transcosmos Inc. (Japan) in the amount of THB 30 million, for a period of 2 years from 1 November 2020 to 31 October 2022, [This, in addition to existing credit lines from Transcosmos Inc. (Japan) in the amount of THB 121 million, for a total loan guarantee of THB 151 million.] in proportion to its investment in Transcosmos (Thailand) Co., Ltd. Resulting in ICC's share of the joint guarantee at 9.00% amounting to THB 2,700,000.- (For a total joint loan guarantee of THB 13,590,000.- in proportion to its investment.)

To agenda 2.1 - 2.2, Mr. Thamarat Chokwatana, director with conflict of interest or being related parties, neither attended nor voted at the meeting.

3. At the Board of Directors' Meeting # 14/2562 held on June 12, 2020 attended by 4 members of the Audit Committee, resolutions were passed to allow the Company to approve the extension of guarantee facilities for Tokyu Corporation (Japan) to the Bank of Ayudhya Plc. for the Credit Line of Saha Tokyu Corporation Co., Ltd., in the proportion of investment as long-term and short-term loans, amounting THB 689.50 Million in total, which Saha Tokyu Corporation Co., Ltd. has gradually paid back THB 179 Million for the long-term loan which leaves the long-term and short-term loans amounting THB 510.50 Million. The remaining long-term loan is also adjusted to obtain the lowest interest rate possible.

- Long-term loans 3 years from June 19, 2020 to May 29, 2023 THB 410.50 Million
- Short-term loans 1 year from June 19, 2020 to May 29, 2021 THB 100.00 Million

Saha Tokyu Corporation Co., Ltd. was guaranteed in full by Tokyu Corporation (Japan) and Saha Group's affiliated companies, as co-investors in Thailand, in proportion to its investment at 50.00%, amounting to THB 255.25 Million. The Company's share of the joint guarantee at 12.00% amounting to THB 61,260,000.-.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting :

- None -

4. At the Board of Directors' Meeting # 15/2562 held on July 17, 2020 attended by 3 members of the Audit Committee, resolutions were passed as follows:

4.1 To allow the Company to provide a joint guarantee for Issara United Co., Ltd. with regard to credit limit with Bangkok Bank Limited for two years in the amount of THB 255 million, whereby all shareowners providing joint guarantee in proportion to their investment in Issara United Co., Ltd. resulting in ICC's share of the joint guarantee at 25.00% amounting to THB 63,750,000.-.

To this agenda, Mr. Boonkiet Chokwatana, the director with conflict of interest or being related parties, neither attended nor voted at the meeting.

**Purpose of transaction in items 1-4.1:**

1. To provide business support to the JV company.
2. To comply with obligations of the joint venture agreement.

4.2 To allow the Company to provide of a loan to Mobile Logistics Co., Ltd. in proportion to investment in said joint venture company in the amount of THB 3,550,000.-.

- Interest rate 3.37% per annum.
- Period of loan 2 years from the date Mobile Logistics Co., Ltd. receives the loan.

**Purpose of transaction :**

1. To support the business of the invested company.
2. To gain benefit from loan interest.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting :

- None -

5. At the Board of Directors' Meeting # 1/2563 held on August 21, 2020 attended by 4 members of the Audit Committee, resolutions were passed to approve the Company's utilization of 11,363.10 sq.m. space of Tiger Suvarnabhumi Distribution Center from Sahapat Real Estate Co., Ltd. for product storage and centralization of ICC's distribution centers. The duration of the agreement is one year, from September 1, 2020 to August 31, 2021.

- Service rate for storage space and Common service fee	18,628,275.60 Baht / year
1,552,356.30 Baht / month, total of	
- Damage insurance fee (3 months)	4,657,068.90 Baht
- Cost of use of space during warehouse moving	6,253,970.10 Baht
from May to August 2020	
Total	29,539,314.60 Baht

**Purpose of transaction :**

1. To lessen the burden of area acquisition and warehouse administration.
2. To be able to effectively administrate the Company's distribution center within Supply Chain system with Saha Group's manufacturer and distributor companies.

To this agenda, Mr. Thamarat Chokwatana and Mrs. Chailada Tantivejkul, the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

6. At the Board of Directors' Meeting # 11/2562 held on March 13, 2020 which was attended by 4 members of the Audit Committee, resolutions were passed on the following matters:

- To allow the Company to lease immovable properties for no more than 3 years, as well as executing transactions relating to the assets and services of related parties. For details of the said parties and their relationship to the Company, please refer to Business-related Companies on pages 133-136 of this Annual Report

Such leasing of property and transactions relating to the assets and services had a total value of less than THB 611 million (less than 3% of NTA as at December 31, 2019).

1. Rental income (immovable property), with one-year lease, the actual amount in 2020	=	26,002,721	Baht
2. Rental expense (immovable property), with one-year lease, the actual amount in 2020	=	-	Baht
3. Royalty income with three-year agreement period starting from 2019 to 2021, the actual amount in 2020	=	1,553,250	Baht
4. Royalty payment with five-year agreement period starting from 2017 to 2021, the actual amount in 2020	=	10,292,901	Baht
5. Actual expenses in 2020	Total	=	46,379,610 Baht
- Interior design and fixtures			
- Business and legal consultancy fees			
- Construction and renovation of existing building			

- Training expenses
- Service fee for sales personnel at events

To this agenda, Mr. Boonkiet Chokwatana, Mr. Thamarat Chokwatana, Mr. Nophorn Bhongsvej, Mr. Manu Leelanuwatana, Mrs. Kobsuk Saengsawad, Miss Munchusa Terapongpipat and Surat Wongrattanapassorn Ph.D., the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

Note : Related transactions, which occurred in the past 3 years are available on the company's website (<http://www.icc.co.th>).

### Criteria for Approval of Related Transaction

1. All related transactions (loan, guarantee, investment, rental or leasing of immovable properties not exceeding 3 years and transactions involving assets or services) must be approved by all the following boards and committee:

1. The Audit Committee
2. The Executive Board
3. The Board of Directors

In every instance, the Audit Committee must audit, scrutinize and make a summary of any conflict of interest in each transaction for submission to the Executive Board and the Board of Directors for the judgment in terms of business risk. In the Board of Directors' Meeting, directors who stood to gain or lose were not entitled to vote, and thus had neither participated in the meeting, nor given any approval to the transaction.

2. The Board of Directors has approved in principle to allow the management to manage all normal business transactions or the transactions that should support normal business terms and conditions under a trade agreement generally made between normal counterparties having no undue bargaining power influenced by being in the capacity of director, executive or related persons.

Approval in principle shall be conducted annually and the report on related transactions arising during the year shall be presented to the Audit Committee and the Board of Directors to ensure such related transactions are of sound reason and in the best interest of the Company, together with disclosure of relevant details, types and value of related transactions in the remarks of financial statement on a quarterly basis.

### Criteria for Approval

1. Potential benefits to the company and/or affiliated companies in terms of interest, dividend, trade activity and transaction, including ongoing trade.
2. Security that the company should hold or receive from the said transaction.
3. The borrower's strength, as well as the ability to pay back the capital and interest in due time.
4. Business prospective of the borrowing, guaranteeing and investing company.
5. The capability of the CEO of the borrowing, guaranteeing and investing company.
6. Criteria in monitoring and checking transaction as well as access to statistical reports in the borrowing, guaranteeing and investing company to perceive its status.

### The necessity and rationale for entering into transactions with parties with possible conflict of interests

To sustain the company's operations under the prevailing severe competitive situation, the company needed to secure the support of business partners and business alliance network from upstream to downstream industries, further contributing to its competitiveness and business potentials, and leading to its further development and sustainable growth in the future.

While its business partners and business alliance members might be parties with possible conflict of interests, nevertheless, the Board of Directors might find it reasonable and necessary to enter into agreement or transaction with said parties, bearing in mind the best interests of the shareholders and the Company. In such case, the transaction price would be based on normal business terms, without harboring any intention to engage in unjust transfer of company asset or interest to such parties with possible conflict of interests.

Furthermore, the Company has the measure to control the related transaction and limit financial assistance for non-subsiary companies by requiring that giving loan or guarantee shall be done according to the share-owning proportion in compliance with the joint - venture agreement.

The Company is committed to further improving on its effective standard in assessing the value of related transactions, as well as monitoring, evaluating and reporting on the related transaction with more clarity, thoroughness, accuracy and speed.

### Future Trend in Related Transactions

The Board of Directors duly recognized their responsibilities as the directors of a public company in carrying out their duties toward the shareholders, employees, and all stakeholders, in accordance with good corporate governance practices. The prospect of related transactions being undertaken as a normal feature in regular trade, based on the trading principle of price mechanisms in the market, is very likely, provided said transactions are fair and do not serve to transfer the interests relating to price mechanisms between the Company and business or other relevant persons, and disclosure of all relevant information is duly carried out in accordance with the Notification of the Capital Market Supervisory Board, regarding "rules on connected transactions".

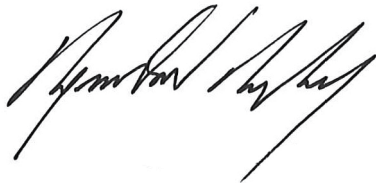
## Report on the Company Board of Director's Responsibility on the Financial Report

As a listed company, the Board of Directors realizes the duties and responsibilities for preparation of financial statements of I.C.C. International Public Company Limited and its subsidiaries, in accordance with Thailand Financial Reporting Standard, by selecting an appropriate accounting policy, to which the company has strictly adhered on a regular basis. The Board of Directors has exercised due care and reasonable projection in preparing the reports. There is adequate disclosure of material information in the Notes to Financial Statements as well as explanations and analysis as regards to the financial status and operating results of the Company and its subsidiaries, for the benefits of shareholders and general investors alike. The financial statements have been audited, with unqualified opinion by independent certified public accountants.

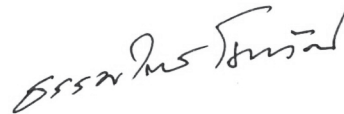
In addition, the Board of Directors has promoted actions in accordance with Corporate Governance Principles, and assured that the company has adopted efficient and effective risk management and internal control systems. These will ensure that the accounting data recording procedures are accurate, complete and sufficient for maintaining assets of the Company and its subsidiaries, including prevention of material frauds and irregularities.

In so doing, the Audit Committee of the Company, consisting of independent directors as members, has reviewed the quality of financial reports and the internal control system, and hereby expressed their opinion in the Report of Audit Committee, as shown in the Annual Report and 56-1 Reporting Form.

The Board of Directors is of the opinion that Corporate Governance, risk management and internal control systems of the company are adequate and appropriate, thereby providing reasonable assurances that the Financial Statements of the Company and its subsidiaries, for the Year Ending December 31, 2020, had been prepared and disclosed accurately, as deemed fully compliant to the financial reporting standard.



(Mr. Boonkiet Chokwatana)  
Chairman and  
Executive Chairman



(Mr. Thamarat Chokwatana)  
President and  
Vice Executive Chairman



## To the Shareholders of I.C.C. International Public Company Limited

### Opinion

I have audited the consolidated and separate financial statements of I.C.C. International Public Company Limited and its subsidiaries (the "Group") and of I.C.C. International Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2020, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2020 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

### Basis for Opinion

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

### Key Audit Matters

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

Valuation of inventory	
Refer to Note 4(g) and 8	
The key audit matter	How the matter was addressed in the audit
The Company sells fashion goods and others which are subject to rapid change in consumer's demand. As a result there is the risk that holding a high amount of inventory may result in the Company being unable to sell products before market trend and customer demand changes which may result in the cost of inventories being higher than net realizable value including any inventory obsolescence. Therefore, the valuation of inventories involve management's judgment in determining the adequate provision for obsolete stocks to present the appropriate valuation of inventory. I considered this to be a key audit matter.	My audit procedures included the following:
	• understanding the process of inventories valuation by inquiry
	of the responsible person in this area, and identifying controls
	and performing tests of controls over the inventory process;
	• testing on samples of the inventory aging report to check aging
	with the related documents to consider that these were
	classified in the appropriate aging bracket with the assistance
	of KPMG IT Audit;
	• assessing the appropriateness of the methodology used for
	calculating the provision for obsolete by challenging the
	assumptions, category of inventory and comparing with
	historical experience and testing on a sample of the detail of
	outstanding balances and sales plan;
	• considering the value of inventories by comparing cost and the
	selling price less related selling expenses and testing on a
	sample basis with the related supporting documents; and
	• assessing the adequacy of disclosures in accordance with the
	relevant Thai Financial Report Standards.

Valuation of investment in non-listed equity instruments	
Refer to Note 4(d) and 26	
The key audit matter	How the matter was addressed in the audit
TFRS 9 was implemented by the Group on 1 January 2020.	My audit procedures included the following:
This new standard required the Group to measure investments in equity instruments at fair value.	<ul style="list-style-type: none"> <li>understanding the investment valuation process including assessing the appropriateness of valuation methodology and the inputs used for valuation;</li> </ul>
The Group has classified investment in non-listed equity instruments as investments in financial assets at fair value through other comprehensive income ("FVOCI").	<ul style="list-style-type: none"> <li>assessing the appropriateness of the key assumptions used in valuation by comparing these to externally published industry data and considering whether these assumptions are consistent with the current market environment;</li> </ul>
Determining the fair value of these financial instruments require the use of valuation models. The valuation models use various unobservable inputs which are subject to high estimation uncertainty.	<ul style="list-style-type: none"> <li>testing on samples of the investments by involve KPMG valuation specialists to assist in evaluation of the valuation methodology used and evaluate the financial parameters applied to the discount rate; and</li> </ul>
The use of different valuation models and assumptions could produce significantly different estimates of fair value.	<ul style="list-style-type: none"> <li>assessing the adequacy of disclosure in accordance with the relevant Thai Financial Reporting Standards.</li> </ul>
Due to high degree of judgement and the material impact to the Group's financial statements, I considered this to be a key audit matter.	

First time adoption of TFRS 16 Leases	
Refer to Note 4(m) and 14	
The key audit matter	How the matter was addressed in the audit
The Group has several leases agreements, which mainly are store rental. The first-time adoption of TFRS 16 required the Group to identify all contracts that contain a lease. Management had to collect a high amount of data to identify all leases and determine their contractual terms such as lease period, discount rate, renewal options, non-lease components, etc. As at 31 December 2020, the Group recognised right-of-use assets amounting to Baht 383.93 million and Baht 381.88 million and lease liabilities amounting to Baht 400.66 million and Baht 398.40 million in consolidated and separate statement of financial position, respectively.	My audit procedures included the following: <ul style="list-style-type: none"> <li>understanding of the Group's policy, data collection process, and process for, and controls over, identification of all leases and the determination of their contractual terms.</li> <li>obtaining the Group's quantification of right-of-use assets and the lease liabilities. For a sample of leases, corroborating the values recognised with the data collected and assessed the appropriateness of the determination of the lease terms and the calculation of the right-of-use assets and lease liabilities;</li> <li>testing the reconciliation to the Group's operating lease commitments as reported in the prior year financial statements, and verified the key service contracts to assess whether they contained a lease under TFRS 16;</li> </ul>
The Group elected to use the modified retrospective transition approach as at 1 January 2020 recognising the significant right-of-use assets and lease liabilities at that date.	<ul style="list-style-type: none"> <li>testing the calculation of the adjustment on first time adoption of TFRS 16; and</li> </ul>
Due to high degree of judgement and the material impact to the Group's financial statements, I considered this to be a key audit matter.	<ul style="list-style-type: none"> <li>assessing the adequacy of disclosure in accordance with the relevant Thai Financial Reporting Standards</li> </ul>

Revenue recognition – consignment	
Refer to Note 4(s) and 20	
The key audit matter	How the matter was addressed in the audit
The Company is the leader in distribution of fashion consumer products in department stores as major channel and various stores as the minor channel.	My audit procedures included the following:
In consignment sales, the control of the product does not pass to the distributor at that point in time. Revenue from sales should not be recognized until the control of the product has passed to the consumer. The terms of the arrangement may stipulate that the Company can control or deliver the product to the consumer, and the consignee will pay for the product when they are sold to the consumer. I considered this to be a key audit matter.	<ul style="list-style-type: none"> <li>understanding and assessing the design and testing the operating effectiveness of internal controls related to recognition of the consignment sales;</li> <li>testing on samples of net sales transactions after deduction of transactions that are not delivered to consumer;</li> <li>testing on samples of journal entries posted to revenue accounts to consider any possible irregular sales transactions;</li> <li>performing reconciliation between the input data with data in ERP system with the assistance of KPMG IT Audit;</li> <li>comparing revenue reported by group of products in the current reporting period with prior period to identify unusual transactions;</li> <li>and</li> <li>assessing the adequacy of disclosures in accordance with the relevant Thai Financial Report Standards.</li> </ul>

#### Emphasis of Matters

I draw attention to note 3 to the financial statements which describes the impact of the adoption of certain new accounting policies from 1 January 2020 on the Group and the Company and note 5 to the financial statements which describes the impact of the COVID-19 outbreak on the Group's and the Company's business together with management's plan to address these circumstances, and the adoption of the guidance on temporary accounting relief measures providing additional accounting options for the treatment of the impact of COVID-19 outbreak in the financial information for the year ended 31 December 2020. My opinion is not modified in respect of these matters.

#### Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

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

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

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

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

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

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

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

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

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

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

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



(Ekkasit Chuthamsatid)  
Certified Public Accountant  
Registration No. 4195  
KPMG Phoomchai Audit Ltd.  
Bangkok  
19 February 2021

**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of financial position**

Assets	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		(in Baht)			
<b>Current assets</b>					
Cash and cash equivalents	7	1,795,163,197	1,113,700,825	1,780,973,190	1,095,120,351
Current investments		576,541,068	806,882,408	576,541,068	806,882,408
Trade receivables	6, 26	1,083,001,665	1,415,823,425	1,076,076,313	1,396,405,968
Other receivables	6	260,005,756	139,593,469	260,312,255	139,686,369
Short-term loans to related parties	6	57,500,000	57,500,000	176,000,000	181,500,000
Inventories	8	2,999,778,863	3,658,212,900	2,986,326,711	3,644,478,380
Real estate projects under development	9	98,050,788	110,515,073	-	-
Out put VAT on consignment sales of inventories		236,003,153	307,839,892	236,003,153	307,839,892
Other current assets		26,176,824	37,224,689	22,741,621	32,604,599
<b>Total current assets</b>		<b>7,132,221,314</b>	<b>7,647,292,681</b>	<b>7,114,974,311</b>	<b>7,604,517,967</b>
<b>Non-current assets</b>					
Restricted deposits at financial institution		2,948,839	2,948,839	-	-
Other non-current financial assets	3, 26	19,686,554,095	10,910,520,085	19,686,554,095	10,910,520,085
Investments in associates	10	892,238,287	935,929,895	707,226,870	707,322,963
Investments in subsidiaries	11	-	-	26,449,222	39,441,952
Long-term loan		3,550,000	-	3,550,000	-
Investment properties	12	1,129,446,666	927,692,802	1,193,790,523	993,349,958
Property, plant and equipment	13	2,662,658,666	2,870,697,068	2,592,704,896	2,794,957,235
Right-of-use assets	3, 14	383,926,579	-	381,876,828	-
Other intangible assets	15	90,849,724	100,051,633	83,311,907	92,118,330
Other non-current assets	16	243,409,608	249,695,033	239,937,939	242,560,410
<b>Total non-current assets</b>		<b>25,095,582,464</b>	<b>15,997,535,355</b>	<b>24,915,402,280</b>	<b>15,780,270,933</b>
<b>Total assets</b>		<b>32,227,803,778</b>	<b>23,644,828,036</b>	<b>32,030,376,591</b>	<b>23,384,788,900</b>

**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of financial position**

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		(in Baht)			
<b>Current liabilities</b>					
Bank overdrafts and short-term loans					
from financial institutions	17	31,050,161	37,680,164	-	-
Trade payables	6	1,005,406,946	1,328,033,637	986,474,855	1,303,870,391
Other payables	6	410,636,540	528,099,086	404,542,667	515,379,784
Current portion of lease liabilities	3, 6, 26	194,894,025	-	193,823,801	-
Short-term loans from related parties	6	22,000,000	10,000,000	-	-
Current portion of advance received from					
rental income		6,662,408	-	6,662,408	-
<b>Total current liabilities</b>		<b>1,670,650,080</b>	<b>1,903,812,887</b>	<b>1,591,503,731</b>	<b>1,819,250,175</b>
<b>Non-current liabilities</b>					
Lease liabilities	3, 14, 26	205,761,446	-	204,580,782	-
Deferred tax liabilities	23	2,452,848,824	672,275,178	2,450,507,497	669,893,624
Provisions for employee benefits	18	553,591,652	562,105,926	523,768,188	530,963,024
Advance received from rental income		191,274,984	-	191,274,984	-
Other non-current liabilities		36,916,353	36,946,734	35,263,437	35,708,910
<b>Total non-current liabilities</b>		<b>3,440,393,259</b>	<b>1,271,327,838</b>	<b>3,405,394,888</b>	<b>1,236,565,558</b>
<b>Total liabilities</b>		<b>5,111,043,339</b>	<b>3,175,140,725</b>	<b>4,996,898,619</b>	<b>3,055,815,733</b>



**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of financial position**

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		(in Baht)			
<i>Equity</i>					
Share capital:					
Authorised share capital					
(500 million ordinary shares, par value					
at Baht 1 per share)		500,000,000	500,000,000	500,000,000	500,000,000
Issued and paid-up share capital					
(291 million ordinary shares, par value					
at Baht 1 per share)		290,633,730	290,633,730	290,633,730	290,633,730
Share premium:					
Share premium on ordinary shares		1,487,143,830	1,487,143,830	1,487,143,830	1,487,143,830
Share premium on treasury shares		51,433,146	51,433,146	51,433,146	51,433,146
Retained earnings:					
Appropriated					
Legal reserve	19	50,000,000	50,000,000	50,000,000	50,000,000
General reserve	19	2,030,721,100	1,961,196,666	2,030,721,100	1,961,196,666
Unappropriated		11,498,629,208	11,318,201,899	11,401,641,244	11,169,975,496
Other components of equity		11,719,604,678	5,315,787,967	11,721,904,922	5,318,590,299
<b>Equity attributable to owners of the parent</b>		<b>27,128,165,692</b>	<b>20,474,397,238</b>	<b>27,033,477,972</b>	<b>20,328,973,167</b>
Non-controlling interests		(11,405,253)	(4,709,927)	-	-
<b>Total equity</b>		<b>27,116,760,439</b>	<b>20,469,687,311</b>	<b>27,033,477,972</b>	<b>20,328,973,167</b>
<b>Total liabilities and equity</b>		<b>32,227,803,778</b>	<b>23,644,828,036</b>	<b>32,030,376,591</b>	<b>23,384,788,900</b>

**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of comprehensive income**

	Note	Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
		2020	2019	2020	2019
		(in Baht)			
Revenue from sale of goods	20	7,809,024,222	11,309,214,280	7,624,325,299	11,048,058,101
Cost of sales of goods	8, 22	5,489,383,328	7,568,023,010	5,367,211,080	7,433,499,338
<b>Gross profit</b>		<b>2,319,640,894</b>	<b>3,741,191,270</b>	<b>2,257,114,219</b>	<b>3,614,558,763</b>
<i>Other income</i>					
Dividend income		343,451,334	531,071,210	358,399,717	570,780,051
Gain on disposal of assets		10,266,488	157,239,117	9,876,563	157,009,212
Other income		166,336,551	280,494,193	181,832,675	311,699,878
<b>Total other income</b>		<b>520,054,373</b>	<b>968,804,520</b>	<b>550,108,955</b>	<b>1,039,489,141</b>
<b>Profit before expenses</b>		<b>2,839,695,267</b>	<b>4,709,995,790</b>	<b>2,807,223,174</b>	<b>4,654,047,904</b>
<i>Expenses</i>					
Distribution costs	22	1,420,330,323	2,488,425,065	1,413,944,035	2,485,956,487
Administrative expenses	22	1,306,043,538	1,468,979,720	1,251,484,982	1,416,971,798
<b>Total expenses</b>		<b>2,726,373,861</b>	<b>3,957,404,785</b>	<b>2,665,429,017</b>	<b>3,902,928,285</b>
<b>Profit from operating activities</b>		<b>113,321,406</b>	<b>752,591,005</b>	<b>141,794,157</b>	<b>751,119,619</b>
Finance costs		87,178,276	2,315,455	84,378,515	-
Share of profit (loss) of associates accounted for using equity method	10	(29,709,392)	25,039,094	-	-
<b>Profit (loss) before income tax expense</b>		<b>(3,566,262)</b>	<b>775,314,644</b>	<b>57,415,642</b>	<b>751,119,619</b>
Tax expense	23	55,757,406	56,275,535	55,535,799	55,875,287
<b>Profit (loss) for the year</b>		<b>(59,323,668)</b>	<b>719,039,109</b>	<b>1,879,843</b>	<b>695,244,332</b>

**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of comprehensive income**

	Note	Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
		2020	2019	2020	2019
		(in Baht)			
Other comprehensive income					
<i>Items that will be reclassified subsequently to profit or loss</i>					
Exchange differences on translating financial statements		3,501,225	(6,063,839)	-	-
Loss on measurement available-for-sale investments	26	-	(212,901,898)	-	(212,901,898)
Income tax relating to item that will be reclassified	23	-	42,580,380	-	42,580,380
<b>Total items that will be reclassified subsequently to profit or loss</b>		<b>3,501,225</b>	<b>(176,385,357)</b>	<b>-</b>	<b>(170,321,518)</b>
<i>Items that will not be reclassified to profit or loss</i>					
Gain on investments in equity instruments designated at FVOCI	26	127,057,411	-	127,057,411	-
Gains on remeasurements of defined benefit plans	18	-	40,841,202	-	36,875,832
Share of other comprehensive income of associates accounted for using equity method		1,087,395	-	-	-
Income tax relating to items that will not be reclassified	23	(25,208,047)	(7,375,166)	(25,208,047)	(7,375,166)
<b>Total items that will not be reclassified to profit or loss</b>		<b>102,936,759</b>	<b>33,466,036</b>	<b>101,849,364</b>	<b>29,500,666</b>
<b>Other comprehensive income (expense) for the year, net of tax</b>		<b>106,437,984</b>	<b>(142,919,321)</b>	<b>101,849,364</b>	<b>(140,820,852)</b>
<b>Total comprehensive income for the year</b>		<b>47,114,316</b>	<b>576,119,788</b>	<b>103,729,207</b>	<b>554,423,480</b>
<b>Profit (loss) attributable to:</b>					
Owners of parent		(52,358,596)	725,196,331	1,879,843	695,244,332
Non-controlling interests		(6,965,072)	(6,157,222)	-	-
<b>Profit (loss) for the year</b>		<b>(59,323,668)</b>	<b>719,039,109</b>	<b>1,879,843</b>	<b>695,244,332</b>
<b>Total comprehensive income (expense) attributable to:</b>					
Owners of parent		52,992,856	585,099,493	103,729,207	554,423,480
Non-controlling interests		(5,878,540)	(8,979,705)	-	-
<b>Total comprehensive income (expense) for the year</b>		<b>47,114,316</b>	<b>576,119,788</b>	<b>103,729,207</b>	<b>554,423,480</b>
<b>Basic earnings (loss) per share (in Baht)</b>	24	<b>(0.18)</b>	<b>2.50</b>	<b>0.01</b>	<b>2.39</b>



I.C.C. International Public Company Limited and its Subsidiaries  
Statement of changes in equity

	Consolidated financial statements														
	Note	Issued and paid-up share capital	Share premium on ordinary shares	Share premium on treasury shares	Retained earnings			other components of equity				Equity attributable to owners of the parent	Non-Controlling interests	Total equity	
					Legal reserve	General reserve	Unappropriated	Translation reserve	Fair value reserve	Share of other comprehensive income of associates using equity method	Total other components of equity				
		(In Baht)													
Year ended 31 December 2020															
Balance at 31 December 2019 as reported		290,633,730	1,487,143,830	51,433,146	50,000,000	1,961,196,666	11,318,201,899	(3,338,441)	5,318,590,299	536,109	5,315,787,967	20,474,397,238	(4,709,927)	20,469,687,311	
Impact of changes in accounting policies	3	-	-	-	-	-	500,076,867	-	6,304,142,342	-	6,304,142,342	6,804,219,209	-	6,804,219,209	
Balance at 1 January 2020		290,633,730	1,487,143,830	51,433,146	50,000,000	1,961,196,666	11,818,278,766	(3,338,441)	11,622,732,641	536,109	11,619,930,309	27,278,616,447	(4,709,927)	27,273,906,520	
Transactions with owners, recorded directly in equity															
Distributions to owners															
Dividends	25	-	-	-	-	-	(203,443,611)	-	-	-	-	(203,443,611)	-	(203,443,611)	
Decrease in non-controlling interests of the subsidiary from dissolution of the subsidiary		-	-	-	-	-	-	-	-	-	-	-	(816,786)	(816,786)	
Total distributions to owners		-	-	-	-	-	(203,443,611)	-	-	-	-	(203,443,611)	(816,786)	(204,260,397)	
Comprehensive income for the year															
Profit or loss		-	-	-	-	-	(52,358,596)	-	-	-	-	(52,358,596)	(6,965,072)	(59,323,668)	
Other comprehensive income		-	-	-	-	-	-	2,414,693	101,849,364	1,087,395	105,351,452	105,351,452	1,086,532	106,437,984	
Total comprehensive income (expense) for the year		-	-	-	-	-	(52,358,596)	2,414,693	101,849,364	1,087,395	105,351,452	52,992,856	(5,878,540)	47,114,316	
Transfer to general reserve		-	-	-	-	69,524,434	(69,524,434)	-	-	-	-	-	-	-	
Transfer to retained earnings		-	-	-	-	-	5,677,083	-	(5,677,083)	-	(5,677,083)	-	-	-	
Balance at 31 December 2020		290,633,730	1,487,143,830	51,433,146	50,000,000	2,030,721,100	11,498,629,208	(923,748)	11,718,904,922	1,623,504	11,719,604,678	27,128,165,692	(11,405,253)	27,116,760,439	

I.C.C. International Public Company Limited and its Subsidiaries  
Statement of changes in equity

	Separate financial statements								
	Note	Issued and paid-up share capital	Share Premium on ordinary shares	Share Premium on treasury shares	Retained earnings			Other components of equity	Total equity
					Legal reserve	General reserve	Unappropriated	Remeasuring in available-for-sale investments	
		(in Baht)							
Year ended 31 December 2019									
Balance at 1 January 2019		290,633,730	1,487,143,830	51,433,146	50,000,000	1,869,149,212	10,888,944,765	5,488,911,817	20,126,216,500
Transactions with owners, recorded directly in equity									
Distributions to owners									
Dividends	25	-	-	-	-	-	(351,666,813)	-	(351,666,813)
Total distributions to owners		-	-	-	-	-	(351,666,813)	-	(351,666,813)
Comprehensive income for the year									
Profit or loss		-	-	-	-	-	695,244,332	-	695,244,332
Other comprehensive income		-	-	-	-	-	29,500,666	(170,321,518)	(140,820,852)
Total comprehensive income (expense) for the year		-	-	-	-	-	724,744,998	(170,321,518)	554,423,480
Transfer to general reserve		-	-	-	-	92,047,454	(92,047,454)	-	-
Balance at 31 December 2019		290,633,730	1,487,143,830	51,433,146	50,000,000	1,961,196,666	11,169,975,496	5,318,590,299	20,328,973,167



I.C.C. International Public Company Limited and its Subsidiaries  
Statement of changes in equity

	Separate financial statements								
	Note	Issued and paid-up share capital	Share Premium on ordinary shares	Share Premium on treasury shares	Retained earnings			Other components of equity	Total equity
					Legal reserve	General reserve	Unappropriated	Fair value reserve	
		(in Baht)							
Year ended 31 December 2020									
Balance at 31 December 2019 as reported		290,633,730	1,487,143,830	51,433,146	50,000,000	1,961,196,666	11,169,975,496	5,318,590,299	20,328,973,167
Impact of changes in accounting policies	3	-	-	-	-	-	497,076,867	6,307,142,342	6,804,219,209
Balance at 1 January 2020		290,633,730	1,487,143,830	51,433,146	50,000,000	1,961,196,666	11,667,052,363	11,625,732,641	27,133,192,376
Transactions with owners, recorded directly in equity									
Distributions to owners									
Dividends	25	-	-	-	-	-	(203,443,611)	-	(203,443,611)
Total distributions to owners		-	-	-	-	-	(203,443,611)	-	(203,443,611)
Comprehensive income for the year									
Profit or loss		-	-	-	-	-	1,879,843	-	1,879,843
Other comprehensive income		-	-	-	-	-	-	101,849,364	101,849,364
Total comprehensive income (expense) for the year		-	-	-	-	-	1,879,843	101,849,364	103,729,207
Transfer to general reserve		-	-	-	-	69,524,434	(69,524,434)	-	-
Transfer to retained earnings		-	-	-	-	-	5,677,083	(5,677,083)	-
Balance at 31 December 2020		290,633,730	1,487,143,830	51,433,146	50,000,000	2,030,721,100	11,401,641,244	11,721,904,922	27,033,477,972

**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of cash flows**

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	(in Baht)			
<b>Cash flows from operating activities</b>				
Profit (loss) for the year	(59,323,668)	719,039,109	1,879,843	695,244,332
<i>Adjustments to reconcile profit (loss) to cash receipts (payments)</i>				
Tax expense	55,757,406	56,275,535	55,535,799	55,875,287
Finance costs	87,178,276	2,315,455	84,378,515	-
Depreciation and amortisation	448,206,514	237,386,666	440,380,901	232,629,804
(Reversal of) impairment loss recognised in profit or loss	(437,822)	32,703,807	12,651,001	55,815,255
Gain on derivative	(3,307,917)	-	(3,307,917)	-
Share of (profit) loss of investments in associates accounted for using equity method	29,709,392	(25,039,094)	-	-
Reversal of bad and doubtful debts expenses	-	(1,931,647)	-	(1,517,253)
(Reversal of) losses on inventories devaluation	1,138,328	(10,076,349)	3,525,839	(6,872,958)
Loss on impairment real estate projects under development	349,817	1,809,392	-	-
Gain on disposal of assets	(940,535)	(157,239,117)	(900,913)	(157,009,212)
(Gain) loss on disposal of investments	-	1,793,048	(3,866,418)	1,793,048
Expenses for employee benefits	54,894,188	64,371,592	52,614,575	61,098,134
Dividends income	(343,451,334)	(531,071,210)	(358,399,717)	(570,780,051)
Interest income	(15,584,780)	(35,028,967)	(17,171,119)	(37,110,754)
	254,187,865	355,308,220	267,320,389	329,165,632
<b>Changes in operating assets and liabilities</b>				
Trade receivables	334,053,089	375,588,490	321,560,984	369,815,339
Other receivables	(130,487,865)	(19,428,779)	(130,701,465)	(19,428,779)
Inventories	657,295,709	(291,148,451)	654,625,830	(271,364,812)
Real estate projects under development	12,114,468	12,155,821	-	-
Other current assets	83,087,907	(17,162,596)	81,903,021	(20,144,860)
Other non-current assets	15,835,189	5,855,242	12,172,235	3,511,369
Trade payables	(322,626,691)	54,543,245	(317,395,536)	67,468,481
Other payables	(116,893,809)	(153,692,658)	(110,270,163)	(151,600,685)
Advance received from rental income	197,937,392	-	197,937,392	-
Other non-current liabilities	(30,381)	(5,517,053)	(445,473)	(5,747,453)
Net cash generated from operating activities	984,472,873	316,501,481	976,707,214	301,674,232
Provisions for employee benefits paid	(63,408,463)	(50,229,497)	(59,809,411)	(42,808,981)
Taxes paid	(28,038,048)	(45,932,351)	(27,514,378)	(43,700,667)
<b>Net cash from operating activities</b>	<b>893,026,362</b>	<b>220,339,633</b>	<b>889,383,425</b>	<b>215,164,584</b>

**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of cash flows**

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	(in Baht)			
<b><i>Cash flows from investing activities</i></b>				
Increase (decrease) in current investments	230,341,340	(394,080,393)	230,341,340	(394,080,393)
Proceeds from redemption of debenture held to maturity	-	20,000,000	-	20,000,000
Proceeds from sale of equity securities	87,844,416	-	87,844,416	-
Acquisition of equity securities	(221,890,088)	(226,818,591)	(221,890,088)	(226,818,591)
Proceeds from reduction of other non-marketable equity instruments	-	19,530,816	-	19,530,816
Cash receipt from dissolution of the subsidiary	-	-	3,866,418	-
Acquisition of investments in associates	-	(114,240,000)	-	(114,240,000)
Proceeds from sale of assets	23,184,006	237,548,051	23,144,286	237,318,145
Acquisition of assets	(228,839,651)	(346,637,883)	(227,346,267)	(343,614,682)
Proceeds from repayment of loans to related parties and employees	104,666	33,466,892	7,104,666	52,117,916
Loan to related party	-	-	(1,500,000)	-
Loan to other party	(3,550,000)	-	(3,550,000)	-
Dividends received	358,399,717	570,780,051	358,399,717	570,780,051
Interest received	24,866,852	30,367,612	26,453,191	32,449,399
<b>Net cash from (used in) investing activities</b>	<b>270,461,258</b>	<b>(170,083,445)</b>	<b>282,867,679</b>	<b>(146,557,339)</b>
<b><i>Cash flows from financing activities</i></b>				
Increase (decrease) in bank overdrafts and short-term borrowing from financial institutions	(6,630,003)	17,680,164	-	-
Proceeds from short-term borrowings from related parties	22,000,000	20,000,000	-	-
Repayment of short-term borrowings from related parties	(10,000,000)	(20,000,000)	-	-
Payment of lease liabilities	(284,831,358)	-	(282,954,654)	-
Dividends paid to owners of Company	(203,443,611)	(351,537,209)	(203,443,611)	(351,537,209)
Interest paid	(2,187,778)	(2,195,785)	-	-
Decrease in non-controlling interests of the subsidiary	816,786	-	-	-
<b>Net cash used in financing activities</b>	<b>(484,275,964)</b>	<b>(336,052,830)</b>	<b>(486,398,265)</b>	<b>(351,537,209)</b>

**I.C.C. International Public Company Limited and its Subsidiaries**  
**Statement of cash flows**

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	(in Baht)			
Net increase (decrease) in cash and cash equivalents,				
before effect of exchange rate changes	679,211,656	(285,796,642)	685,852,839	(282,929,964)
Effect of exchange rate changes on cash and cash equivalents	2,250,716	(4,876,834)	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>681,462,372</b>	<b>(290,673,476)</b>	<b>685,852,839</b>	<b>(282,929,964)</b>
Cash and cash equivalents at 1 January	1,113,700,825	1,404,374,301	1,095,120,351	1,378,050,315
<b>Cash and cash equivalents at 31 December</b>	<b>1,795,163,197</b>	<b>1,113,700,825</b>	<b>1,780,973,190</b>	<b>1,095,120,351</b>
<i><b>Non-cash transactions</b></i>				
Decrease in fair value of investment	127,057,411	(212,901,898)	127,057,411	(212,901,898)
Payable for purchases of assets	(6,661,661)	4,497,118	(6,661,661)	4,003,372
Transfer other non-current assets to right-of-use assets	16,420,880	-	16,420,880	-
Transfer property, plant and equipment to investment properties	215,399,399	-	215,399,399	-
Transfer property, plant and equipment to other intangible assets	2,950,000	-	2,950,000	-
Increase in right-of-use assets	(70,467,364)	-	(70,178,042)	-
Decrease in right-of-use assets	63,507,749	-	63,507,749	-

**I.C.C. International Public Company Limited and its subsidiaries****Notes to the financial statements****For the year ended 31 December 2020**

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These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorized for issue by the Board of Directors on 19 February 2021.

## 1 General information

I.C.C. International Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand in December 1978. The Company’s registered office at 530 Soi Sathupradit 58, Bang Phong Phang subdistrict, Yannawa district, Bangkok.

The Company’s major shareholders during the financial year were Saha Pathana Inter-Holding Public Company Limited (24.79% shareholding) and I.D.F. Company Limited (9.53% shareholding). Both companies were incorporated in Thailand.

The principle activity of the Company is distributing consumer products. Details of the Company’s subsidiaries as at 31 December 2020 and 2019 are given in note 11.

## 2 Basis of preparation of financial statements

### (a) *Statement of compliance*

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission.

New and revised TFRS are effective for annual accounting periods beginning on or after 1 January 2020. The initial application of these new and revised TFRS has resulted in changes in certain of the Group’s accounting policies.

The Group has initially applied TFRS – Financial instruments standards which comprise TFRS 9 *Financial Instruments* and relevant standards and interpretations and TFRS 16 *Leases* and disclosed impact from changes to significant accounting policies in note 3.

In addition, the Group has not early adopted a number of new and revised TFRS, which are not yet effective for the current period in preparing these financial statements. The Group has assessed the potential initial impact on the financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

### (b) *Functional and presentation currency*

The financial statements are presented in Thai Baht, which is the Company’s functional currency.

### (c) *Use of judgements and estimates*

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.



## (i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

4(m) and 14	Leases:
	- whether an arrangement contains a lease;
	- whether the Group is reasonably certain to exercise extension options;
	- whether the Group exercise termination options;
	- whether the Group has transferred substantially all the risks and rewards incidental to the ownership of the assets to lessees/sub-leasees;
5	Impact of COVID-19 Outbreak;
10	Equity-accounted investees: whether the Group has significant influence over an investee; and
11	Consolidation: whether the Group has de facto control over an investee.

## (ii) Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties at 31 December 2020 that have a significant risk of resulting in a material adjustments to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

4(m)	Determining the incremental borrowing rate to measure lease liabilities;
5	Impact of COVID-19 Outbreak;
8	Allowance for decline in value is equal to net realisable value;
18	Measurement of defined benefit obligations: key actuarial assumptions;
23	Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;
26	Measurement of ECL allowance for trade receivables and contract assets: key assumptions in determining the weighted-average loss rate; and
26	Determining the fair value of financial instruments on the basis of significant unobservable inputs.

**3 Changes in accounting policies**

From 1 January 2020, the Group has initially applied TFRS – Financial instruments standards and TFRS 16 *Leases*. Impact of changes in accounting policies on shareholders' equity are as follows:

	Note	Consolidated financial statements		Separate financial statements	
		Unappropriated retained earnings	Other components of equity	Unappropriated retained earnings	Other components of equity
		(in thousand Baht)			
At 31 December 2019 - as reported		11,318,202	5,315,788	11,169,975	5,318,590
<b>Increase (decrease) due to:</b>					
Adoption of TFRS - Financial instruments standards					
(1) Classification of financial instruments	(a.1)	-	7,917,783	-	7,920,783
Reversal of allowance for impairment		597,148	-	594,148	-
(2) Impairment losses on financial assets	(a.2)	-	-	-	-
(3) Derivative	(a.3)	(9,403)	-	(9,403)	-
Related tax		(87,668)	(1,613,641)	(87,668)	(1,613,641)
Adoption of TFRS 16 - net of tax	(b)	-	-	-	-
<b>At 1 January 2020</b>		<b>11,818,279</b>	<b>11,619,930</b>	<b>11,667,052</b>	<b>11,625,732</b>

#### A. TFRS - Financial instruments standards

The Group has adopted TFRS - Financial instruments standards by adjusting the cumulative effects to retained earnings and other components of equity on 1 January 2020. Therefore, the Group did not adjust the information presented for 2019. The disclosure requirements of TFRS for financial instruments have not generally been applied to comparative information.

These TFRS - Financial instruments standards establish requirements related to definition, recognition, measurement, impairment and derecognition of financial assets and financial liabilities, including accounting for derivatives and hedge accounting. The details of accounting policies are disclosed in note 4(d) and 4(n). The impact from adoption of TFRS - Financial instruments standards are as follows:

##### (a.1) Classification and measurement of financial assets and financial liabilities

TFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). The classification is based on the cash flow characteristics of the financial asset and the business model in which they are managed. However, the Group may, at initial recognition, irrevocably designate a financial asset as measured at FVTPL. TFRS 9 eliminates the previous classification of held-to-maturity debt securities, available-for-sale securities, trading securities and general investment as specified by TAS 105.

The following table shows classification and measurement categories under TAS 105 and TFRS 9.

Consolidated and separate financial statements			
Classification under TAS 105 at 31 December 2019		Classification under TFRS 9 at 1 January 2020	
	Carrying amounts	Fair value through profit or loss	Fair value through other comprehensive income
	(in thousand Baht)		
<b>Other financial assets</b>			
Equity instruments available-for-sale	8,917,669	-	8,917,669
Other non-marketable equity instruments	1,992,851	-	10,507,782
	10,910,520	-	19,425,451
Derivative liabilities	-	(9,403)	-

The Group and the Company intends to hold non-marketable equity securities, for the long-term strategic purposes. The Group has designated them as measured at FVOCI. The accumulated gain (loss) on measurement of these investments will not be reclassified to profit or loss.

#### (a.2) Impairment - Financial assets

TFRS 9 introduces the 'expected credit loss' (ECL) model whereas previously the Group estimated the allowance for doubtful account by analysing payment histories and future expectation of customer payment. TFRS 9 requires considerable judgement about how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. The new impairment model applies to financial assets measured at amortised cost, contract assets, lease receivables and debt investments measured at FVOCI, except for investments in equity instruments.

The Group has determined that the application of TFRS 9's impairment requirements at 1 January 2020 results in no material impact on the financial statements.

#### (a.3) Derivatives

Under TFRS 9, all derivatives are measured at fair value in the statement of financial position. The Group designates certain derivative held for risk management.

Previously, TFRS were silent on the requirements of derivatives held for risk management purposes. In 2019, the Group accounted for these transactions when they were exercised.

Impact of derivative as at 1 January 2020	Consolidated financial statements	Separate financial statements
	(in thousand Baht)	
Increase in other current financial liabilities	(9,403)	(9,403)
Increase in deferred tax liabilities	1,881	1,881
Decrease in retained earnings	(7,522)	(7,522)

## B. TFRS 16 Leases

From 1 January 2020, the Group has initially adopted TFRS 16 on contracts previously identified as leases according to TAS 17 Leases and TFRIC 4 *Determining whether an arrangement contains a lease* using the modified retrospective approach.

Previously, the Group, as a lessee, recognised payments made under operating leases and relevant lease incentives in profit or loss on a straight-line basis over the term of the lease. Under TFRS 16, the Group assesses whether a contract is, or contains, a lease. If a contract contains lease and non-lease components, the Group has elected not to separate non-lease components and account for the transaction as a single lease component. As at 1 January 2020, the Group and the Company recognised right-of-use assets and lease liabilities, as a result, the nature of expenses related to those leases was changed because the Group recognised depreciation of right-of-use assets and interest expense on lease liabilities.

On transition, the Group also elected to use the following practical expedients:

- do not recognise right-of-use assets and lease liabilities for leases with less than 12 months of lease term;
- use hindsight when determining the lease term;
- apply a single discount rate to a portfolio of leases with similar characteristics;
- rely on previous assessments whether leases are onerous as an alternative to performing an impairment review; and
- exclude initial direct costs from measuring the right-of-use asset.

Impact from the adoption of TFRS 16	Consolidated financial statements	Separate financial statements
	(in thousand Baht)	
<b>At 1 January 2020</b>		
Increase in right-of-use assets	641,152	637,927
Decrease in leasehold rights	(16,421)	(16,421)
Increase in lease liabilities	624,731	621,506
Retained earnings	-	-

Measurement of lease liability	Consolidated financial statements	Separate financial statements
	(in thousand Baht)	
Operating lease commitment as disclosed at 31 December 2019	126,222	122,278
Extension and termination options reasonably certain to be exercised	709,384	709,116
	835,606	831,394
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 January 2020	624,731	621,506
Weighted-average incremental borrowing rate (% per annum)	1.73	1.73

#### 4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained in note 3.

##### (a) *Basis of consolidation*

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates.

##### *Subsidiaries*

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

##### *Non-controlling interests*

Changes in the Group’s interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

##### *Loss of control*

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

##### *Interests in equity – accounted investees*

The Group’s interests in equity-accounted investees comprise interests in associates.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group’s share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence.

##### *Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

##### (b) *Investments in subsidiaries and associates*

Investments in subsidiaries and associates in the separate financial statements of the Company are measured at cost less allowance for impairment losses.

### *Disposal of investments in the separate financial statements*

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

If the Company disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

### **(c) Foreign currencies**

#### *Foreign currency transactions*

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign currency differences are generally recognised in profit or loss. However, foreign currency differences arising from the translation of the following items are recognised in other comprehensive income:

- an investment in equity securities designated as at FVOCI (2019: available-for-sale equity investments) (except on impairment, in which case foreign currency differences that have been recognised in other comprehensive income are reclassified to profit or loss).

#### *Foreign operations*

The assets and liabilities of foreign operations are translated to Thai Baht at the exchange rates at the reporting date.

The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.



**(d) Financial instruments***Accounting policies applicable from 1 January 2020**(d.1) Recognition and initial measurement*

Trade receivables, debt securities issued and trade payables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset and financial liability (unless it is a trade receivable without a significant financing component or measured at FVTPL) is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price. A financial asset and a financial liability measured at FVTPL are initially recognised at fair value.

*(d.2) Classification and subsequent measurement**Financial assets – classification*

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value to other comprehensive income (FVOCI); or fair value to profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cashflows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### *Financial assets – business model assessment*

The Group makes an assessment of the objective of a business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

### *Financial assets – assessment whether contractual cash flows are solely payments of principal and interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

*Financial assets — subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income, calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

*Financial liabilities — classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

*(d.3) Derecognition**Financial assets*

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

*Financial liabilities*

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

*(d.4) Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## *(d.5) Derivatives*

Derivatives are recognised at fair value. At the end of each reporting period the fair value is measured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

## ***Accounting policies applicable before 1 January 2020***

### *Investments in other debt and equity securities*

Debt securities and marketable equity securities held for trading are classified as current assets and are stated at fair value, with any resultant gain or loss recognised in profit or loss.

Debt securities that the Group has the positive intent and ability to hold to maturity are classified as held-to-maturity investments. Held-to-maturity investments are stated at amortised cost, less any impairment losses. The difference between the acquisition cost and redemption value of such debt securities is amortised using the effective interest rate method over the period to maturity.

Debt securities and marketable equity securities, other than those securities held for trading or intended to be held to maturity, are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognised directly in equity. Impairment losses and foreign exchange differences are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss.

Equity securities which are not marketable are stated at cost less any impairment losses.

The fair value of financial instruments classified as held-for-trading and available-for-sale is determined as the quoted bid price at the reporting date.

### *Disposal of investments*

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in profit or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

### *Derivatives*

Derivatives were recognised when they were exercised.

## ***(e) Cash and cash equivalents***

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

## ***(f) Trade and other accounts receivable***

A receivable is recognised when the Group has an unconditional right to receive consideration. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

A receivable is measured at transaction price less allowance for expected credit loss (2019: *allowance for doubtful accounts*) which is determined based on an analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

**(g) Inventories**

Inventories are measured at the lower of cost and net realisable value.

Cost of inventories in categories of trading, consignment goods sales to distributor with condition, manufactured inventories and work-in-progress are calculated using the weighted average cost principle and for cost of inventories on real estate-condominium is calculated using the specific method. Cost of inventory comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

**(h) Real estate development projects**

Real estate development projects are projects for the development of properties with the intention of sale in the ordinary course of business. They are stated at the lower of cost and estimated net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

The cost of real estate development projects comprises specifically identified costs, including acquisition costs, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding real estate development projects are capitalised, on a specific identification basis, as part of the cost of the property until the completion of development.

**(i) Sales VAT on consignment sales of inventories**

Sales VAT on consignment sales shall be recorded and payable when the goods have been delivered to distributor and sales VAT has been submitted to the Revenue Department. This sales VAT shall be recorded as current asset in the statement of financial position. The Company shall also call for VAT from distributor after the goods have been sold to customers.

**(j) Investment properties**

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs.

Any gains and losses on disposal of investment properties are determined by comparing the proceeds from disposal with the carrying amount of investment property, and are recognised in profit or loss.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

Land improvements	5	years
Buildings	10 - 40	years

## (k) *Property, plant and equipment*

### *Recognition and measurement*

#### *Owned assets*

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in profit or loss.

### *Reclassification to investment property*

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property and accounted for at book value.

### *Subsequent costs*

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

### *Depreciation*

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment except for the computer has been determined by using the Sum of Year's Digits Method. The estimated useful lives are as follows:

Buildings and improvements	20 - 50	years
Office equipment	3 - 5	years
Furniture and fixtures	5	years
Vehicles	5	years

No depreciation is provided on freehold land or assets under construction and installation.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.



**(l) Intangible assets***Other intangible assets*

Other intangible assets that are acquired by the Group and have finite useful lives which were trademarks and license database of customers are measured at cost less accumulated amortisation and accumulated impairment losses.

*Subsequent expenditure*

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

*Amortisation*

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

Trademarks	10 years
License database of customers	10 years
Software licenses	10 years

No depreciation is provided on software under development.

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

**(m) Lease***Accounting policies applicable from 1 January 2020*

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in TFRS 16.

*As a lessee*

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease payments included fixed payments less any lease incentive receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include amount under purchase, extension or termination option if the Group is reasonably certain to exercise option. Variable lease payments that do not depend on index or a rate are recognised as expenses in the accounting period in which they are incurred.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in lease term, change in lease payments, change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of purchase, extension or termination options. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

### *As a lessor*

At inception or on modification of a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

The Group recognises finance lease receivables at the amount of the Group's net investment in the lease, which comprises the present value of the lease payments and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

The Group applies the derecognition and impairment requirements in TFRS 9 to the net investment in the lease (See note 4(m)). The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

### *Accounting policies applicable before 1 January 2020*

As a lessee, leases in terms of which the Group substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

Assets held under other leases were classified as operating leases and lease payments are recognised in profit or loss on a straight-line basis over the term of the lease. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

As a lessor, rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

**(n) Impairment of financial assets*****Accounting policies applicable from 1 January 2020***

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, loans to others and related parties), debt investments measured at FVOCI, contract assets, lease receivables, and loan commitments issued which are not measured at FVTPL.

***Measurement of ECLs***

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; or
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of a financial instrument.

Loss allowances for trade receivables and lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both current and forecast general economic conditions at the reporting date.

Loss allowances for all other financial instruments, the Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, significant deterioration in financial instruments's credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 12 months past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Increased in loss allowance is recognised as an impairment loss in profit or loss. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the Group recognises an impairment loss in profit or loss with the corresponding entry in other comprehensive income.

## *Credit-impaired financial assets*

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence of credit-impairment includes significant financial difficulty, a breach of contract such as more than 12 months past due, probable the debtor will enter bankruptcy.

## *Write-off*

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## *Accounting policies applicable before 1 January 2020*

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in profit or loss even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss.

## *Calculation of recoverable amount*

The recoverable amount of held-to-maturity securities carried at amortised cost is calculated as the present value of the estimated future cash flows discounted at the original effective interest rate.

The recoverable amount of available-for-sale financial assets is calculated by reference to the fair value.

## *Reversal of impairment*

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss. For financial assets carried at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

## **(o) Impairment of non-financial assets**

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

*Calculation of recoverable amount*

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

*Reversal of impairment*

Impairment losses recognised in prior periods in respect of non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(p) Employee benefits***Defined contribution plans*

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

*Defined benefit plans*

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

*Other long-term employee benefits*

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

*Termination benefits*

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognizes costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

### *Short-term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### **(q) Provisions**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

### **(r) Measurement of fair values**

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price — i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- *Level 1*: quoted prices in active markets for identical assets or liabilities.
- *Level 2*: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- *Level 3*: inputs for the asset or liability that are based on unobservable input.



If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**(s) Revenue**

Revenue is recognised when a customer obtains control of the goods in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts.

*Sale of goods*

Revenue from sales of goods is recognised when a customer obtains control of the goods, generally on delivery of the goods to the customers. For contracts that permit the customers to return the goods, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore the amount of revenue recognised is adjusted for estimated returns, which are estimated based on the historical data.

*Sale of real estate*

Sale of real estate development project is recognised when the construction works are completed and the ownership has been transferred to buyers.

**(t) Other income**

Other income comprises dividend, interest income and others. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

**(u) Interest**

*Accounting policies applicable from 1 January 2020*

*Effective Interest Rate (EIR)*

Interest income or expense is recognised using the effective interest method. The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

## *Accounting policies applicable before 1 January 2020*

Interest income is recognised in profit or loss at the rate specified in the contract.

Interest expenses and similar costs are charged to profit or loss for the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial periods of time to be prepared for its intended use or sale.

### **(v) Income tax**

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

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**(w) Earnings (loss) per share**

The Group presents basic earnings (loss) per share (EPS) data for its ordinary shares. EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held.

**(x) Related parties**

A related party is a person or entity that has direct or indirect control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or has significant influence over the financial and managerial decision-making of a person or entity.

**(y) Segment reporting**

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

**5 Impact of COVID-19 Outbreak**

In March 2020, in an effort to contain the impact of COVID-19, provincial governments decided to temporarily shut down or reduce operating hours of the Group's operating offices since 22 March 2020. The management is closely monitoring the situation to ensure the safety of the Group's staff and to manage the negative impact on the business as much as possible. At 31 December 2020, the situation of COVID-19 outbreak is still ongoing, resulting in estimation uncertainty on the potential impact, therefore, the Group elected to apply accounting guidance on temporary accounting relief measures for additional accounting options in response to impact from the situation of COVID-19 outbreak on the following:

**(a) Lease modifications**

In March 2020, the Group was granted a rent concession starting from March 2020 as a result of the COVID-19 situation. The Group has monthly deducted lease liabilities in proportion to the reduced rental, reversed depreciation of ROU assets and interest on lease liabilities in proportion to the reduced rental, and recognised the differences to profit or loss for the year ended 31 December 2020, amounting to Baht 2.85 million in the consolidated financial statements.

**6 Related parties**

Relationships with associates and subsidiaries are described in notes 10 and 11. Other related parties that the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Key management personnel	Thai	-	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Saha Pathana Inter-Holding Plc.	Thai	9.97	Major shareholders, 24.79% shareholding, some common shareholders and directors
I.D.F. Company Limited	Thai	9.00	Major shareholders, 9.53% shareholding, some common shareholders and directors
Saha Pathanapibul Plc.	Thai	10.19	8.53% shareholding, some common shareholders and directors
Tiger Distribution & Logistics Co., Ltd.	Thai	19.90	Some common directors
Sahapat Real Estate Co., Ltd.	Thai	19.90	Some common directors
O.C.C. Plc.	Thai	19.73	0.55% shareholding, some common directors
SSDC (Tigertex) Co., Ltd.	Thai	19.58	Some common directors
International Laboratories Co., Ltd.	Thai	19.56	1.10% shareholding, some common directors
DF Inter Co., Ltd.	Thai	19.00	Some common directors
Thai Cubic Technology Co., Ltd.	Thai	19.00	Some common directors
H & B Intertex Co., Ltd.	Thai	19.00	Some common directors
International Commercial Coordination (Hong Kong) Ltd.	Hong Kong	19.00	Some common directors
Pan Asia Footwear Plc.	Thai	18.91	Some common directors
United Utilities Co., Ltd.	Thai	18.56	Some common directors
Top Trend Manufacturing Co., Ltd.	Thai	18.00	Some common directors
SHOP Global (Thailand) Co., Ltd.	Thai	17.42	Some common directors
Bangkok Tokyo Socks Co., Ltd.	Thai	17.31	Some common directors
Pan Land Co., Ltd.	Thai	16.67	Some common directors
BNC Real Estate Co., Ltd.	Thai	16.67	Some common directors
Better Way (Thailand) Co., Ltd.	Thai	16.48	Some common directors
Erawan Textile Co., Ltd.	Thai	16.41	Some common directors
Thai Gunze Co., Ltd.	Thai	16.00	Some common directors
Shiseido Professional (Thailand) Co., Ltd.	Thai	15.00	Some common directors
Tsuruha (Thailand) Co., Ltd.	Thai	15.00	Some common directors
S & J International Enterprises Plc.	Thai	14.61	Some common directors
K. Commercial and Construction Co., Ltd.	Thai	14.50	Some common directors
Raja Uchino Co., Ltd.	Thai	13.59	Some common directors
Thai Takeda Lase Co., Ltd.	Thai	12.76	Some common directors
Champ Ace Co., Ltd.	Thai	12.50	Some common directors

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Treasure Hill Co., Ltd.	Thai	12.00	Some common directors
Morgan De Toi (Thailand) Co., Ltd.	Thai	12.00	Some common directors are close member of the family of the Company's management
Lion Corporation (Thailand) Co., Ltd.	Thai	12.00	Some common directors are close member of the family of the Company's management
Thai Sports Garment Co., Ltd.	Thai	12.00	Some common directors
Sahacogen (Chonburi) Plc.	Thai	11.30	Some common directors
Thanulux Plc.	Thai	11.09	3.44% shareholding, some common directors
Kewpie (Thailand) Co., Ltd.	Thai	10.77	Some common directors are close member of the family of the Company's management
Waseda Education (Thailand) Co., Ltd.	Thai	10.71	Some common directors
Textile Prestige Plc.	Thai	10.43	Some common directors
Far East DDB Plc.	Thai	10.14	Some common directors
Kai I.T. Service Co., Ltd.	Thai	10.00	Indirect holding by Vitayasithi Co., Ltd.
Thai Takaya Co., Ltd.	Thai	10.00	Some common directors are close member of the family of the Company's management
Total Way Image Co., Ltd.	Thai	10.00	Some common directors are close member of the family of the Company's management
E.P.F. Co., Ltd.	Thai	10.00	Some common directors are close member of the family of the Company's management
Worldbest Corporation Co., Ltd.	Thai	10.00	Some common directors
Saha Capital Tower Co., Ltd.	Thai	10.00	Some common directors
K.T.Y. Industry Co., Ltd.	Thai	9.93	Some common directors
Dairy Thai Co., Ltd.	Thai	9.13	Some common directors are close member of the family of the Company's management
First United Industry Co., Ltd.	Thai	9.12	Some common directors
Wien International Co., Ltd.	Thai	9.00	Some common directors
Osoth Inter Laboratories Co., Ltd.	Thai	9.00	Some common directors
Saha Lawson Co., Ltd.	Thai	9.00	Some common directors are close member of the family of the Company's management
Transcosmos (Thailand) Co., Ltd.	Thai	9.00	Some common directors
American Food Co., Ltd.	Thai	9.00	Some common directors are close member of the family of the Company's management
Sun 108 Co., Ltd.	Thai	8.25	Some common directors
Janome (Thailand) Co., Ltd.	Thai	8.00	Some common directors
Thai Bunka Fashion Co., Ltd.	Thai	8.00	Some common directors are close member of the family of the Company's management

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Thai Staflex Co., Ltd.	Thai	8.00	Some common directors
Molten Asia Polymer Products Co., Ltd.	Thai	7.80	Some common directors are close member of the family of the Company's management
Seino Saha Logistic Co., Ltd.	Thai	7.75	Some common directors are close member of the family of the Company's management
Sahachol Food Supplies Co., Ltd.	Thai	6.90	Some common directors
SRP Nanasai Co., Ltd.	Thai	6.33	Some common directors
Molten (Thailand) Co., Ltd.	Thai	6.00	Some common directors are close member of the family of the Company's management
Sahapat Properties Co., Ltd.	Thai	5.75	Some common directors
Pattaya Manufacturing Co., Ltd.	Thai	5.33	Some common directors
People's Garment Plc.	Thai	5.25	0.60% shareholding, some common directors
Thai Wacoal Plc.	Thai	5.09	3.80% shareholding, some common directors
Thai Monster Co., Ltd.	Thai	5.00	Some common directors are close member of the family of the Company's management
Saha Komehyo Co., Ltd.	Thai	5.00	Some common directors
BNC Maesot Co., Ltd.	Thai	5.00	Some common directors
Thai Hoover Industry Co., Ltd.	Thai	4.75	Some common directors
Thai Arusu Co., Ltd.	Thai	4.17	Some common directors
The Mall Ratchasima Co., Ltd.	Thai	4.00	Some common directors are close member of the family of the Company's management
Ratchasima Shopping Complex Co., Ltd.	Thai	4.00	Some common directors are close member of the family of the Company's management
Pens Marketing and Distribution Co., Ltd.	Thai	3.50	Some common directors
Thai Naxis Co., Ltd.	Thai	3.38	Some common directors
Thai President Foods Plc.	Thai	1.25	Some common directors are close member of the family of the Company's management
President Bakery Plc.	Thai	0.70	Some common directors are close member of the family of the Company's management
Newcity (Bangkok) Plc.	Thai	0.79	Some common directors are close member of the family of the Company's management
Can Co., Ltd.	Thai	-	Some common directors
Koraj Watana Co., Ltd.	Thai	-	Some common directors
Sun and Sand Co., Ltd.	Thai	-	Some common directors
Paknumpo Wattana Co., Ltd.	Thai	-	Some common directors
Maharachapreuk Co., Ltd.	Thai	-	Some common directors
Vira Law Office Co., Ltd.	Thai	-	Some common directors



Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Sukhatasana Co., Ltd.	Thai	-	Some common directors
Intanin Chiangmai Co., Ltd.	Thai	-	Some common directors
Inter South Co., Ltd.	Thai	-	Some common directors
Eastern I.C.C. Co., Ltd.	Thai	-	Some common directors
S.T. (Thailand) Co., Ltd.	Thai	-	Some common directors are close member of the family of the Company's management
International Commercial Coordination Co.,Ltd.	Thai	-	Some common directors
Train Time Test Co., Ltd.	Thai	-	Some common directors
Best Factory Outlet Co., Ltd.	Thai	-	Some common directors
Champ Kabin Co., Ltd.	Thai	-	Some common directors
WBLP Co., Ltd.	Thai	-	Some common directors
Scentimetal (Thailand) Co., Ltd.	Thai	-	Some common directors
Munk Production Co., Ltd.	Thai	-	Some common directors
Data First Co., Ltd.	Thai	-	Some common directors

The pricing policies for transactions with related parties are explained further below:

#### Transactions

Sales of goods  
Dividends income  
Other income  
Purchase of goods or receiving of services  
Purchase/sale of assets  
Distribution costs  
Other expenses  
Interest income  
Interest expense  
Rental income  
Rental expense

#### Pricing policies

Market price or contractually agreed prices  
According to the declaration  
Contractually agreed prices  
Contractually agreed prices  
Contractually agreed prices  
Contractually agreed prices  
Contractually agreed prices  
At the rates of 0.90% - 6.03% per annum  
At the rates of 3% - 4% per annum  
Contractually agreed prices  
Contractually agreed prices

Significant transactions for the years ended 31 December with related parties were as follows:

Year ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
<b>Subsidiaries</b>				
Sales of goods	-	-	16,933	24,792
Other income	-	-	7,564	8,591
Purchases of goods	-	-	57,913	110,895
Distribution costs	-	-	3,969	10,012
Other expenses	-	-	1,834	1,475
<b>Associates</b>				
Sales of goods	92	428	26	361
Dividends income	14,948	39,709	14,948	39,709
Other income	1,816	4,566	1,816	4,566
Purchases of goods	74,824	122,023	74,824	122,023
Distribution costs	277	301	277	301
Other expenses	5,930	7,372	5,639	7,046
<b>Other related parties</b>				
Sales of goods	315,902	383,398	302,312	367,511
Dividends income	322,122	487,719	322,122	487,719
Other income	153,594	149,481	153,589	149,419
Purchases of goods	4,754,533	6,600,023	4,754,139	6,585,790
Purchase of assets	41,476	109,068	41,476	109,023
Distribution costs	214,345	295,408	214,332	295,332
Other expenses	51,576	97,513	49,272	94,564
<b>Key management personnel</b>				
Key management personnel compensation				
Short-term employee benefits	59,668	79,116	55,982	74,721
Long-term benefits	7,910	7,882	5,659	6,649
<b>Total key management personnel compensation</b>	<b>67,578</b>	<b>86,998</b>	<b>61,641</b>	<b>81,370</b>

Balances as at 31 December with related parties were as follows:

<i>Trade accounts receivable</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
<b>Subsidiaries</b>	-	-	6,385	10,953
Associates	-	118	-	118
Other related parties	89,998	104,613	89,008	102,272
<b>Total</b>	<b>89,998</b>	<b>104,731</b>	<b>95,393</b>	<b>113,343</b>
Less allowance for expected credit loss				
<i>(2019: allowance for doubtful accounts)</i>	(907)	(1,289)	(907)	(1,289)
<b>Net</b>	<b>89,091</b>	<b>103,442</b>	<b>94,486</b>	<b>112,054</b>
Reversal of expected credit losses				
<i>(2019: Bad and doubtful debts expense) for the year</i>	<b>(382)</b>	<b>(6,888)</b>	<b>(382)</b>	<b>(6,888)</b>

<i>Other receivables</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	576	93
Associates	4	227	4	227
Other related parties	153,646	43,076	153,646	43,076
<b>Total</b>	<b>153,650</b>	<b>43,303</b>	<b>154,226</b>	<b>43,396</b>

<i>Short-term loans to</i>	Interest rate	Consolidated financial statements			
	At 31 December	At 1 January	Increase	Decrease	At 31 December
	<i>(% per annum)</i>	<i>(in thousand Baht)</i>			
<b>2020</b>					
Associates	5.25 - 6.03	27,500	-	-	27,500
Other related parties	3.43 - 3.98	30,000	-	-	30,000
<b>Total</b>		<b>57,500</b>			<b>57,500</b>
<b>2019</b>					
Associates	6.03	60,000	-	(32,500)	27,500
Other related parties	3.98-4.38	30,000	-	-	30,000
<b>Total</b>		<b>90,000</b>			<b>57,500</b>

Short-term loans to	Interest rate	Separate financial statements			
	At 31 December	At 1 January	Increase	Decrease	At 31 December
	(% per annum)	(in thousand Baht)			
<b>2020</b>					
Subsidiaries	0.90 - 1.72	124,000	1,500	(7,000)	118,500
Associates	5.25 - 6.03	27,500	-	-	27,500
Other related parties	3.43 - 3.98	30,000	-	-	30,000
<b>Total</b>		<b>181,500</b>			<b>176,000</b>
<b>2019</b>					
Subsidiaries	1.50-1.52	142,651	-	(18,651)	124,000
Associates	6.03	60,000	-	(32,500)	27,500
Other related parties	3.98-4.38	30,000	-	-	30,000
<b>Total</b>		<b>232,651</b>			<b>181,500</b>
Less allowance for expected credit loss					
(2019: allowance for doubtful accounts)		(141)			-
<b>Net</b>		<b>232,510</b>			<b>181,500</b>

Trade accounts payable	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
Subsidiaries	-	-	1,449	21,708
Associates	16,715	19,830	16,715	19,830
Other related parties	828,057	1,148,239	826,203	1,144,820
<b>Total</b>	<b>844,772</b>	<b>1,168,069</b>	<b>844,367</b>	<b>1,186,358</b>

Other payables	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
Subsidiaries	-	-	177	303
Associates	1,326	1,274	1,310	1,238
Other related parties	54,425	118,741	54,425	118,741
<b>Total</b>	<b>55,751</b>	<b>120,015</b>	<b>55,912</b>	<b>120,282</b>

Lease liabilities	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
Other related parties	42,631	-	42,173	-
<b>Total</b>	<b>42,631</b>	<b>-</b>	<b>42,173</b>	<b>-</b>

Short-term loans from	Interest rate	Consolidated financial statements			
	At 31 December	At 1 January	Increase	Decrease	At 31 December
	(% per annum)	(in thousand Baht)			
<b>2020</b>					
Other related parties	3.00	10,000	22,000	(10,000)	22,000
<b>Total</b>		<b>10,000</b>			<b>22,000</b>
<b>2019</b>					
Other related party	4.00	10,000	20,000	(20,000)	10,000
<b>Total</b>		<b>10,000</b>			<b>10,000</b>

Other commitments	Consolidated and separate financial statements	
	2020	2019
	(in thousand Baht)	
<b>Guarantees for related parties</b>	<b>401,402</b>	<b>334,970</b>

## 7 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
Cash on hand	2,908	1,563	2,645	1,492
Cash at banks-current accounts	303,056	224,020	300,192	218,637
Cash at banks-saving accounts	680,669	546,726	671,052	533,771
Highly liquid short-term investment	804,280	333,700	804,280	333,700
Others	4,250	7,692	2,804	7,520
<b>Cash and cash equivalents in</b>				
<b>the statement of financial position and cash flows</b>	<b>1,795,163</b>	<b>1,113,701</b>	<b>1,780,973</b>	<b>1,095,120</b>

As at 31 December 2020, the Group has fixed deposit receipt with maturity period less than 3 months issued by financial institutions in amounting to Baht 804.28 million (2019: Baht 333.70 million) with interest rates between 0.30% - 0.50% per annum (2019: 0.90% - 1.00% per annum), which was recorded as highly liquid short-term investments.

## 8 Inventories

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
Finished goods	1,222,995	1,258,411	1,219,193	1,257,412
Consignment goods	1,723,021	2,338,341	1,722,334	2,338,341
Work in process	5,495	8,123	-	-
Raw material	31,233	33,995	-	-
Goods in transit	88,319	89,489	88,319	88,718
Less allowance for decline in value	(84,139)	(83,001)	(56,374)	(52,848)
	<b>2,986,924</b>	<b>3,645,358</b>	<b>2,973,472</b>	<b>3,631,623</b>
Real estate awaiting for sale - Condominium	12,855	12,855	12,855	12,855
<b>Total</b>	<b>2,999,779</b>	<b>3,658,213</b>	<b>2,986,327</b>	<b>3,644,478</b>
Inventories recognised in 'cost of sales of goods':				
- Cost	5,488,245	7,578,099	5,363,685	7,440,372
- (Reversal of) write-down to net realisable value	1,138	(10,076)	3,526	(6,873)
<b>Net</b>	<b>5,489,383</b>	<b>7,568,023</b>	<b>5,367,211</b>	<b>7,433,499</b>

## 9 Real estate projects under development

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
Show houses	7,719	7,541	-	-
Land and development costs of projects for sale	27,934	44,312	-	-
Construction in progress	64,557	60,471	-	-
Less allowance for decline in value	(2,159)	(1,809)	-	-
<b>Total</b>	<b>98,051</b>	<b>110,515</b>	<b>-</b>	<b>-</b>



## 10 Investments in associates

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
At 1 January	935,930	837,165	707,323	593,443
Share of net profits (losses) of associates	(29,709)	25,039	-	-
Share of other comprehensive income of associates	1,087	-	-	-
Acquisitions/additional investments	-	114,240	-	114,240
Dividends income	(14,948)	(39,709)	-	-
Allowance for impairment	-	(360)	(96)	(360)
Currency transaction differences	(122)	(445)	-	-
<b>At 31 December</b>	<b>892,238</b>	<b>935,930</b>	<b>707,227</b>	<b>707,323</b>

Investments in associates as at 31 December 2020 and 2019, and dividend income from those investments for the year then ended were as follows;

	Type of business	Ownership interest		Paid-up capital		Cost		Allowance for impairment		At Cost - Net		Equity		Dividend income for the year	
		2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
		(%)		(in thousand Baht)											
<i>Associates</i>															
Nanan Cambo Solution Co., Ltd.	Investing in property	49.00	49.00	12,960	12,960	6,475	6,475	(640)	(544)	5,835	5,931	5,232	5,293	-	-
Boon Capital Holding Co., Ltd.	Investment	32.00	32.00	700,000	700,000	224,000	224,000	-	-	224,000	224,000	237,358	228,263	-	-
International Leather Fashion Co., Ltd.	Leather shoes	28.00	28.00	50,000	50,000	21,728	21,728	-	-	21,728	21,728	33,362	39,900	560	560
Thai Secom Security Co., Ltd.	Sales and lender of burglar														
	alarm systems and														
	securities service provider	25.50	25.50	378,934	378,934	196,983	196,983	-	-	196,983	196,983	282,824	261,578	11,595	9,276
Issara United Co., Ltd.	Property Development	25.00	25.00	300,000	300,000	74,999	74,999	-	-	74,999	74,999	177,493	185,017	-	7,500
Worldclass Rent a Car Co., Ltd.	Rent car	25.00	25.00	380,000	380,000	93,682	93,682	-	-	93,682	93,682	75,003	128,235	2,793	7,973
Issara United Development Co., Ltd.	Hotel	25.00	25.00	360,000	360,000	90,000	90,000	-	-	90,000	90,000	80,966	87,644	-	14,400
Total						707,867	707,867	(640)	(544)	707,227	707,323	892,238	935,930	14,948	39,709

All associates mainly operate in Thailand, except Nanan Cambo Solution Co., Ltd. which operates in Cambodia.

None of the Group's associates are publicly listed and consequently do not have published price quotations.

The following table summarises the financial information of the associates as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in these companies.

	Boon Capital Holding Co., Ltd.		Thai Secom Security Co., Ltd.	
	2020	2019	2020	2019
	(in thousand Baht)			
Revenue	38,085	22,114	1,709,254	1,712,390
Profit from continuing operations	28,423	12,257	134,381	101,493
Other comprehensive income	-	-	4,264	-
<b>Total Comprehensive income (100%)</b>	<b>28,423</b>	<b>12,257</b>	<b>138,645</b>	<b>101,493</b>
Group's share of total comprehensive income	9,095	3,922	35,354	25,881
Current assets	20,338	9,163	1,489,187	1,359,906
Non-current assets	1,055,561	1,038,278	383,119	390,113
Current liabilities	(334,155)	(334,120)	(264,082)	(236,999)
Non-current liabilities	-	-	(254,166)	(251,743)
<b>Net assets</b>	<b>741,744</b>	<b>713,321</b>	<b>1,354,058</b>	<b>1,261,277</b>
Carrying amount of interest in associate	237,358	228,263	282,824	261,578

#### Immaterial associates

The Group also has interest in a number of individually immaterial associates.

The following is summarised financial information for the Group's interest in immaterial associates based on the amounts reported in the Group's consolidated financial statements:

	Immaterial associates	
	2020	2019
	(in thousand Baht)	
Carrying amount of interests in immaterial associates	372,056	446,089
Group's share of:		
- Profit from continuing operations	(73,071)	(4,764)
- Other comprehensive income	-	-
- Total comprehensive income	(73,071)	(4,764)

## 11 Investments in subsidiaries

	Separate financial statements	
	2020	2019
	(in thousand Baht)	
At 1 January	39,442	47,253
Liquidation	(48,924)	-
Reversal of allowance for impairment	48,924	-
Allowance for impairment	(12,993)	(7,811)
<b>At 31 December</b>	<b>26,449</b>	<b>39,442</b>

Investments in subsidiaries as at 31 December 2020 and 2019, and dividend income from those investments for the year then ended were as follows:

	Type of business	Separate financial statements											
		Ownership interest		Paid-up capital		Cost		Impairment		At cost - net		Dividend income for the year	
		2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
		(%)		(in thousand Baht)									
<b>Subsidiaries</b>													
WBRE Co., Ltd.	Property Development	99.99	99.99	50,000	50,000	49,999	49,999	(37,376)	(24,383)	12,623	25,616	-	-
Amis Du Monde SARL	Trading	-	81.99	-	53,758	-	48,924	-	(48,924)	-	-	-	-
Canchana International Co., Ltd.	Distributing	60.00	60.00	16,300	16,300	13,826	13,826	-	-	13,826	13,826	-	-
Thai Itokin Co., Ltd.	Manufacturing and												
	distributing apparels	58.16	58.16	111,250	111,250	80,101	80,101	(80,101)	(80,101)	-	-	-	-
<b>Total</b>						<b>143,926</b>	<b>192,850</b>	<b>(117,477)</b>	<b>(153,408)</b>	<b>26,449</b>	<b>39,442</b>	<b>-</b>	<b>-</b>

All subsidiaries were operate in Thailand, except Amis Du Monde SARL which was operate in France and Canchana International Co., Ltd. which was operate in Cambodia.

At 31 December 2020, Amis Du Monde SARL has completed the liquidation and returned its capital to the Company amounting to Euro 0.11 million.

None of the Group's subsidiaries are publicly listed and consequently do not have published price quotations.

## 12 Investment properties

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
<b>Cost</b>				
At 1 January	1,152,179	1,227,985	1,241,585	1,317,391
Additions	-	3	-	3
Transfers from property, plant and equipment	215,399	-	215,399	-
Disposals	(7,278)	(75,809)	(7,278)	(75,809)
<b>At 31 December</b>	<b>1,360,300</b>	<b>1,152,179</b>	<b>1,449,706</b>	<b>1,241,585</b>
<b>Depreciation and impairment losses</b>				
At 1 January	(224,486)	(222,968)	(248,235)	(245,403)
Depreciation charge for the year	(6,367)	(8,874)	(7,680)	(10,188)
Disposals	-	7,356	-	7,356
<b>At 31 December</b>	<b>(230,853)</b>	<b>(224,486)</b>	<b>(255,915)</b>	<b>(248,235)</b>
<b>Net book value</b>				
At 1 January	927,693	1,005,017	993,350	1,071,988
<b>At 31 December</b>	<b>1,129,447</b>	<b>927,693</b>	<b>1,193,791</b>	<b>993,350</b>

The fair value of investment properties as at 31 December 2020 and 2019, investment properties were revalued by UK Valuation and Agency Co., Ltd. which is the independent valuer in 2016 and 2018, at open market values on an existing use basis. The appraised value was Baht 4,498 million (2019: Baht 2,257 million).

**Measurement of fair value***Fair value hierarchy*

The fair value of investment property was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of the Group's investment property portfolio on regular basis.

The fair value measurement for investment property of Baht 4,498 million have been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

*Valuation technique and significant unobservable inputs*

The valuation technique used in measuring the fair value of investment property by independent valuers were market comparison approach and replacement cost approach. For fair value of land, using Market comparison approach and for building and improvement which were specialised of alternative use and asset modifications building and improvement, using replacement cost.

An entity's current use of an asset is generally its highest and best use, which is physically possible takes into account the physical characteristics, location of a property of the asset that market participants would take into account when pricing the asset.

### 13 Property, plant and equipment

	Consolidated financial statements						
	Land	Buildings and improvements	Office equipment	Furniture and fixtures	Vehicles	Assets under construction and installation	Total
	(in thousand Baht)						
<i>Cost</i>							
At 1 January 2019	1,988,117	802,460	1,279,697	1,149,013	59,809	99,662	5,378,758
Additions	105,672	29,993	39,727	40,357	3,753	118,270	337,772
Transfers	-	-	2,452	38,990	-	(107,290)	(65,848)
Disposals	-	-	(16,537)	(41,707)	(7,624)	-	(65,868)
<b>At 31 December 2019 and 1 January 2020</b>	<b>2,093,789</b>	<b>832,453</b>	<b>1,305,339</b>	<b>1,186,653</b>	<b>55,938</b>	<b>110,642</b>	<b>5,584,814</b>
Additions	103,000	1,316	30,064	20,295	-	65,711	220,386
Transfers to other intangible assets	-	23,790	14,651	20,870	-	(62,261)	(2,950)
Transfer to investment property	(215,399)	-	-	-	-	-	(215,399)
Disposals	-	(3,407)	(39,139)	(53,265)	(4,661)	-	(100,472)
<b>At 31 December 2020</b>	<b>1,981,390</b>	<b>854,152</b>	<b>1,310,915</b>	<b>1,174,553</b>	<b>51,277</b>	<b>114,092</b>	<b>5,486,379</b>
<i>Depreciation and impairment losses</i>							
At 1 January 2019	-	(581,353)	(979,270)	(915,508)	(53,829)	-	(2,529,960)
Depreciation charge for the year	-	(19,849)	(107,304)	(87,565)	(3,525)	-	(218,243)
Impairment losses	-	(7,485)	(5,207)	(9,362)	-	-	(22,054)
Disposals	-	-	12,580	35,936	7,624	-	56,140
<b>At 31 December 2019 and 1 January 2020</b>	<b>-</b>	<b>(608,687)</b>	<b>(1,079,201)</b>	<b>(976,499)</b>	<b>(49,730)</b>	<b>-</b>	<b>(2,714,117)</b>
Depreciation charge for the year	-	(19,602)	(105,388)	(75,812)	(3,527)	-	(204,329)
Disposals	-	3,407	36,831	50,348	4,140	-	94,726
<b>At 31 December 2020</b>	<b>-</b>	<b>(624,882)</b>	<b>(1,147,758)</b>	<b>(1,001,963)</b>	<b>(49,117)</b>	<b>-</b>	<b>(2,823,720)</b>
<i>Net book value — group's assets</i>							
<b>At 31 December 2019</b>	<b>2,093,789</b>	<b>223,766</b>	<b>226,138</b>	<b>210,154</b>	<b>6,208</b>	<b>110,642</b>	<b>2,870,697</b>
<b>At 31 December 2020</b>	<b>1,981,390</b>	<b>229,270</b>	<b>163,157</b>	<b>172,590</b>	<b>2,160</b>	<b>114,092</b>	<b>2,662,659</b>

The gross amount of the Group's fully depreciated plant and equipment that was still in use as at 31 December 2020 amounted to Baht 2,097 million (2019: Baht 2,000 million).

	Separate financial statements						
	Land	Buildings and improvements	Office equipment	Furniture and fixtures	Vehicles	Assets under construction and installation	Total
	(in thousand Baht)						
<b>Cost</b>							
At 1 January 2019	1,924,977	768,142	1,219,457	1,139,711	53,284	99,660	5,205,231
Additions	105,672	29,947	38,527	40,357	3,753	116,298	334,554
Transfers	-	-	2,452	38,990	-	(107,290)	(65,848)
Disposals	-	-	(16,537)	(41,706)	(7,105)	-	(65,348)
<b>At 31 December 2019 and 1 January 2020</b>	<b>2,030,649</b>	<b>798,089</b>	<b>1,243,899</b>	<b>1,177,352</b>	<b>49,932</b>	<b>108,668</b>	<b>5,408,589</b>
Additions	103,000	231	29,848	20,295	-	65,706	219,080
Transfers to other intangible assets	-	23,790	14,651	20,870	-	(62,261)	(2,950)
Transfer to investment property	(215,399)	-	-	-	-	-	(215,399)
Disposals	-	(3,407)	(36,084)	(53,265)	(4,661)	-	(97,417)
<b>At 31 December 2020</b>	<b>1,918,250</b>	<b>818,703</b>	<b>1,252,314</b>	<b>1,165,252</b>	<b>45,271</b>	<b>112,113</b>	<b>5,311,903</b>
<b>Depreciation and impairment losses</b>							
At 1 January 2019	-	(555,688)	(929,661)	(901,603)	(47,860)	-	(2,434,812)
Depreciation charge for the year	-	(16,511)	(106,539)	(87,129)	(2,549)	-	(212,728)
Impairment losses	-	(7,485)	(5,207)	(9,362)	-	-	(22,054)
Disposals	-	-	12,580	36,277	7,105	-	55,962
<b>At 31 December 2019 and 1 January 2020</b>	<b>-</b>	<b>(579,684)</b>	<b>(1,028,827)</b>	<b>(961,817)</b>	<b>(43,304)</b>	<b>-</b>	<b>(2,613,632)</b>
Additions	-	(16,338)	(102,743)	(75,472)	(2,684)	-	(197,237)
Disposals	-	3,407	33,776	50,348	4,140	-	91,671
<b>At 31 December 2020</b>	<b>-</b>	<b>(592,615)</b>	<b>(1,097,794)</b>	<b>(986,941)</b>	<b>(41,848)</b>	<b>-</b>	<b>(2,719,198)</b>
<b>Net book value-owned assets</b>							
<b>At 31 December 2019</b>	<b>2,030,649</b>	<b>218,405</b>	<b>215,072</b>	<b>215,535</b>	<b>6,628</b>	<b>108,668</b>	<b>2,794,957</b>
<b>At 31 December 2020</b>	<b>1,918,250</b>	<b>226,088</b>	<b>154,520</b>	<b>178,311</b>	<b>3,423</b>	<b>112,113</b>	<b>2,592,705</b>

The gross amount of the Company's fully depreciated plant and equipment that was still in use as at 31 December 2020 amounted to Baht 2,050 million (2019: Baht 1,950 million)



## 14 Leases

As a lessee

At 31 December 2020	Consolidated financial statements	Separate financial statements
	(in thousand Baht)	
<b>Right-of-use assets</b>		
Store	330,106	328,580
Buildings	8,650	8,650
Equipment	11,138	11,033
Vehicles	34,033	33,614
<b>Total</b>	<b>383,927</b>	<b>381,877</b>

During 2020, additions to the right-of-use assets of the Group and the Company were Baht 70.47 million and Baht 70.18 million, respectively and disposals were Baht 63.51 million.

*Extension options*

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
<i>Amounts recognised in profit or loss</i>				
Depreciation of right-of-use assets:				
- Store	217,150	-	215,877	-
- Buildings	3,920	-	3,920	-
- Equipment	3,819	-	3,744	-
- Vehicles	7,897	-	7,780	-
Interest on lease liabilities	84,992	-	84,379	-
Variable lease payments based on sales	13,956	-	13,956	-
Lease expense	-	357,372	-	354,401
Contingent rent expense	-	7,449	-	7,449

In 2020, total cash outflow for leases of the Group and the Company were Baht 284.83 million and Baht 282.95 million, respectively.

*As a lessor*

The leases of investment properties mainly are lands and buildings that are leased to third parties under operating leases. Each of the leases contains an initial non-cancellable period of 1-30 years. Subsequent renewals are negotiated with the lessee. For all investment property leases, the rental income is fixed under the contracts.

## 15 Other intangible assets

	Consolidated financial statements				
	Trademarks	License data base of customers	Software licenses	Software under development	Total
	(in thousand Baht)				
<b>Cost</b>					
At 1 January 2019	34,087	7,955	34,537	47	76,626
Additions	530	-	2,419	794	3,743
Transfers from property, plant and equipment	-	-	2,093	63,755	65,848
<b>At 31 December 2019 and 1 January 2020</b>	<b>34,617</b>	<b>7,955</b>	<b>39,049</b>	<b>64,596</b>	<b>146,217</b>
Additions	103	-	479	1,210	1,792
Transfers from property, plant and equipment	89	-	4,281	(1,420)	2,950
Disposals	-	-	(13)	(9,212)	(9,225)
<b>At 31 December 2020</b>	<b>34,809</b>	<b>7,955</b>	<b>43,796</b>	<b>55,174</b>	<b>141,734</b>
<b>Amortisation</b>					
At 1 January 2019	(23,942)	(6,642)	(10,189)	-	(40,773)
Amortisation for the year	(258)	(803)	(4,331)	-	(5,392)
<b>At 31 December 2019 and 1 January 2020</b>	<b>(24,200)</b>	<b>(7,445)</b>	<b>(14,520)</b>	<b>-</b>	<b>(46,165)</b>
Amortisation for the year	(282)	(400)	(4,043)	-	(4,725)
Disposals	-	-	6	-	6
<b>At 31 December 2020</b>	<b>(24,482)</b>	<b>(7,845)</b>	<b>(18,557)</b>	<b>-</b>	<b>(50,884)</b>
<b>Net book value</b>					
<b>At 31 December 2019</b>	<b>10,417</b>	<b>510</b>	<b>24,529</b>	<b>64,596</b>	<b>100,052</b>
<b>At 31 December 2020</b>	<b>10,327</b>	<b>110</b>	<b>25,239</b>	<b>55,174</b>	<b>90,850</b>

	Separate financial statements				
	Trademarks	License data base of customers	Software licenses	Software under development	Total
	(in thousand Baht)				
<b>Cost</b>					
At 1 January 2019	25,155	7,845	28,659	47	61,706
Addition	530	-	2,137	794	3,461
Transfers from property, plant and equipment	-	-	2,093	63,755	65,848
<b>At 31 December 2019 and 1 January 2020</b>	<b>25,685</b>	<b>7,845</b>	<b>32,889</b>	<b>64,596</b>	<b>131,015</b>
Additions	103	-	292	1,210	1,605
Transfers from property, plant and equipment	89	-	4,281	(1,420)	2,950
Disposals	-	-	(13)	(9,212)	(9,225)
<b>At 31 December 2020</b>	<b>25,877</b>	<b>7,845</b>	<b>37,449</b>	<b>55,174</b>	<b>126,345</b>
<b>Amortisation</b>					
At 1 January 2019	(23,270)	(6,641)	(4,131)	-	(34,042)
Amortisation for the year	(258)	(803)	(3,794)	-	(4,855)
<b>At 31 December 2019 and 1 January 2020</b>	<b>(23,528)</b>	<b>(7,444)</b>	<b>(7,925)</b>	<b>-</b>	<b>(38,897)</b>
Amortisation for the year	(281)	(400)	(3,461)	-	(4,142)
Disposals	-	-	6	-	6
<b>At 31 December 2020</b>	<b>(23,809)</b>	<b>(7,844)</b>	<b>(11,380)</b>	<b>-</b>	<b>(43,033)</b>
<b>Net book value</b>					
At 31 December 2019	2,157	401	24,964	64,596	92,118
At 31 December 2020	2,068	1	26,069	55,174	83,312

## 16 Other non-current assets

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
Deposits and guarantees	171,827	179,530	171,214	177,824
Refundable tax	64,568	41,060	63,137	37,062
Leasehold rights	-	16,421	-	16,421
Others	7,015	12,684	5,587	11,253
<b>Total</b>	<b>243,410</b>	<b>249,695</b>	<b>239,938</b>	<b>242,560</b>

## 17 Interest-bearing liabilities

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		(in thousand Baht)			
Bank overdrafts - unsecured		7,050	7,680	-	-
Short-term loans from financial institutions - unsecured		24,000	30,000	-	-
Short-term loans from related party	6	22,000	10,000	-	-
Lease liabilities	6	400,655	-	398,405	-
<b>Total interest-bearing liabilities</b>		<b>453,705</b>	<b>47,680</b>	<b>398,405</b>	<b>-</b>

## 18 Provisions for employee benefits

### Defined benefit plan

The Group operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plan expose the Group to actuarial risks, such as longevity risk, interest rate risk.

Present value of the defined benefit obligations	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
At 1 January	562,106	588,805	530,963	549,550
<b>Include in profit or loss:</b>				
Current service costs	54,407	52,881	52,774	50,811
Past service costs	-	4,574	-	4,058
Interest on obligation	7,263	6,917	6,616	6,229
Reversal of defined benefit obligations	(6,776)	-	(6,776)	-
	<b>54,894</b>	<b>64,372</b>	<b>52,614</b>	<b>61,098</b>
<b>Included in other comprehensive income</b>				
Actuarial gain (loss)				
- Demographic assumptions	-	1,021	-	-
- Financial assumptions	-	(5,347)	-	(6,177)
- Experience adjustment	-	(36,516)	-	(30,699)
	<b>-</b>	<b>(40,842)</b>	<b>-</b>	<b>(36,876)</b>
Benefits paid	(63,408)	(50,229)	(59,809)	(42,809)
<b>At 31 December</b>	<b>553,592</b>	<b>562,106</b>	<b>523,768</b>	<b>530,963</b>

<i>Principal actuarial assumptions</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(%)			
Discount rate	1.48 - 2.11	1.48 - 2.07	1.48	1.48
Future salary growth	2.00 - 5.00	2.00 - 5.00	3.00 - 5.00	3.00 - 5.00

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2020, the weighted-average duration of the defined benefit obligation was 9.02 years.

#### *Sensitivity analysis*

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

<i>Effect to the defined benefit obligation At 31 December</i>	Consolidated financial statements			
	1% increase in assumption		1% decrease in assumption	
	2020	2019	2020	2019
	(in thousand Baht)			
Discount rate	(37,753)	(36,113)	42,770	40,914
Future salary growth	46,257	38,948	(41,427)	(35,057)
Employee turnover	(36,982)	(34,891)	17,376	16,195
Average age	1,259	1,185	(1,254)	(1,180)
Future mortality	(4)	(4)	4	4

<i>Effect to the defined benefit obligation At 31 December</i>	Separate financial statements			
	1% increase in assumption		1% decrease in assumption	
	2020	2019	2020	2019
	(in thousand Baht)			
Discount rate	(35,175)	(33,201)	39,966	37,738
Future salary growth	44,469	37,269	(39,703)	(33,436)
Employee turnover	(36,889)	(34,805)	17,274	16,101
Average age	1,259	1,185	(1,254)	(1,180)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

## 19 Reserves

Reserves comprise:

### *Appropriations of profit and/or retained earnings*

#### Legal reserve

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

#### General reserve

The Company distributed a general reserve equal to 10% of profit for the each year in order for the company has strength on general reserve base to be maintain stability and increase the Shareowner's wealth.

### *Other components of equity*

#### Translation reserve

The translation reserves comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

#### Fair value reserve of 2020

The fair value reserve comprise the cumulative net change in the fair value of equity securities designated at FVOCI.

#### Fair value reserve of 2019

The fair value changes in available-for-sale investments comprises the cumulative net change in the fair value of available-for-sale investments until the investments are derecognised or impaired.

## 20 Segment information and disaggregation of revenue

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The business operation involves 3 principal segments; Cosmetics toiletries & perfumeries, Women's apparel and Men's apparel. Segment performance is considered by using the measure operating profit in the financial statements. The Company has not report segment assets and segment liabilities due to the management believe that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.



*Information about reportable segments*

For the year ended 31 December	Cosmetics toiletries & perfumeries		Women's apparel		Men's apparel		Total reportable segments		Others		Total		Elimination of inter-segment revenue		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	(in million Baht)															
Revenue from sale of goods	740	1,027	2,491	4,167	2,123	3,021	5,354	8,215	2,527	3,220	7,881	11,435	(72)	(126)	7,809	11,309
Segment operating profit	(3)	50	(10)	334	120	271	107	655	(85)	(38)	22	617	90	34	112	651
Other income															520	969
Unallocated expenses															(606)	(870)
Share of profit (loss) of investments in associates															(30)	25
<b>Profit (loss) before tax</b>															<b>(4)</b>	<b>775</b>

*Geographical segments*

The Group is managed and operated principally in Thailand, there are no material revenues derived from, or assets located in foreign countries.

*Major customer*

The Group has no major customer.

*Timing of revenue recognition*

The group recognised the major revenue at a point in time.

## 21 Employee benefit expenses

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		(in thousand Baht)			
Salaries and wages		1,190,291	1,592,410	1,079,582	1,501,932
Defined benefit plans	18	54,894	64,372	52,614	61,098
Defined contribution plans		9,357	25,002	6,396	22,104
Others		47,272	68,888	41,972	68,699
<b>Total</b>		<b>1,301,814</b>	<b>1,750,672</b>	<b>1,180,564</b>	<b>1,653,833</b>

### Defined contribution plans

The defined contribution plans comprise provident fund established by the Company for its employees. Membership to the fund is on a voluntary basis. Contributions are made monthly by the employees at rates of 3% of their basic salaries and by the Company at rates of 3% of the employees' basic salaries. The provident fund is registered with the Ministry of Finance as juristic entity and is managed by a licensed Fund Manager.

## 22 Expenses by nature

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		(in thousand Baht)			
Purchase of finished goods		4,674,947	7,669,255	4,708,866	7,629,728
Changes in inventories of finished goods		737,326	(197,546)	658,345	(196,229)
Employee benefit expenses	21	1,301,814	1,750,672	1,180,564	1,653,833
Advertising costs and promotional expenses		596,278	664,466	591,513	664,318
Depreciation and amortisation expenses		412,470	237,386	405,481	232,629
Transportation expenses		114,718	148,916	114,175	148,043
Royalty fee		88,461	93,093	87,811	91,976
Lease-related expenses (2019: Lease payment)		29,891	429,797	25,734	422,784
Impairment losses on assets		-	22,054	-	22,054
Others		259,852	707,335	260,151	667,292
<b>Total cost of sales of goods, distribution costs and administrative expenses</b>		<b>8,215,757</b>	<b>11,525,428</b>	<b>8,032,640</b>	<b>11,336,428</b>

## 23 Income tax Income tax

<i>Income tax recognised in profit or loss</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
<b>Current tax expense</b>				
Current year	261	41,268	-	40,868
Adjustment for prior years	19	-	19	-
	<b>280</b>	<b>41,268</b>	<b>19</b>	<b>40,868</b>
<b>Deferred tax expense</b>				
Movements in temporary differences	55,477	15,007	55,517	15,007
	<b>55,757</b>	<b>56,275</b>	<b>55,536</b>	<b>55,875</b>

<i>Income tax</i>	Consolidated financial statements					
	2020			2019		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
	<i>(in thousand Baht)</i>					
<b>Recognised in other comprehensive income</b>						
Equity instruments measured at FVOCI	127,057	(25,208)	101,849	-	-	-
Equity instruments available-for-sale	-	-	-	(212,902)	42,580	(170,322)
Defined benefit plan actuarial gains	-	-	-	40,841	(7,375)	33,466
<b>Total</b>	<b>127,057</b>	<b>(25,208)</b>	<b>101,849</b>	<b>(172,061)</b>	<b>35,205</b>	<b>(136,856)</b>

<i>Income tax</i>	Separate financial statements					
	2020			2019		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
	<i>(in thousand Baht)</i>					
<b>Recognised in other comprehensive income</b>						
Equity instruments measured at FVOC	127,057	(25,208)	101,849	-	-	-
Equity instruments available-for-sale	-	-	-	(212,902)	42,580	(170,322)
Defined benefit plan actuarial gains	-	-	-	36,876	(7,375)	29,501
<b>Total</b>	<b>127,057</b>	<b>(25,208)</b>	<b>101,849</b>	<b>(176,026)</b>	<b>35,205</b>	<b>(140,821)</b>

<i>Reconciliation of effective tax rate</i>	Consolidated financial statements			
	2020		2019	
	<i>Rate (%)</i>	<i>(in thousand Baht)</i>	<i>Rate (%)</i>	<i>(in thousand Baht)</i>
Profit (loss) before income tax expense		(3,566)		775,314
Income tax using the Thai corporation tax rate	20	(713)	20	155,063
Income not subject to tax		(70,558)		(112,142)
Difference in tax and accounting treatment of income and expense		12,895		12,724
Current year losses for which no deferred tax asset was recognised		114,114		630
Under provided in prior years		19		-
<b>Total</b>	<b>(1,563)</b>	<b>55,757</b>	<b>7</b>	<b>56,275</b>

<i>Reconciliation of effective tax rate</i>	Separate financial statements			
	2020		2019	
	<i>Rate (%)</i>	<i>(in thousand Baht)</i>	<i>Rate (%)</i>	<i>(in thousand Baht)</i>
Profit before income tax expense		57,416		751,120
Income tax using the Thai corporation tax rate	20	11,483	20	150,224
Income not subject to tax		(70,558)		(112,142)
Difference in tax and accounting treatment of income and expense		7,858		17,793
Current year losses for which no deferred tax asset was recognised		106,734		-
Under provided in prior years		19		-
<b>Total</b>	<b>97</b>	<b>55,536</b>	<b>7</b>	<b>55,875</b>

<i>Deferred tax At 31 December</i>	Consolidated financial statements			
	Assets		Liabilities	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Total	526,768	669,987	(2,979,617)	(1,342,262)
Set off of tax	(526,768)	(669,987)	526,768	669,987
<b>Net deferred tax assets (liabilities)</b>	<b>-</b>	<b>-</b>	<b>(2,452,849)</b>	<b>(672,275)</b>

<i>Deferred tax At 31 December</i>	Separate financial statements			
	Assets		Liabilities	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Total	526,728	669,987	(2,977,235)	(1,339,880)
Set off of tax	(526,728)	(669,987)	526,728	669,987
<b>Net deferred tax assets (liabilities)</b>	<b>-</b>	<b>-</b>	<b>(2,450,507)</b>	<b>(669,893)</b>

<i>Deferred tax</i>	Consolidated financial statements (Charged) / Credited to:				
	At 31 December 2019	Retained earnings/Other components of equity	Profit or loss	Other comprehensive income	At 31 December 2020
	<i>(in thousand Baht)</i>				
<b><i>Deferred tax assets</i></b>					
Trade and other receivables	4,243	-	2,363	-	6,606
Inventories	10,205	-	1,070	-	11,275
Gross profit for consignment goods	422,879	-	(93,161)	-	329,718
Other long-term investments	104,319	(89,549)	(7,167)	-	7,603
Investment properties	22,148	-	-	-	22,148
Right-of-use assets	-	-	5,076	-	5,076
Employee benefit obligation	106,193	-	(1,439)	-	104,754
Advance received from rental income	-	-	39,588	-	39,588
<b>Total</b>	<b>669,987</b>	<b>(89,549)</b>	<b>(53,670)</b>	<b>-</b>	<b>526,768</b>
<b><i>Deferred tax liabilities</i></b>					
Derivatives	-	1,881	(662)	-	1,219
Equity instruments measured at FVOCI					
<i>(2019: Equity instruments available-for-sale)</i>	(1,329,648)	(1,612,221)	-	(25,208)	(2,967,077)
Property, plant and equipment	(10,781)	-	(1,145)	-	(11,926)
Intangible assets	(1,833)	-	-	-	(1,833)
<b>Total</b>	<b>(1,342,262)</b>	<b>(1,610,340)</b>	<b>(1,807)</b>	<b>(25,208)</b>	<b>(2,979,617)</b>
<b>Net</b>	<b>(672,275)</b>	<b>(1,699,889)</b>	<b>(55,477)</b>	<b>(25,208)</b>	<b>(2,452,849)</b>

<i>Deferred tax</i>	Consolidated financial statements (Charged) / Credited to:			
	At 1 January 2019	Profit or loss	Other comprehensive income	At 31 December 2019
	<i>(in thousand Baht)</i>			
<b><i>Deferred tax assets</i></b>				
Trade and other receivables	4,778	(535)	-	4,243
Inventories	11,944	(1,739)	-	10,205
Gross profit for consignment goods	446,195	(23,316)	-	422,879
Other long-term investments	93,825	10,494	-	104,319
Investment properties	22,148	-	-	22,148
Property, plant and equipment	2,424	(2,424)	-	-
Employee benefit obligation	109,910	3,658	(7,375)	106,193
<b>Total</b>	<b>691,224</b>	<b>(13,862)</b>	<b>(7,375)</b>	<b>669,987</b>
<b><i>Deferred tax liabilities</i></b>				
Equity instruments available-for-sale	(1,372,228)	-	42,580	(1,329,648)
Property, plant and equipment	(9,636)	(1,145)	-	(10,781)
Intangible assets	(1,833)	-	-	(1,833)
<b>Total</b>	<b>(1,383,697)</b>	<b>(1,145)</b>	<b>42,580</b>	<b>(1,342,262)</b>
<b>Net</b>	<b>(692,473)</b>	<b>(15,007)</b>	<b>35,205</b>	<b>(672,275)</b>

<i>Deferred tax</i>	Separate financial statements (Charged) / Credited to:				
	At 31 December 2019	Retained earnings/Other components of equity	Profit or loss	Other comprehensive income	At 31 December 2020
	<i>(in thousand Baht)</i>				
<b><i>Deferred tax assets</i></b>					
Trade and other receivables	4,243	-	2,363	-	6,606
Inventories	10,205	-	1,070	-	11,275
Gross profit for consignment goods	422,879	-	(93,161)	-	329,718
Other long-term investments	104,319	(89,549)	(7,167)	-	7,603
Investment properties	22,148	-	-	-	22,148
Right-of-use assets	-	-	5,036	-	5,036
Employee benefit obligation	106,193	-	(1,439)	-	104,754
Advance received from rental income	-	-	39,588	-	39,588
<b>Total</b>	<b>669,987</b>	<b>(89,549)</b>	<b>(53,710)</b>	<b>-</b>	<b>526,728</b>
<b><i>Deferred tax liabilities</i></b>					
Derivatives	-	1,881	(662)	-	1,219
Equity instruments measured at FVOCI					
<i>(2019: Equity instruments available-for-sale)</i>	(1,329,648)	(1,612,221)	-	(25,208)	(2,967,077)
Property, plant and equipment	(10,232)	-	(1,145)	-	(11,377)
<b>Total</b>	<b>(1,339,880)</b>	<b>(1,610,340)</b>	<b>(1,807)</b>	<b>(25,208)</b>	<b>(2,977,235)</b>
<b>Net</b>	<b>(669,893)</b>	<b>(1,699,889)</b>	<b>(55,517)</b>	<b>(25,208)</b>	<b>(2,450,507)</b>



Deferred tax	Separate financial statements (Charged) / Credited to:			
	At 1 January 2019	Profit or loss	Other comprehensive income	At 31 December 2020
	(in thousand Baht)			
<b>Deferred tax assets</b>				
Trade and other receivables	4,778	(535)	-	4,243
Inventories	11,944	(1,739)	-	10,205
Gross profit for consignment goods	446,195	(23,316)	-	422,879
Other long-term investments	93,825	10,494	-	104,319
Investment properties	22,148	-	-	22,148
Property, plant and equipment	2,424	(2,424)	-	-
Employee benefit obligation	109,910	3,658	(7,375)	106,193
<b>Total</b>	<b>691,224</b>	<b>(13,862)</b>	<b>(7,375)</b>	<b>669,987</b>
<b>Deferred tax liabilities</b>				
Equity instruments available-for-sale	(1,372,228)	-	42,580	(1,329,648)
Property, plant and equipment	(9,087)	(1,145)	-	(10,232)
<b>Total</b>	<b>(1,381,315)</b>	<b>(1,145)</b>	<b>42,580</b>	<b>(1,339,880)</b>
<b>Net</b>	<b>(690,091)</b>	<b>(15,007)</b>	<b>35,205</b>	<b>(669,893)</b>

As at 31 December 2020, the Group and subsidiary incurred a tax loss and deferred tax assets have not been recognised in respect of these items of Baht 533.67 million and Baht 60.07 million (31 December 2019: nil, and Baht 71.34 million, respectively).

## 24 Earnings (loss) per share

	Consolidated financial statements		Separate Financial statements	
	2020	2019	2020	2019
	(in thousand Baht / in thousand shares)			
<b>Profit (loss) attributable to ordinary shareholders for the year ended 31 December</b>				
Profit (loss) attributable to ordinary shareholders of the Company	(52,359)	725,196	1,880	695,244
Number of ordinary shares outstanding	290,634	290,634	290,634	290,634
Basic earnings (loss) per share (in Baht)	(0.18)	2.50	0.01	2.39

## 25 Dividends

The shareholders of the Company have approved dividends as follows:

	Approval date	Payment schedule	Dividend rate per share (Baht)	Amount (in million Baht)
<b>2020</b>				
Interim dividend	8 April 2020	May 2020	0.70	203
<b>2019</b>				
Annual dividend	22 April 2019	May 2019	1.21	352

## 26 Financial instruments

### (a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

	Carrying amount	Consolidated and separate financial statements			
		Fair value			
		Level 1	Level 2	Level 3	Level 4
		(in thousand Baht)			
<b>31 December 2020</b>					
<i>Financial assets measured at fair value</i>					
<i>through other comprehensive income</i>					
Equity securities	19,686,554	9,136,287	-	10,550,267	19,686,554
<i>Financial liabilities measured at fair value</i>					
<i>through profit or loss</i>					
Derivative liabilities	(6,095)	-	(6,095)	-	(6,095)
<b>31 December 2019</b>					
<i>Financial assets and financial liabilities</i>					
<i>measured at fair value</i>					
Equity instruments available-for-sale	8,917,669	8,917,669	-	-	8,917,669
Derivative liabilities	-	-	(9,403)	-	(9,403)

## Financial instruments measured at fair value level 2 and level 3

The Group determined Level 2 fair values for derivative which is forward exchange contract. The fair value for forward exchange contract is determined using quoted forward exchange rates at the reporting date.

The Group determined Level 3 fair values for investment in non-listed equity instruments. The fair value for the investment is determined using a valuation technique that used significantly unobservable input such as discounted cash flows, dividend discount model, market comparison technique or latest reporting net assets adjusted by relevant factors (if any).

## Sensitivity analysis

For the fair values of financial assets measured at fair value, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

Financial assets measured at fair value	Consolidated and separate financial statements	
	0.05% increase in assumption	0.05% decrease in assumption
Effect to OCI	(in thousand Baht)	
<b>31 December 2020</b>		
Discount rate	(41,350)	42,408

## (b) Equity securities

	Consolidated financial statements		Separate Financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
<b>Equity securities</b>				
Equity instruments designated at fair value through other comprehensive income	19,686,554	-	19,686,554	-
Equity instruments available-for-sale	-	8,917,669	-	8,917,669
Other non-marketable equity instruments	-	2,589,999	-	2,586,999
	<b>19,686,554</b>	<b>11,507,668</b>	<b>19,686,554</b>	<b>11,504,668</b>
Less allowance for impairment	-	(597,148)	-	(594,148)
<b>Net</b>	<b>19,686,554</b>	<b>10,910,520</b>	<b>19,686,554</b>	<b>10,910,520</b>

Movements during the year ended 31 December 2020 of equity instruments designated at fair value through other comprehensive income were as follows;

	Consolidated and separate financial statements					
	Note	At 1 January 2020	Purchase	Disposal	Fair value adjustment	At 31 December 2020
		(in thousand Baht)				
<b>Equity securities</b>						
Listed equity investments	3	8,917,669	53,584	(52,475)	217,509	9,136,287
Non-listed equity investments	3	10,507,782	168,306	(35,369)	(90,452)	10,550,267
<b>Total</b>		<b>19,425,451</b>				<b>19,686,554</b>

Movements during the year ended 31 December 2019 of equity instruments as follows;

	Consolidated financial statements				
	At 1 January 2019	Purchase	Disposal	Adjustment	At 31 December 2019
	(in thousand Baht)				
<b>Equity securities</b>					
Equity instruments available-for-sales	9,091,796	38,775	-	(212,902)	8,917,669
Other non-marketable equity instruments	1,836,421	188,043	(21,323)	(10,290)	1,992,851
<b>Total</b>	<b>10,928,217</b>				<b>10,910,520</b>

	Separate financial statements				
	At 1 January 2019	Purchase	Disposal	Adjustment	At 31 December 2019
	(in thousand Baht)				
<b>Equity securities</b>					
Equity instruments available-for-sales	9,091,796	38,775	-	(212,902)	8,917,669
Other non-marketable equity instruments	1,851,721	188,043	(21,323)	(25,590)	1,992,851
<b>Total</b>	<b>10,943,517</b>				<b>10,910,520</b>

## **(c) Financial risk management policies**

### ***Risk management framework***

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### ***(c.1) Credit risk***

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

#### ***(c.1.1) Trade accounts receivables***

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of 12 months.

The following table provides information about the exposure to credit risk and ECLs for trade accounts receivables.

	Consolidated financial statements		Separate financial statements	
	Trade accounts receivables	Allowance for expected credit loss	Trade accounts receivables	Allowance for expected credit loss
	(in thousand Baht)			
<i>At 31 December 2020</i>				
Within credit terms	788,251	-	789,963	-
Overdue:				
Less than 1 month	157,567	-	148,514	-
1-3 months	125,624	-	124,983	-
4-12 months	10,959	(907)	10,894	(907)
More than 12 months	14,861	(13,353)	15,982	(13,353)
<b>Total</b>	<b>1,097,262</b>	<b>(14,260)</b>	<b>1,090,336</b>	<b>(14,260)</b>
<i>Less allowance for expected credit loss</i>	(14,260)		(14,260)	
<b>Net</b>	<b>1,083,002</b>		<b>1,076,076</b>	

Loss rates are based on actual credit loss experience over the past 3 years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

	Consolidated financial statements	Separate financial statements
	(in thousand Baht)	
Trade accounts receivables		
<i>At 31 December 2019</i>		
Within credit terms	1,295,386	1,273,421
Overdue:		
Less than 1 month	99,491	99,491
1-3 months	16,708	15,946
4-12 months	4,773	4,249
Over 12 months	14,956	18,790
	<b>1,431,314</b>	<b>1,411,897</b>
<i>Less allowance for doubtful accounts</i>	(15,491)	(15,491)
<b>Net</b>	<b>1,415,823</b>	<b>1,396,406</b>

<i>Movement of allowance for expected credit loss of trade accounts receivables</i>	Consolidated financial statements	Separate financial statements
	(in thousand Baht)	
<i>At 1 January 2020</i>	(15,491)	(15,491)
Addition	(58)	(58)
Reversal	1,289	1,289
<b>At 31 December 2020</b>	<b>(14,260)</b>	<b>(14,260)</b>

**(c.1.2) Cash and cash equivalent and derivatives**

The Group's exposure to credit risk arising from cash and cash equivalents and derivative assets is limited because the counterparties are reliable banks and financial institutions, for which the Group considers to have low credit risk.

**(c.1.3) Guarantees**

The Group's policy is to provide financial guarantees only for related parties' liabilities. At 31 December 2020, the Group has issued a guarantee to certain banks in respect of credit facilities granted to related parties (see note 6).

**(c.2) Liquidity risk**

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following table are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

At 31 December 2020	Consolidated financial statements				
	Contractual cash flows				
	Carrying amount	Within 1 year	More than 1 year but less than 5 years	More than 5 years	Total
	(in thousand Baht)				
<b>Non-derivative financial liabilities</b>					
Bank overdrafts and loans from financial institution	31,050	31,050	-	-	31,050
Trade payables	1,005,407	1,005,407	-	-	1,005,407
Loans from related parties	22,000	22,000	-	-	22,000
Lease liabilities	400,655	247,202	239,810	546	487,558
	<b>1,459,112</b>	<b>1,305,659</b>	<b>239,810</b>	<b>546</b>	<b>1,546,015</b>
<b>Derivative financial liabilities</b>					
Forward exchange contracts:					
- Cash outflow	(228,765)	(228,765)	-	-	(228,765)
- Cash inflow	222,670	222,670	-	-	222,670
	<b>(6,095)</b>	<b>(6,095)</b>	<b>-</b>	<b>-</b>	<b>(6,095)</b>



At 31 December 2020	Separate financial statements				
	Contractual cash flows				
	Carrying amount	Within 1 year	More than 1 year but less than 5 years	More than 5 years	Total
	(in thousand Baht)				
<b>Non-derivative financial liabilities</b>					
Trade payables	986,475	986,475	-	-	986,475
Lease liabilities	398,405	245,796	238,398	546	484,740
	<b>1,384,880</b>	<b>1,232,271</b>	<b>238,398</b>	<b>546</b>	<b>1,471,215</b>
<b>Derivative financial liabilities</b>					
Forward exchange contracts:					
- Cash outflow	(228,765)	(228,765)	-	-	(228,765)
- Cash inflow	222,670	222,670	-	-	222,670
	<b>(6,095)</b>	<b>(6,095)</b>	<b>-</b>	<b>-</b>	<b>(6,095)</b>

At 31 December 2019	Consolidated financial statements				
	Maturity period				
	Effective interest rate	Within 1 year	After 1 year but within 5 years	After 5 years	Total
	(in thousand Baht)				
<b>Financial Liabilities</b>					
Bank overdrafts and loans from financial institutions	MLR-0.25, 5.75	37,680	-	-	37,680
Short-term loans from - Related parties	4.00	10,000	-	-	10,000
<b>Total</b>		<b>47,680</b>	<b>-</b>	<b>-</b>	<b>47,680</b>

### (c.3) Market risk

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group does not hold or issue derivatives for speculative or trading purposes.

#### (c.3.1) Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Group primarily utilizes forward exchange contracts with maturities of less than one year to hedge such liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases, denominated in foreign currencies, for the subsequent period.

Exposure foreign currency at 31 December	Consolidated financial statements		Separate Financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
<b>United States Dollars</b>				
Cash and cash equivalents	9,617	8,402	-	-
Trade payables	(46,727)	(654)	(42,431)	(654)
<b>Gross balance sheet exposure</b>	<b>(37,110)</b>	<b>7,748</b>	<b>(42,431)</b>	<b>(654)</b>
Currency forwards purchase	42,431	654	42,431	654
<b>Net exposure</b>	<b>5,321</b>	<b>8,402</b>	<b>-</b>	<b>-</b>
<b>Others Currency</b>				
Cash and cash equivalents	248	4,862	248	310
Trade payables	(398)	-	-	-
<b>Net exposure</b>	<b>(150)</b>	<b>4,862</b>	<b>248</b>	<b>310</b>

### (c.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. Loan interest rates are mainly fixed. The Group is primarily exposed to interest rate risk from its borrowings.

## 27 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

## 28 Commitments with non-related parties

	Consolidated financial statements		Separate Financial statements	
	2020	2019	2020	2019
	(in thousand Baht)			
<b>Other commitments</b>				
Unused letters of credit for goods	245,000	245,000	223,000	223,000
Bank guarantees	25,928	23,051	20,488	16,540
Services and consulting agreements	9,023	-	8,859	-
Buildings and other constructions	11,889	-	-	-
<b>Total</b>	<b>291,840</b>	<b>268,051</b>	<b>252,347</b>	<b>239,540</b>

## 29 Event after the reporting period

At the Board of directors' meeting of the Company held on 19 February 2021, approved the appropriation of dividend from the retained earning of Baht 0.25 per share, amounting to Baht 72.66 million. The dividend will be paid to shareholders during the year 2021.

## 30 Thai Financial Reporting Standards (TFRS) not yet adopted

The amendment to TFRS 16 provides an option for lessees not to assess whether COVID-19-related rent concessions are lease modifications, but to directly decrease the lease liability. The impact from the application of the option shall be adjusted to retained earnings on 1 January 2021 and no adjustments are to be made on comparative financial statements. Management is currently considering whether or not to elect to apply the option.

## 31 Reclassification of accounts

Certain accounts in the 2019 financial statement for comparative purposes, have been reclassified to conform to the presentation in the 2020 financial statements

	Consolidated financial statements			Separate financial statements		
	Before reclass.	Reclass.	After reclass.	Before reclass.	Reclass.	After reclass.
	<i>(in thousand Baht)</i>					
<b>Statement of financial position</b>						
Other receivables	-	139,593	139,593	-	139,686	139,686
Other current assets	176,818	(139,593)	37,225	172,291	(139,686)	32,605
Available-for-sales investment	8,917,669	(8,917,669)	-	8,917,669	(8,917,669)	-
Other long-term investments	1,992,851	(1,992,851)	-	1,992,851	(1,992,851)	-
Other non-current financial assets	-	10,910,520	10,910,520	-	10,910,520	10,910,520
		-			-	

The reclassifications have been made because, in the opinion of management, the new classification is more appropriate to the Group's business.

WE MAKE PEOPLE HAPPY AND BEAUTIFUL



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## SUSTAINABILITY REPORT 2020

I.C.C. International Public Company Limited

GOOD PEOPLE • GOOD PRODUCTS • GOOD SOCIETY

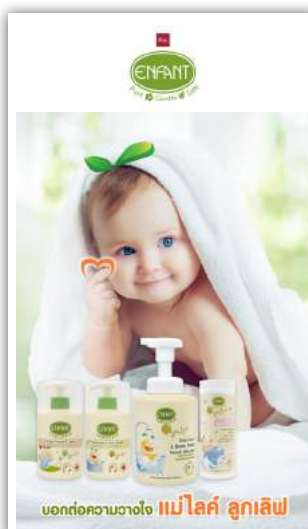
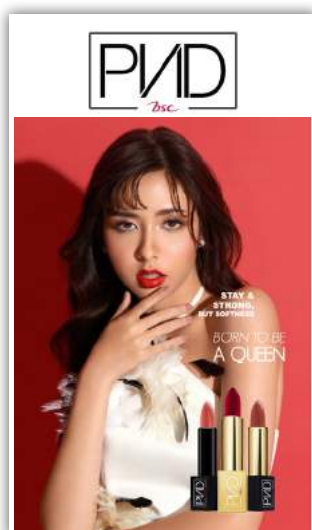


cosmetology

# LOCK IT FIT









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# Message from the President and Vice Executive Chairman

Good People, Good Products,  
Good Society

ICC International Public Company Limited has been in operation for over 56 years under the principles of good corporate governance. The company has consistently adhered to a basis of ethics and integrity, and responsibility to the company's stakeholders. The company also considers that its responsibility is to operate its business to bring continuous sustainable development to the company.

Throughout 2020, the global economy has been impacted by the Covid-19 virus epidemic. People of every nation, language, government sector and business sector have been in a state of economic crisis. Thailand has also faced many problems, but all of the management and employees of ICC International Public Company Limited have stood up to fight for the company to overcome the crisis. Operating the business under a policy of sustainable development has enabled us to get through the situation safely.

ICC International Public Company Limited is still of the belief that the determination to bring about "Good People, Good Products, Good Society" is a good policy for the company's sustainable development. This is because we believe that any organization full of good and honest people who do not take advantage of others will lead to the creation of good products and services. These will result in the company's business progressing to benefit society and the nation, which in turn leads to the company's further sustainable prosperity.

**Mr. Thamarat Chokwatana**

President and Vice Executive Chairman





## Good People

Create innovation in ways that bring about having Good as well as Smart People in the organization, through projects and activities that constantly develop the competence of our personnel. Hence, they will be admired and praised as examples of being both good as well as smart people.

.....



## Good Products

In order to increase our business performance levels and effective interactions with customers, create innovation that affects all aspects of the development of products and services, including those relating to distribution channels, and collaboration with business partners.

.....



## Good Society

Create innovation for all aspects that relate to having a good society by collaborating with the public and private sector, as well as supporting public projects and activities that are widely beneficial to society.

# About the Company

**1964**

I.C.C. International Public Company Limited was established in 1964 with 7 founding staff as International Cosmetics Limited Partnership (PIAS).

**1970**

Appointed as agent for of “Wacoal” lingerie from Japan.

**1975**

Appointed as agent for gentlemen’s apparel “Arrow” from the USA.

**1978**

Received approval from the Ministry of Finance to list on the Stock Exchange of Thailand (SET).

**1982**

Appointed as agent for the “Itokin” fashion brand.

**1984**

Appointed as agent for “Guy Laroche” menswear from France.

**1988**

Appointed as agent for “Lacoste” womenswear and menswear from France.

**1991**

Appointed as agent for global sportswear brand “Mizuno”.

**1994**

Listed as a Public Company Limited and changed name to I.C.C. International Public Company Limited.

**1996**

To reflect its origins and ideas of “Asian-ness”, the company changed its logo with the “I” for the company and the two “Cs” arranged concentrically like a globe and a dragon, representing the Year of the Dragon for the company’s foundation in 1964, and a rat for the Year of the Rat denoting the name change. Combined, they refer to rising power of Asia with the flexibility to face any situation enduringly.

Appointed as agent for “DAKS” womenswear and menswear from London.

1997

Launched Saha Group’s products export expo, “Saha Group Export ‘98”.

1998

Launched “BSC” (Best Selected Collection).

1999

Established the first “His & Her Shop” in Big Jiang Shopping Mall, Nongkhai.

2002

Established the “108 SHOP” project to support Thai retail, introducing the Quick Response Marketing System (QRMS) to sales service, installing the system at all points of sale nationwide.

2003

Established a new corporate headquarters in a six-storey twin building near the original building, which has been used until today. And Initiate the Sahaphat Innovation contest “CHAIRMAN AWARDS”

2004

Television business through “S Channel” satellite TV.

2008

Sales channels were also expanded into online channels, starting with eThailandBEST.com and The company also initiated the ICC INNOVATION AWARDS.

2016

Founded a cosmetics distribution center under the concept of “Beauty Station”, a new sales channel bringing together cosmetics brands from both inside and outside the company.

2018

A Master License was signed for “Kumamon”, the mascot of Kumamoto Prefecture from Japan.

2020

I.C.C. International Public Company Limited helps fulfill lifestyles of people of all walks of life with the following wide range of products and service of international standards:

1. Cosmetics and perfume product
2. Men’s wear
3. Women’s wear
4. Baby products
5. Leather and accessories s
6. Sportswear
7. Household products



# Vision, Mission, and Value

The company's board and executives gave emphasis on business operation.

Together, they had set the company's vision, mission, and strategies of the company to give a direction for the business operation to align with market competitions and to aim towards the same direction. The company's board and executives, therefore, had reviewed crafted the company's vision, mission, and new business strategies that was planned to be implemented within the next 3 years, from 2019-2021, as follows



## 2018

**Vision:** The company is determined to become the leading Thai company in the international stage with the commitment in creating innovation and developing the company according to ethical and moral principles towards sustainable future.

### Mission :

- 1 Create new markets by bringing in technology to facilitate and establish new experiences
- 2 Create our own fashion brand because we can work at a fast pace and manage costs that are more competitive.
- 3 Create His & Her Shop Hub to expand a network connecting the customers.
- 4 Maintain the existing markets by establishing a procedure and a transformation system that is responsive and efficient.
- 5 Develop the operation system with a full range of the development of information technology and digital.
- 6 Change our image by modifying the operation process along with knowledge sharing between older and younger generations.
- 7 Create and develop our personnel to be able to keep up with new changes, focusing on skills, expertise, and performance.
- 8 Collaborate with educational institutions or research centers to attract a new generation of employees who think differently.

## 2019 – 2021

**Vision:** To become the leading company that is driven by innovation and creativity in Thailand and South East Asia in Fashion & Lifestyle industries.

### Mission :

- 1 Conduct research and development for innovations, design and provide a variety of new, exciting products.
- 2 Collaborate with business partners to develop new brands as well as management, selling, and new marketing to strengthen reputation and leading position of our existing branded products.
- 3 Develop a variety of up-to-date distribution channels that can serve lifestyles and demands of each group of customers.
- 4 Enhance managerial performance and competence by integrating state-of-the-art technology throughout the company and our supply chain.
- 5 Determine to develop the company in compliance with the Good Governance principle for the continuous growth.







## Business Targets & Strategies

1



Create, design, and provide new various products that have been researched and innovated in order to meet both local and international customers' demands.

2



Develop new product brands by teaming up with business partners along with managing the selling and marketing processes that are up-to-date to strengthen the company's leading position in the market.

3



Incorporate new technologies of distribution channels that provide every group of customers with convenience and ultimate satisfaction.

4



Increase and develop a capability in technology and supply chain management along with the business partners from the production to the logistics to swiftly provide and respond to the customers' demands.

5



Continue to grow in accordance with good governance to sustainably offer good things to stockholders, investors, partners and other parties involved. Also, develop potential of our internal staffs regularly to be ready for changes and competitions.

# Value Chain

Value Chain Development is an important strategy in doing business. Therefore, the company focuses on all stages and processes of the value chain. To create sustainability in the supply chain from upstream to downstream, and create value for every product and service within the company with details as follows:



## Procurement

As a leader in the production of consumer products, the Company places great emphasis on efficient, transparent, and checkable procurement processes.

- Develop the potential of business partners to grow with the company. By establishing guidelines for partners, along with considering quality checks and management processes to meet standards.
- Establish a standardized procurement process. Selecting a specific partner with social responsibility, to assure customers that products and services are environmentally friendly from upstream, midstream and downstream throughout the product's lifetime.



## Production

The company values and pays attention to every step of the production process as well.

- Correctly control product quality to comply with legal agreements and various management standards in accordance with international standards for, environmental, safety and consumers such as ISO HACCAP, etc.
- Choose quality and safe raw materials, with good hygiene as the main consideration.
- Make the most of production resources. Including commitment to employees in the company to innovate through an annual innovation contest such as INNOVATION



## Product Distribution

The company is committed to creating an efficient product distribution system. Covering all areas across the country and abroad as well.

- Product delivery coupled with professional service
- Use modern technology to store products. And manage transportation systems through the Company's logistics network, covering both domestic and international



## Marketing and Sales



The company is committed to delivering quality products and services to consumers through various and effective distribution channels as

- Distribute services through leading online and offline platforms to strive to be a leader in the consumer products group
- Create sales promotion activities to continuously build a good relationship.



## After-sales service

The Company is committed to promoting after-sales engagement and maintaining a long-term relationship with trading partners and customers as well

- Organize a knowledge exchange process. Arranging a business partner meeting to determine a business plan together
- Commit to developing environmentally friendly packaging. Including selection of materials that can be reused or recycled



## Goals in 2021

The company strives to be an efficient manufacturer and distributor of consumer products. Can produce a variety of products and services that meets the needs of customers. While motivated to develop employees in the organization to be capable of keeping pace with market changes.

# Sustainable Growth Direction

To align with The Company's mission that states our determination to advance our organization with Good Governance, to make our business grow continuously and to provide great and sustainable benefits for all stakeholders, we identify our operation framework that covers all economic, social and environmental aspects. We are also ready to expand into new business areas and to continuously develop our personnel and organization with Good Governance in order to increase our potential and readiness to deal with the changes in competitions

## Sustainability Development Direction

### Business Philosophy



Create value in people: Act and behave a good person who is honest to oneself, the company, and the society.



Create value in business: Develop products and services in response to the stakeholders' demands.



Create value in society: Continuously support activities that are beneficial to the society in order to establish the strong society.

### Thought to Success

1

Fight for Glory

2

Think Positive

3

Discipline

4

Faith

5

Readiness

6

Integrity

7

Unity

### Strategies for Sustainability



- The company is determined to create value and to develop sustainability in every situation in every business as well as to the company and our stakeholders.
- The company designs the business code of conduct to be a guideline that is aligned with the Good Governance principle. The company treats customers, partners, stockholders, and stakeholders equally and fairly.

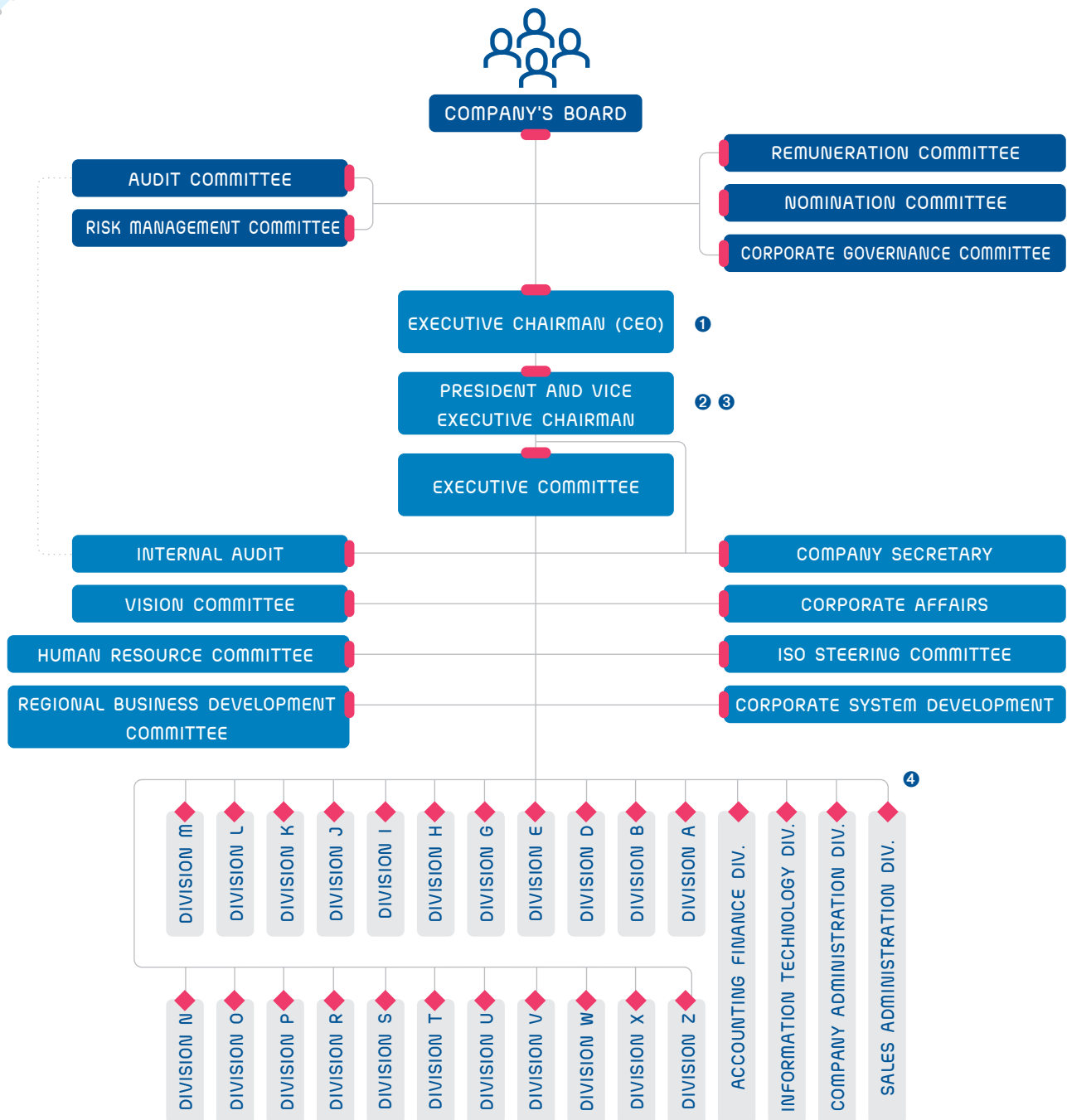
### Sustainability Goals



- The company provides good quality of life to consumers by adhering to the company's core principle "Good People, Good Products, Good Society."
- The company conducts the business based on the foundations of accountability, honesty, ethics, and morals bringing about the business operation with transparency, efficiency, effectiveness, and security as well as sustainable growth.

# Structure of Organizational Management

The Company strives for sustainable development in all dimensions by assigning duties and responsibilities based on the corporate organizational structure of December 31, 2020 which is publicized on the company website <http://www.icc.co.th>



① - ④ Company's executives as announced by The Securities and Exchange Commission (SEC)

# Working Process for Stakeholders

Realizing our determination for business sustainability and stakeholders' importance in giving business directions for ICC, and to ensure that our stakeholders could have joint-benefits of both short term and long term, we have classified different groups of stakeholders so that we can formulate the appropriate plans. This shall lead to sustainable growth based on conducting business via integrity with ICC's partners bringing into meaningful participation as well as continuous adjustment and development.

## Employees



### Expectations

- Appropriate remuneration and welfare
- Plans for skills training and development
- Equal rights and opportunities for advancement
- Safety and quality of life

### Participation / Communication Channels

- Annual seminars and trainings for skill development
- Attention to employees' feedback and complaints (The Voice-QR Code)
- Internal communication (through SAI YAI leaflet)
- Communication channels such as Broadcasting, webmail, intranet, Line group, etc.

## Shareholders



### Expectations

- Gain high and continuous returns for their investment
- Good operating results and continuous growth
- Conduct business with transparency and good governance
- Information disclosure

### Participation/ Communication Channels

- Annual General Meeting of Shareholders
- Declaration of quarterly operating results as legally stated timeline
- Respond to questions and doubts via telephone, emails and Annual Report
- Organize "Analysts and Investors with ICC" annually

## Customers



### Expectations

- Properly-informed about the products and services
- Reasonable and fairly priced products and services
- Get good quality products and services
- Environmentally friendly products available as an alternative
- Products and services warranty
- Customer's privacy and confidentiality

### Participation/ Communication Channels

- Customer visit
- Exhibitions and trade fairs
- Communication channels
- Customer Relations activities
- ICC Call Center: information inquiries
- Available channels for customer feedback and complaints

## Business Partners



### Expectations

- Follow the business agreements and requirements. Provide correct information.
- Create good mutual relationship and understanding.
- Share and exchange knowledge and insights for development of value-added products and services.

### Participation/ Communication Channels

- Communicate through various channels
- Organize annual business partners meeting to inform business directions.
- Visit business partners for their feedback and suggestions
- Provide channels for feedback and complaints
- Organize activities to promote good relationship
- Enter into the joint-agreement with business partners to set ethical business conduct framework. This includes trade competition and prohibition on business conduct with companies that violate human rights and Intellectual Property.

**Business Competitors****Expectations**

- Conduct business and compete with integrity. Follow the Fair Play framework.

**Participation/ Communication Channels**

- Formulate criteria and conditions for Fair Play.

**Community, Society and Environment****Expectations**

- Appropriate products and services for daily consumption.
- Provide information about health
- Conduct business with respect to the community, society and environment

**Participation/ Communication Channels**

- Communicate via various channels.
- Available channels for suggestions and complaints.

**Debtors****Expectations**

- Follow the clearly-defined and righteous conditions and details of the agreement

**Participation/ Communication Channels**

- Annual Report
- Attention to feedback and complaints

**Mass Media****Expectations**

- Full disclosure of information in a timely manner.

**Participation/ Communication Channels**

- Disseminate the information via available channels.
- Media visit for the company's operations and activities.
- Support and participate media's activities.

**Loan Payable****Expectations**

- Comply with contracts and agreements clearly and fairly.
- Inform the creditor in advance if any contract's obligation cannot be met, in order to find rational solutions together.
- Loan and interest are always paid back on time

**Participation/ Communication Channels**

- Annual Report
- Listening to suggestions or complaints

**Trade Account Payable****Expectations**

- Able to comply with conditions and agreements of the contracts by making bank transfer via BAHT-NET System and Media Clearing System by setting billing acceptance and transferring schedule.

**Participation/ Communication Channels**

- Annual Report
- Listening to suggestions or complaints

**Government Sector****Expectations**

- Follow the related rules and regulations.
- Support and participate in projects and activities that have social benefits.

**Participation/ Communication Channels**

- Fulfill tax duty in a timely manner as legally stated.
- Always attend and provide feedback/suggestions as well as giving continual support to the Government activities.





# Main Issues Concerning Sustainability

ICC has gathered essential information and details relating to our industry and other businesses, domestically and internationally to study the changing tendency and direction. We can then make adjustment on our policies and business plans to meet the requirements. We shall stay competitive and competent in order to achieve our goals stated in Sustainable Development Roadmap through the Corporate Social Responsibility Guidelines in three aspects “Good people, Good products and Good Society”. The main concerns about corporate sustainability are discussed in accordance with economic, social and environmental dimensions for sustainability as stated in Global Reporting Initiative Standard (GRI).



## Generating main issues in the report

ICC gives importance to all stakeholders and takes into consideration all factors that might affect them in terms of economic, social and environmental sustainability of the company.



## Identifying the issues

Review and identify the issues from the information provided by all stakeholders, internally and externally through projects and activities throughout the year.



## Inside the company

Information from the working committees responsible for Corporate Sustainability and Company Strategy as well as Risk Management for the short, intermediate and long terms to achieve the goals.



## Outside the company

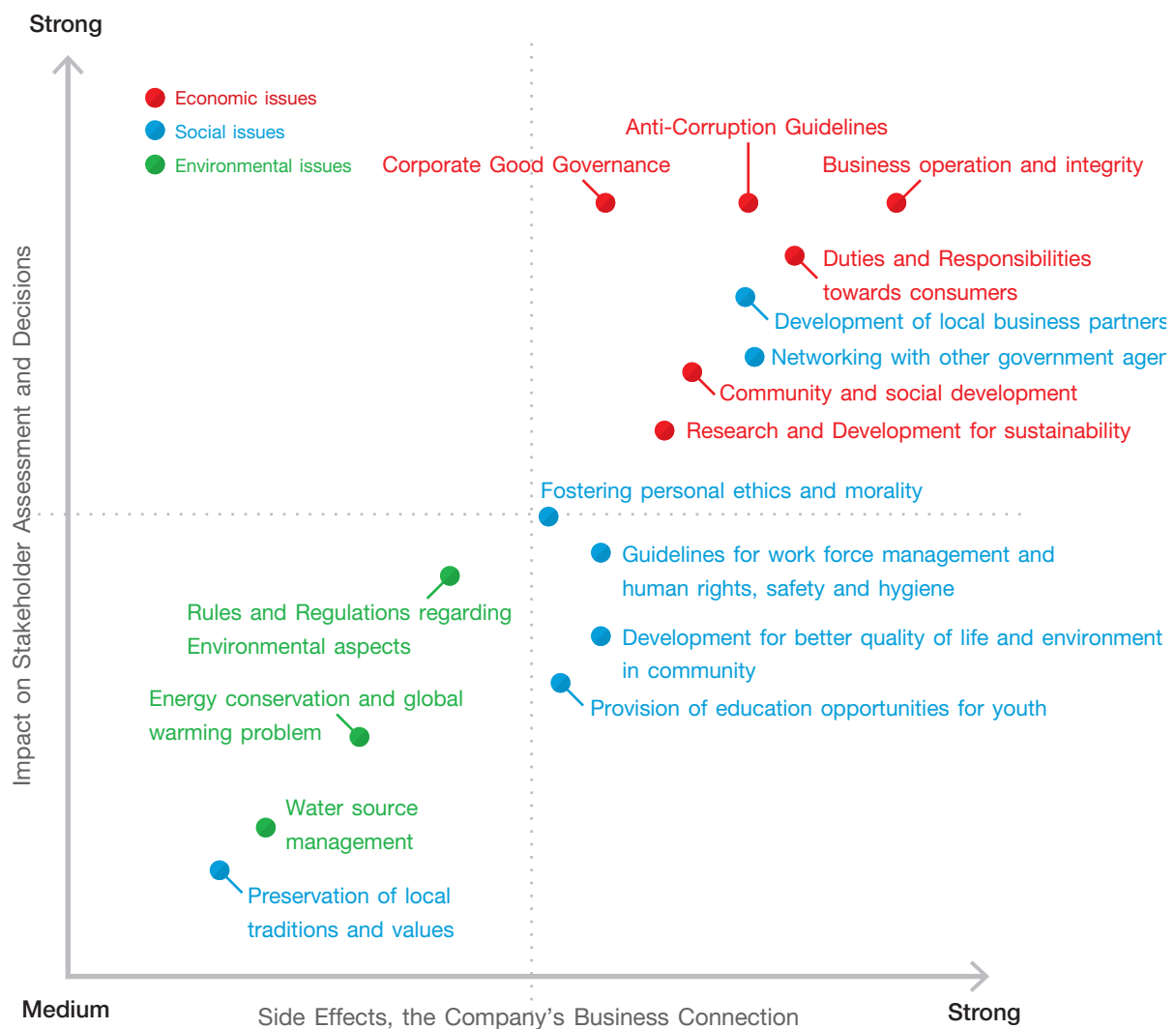
Study information from the working committees assigned to coordinate with stakeholders to understand decision-making factors. This can be done by conducting surveys or creating evaluation forms or information gathering, in formal and informal approaches such as through seminars, hearings, meetings or group interviews.



## Set priorities

Study the mutual concerns and examine the connection between the issue and the indicator based on GRI Standard. Then select and prioritize the issue that is of the stakeholder's interest.

# •• The Company's Concerning Issues ••



# .. Milestones ..

To develop the business management system consistently from upstream to downstream, to increase efficiency of production and product distribution, both in terms of quality and quantity, to meet the customer's needs and to establish the company stability, IOC has been committed to development its supply chain, complying with good governance, building trust among all stakeholders, and supporting all parting all parties involved to work together in harmony for the company's growth and development under the 7 Principles of Thoughts. IOC focuses on developing human resources, who are significant internal factors to drive the company forward significantly, under the concept

Good People, Good Products, Good Society.

In 2020, important stages in development  
were as follows:



## Concept 1

## Continuing Innovation to Create “Capable People”



### Organizing training for employees

Because “employees” are the core of organizational development, the company is therefore determined to push the employees to never stop developing their own potential. Even in the time of the COVID-19 epidemic. By setting up training programs through various online channels such as on Facebook channel “คุณแล้วรวย” under the concept of ICC Enter “Train” ment, Diamond Crown Awards program. To develop employees who are even better. (See more details at pages 30-31)

## Creating Innovation of “Good Products” to Expand Business Channels

## Concept 2

The company is determined to expand its customer base, by changing the format of the Saha Group Fair event from Offline to Online in response to the COVID-19 situation, and changing consumer behavior. Launched a website [www.sahagroupfair.com](http://www.sahagroupfair.com). Organized the World Stop Shopping Fair “Saha Group Fair Online’63” to distribute more than 20,000 consumer products through leading platforms such as Lazada, Shopee and JD Central.



## Concept 3

## Continuing Innovation as a “Good Society”



### • Cooperation with the State sector, establishing Pracharat (civic state) programs

In accordance with policy to drive the nation with the Pracharat (civic state) strategy in 2016, and joining forces in cooperation between the state and private sectors and civic society, the company was part of the working group in the Excellent Model School, joining with Thonburi Commercial College to develop courses and knowledge for teachers and and knowledge for teachers and involving personnel of the curriculum” for the Higher Vocational Certificate in Marketing. (\*For more detail, see page 49)

### • Because “Water is Life” Projects

The company collaborated with the Dr Thiam Chokwatana Foundation and staff in the Saha Group to support a project of community water management according to the principles of His Majesty the late King Bhumibol, of the Petch Nam Neung United Agricultural Cooperative Community of Phetchaburi Limited. The project developed water projects and integrated farms under the New Theory of Agriculture of HM the late King. (\*For more detail, see page 50)

# Awards of Honors

Affirmed its leading position in providing products by awards from various organizations



BEAUTY AWARDS 2020 by SUDSAPDA Reader Vote's category



ARTY PROFESSIONAL  
Complexion Modifier Brightening  
Make Up Base



ARTY PROFESSIONAL  
Happy Eye & Blush

PREW ICONIC BEAUTY AWARDS 2020 / Iconic Nourishing Foundation

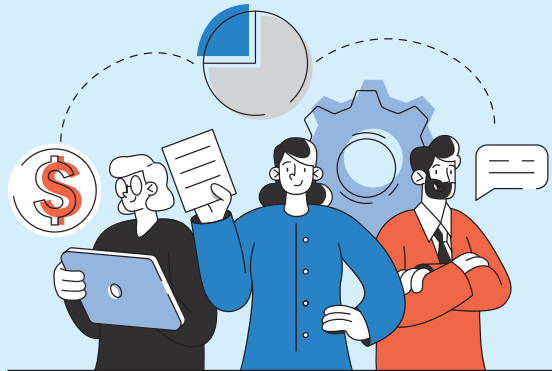


BSC Bio Perfect Velvet  
Radiant Serum Foundation

# About the Report

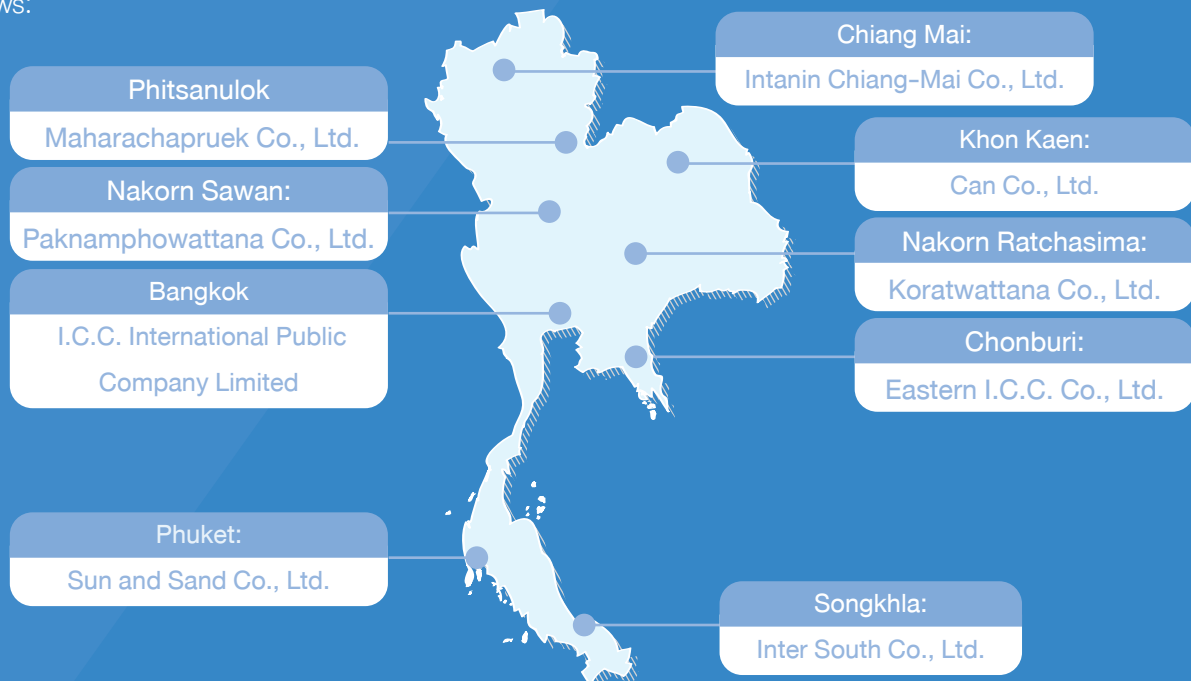
This Sustainability Report was generated to declare the operating results of I.C.C. International Public Company for the fiscal year of 2020. (January 1-December 31, 2020). It reveals our business management for sustainable growth that involves economic, social and environmental aspects. ICC business operation correlates to Sustainability Master Plan under the Corporate Social Responsibility Guidelines for Sustainable Growth in three areas **“Good people, Good products and Good Society”**

ICC has generated and disseminated the report for 7th consecutive year, and (GRI) 4 with reference to Global Re-



porting initiative Standard (GRI). The report discloses business operations that follow our directive framework (Vision and Company Strategy), Corporate Good Governance and practical guidelines of work philosophies. It also includes work force management, ethical development of the personnel, acquisition of more value for the businesses and provision of social opportunities for the community's sustainability. The details discussed correspond to the economic, social and environmental aspects for Global Sustainability.

**Scope:** The Sustainability Report 2020 reveals the company's business operations, and distribution of consumable goods in all business units under the company's umbrella and 8 business partners across the country. They are as follows:



For further questions or suggestions, kindly contact:

Corporate Public Relations Affairs, Company Administration Division, I.C.C. International Public Company Limited, with office address at 530 Soi Sathupradit 58, Bangpongpan Sub-district, Yannawa District, Bangkok 10120  
Telephone Number: 0-2293-9000 Email address: pr@icc.co.th



# Engagement with SDGs

For the continuity of the development, United Nations has set goals for development on September 25, 2015 so called “Sustainable Development Goals” (SDGs), which aim at developing every dimension in connection with economy, society and environment. SDGs include 17 goals that will be hold as the principles for the development for 15 years (from September 2015 to August 2030).



## 17 GOALS

**GOAL1.** No Poverty

**GOAL2.** Zero Hunger

**GOAL3.** Good Health and Well-being

**GOAL4.** Quality Education

**GOAL5.** Gender Equality

**GOAL6.** Clean Water and Sanitation

**GOAL7.** Affordable and Clean Energy

**GOAL8.** Decent Work and Economic Growth

**GOAL9.** Industry, Innovation, and Infrastructure

**GOAL10.** Reduced Inequalities

**GOAL11.** Sustainable Cities and Communities

**GOAL12.** Responsible Production and Consumption

**GOAL13.** Climate Action

**GOAL14.** Life Below Water

**GOAL15.** Life on Land

**GOAL16.** Peace, Justice and Strong Institutions

**GOAL17.** Partnerships for the Goal



# Consistent with Sustainable Development Goals of the United Nations

Main issue concerning sustainability (Good People : Good Products : Good Society)		GOAL																
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
Economic	Corporate Good Governance																😊	
	Anti-Corruption																	😊
	Business operation and integrity																	😊
	Duties and Responsibilities towards consumers			😊					😊	😊			😊	😊		😊		😊
	Community and social development	😊	😊		😊	😊						😊	😊					
	Research and Development for sustainability		😊						😊	😊				😊			😊	
Social	Fostering personal ethics and morality				😊	😊												
	Guidelines for work force management and human rights, safety and hygiene				😊		😊					😊						
	Provision of educational opportunities for youth			😊	😊													
	Development for better quality of life and environment in community	😊	😊								😊	😊	😊			😊		
	Development of local business partner	😊	😊															
	Networking with other government agencies	😊	😊	😊						😊				😊			😊	
	Preservation of local traditions and values				😊													
Environmental	Rules and regulations regarding environmental aspects												😊	😊		😊		
	Water source management		😊											😊	😊			
	Energy conservation and global warming problem												😊	😊	😊	😊		




# ICC and the Covid-19 Epidemic

**T**hailand encountered its first infections with SARS-CoV2 (Novel Coronavirus 2019), the cause of COVID-19, in mid-January 2020. The government instituted various measures to contain, prevent and control infection, which included the establishment of the Center for COVID-19 Situation Administration (CCSA). This was tasked with determining policies and urgent measures to manage the epidemic, such as closing the country, closing shopping malls and announcing curfews.

For the company, we considered the selection of only essential measures of medical and public health advice to prevent and contain the spread of the disease.

For the company to continue operating, measures to manage the situation have been issued, including setting up a special COVID-COM task force as a center for information, meetings and reports, which are disseminated to employees at intervals.

To inspire confidence in business operations among stakeholders, the company has issued measures to protect and oversee the safety and general wellbeing of employees, vendors and the network, and as mobilized forces to create special programs of assistance to benefit society, as motivation for protection and containment of the COVID-19 epidemic.



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โทรสาร : 02-254-0000 www.icc.co.th e-mail : webmaster@icc.co.th ภาษีมูลค่าเพิ่ม 010535000304

ที่: บก. (ตบค.) 001/2563

**ประกาศ**

**เรื่อง แนวทางการป้องกันและเฝ้าระวังการระบาดของไวรัสโคโรนาสายพันธุ์ใหม่ 2019**


สืบเนื่องจากการระบาดของไวรัสโคโรนาสายพันธุ์ใหม่ 2019 ที่ได้แพร่กระจายไปหลายประเทศทั่วโลก และมีแนวโน้มในการแพร่ระบาดที่เพิ่มขึ้นอย่างต่อเนื่อง ดังนั้นด้วยความร่วมมือของพนักงาน บริษัทฯ จึงได้กำหนดแนวทางการป้องกันและเฝ้าระวังการระบาดของไวรัสโคโรนาสายพันธุ์ใหม่ 2019 ดังต่อไปนี้

**มาตรการสถานที่**

1. เพิ่มความถี่ในการทำความสะอาดจุดสัมผัสสาธารณะด้วยแอลกอฮอล์ และน้ำยาฆ่าเชื้อโรค เช่น บานพับประตู ลิฟต์ ราวบันได โต๊ะเก้าอี้บริเวณแขก เป็นต้น
2. เพิ่มการบำรุงรักษาเครื่องปรับอากาศ ระบบกรองอากาศ และระบบฆ่าเชื้อโรคเป็นกรณีพิเศษนอกเวลาปกติ
3. เพิ่มการฉีดน้ำยาฆ่าเชื้อโรคในการทำความสะอาดสถานที่ของประชุมก่อนการประชุมทุกครั้ง
4. จัดให้มีจุดบริการเจลล้างมือบริเวณประตูทางเข้า-ออกอาคารสำนักงาน และบริเวณที่มีคนใช้บริการจำนวนมาก เช่น บริเวณ His & Her Outlet, ICC Canteen, Day care, Sports Club และห้องประชุม เป็นต้น


**การปฏิบัติงาน**

1. พิจารณาเลื่อนหรือระงับการเดินทางไปปฏิบัติงานในประเทศจีนและประเทศอื่นที่มีการระบาดของเชื้อไวรัสโคโรนา
2. กรณีจำเป็นต้องรับหรือติดต่อผู้ที่มีความเสี่ยงสูงที่มาจากประเทศดังกล่าว ต้องแนะนำให้ลูกค้าหรือผู้ร่วมงานและเจ้าใจแจ้งแนวปฏิบัติเพื่อป้องกันเชื้อไวรัสโคโรนา
3. กำหนดให้มีแนวทางการคัดกรองผู้เข้าร่วมงานกิจกรรมของบริษัท เช่น การสวมหน้ากาก การจัดงานวันครอบครัวหรือสังสรรค์ เป็นต้น โดยจัดให้มีจุดคัดกรองตรวจวัดอุณหภูมิร่างกาย ก่อนเข้าร่วมกิจกรรม หากพบว่ามีอาการไข้จะไม่อนุญาตให้เข้าร่วมกิจกรรมนั้น



I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED 330 Sukhumvit 59, Bangkok 10110, Thailand 11229

WE MAKE PEOPLE HAPPY AND HEALTHY



บริษัท ไอ.ซี.ซี. อินเตอร์เนชั่นแนล จำกัด (มหาชน)  
250 ถนนสุขุมวิท 59 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 โทร : 02-254-0000-0000  
โทรสาร : 02-254-0000 www.icc.co.th e-mail : webmaster@icc.co.th ภาษีมูลค่าเพิ่ม 010535000304


4. พิจารณาให้มีการจัดเลี้ยงอาหาร ให้จัดให้มีที่นอนกลางในการรับประทานอาหาร และตั้งป้ายบนโต๊ะอาหารระบเรให้ใช้ผ้าอ้อมสำหรับเช็ดจาน
5. กำหนดให้พนักงานจัดเลี้ยงในน้ำจากภายนอก และงดดื่มเครื่องดื่มร้อนจากภายนอก
6. กำหนดให้แม่บ้านใส่หน้ากากอนามัย และงดเมื่อไม่ขณะปฏิบัติงาน


**ชุมชนและส่วนบุคคล**

1. ประชาสัมพันธ์ให้พนักงานทราบและเข้าใจแนวทางการปฏิบัติ เพื่อป้องกันเชื้อไวรัสโคโรนา โดยจัดทำโปสเตอร์ติดตามจุดต่างๆ และส่งประชาสัมพันธ์กับหน่วยงานภายนอกทั้งในระดับในและนอกองค์กร
2. รณรงค์ให้พนักงานล้างมือด้วยสบู่ที่จัดไว้ในห้องน้ำบ่อยๆ
3. เมื่อจำเป็นให้พนักงานใช้หน้ากากอนามัยให้ติดต่อนอกสถานที่ หรือแผนกสวัสดิการ ส่วนบริหารทรัพยากรบุคคล ฝ่ายสำนักงานบริษัท
4. พนักงานที่มีอาการไข้ ไอ เจ็บคอ ให้แจ้งผู้บังคับบัญชาเพื่อไปพบแพทย์ ลาหยุด และปฏิบัติตามคำแนะนำของแพทย์จนกว่าจะหายเป็นปกติ

ทั้งนี้ บริษัทฯ ขอให้พนักงานทุกคน มีความร่วมมือปฏิบัติตามแนวทางข้างต้น เป็นการร่วมกันป้องกันการติดเชื้อไวรัสโคโรนาสายพันธุ์ใหม่ 2019 เพื่อสุขภาพอนามัยที่ดีของพนักงานทุกคน

ประกาศ ณ วันที่ 1 กุมภาพันธ์ 2563

  
(นายบุญเกียรติ โชควัฒนา)  
ประธานกรรมการบริหาร



I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED 330 Sukhumvit 59, Bangkok 10110, Thailand 11229

WE MAKE PEOPLE HAPPY AND HEALTHY

## Measures for the company to deal with and prepare readiness for the COVID-19 epidemic



The COVID-19 epidemic has required shopping malls to close temporarily for a period of over 2 months. After the government ended lockdown, shops were able to open as normal. The company saw the vital importance of controlling infection and made preparations to deal with the situation as follows:

### Sales employees

The company's offices were assigned to perform health checks on over 3,000 sales employees nationwide, in readiness for providing safe customer service. For sales employees in the Greater Bangkok area, inspection points were established at Head Office and inspections done by Bangkok 9 International Hospital, with the results of testing available within 3 days. Sales employees based upcountry were inspected at their provincial hospitals, with the results strictly returned to the company by employees to confirm their health status.

Not a single infection was found among the entire sales team. The company believes that this measure created customer confidence in the health of the sales employees for every one of the company's brands, numbering over 100 brands in every leading shopping mall nationwide.

### Operations employees at Head Office

Basic safety standards were established for employees, vendors and outside individuals making contact, to prevent and contain the spread of COVID-19, such as:

- Alcohol gel hand wash at strategic points all over the company.
- Officials measuring body temperature and attaching a symbol to gain access to the building at the entry and exit doors, on working days, holidays and weekends.
- More frequent cleaning shifts for regularly touched surfaces with disinfectant throughout the day
- Asking employees to wear face masks every time they enter the building, and continuously while they are working.
- Arranging space in meeting rooms and canteens according to social distancing, and encouraging employees to use online meeting technology such as Zoom and Microsoft Meeting.
- Having employees perform daily risk assessment through a QR-Code.



### Helping society

The company is dedicated to creating awareness among employees about being “Givers” under the concept of the five forms of “Giving” (see additional details on page 32). A diverse range of programs has been established to mitigate problems for victims of the COVID-19 epidemic as follows:

- Donating medical equipment

Ramida Russell Maneesatien, Director of the company's Womenswear Boutiques, is giving away equipment to fight COVID-19 such as cloth hygienic masks, antibacterial medical gowns and antibacterial covers for medical equipment, at Ramathibodi Hospital.

“Do things of benefit to society. Help by strictly complying with government regulations, and the Thai people will overcome this crisis.”

### In business operations

• Preparing readiness and continuity plans to manage the business, managing people and labor costs and reducing unnecessary expenses, such as by:

- Postponing store refresh and opening new stores
- Emphasizing sales through online channels, on Facebook pages and leading platforms such as Lazada, Shopee and JD Central.
- Launching the website [www.iccshopping.com](http://www.iccshopping.com) bringing together all of the company's products. Every employee is entitled to be sales employees, to increase income for themselves and for the company.

- Donating alcohol gel

BSC Honei V joins in the fight against COVID-19 by donating alcohol gel hand wash worth a total of 200,000 baht to Lertsin Hospital, Charoenkrung Pracharak Hospital, Bangrak District Office and Yannawa District Office. The donation was presented by Bussabong Mingkwanyeon, Director of Cosmetics and Perfumes.

- ICC Kindness Box bringing happiness to the people

The company has always given priority to assisting the victims of various crises. The COVID-19 epidemic has had broad nationwide impacts on the economy and society, particularly upcountry. The company has established the ICC Kindness Box at the entrance to all of the company's 9 provincial branches which are: Greater Bangkok, Chiang Mai regional, Phitsanulok regional, Nakhon Sawan regional, Khon Kaen regional, Nakhon Ratchasima regional, Chonburi regional, Phuket regional and Songkhla regional. The box contains essential items for women, child and adult diapers, food and other daily essentials.



Kityaporn Chaithavornsathien, Product Director for DAKS and Guy Laroche apparel, initiator of the ICC Kindness Box.



## A New Normal Way of Life without COVID-19

For operations according to sustainable development goals during the COVID-19 epidemic, the company has changed the format of product launches, adapting them to The New Normal and encouraging employees, vendors and customers to be ready for changes in the COVID-19 epidemic, through the company's internal and external communications.

- BSC STERITECH is an innovation in electrolyte fluid which can be used to kill a range of infections including the COVID-19 coronavirus. It can be sprayed to reduce odor, to wash fruit and vegetables, to clean the kitchen, and to spray on hands and face to maintain 100% natural and safe cleanliness. It has received a patent from the Department of Intellectual Property of the Ministry of Commerce, and from other leading institutions. It also won the top award in the Invention and Innovation Contest of King Mongkut's Institute of Technology. North Bangkok for 2019.



### Products to fight COVID-19

Because every location is at risk to be a center for the spread of COVID-19, the company sees it as crucial for employees, vendors and customers to be aware of protecting themselves from the disease. It has adapted its normal apparel products to be antibacterial, such as alcohol gel, face masks, soap and many others. There has also been production of media to instill behavior to maintain social distancing for health, and avoid COVID-19, under the slogan. "We will be safe from COVID-19 together."



## Good People



Over many decades, the company has believed that **“Giving”** is the basis of being a good person. Thus we have focused on instilling staff to be **“Good People.”** In developing their potential, the company aims to develop staff to be **“Capable People”** alongside instilling awareness to be **“Good People”**. This drives the organization to achieve success under the concept of the five forms of **“Giving”** – giving knowledge, giving forgiveness, giving assistance, giving life and giving love, to which we have adhered since 2017.

In 2017, the company made a documentary film to commemorate His Majesty the late King Bhumibol Adulyadej. “A Promise to King Rama IX”. The purpose of this was to reflect “Giving” through a range of activities under the 7 Principles of Thought (core values): Fighting for Glory, Thinking Positively, Discipline, Faith, Readiness, Integrity and Unity. These were guidelines to behave as a good person on a basis of honesty to themselves, the company and the society.



You can scan this QR Code  
to watch the Royal documentary

### Instilling “giving” and passing things on to develop capable people

From 2020, under the concept of “Giving”, the company has emphasized encouraging awareness, and creating unity and faith for personnel inside the organization with the dissemination of the philosophy of the company’s founder, Dr. Thiam Chokwatana. the 7 Principles of Thought of the company’s Executive Chairman Mr. Boonkiet Chokwatana are also disseminated internally: Sai Yai magazine, Bulletin Board and announcements over the company’s sound system in the programme Good Morning ICC as well as various online media such as Facebook, LINE and the website mop.bkc.com which is constantly updated.

In addition, ICC still Place an emphasis on “Salespersons” development by taking good care of talent employees to keep them with the company longer and to help them becoming even more talented. We also encourage these employees to be our “prototype” employees and instructors to help developing newcomers to be as talented, which resulting in continuous organization growth under the concept of giving knowledge through various training projects that will create sustainability for the organization.

**หลักคิด**  
**และปรัชญาการทำงาน**  
โดย...คุณบุญเกียรติ โชควัฒนา

หลักคิดที่ **22** **จงคิดว่าคนที่ตำหนิเรา คือคนที่หวังดีต่อเรา จงนำเอาคำตำหนินั้น มาใช้ให้เกิดประโยชน์ ต่อตัวเราในอนาคต**

คนจำนวนมากชอบตำหนิผู้อื่น ไม่ว่าจะเป็นคำด้วยความเคยชิน หรือความหวังดี แต่ผู้ได้รับคำตำหนิ พึงคิดไว้เสมอว่า สิ่งใดที่ใครตำหนิเรานั้น เราทำด้วยความหวังดี และใช้คำตำหนินั้น ไปว่าจะคำหิถูกต้อง หรือคำหิไม่ถูกต้อง ให้เกิดประโยชน์ ต่อความคิด สติปัญญา และการพัฒนาตนเอง ต่อไปในอนาคต

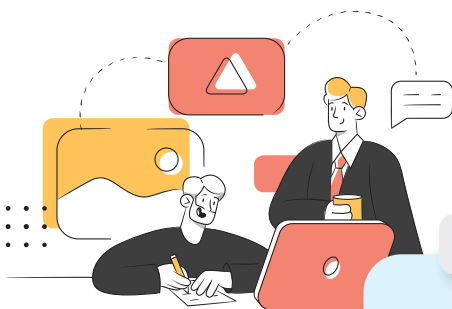
สอบถามเพิ่มเติมได้ที่ : คาน์เตอร์ประชาสัมพันธ์  
จัดทำโดย : ส่วนงานประชาสัมพันธ์ ฝ่ายสำนักงานบริษัท

SCAN HERE!

**DR. BOONKIET CHOKWATANA**

ประวัติ วิสัยทัศน์ องค์กร ค่านิยม MOP - บทบาท การบรรยาย - ข่าวสารและกิจกรรม บทสัมภาษณ์ ตาม ดร.บุญเกียรติ

ความสำเร็จ ต้องเริ่มจากการเป็นคนคิดเก่งคิดเป็นก่อน (บุญเกียรติ โชควัฒนา)  
PEOPLE WHO ARE ESPECIALLY GOOD AT SOMETHING, AND BECOME SUCCESSFUL, ALWAYS START FROM BEING GOOD, AND CAPABLE THINKERS. (BOONKIET CHOKWATANA)



## Human Resource Development Training Statistics

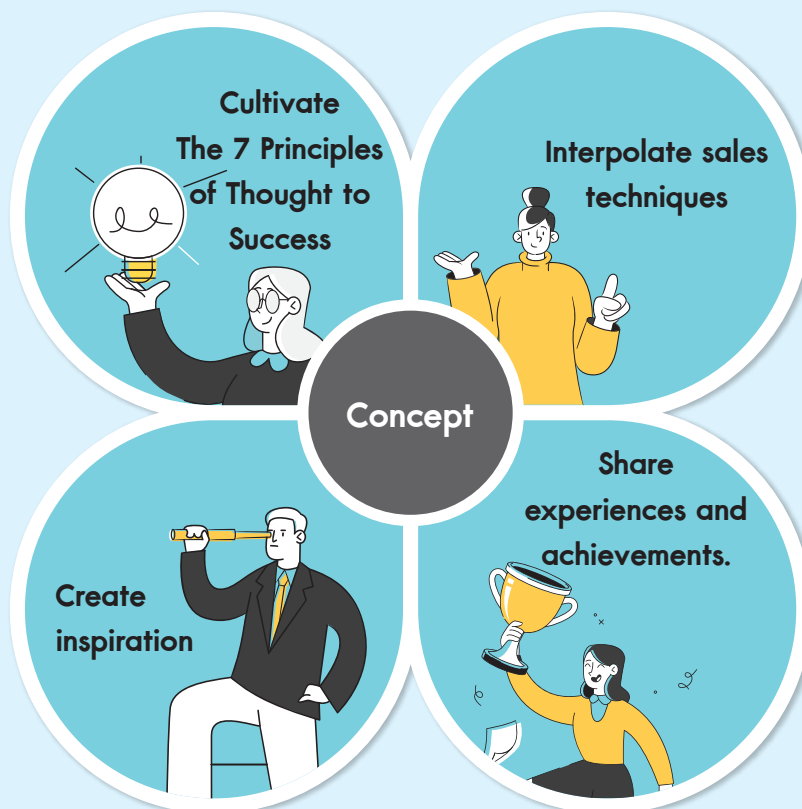
	2018		2019		2020	
	Hour	Total Number	Hour	Total Number	Hour	Total Number
Employee	536	2,174	818	3,109	55	1,149
Beginning Management	162	379	60	242	59	292
Middle Management	82	328	44	157	63	140
Top Management	63	73	24	31	32	86



## ICC Enter “train” ment Project

From the Company’s policy which desires to incite positive thoughts to sales employees across the country, at the time of the COVID-19 epidemic. Human Resource Development Division, Company Office Department, therefore developed a new communication channel with sales employees all over the country by creating a closed group Facebook page in the name “ရှုလဲသိသိ (Watch to get Rich)”, under the concept Enter “train” ment, to create a continuous communication channel between companies and sales employees throughout the country, without the need for a classroom training.

The ICC Enter “train” ment project was established with the aim of creating a learning society, awakening positive thinking and to be an area for exchanging knowledge, various useful experiences and opinions by sales employees nationwide which can be viewed on smartphones anytime and anywhere.



Currently, the ICC Enter “train” ment project has members who are sales employees a total of 2,795 people. There are a total of 411 programs broadcast under the channel “ရှုလဲသိသိ (Watch to get Rich)”. In 2021, we aim to increase the efficiency of communicating via online channels by creating more diverse channels. Including the modernization of developmental preparations to keep pace with the market, economic and social changes.

## Diamond Crown Awards

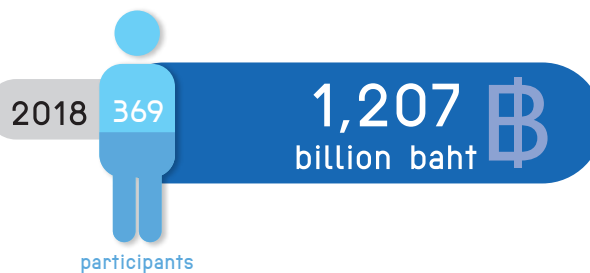
Starting for the first time in 2005, the Human Resources Development Department Section Company Administration Division. selected capable sales staff to join this project. The plan was to stimulate and follow up sales staff to have the ability to greatly improve sales growth, together with developing principles and methods to create sales and provide services.

Participating staff are qualified by making sales on target for the previous 6 months, with the award winners able to make sales in the competition year for 9 or more of 12 months. Prospects must reach sales targets for at least six months in one year to be qualified to participate in the competition of the following year; and the participants must reach their sales target for at least nine months of the competition year to become award winners.

### Numbers of Participants

#### 2018:

369 participants,  
sales of 1.207 billion baht



#### 2019:

493 participants,  
sales of 3.000 billion baht



#### 2020:

213 participants,  
sales of 508,273,987 billion baht



The establishment of the Diamond Crown Awards has had a part in inspiring sales staff to be more capable. Besides increasing personal potential, it has enabled the company to grow continuously and sustainably.

## Many Activities of Giving and Passing on to Develop Good People

Because “Giving” is the basis of human virtue and sustains happiness in society and the nation, the company has awareness of promoting personnel to be virtuous, starting from instilling the values to be “a Giver” who knows when to make sacrifices and share, starting from passing on from inside to outside the organization.



“Giving is the basis of human virtue. Creating an ethos of **giving**, knowing when to make sacrifices and share from inside the organization to the outside”



To create virtue and ethics by “Giving”



“Giving Life” – Blood Donation



ICC Click Like – Encouraging and praising good people, by extolling staff who did good deeds



Projects to develop organization readiness 4.0

## To create virtue and ethics by “Giving”

Holding activities of alms giving on Holy Days and important anniversaries such as the company’s founding date on March 1 and important dates of the reign. Areas are prepared for Muslim prayers. Entitlements are given to staff to take leave for religious activity of 5 days per year, including charitable religious activity.

### “Giving Life” - Blood Donation

Encouraging staff to know about “Giving” to others through a blood donation drive held with the Thai Red Cross, “1 person gives, many receive” four times a year (every 3 months). In 2020, staff registering to donate blood numbered 398, with 389 units or 159,200 cc of blood donated.

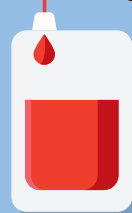
Holding activities



Of alms giving  
on Holy Days



Take leave  
for religious  
activity of  
**5 days**  
per year



Staff registering  
to donate blood with  
the Thai Red Cross  
**four times a year**  
numbered  
**398 units or**  
**159,200cc**

In 2020, people doing good



by **23 people.**

Learning and  
testing through



the **e-learning**  
system

Find facts about  
company through  
the **Intranet**  
system



Sending personnel  
for external training



To transfer knowledge  
back to the organization

## ICC Click Like – Encouraging and praising good people, by extolling staff who did good deeds

Because every good deed should always be praised and admired, the company is dedicated to instill values in staff to see the value of doing good and create pride by extolling them as models for others. This was done with the activity, “This Person, ICC Click Like” in 2015, which has been continued to the present. In 2020, there are 23 people doing good deeds.

## Projects to develop organiza- tion readiness 4.0

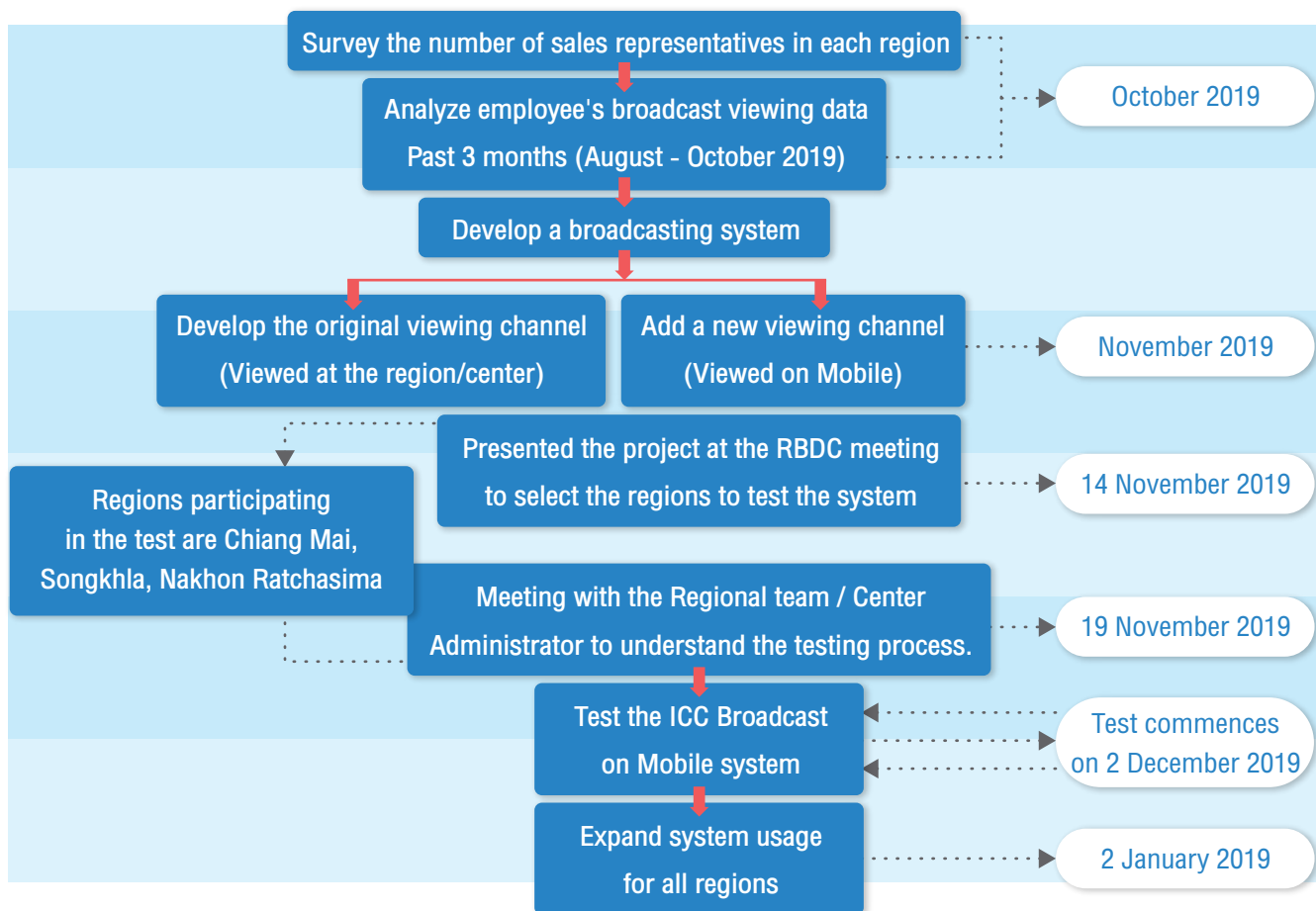
The company is confident that its “staff” are at the heart of managing the company to achieve success. In 2020, the company has given consistent priority to developing staff with relevant activities and programs to concerned with innovation, such as sending personnel for external training to transfer knowledge back to the organization. Learning and testing through the e-learning system to measure operational performance and evaluate new staff’s knowledge and understanding about the company. Staff are also able to find facts about the company through the intranet system to create mutual understanding, instill consciousness and ethics among staff. The purpose of all of these is for the unit of the staff, to use electronic equipment carefully, as well as to use various technologies to drive the business to successfully achieve target.

# I.C.C. Broadcast on Mobile

In the age of 4.0 where communication progresses rapidly, the company realizes the importance of internal communication processes. Especially in the “sales employee” group, which is the main driver. Therefore, established a “Broadcast system” to allow the sales department in the company (Headquarters) to communicate and train sales employees in different provinces. Which in the past it was found that there were problems in communication and travel, where most sales employee needs to travel to a region or to a center with a signal receiving point only for them to receive news from the broadcast.

The Human Resources Development Section Administration Division thus conducted a survey of the number of sales employees in each region and the number of views. And began to develop a more efficient broadcast system. Including improving the equipment used in the broadcast to be modern as well as increasing viewing channels via smartphones by adopting YouTube Streaming technology along with tracking the viewers’ results via the ICC e-Learning system.

The I.C.C. Broadcast on Mobile project received 1st prize in the Sahapat Group’s Innovation Contest, the Chairman Awards 2020 in the category of Service & Personality (see page 48 for more details).

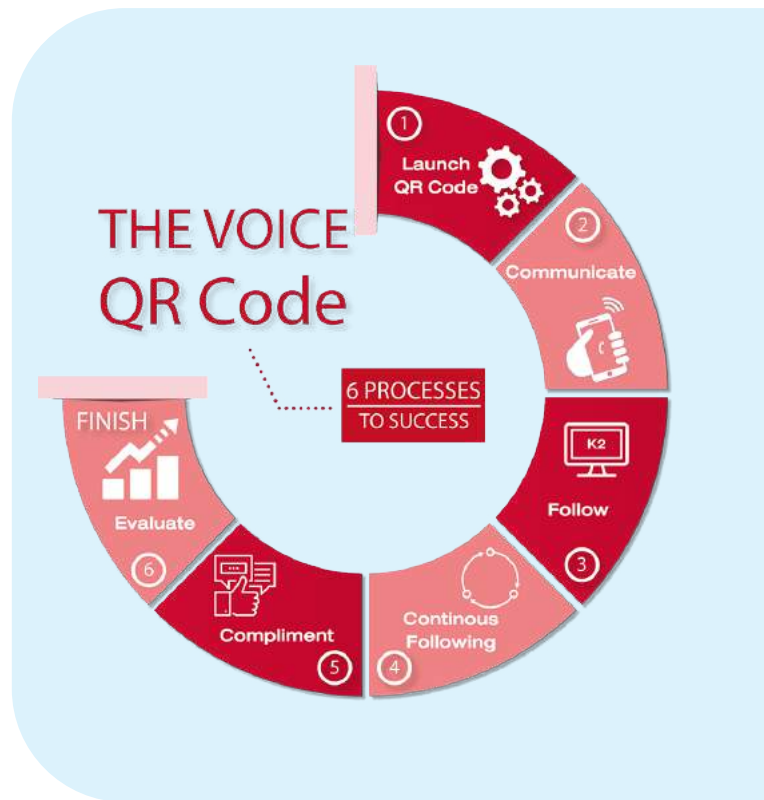


Within the year 2020, the number of employees who watched the broadcasts on average was 1,778 people. With the proportion of satisfaction in viewing the broadcast on mobile total of 100% (collecting data by allowing employees to complete the e-Learning satisfaction assessment and recording it). And in the year 2021, the company aims to have more sales employees view the broadcasting, and also expand the benefits to be used in broadcasting live online sales of products by the sales department, to support the generation of sales for the company.

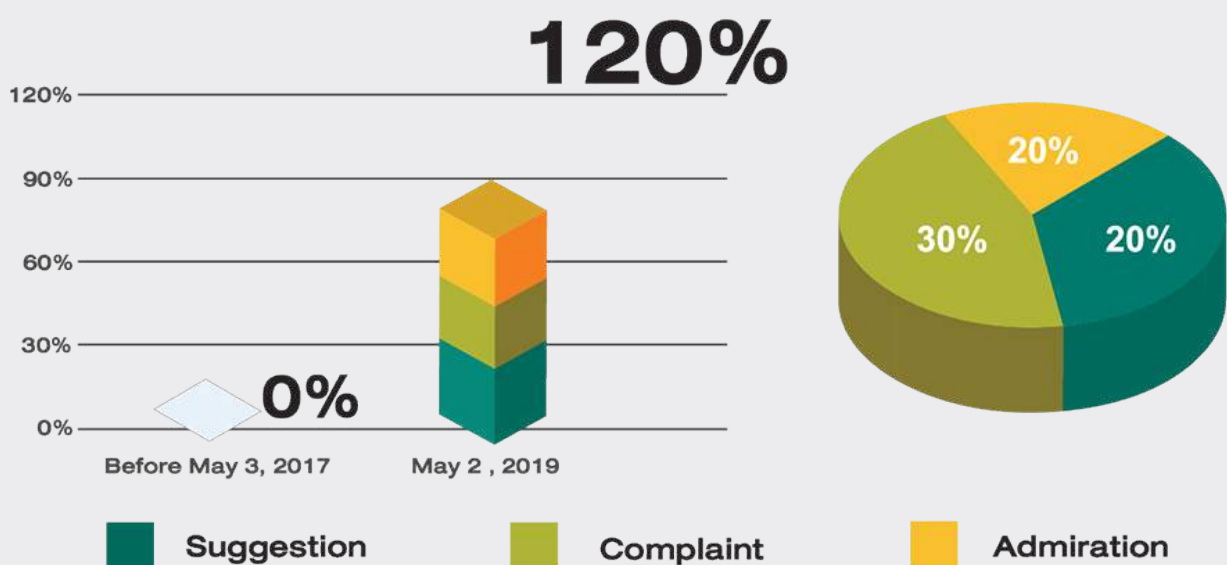
## The Voice: because every voice should be heard

Public Relations & Corporate Affairs Section, Company Administration Division sees the importance of the staff's rights to freedom of opinion, and set up "The Voice: Because Every Voice Matters" This gives an outlet to both office and sales staff to express their opinions, give suggestions, complain or show admiration through scanning a QR Code. The texts are not revealed publicly to protect informants, but they are not ignored if the data are of benefit to the organization development for the staff to work with happiness and for the company to grow sustainably.

After the program was inaugurated (3 November 2018) to replace the Suggestion Box, suggestions increased from 0 to 120, which was 121% more than expectations. At present, the project has been warmly welcomed by staff. The suggestions have been continually sent and the issues have also been rectified.



### Measurement



ICC has launched THE VOICE QR in May 3, 2017

# Good Products



Apart from the development of human resources who are the main driving force of the company, and to comply with the company's business operation policy of "Giving", I.C.C. International Plc. also determines to develop its products and services according to the good governance policy, which is to respond to the consumers' needs and be responsible for all stakeholders leading to the corporate sustainable growth.



1

Good  
corporate  
governance



2

Anti-  
corruption  
policy



3

Fair  
business  
conduct



4

Respect of  
human rights



5

Fair labor  
treatment



6

Responsibility to  
consumers



7

Community  
and social  
development



8

Energy and  
environmental  
resource  
management



9

Research and  
sustainable  
development



# Good Corporate Governance

The company considers good corporate governance as one of the top priorities, and therefore provides written “the good corporate governance principles” for all directors, executives and employees to follow accordingly. We believe that a transparent good corporate governance system which can be examined as well as a well-balance internal control system together with respecting the rights of shareholders and stakeholders are important factors for the well-balance and sustainable growth of the company in the long run.



## “The good corporate governance principles are communicated and assessed as follows.”

1. Preparing a policy handbook on the principles of good oversight for dissemination to the public through the company’s websites, and giving it away to directors, managers and customers.
2. A video on the principles of good oversight for the orientation of new employees.
3. Training for every employee, with the stipulation for every member of employees to fill in a form to test and revise information through the e-learning system, with three courses as follows:
  - Course on the principles of oversight. In 2020, out of 20 new employees, 19 passed on the 1st attempt and one passed on the second attempt (considered to be the last chance)
  - Course on traffic law for safety, “Drive safely and use the vehicle correctly”, attended by 47 employees
  - Course on managing advertising media and product labeling to be in line with the principles of the Consumer Protection Board Act. 111 employees filled in the questionnaire.
4. Dissemination of this information through the company’s website [www.icc.co.th](http://www.icc.co.th), under the Column: Corporate Governance and Anti-Corruption Policies.



# Anti-Corruption Policy

“Honesty” is one of “the 7 principles of Thought (Core values) to success” Giving priority to internal management and business operations thus adheres to operating with transparency and honesty. The company has instituted anti-corruption policies in writing, and has started communications through various channels such as bulletin board, letters, emails and websites to “abstain from gifts for the company’s directors, executives and staff on every occasion” for staff, suppliers and third parties contacting the company.



This includes determining the procurement system to be transparent, clear and fair, with stipulations in bidding for hiring work, and clear methods to operate the business transparently for suppliers, with a central price list for supplies and equipment, comparisons of purchase prices and price competition in hiring for construction or store decoration in both normal and urgent cases. Management and staff must strictly comply with this system. If non-compliance with corrupt intentions is discovered, this is a severe disciplinary offence in the company.

Also, the procurement department has held the activity, “Developers’ Day” with the aim of inviting suppliers to share innovation, products and services to ICC staffs.

Also offer and their products and service to respond to and comply with this intention transparently in operating their business, as the company has intended.

The anti-corruption policy has also been communicated through various internal and external channels such as bulletin board, Intranet and the e-learning system, and holding the activity “This person...ICC Click Like” every month to praise staff showing good deeds or honesty. There is training and testing of “The Anti-Corruption Policy” for every member of staff, and the anti-corruption policy is communicated through the company’s website at [www.icc.co.th](http://www.icc.co.th).

To show awareness of the problem of corruption, the company opposes corruption in all forms, instills staff awareness of the problem, and build character to be a representative of the program and create memorable images for staff. These comprise:



## รวมพลัง 3 ป. ต่อต้านคอร์รัปชันในไอ.ซี.ซี.





**ปลุกจิต**

**Mental awareness:**  
Instilling the values of ICC to praise good people to drive the organization.



**ป้องกัน**

**Prevention:** Creating an anti-corruption culture for every employee to keep watching out, so that corruption does not occur.



**เปิดโปง**

**Uncover:** Supporting staff to expose corruption in every form.

**SCAN QR Code**  
นโยบายต่อต้านการคอร์รัปชัน



**SCAN ME**

## ICC ร่วมต่อต้านทุจริตคอร์รัปชันทุกรูปแบบ



In case of bribery or corruption, or suspect of such actions, by I.C.C. International Public Company Limited's employees or representatives, be it directly and indirectly, any illegal action and failure to follow the ethics of directors, executives and employees, or even any unfair working practice have been found: Please notify the company through the following channels.

- Audit Committee:  
email [iccauditcommittee@icc.co.th](mailto:iccauditcommittee@icc.co.th)
- Post: P.O. Box 22, Yannawa,  
Bangkok 10120
- In person: verbally and in writing
- Call center: 0-2294-4999
- Corporate Secretary: 0-2295-0688

# Fair Business Conduct

The company emphasizes on doing business with fairness and in good morality and ethics. We are determined to deal and compete in business in a fair and straightforward manner. Moreover, we are strongly against any misconduct such as spying on competitors' secrets or briberies.



The company will not violate any Intellectual Property Law, no fake or copy products or even using other intellectual properties for our business without consent have never been executed. On the other hand, in 2016 we have initiated “ICC Innovation Awards” to promote innovation for the organization (please more details on page 52), and also support our employees to submit their innovation works to compete in other events.

# Respect of Human Rights

From the concept that **“Everyone is us”**, the company has a policy giving equal priority to everyone with no violations of human rights, with a determination to give knowledge and understanding about the principles of human rights, with no limits to freedom, differences of opinion, physical condition (being disabled), gender, race, religion, political view or any other matter, as well as avoiding expressing opinions which may cause conflict and disunity. Communication channels have been established for staff, or anyone who believes their human rights have been violated, or have been treated unfairly, to complain to the company and have those complaints heard, and dealt with fairly.

## The disabled

For disabled people to be part of the organization, the company has created a workplace which provides convenience and encourages staff to treat disabled people equally. In 2019, the company did not only hire disabled people to work, but also set up programs to support their capability and give opportunities to the disabled, and people facing life crises, whether physical or mental. This gives them the motivation to return to society with value and happiness. Since 2015, the company offered people with stability 2 option as follow:



1. The company has given career opportunities to people with disability. The company also provides a range of facilities such as ramps and restrooms designed for the disabled.

2. For those who do not wish to work at the office. The company has organized a product concession project for them to sell as their sustainable business.

## LGBTQ

According to the United Nations' Sustainable Development Goal No. 5 concerning sexual equality, and to enable LGBTQ people to work happily, the company has promoted equal human rights for LGBTQ people to be not limited to their birth gender, but to express their gender freely, as well as encouraging staff with potential to make progress in their careers free of discrimination or unfair treatment and praising them for their model conduct.

In terms of manufacturing products, the company is dedicated to issuing products which meet customers' needs to the greatest extent, considering equality as a principle in using the products. This is for disabled and LGBTQ people to use products manufactured by the company proudly and happily, according to the company's slogan, **“We make people happy and beautiful”**.



# Fair Labor Treatment

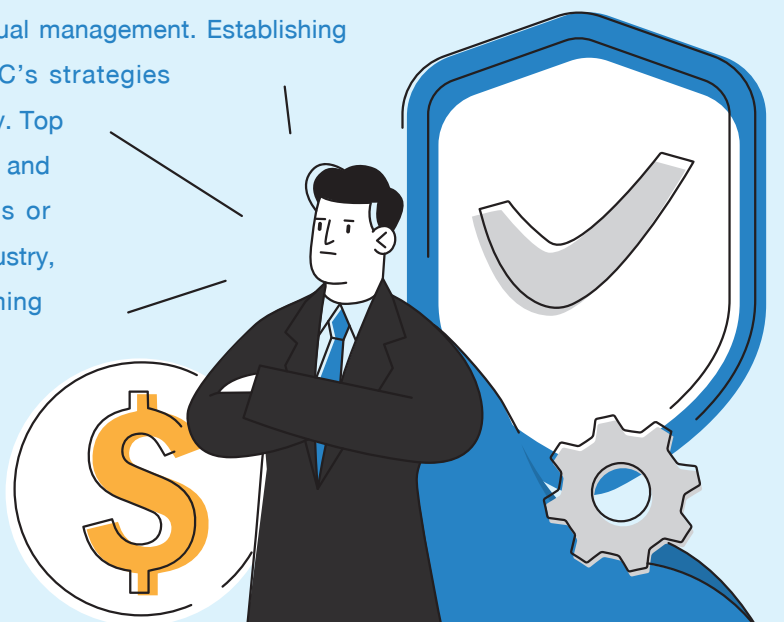


Employees are valuable resources and important factors contributing to the company's success. We have guidelines concerning labor treatment as follows:

1. Employees shall be respected in their human's dignity and basic rights in a workplace. We do not reveal or pass on employees' personal information to anyone.
2. We treat employees according to the labor law and the Company's rules and regulations.
3. We promote equality in employment. There will be no discrimination on gender, skin color, race, religion, age, disability, or any non-work related conditions.
4. We encourage and support any training or exchange of knowledge to develop every personnel's potentials equally in order to attain job security and promotion befitting their abilities.
5. We welcome and encourage employees to take part in setting directions for the company's development.
6. We provide fair compensation which are appropriate to employees' knowledge, abilities, responsibilities, and work performance.
7. We provide other benefits such as medical support, provident fund, credit union, etc.

## Raise Corporate Royalty with Remuneration Policy

Apart from personnel development in ones' professional fields, ICC also places an importance on the employee supervision with fair and equal management. Establishing employee remuneration policy is one of ICC's strategies to retain capable employees with The Company. Top managements of every division shall evaluate and determine employee's annual remunerations or incentive by comparing them with the same industry, as well as adhering to fairness, and conforming to The Company's turnover and employees' performance. The Company paid the employee remuneration in forms of salary, commission, travel expense, allowance, over time, reward, and bonus.



(More details: Annual Report 2020 I.C.C. International Public Co., Ltd.)



## Support for Senior Citizen's Job Opportunities



Thailand is now entering into an aging society. Both public and private sectors have continuously launched policies, strategies, and tactics to serve this age group such as The Twelfth National Economic and Social Development Plan (2017-2021), The National Plan for Older Persons, and Elderly Person Act. Senior citizens are likely to continue working even after their retirement. ICC realizes that our personnel is the heart of our company. Thus, we support and promote the work of the senior citizens based on the concepts of flexibility and willingness. We give job opportunities to the senior citizens who are competent and physically capable of working so that they feel worthy. They can also constantly develop their skills, strengthen their physical and mental health, as well as earn a living for themselves.

Year	Extended On Contract	Number of Retired Employees who Continue	
		Total	Percentage
2018	37	18	48.65
2019	59	25	42.37
2020	33	10	30.30

(Table: Senior employees stay on after retirement of The Company)

In terms of product manufacturing, the company focuses on meeting the needs of customers of all ages. Especially among the elderly, the company foresaw an opportunity to reach the elderly economy or the Silver Economy, and established the BSC Happy Age brand, with the first product being "Collagee 5" food supplements. Products that address the five main problems of the elderly: bones, ligaments, joints, eyesight, skin, hair and nails.

In 2021, the company plans to launch new products to meet the needs of the elderly who have to live in situations involving the coronavirus and PM 2.5 dust. It is a product that helps strengthen the body's immune system, and nervous system in the elderly. Including taking care of the Cardio system, Vascular system, Endocrine system and Reproductive system.





# Responsibility to Consumers

The company realizes that consumers' satisfaction and confidence are important key factors to the company's sustainable success; therefore, we have the following guidelines and procedures.

1. We sell products and offer services which are environmentally friendly and safe for customers.
2. We are determined to develop products and services as well as create value-added products and services to meet customers' needs. We also provide honest and necessary information without holding back, or distort any fact or information.
3. We conduct business with honesty and fairness without violating our customers' right. We will not reveal customers' information for the benefit of the company or others.
4. We do not take bribes or agree to bribery in any forms both directly and indirectly.
5. We serve our customers as promised. If it can't be done, we will notify them as soon as possible to discuss solution and avoid any damage.
6. We provide appropriate and adequate channels of communication to our customers so that they can give feedback or request to the company easily. Any complaints from the customers will be considered and dealt with timely and fairly.

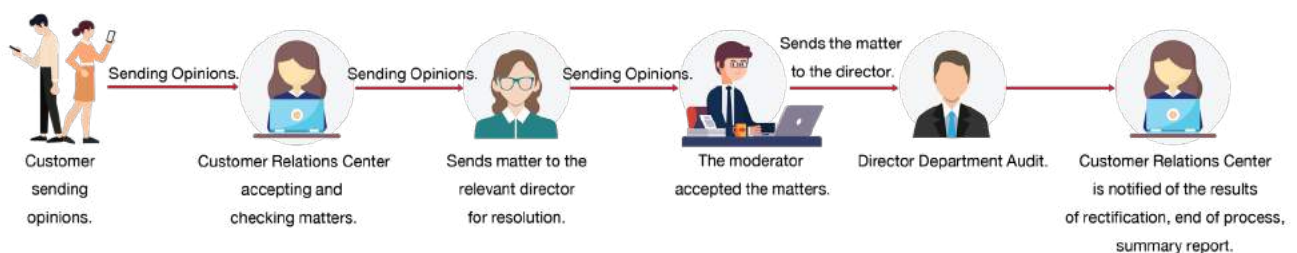




## Customer Relations Center

Because service is at the heart of its business, ICC international Public Company Limited not only distributes fashion and beauty products which consider good quality, fair prices and responsibility in every product and service, which are core principles in meeting customers' needs. We also consider maximum satisfaction in our products and

services, both when products are in use and after sales. The company has thus set up a "Customer Relations Center" as a medium for communication between customers and the company in taking complaints, criticisms and suggestions about products to create long-term relationships and drive the business to sustainable success.



To be consistent with modern consumer behavior, the company has opened many channels enabling contact with the Customer Relations Center as follows:

- Telephone on 0-2294-4999 from Monday to Friday from 08.00 to 17.00
- E-mail to [services@icc.co.th](mailto:services@icc.co.th)
- A prepaid letter at every product counter nationwide can be sent by mail without a stamp.

# Environmental Friendly Business

The company has long been dedicated to operate its business with responsibility to consumers, in showing care in manufacturing and distribution, and providing service with every product.

• **ENFANT** is a renowned brand of children's clothing and other children's products inspiring confidence from parents in product quality, safety, care and responsibility to society and the environment. ENFANT products are guaranteed with the Organic Cotton certification from leading international institutions.



There is attention to safety in every stage of the manufacturing process, from fabric, which is 100% pure cotton, free from chemicals and pesticides under the Cotton USA quality symbol, to non-Azo dyes and patterns which are free from carcinogens and which will not run when wet. The innovation ENFANT COTTON PLUS+ is a special fiber which protects against UV radiation, which causes sunburns, rashes and irritation.

The company also uses technology to create cleaning products for children which are specially selected from 100% natural raw materials and use the Airflow System in washing and fabric conditioning products. Food Grade ingredients are chosen for the maximum safety of pacifier and baby bottle products.

• **ARROW** menswear products have been certified by the Electricity Generating Authority of Thailand with the Number 5 electricity saving label. This certifies the smoothness of the material and the seams. It is the first brand to reduce the energy of ironing with electricity and gain this label. The products also incorporate CoolMode, which enables good ventilation even in temperatures higher than 25 degrees Celsius.

## Select environmentally friendly business partners

ICC has placed emphasis on selecting business partners. The company chooses only companies that are accountable for their products throughout their life time. The selective process starts from material selection, production to usage, to ensure our customers that our company's products are environmentally friendly from upstream, midstream to downstream.

# Community and Social Development

Our company is aware of our duties and full responsibilities to the country, community, and society as well as the local culture and tradition. Therefore, we have certain guidelines and practice to ensure our public responsibilities as follows:



1. We do not do business activities which contribute to social deterioration. We also do not violate people's rights in living together in a society.
2. We cultivate an awareness in social responsibilities among the employees in all levels.
3. We set measurements to prevent and correct any social problems and impacts as a result of the company's business.
4. We promote cultural preservation and local traditions.
5. We cooperate with other sectors in social development.
6. We support all kinds of community service activities.
7. We promote and support local economy by hiring local people and buying local products.
8. We create good relationship between our company and the community based on fairness and transparency.

Our company continuously supports many activities and projects related to health, education, energy and environment preservation, job promotion, and preservation of Thai art and culture. These are promoted and encouraged among employees, business partners, and customers so that we all can contribute to a sustainable development together (more detail on: Improvement in quality of living and community, page 55)

# Energy and Environment Resource Management

The company is continually dedicated to operating its business with responsibility to consumers, with supervision of every stage in the process of manufacturing, distributing, and providing service in every product. the company also considers responsibility to the environment and energy conservation, with operating guidelines stipulated as follows:

1. Operating the business in compliance with environmental laws, regulations and policies by considering impacts to natural resources and the environment with constant review and assessment of operations
2. Creating innovation in the organization and creating awareness among staff at every level, bringing about cooperation and responsibility in managing the environment and using resources efficiently and sustainably.
3. Promoting giving knowledge and training to every member of staff about the environment through the e-learning system. The content consists of caring for the environment and saving energy, including evaluation forms to test their understanding. This process is now in progress and to be driven as one of the key topics in training new staff.
4. Promoting environmental management systems, from using resources economically and measures to treat, revive and replace, and monitoring and preventing of impacts on natural resources and the environment sustainably.
5. A system to select suppliers in the supply chain who operate their businesses in an environmentally friendly way.
6. Promoting the development and dissemination of environmentally friendly technology.

In 2020, there were no environmental complaints from communities nearby the company.



In 2020 there were no significant violations of environmental laws and regulations.

# Energy management

## Solar Rooftop Project

The company cares about the environment and the use of renewable energy, therefore, in the year 2016, a Solar Rooftop power generation system was created by installing solar panels on the roof of the I.C.C. International Company Limited. (Public) Bangkok Headquarters building, using metal roof sheet style.



Replaces the use of electricity

**112,595.10 kW**

total

**645,361.16 บาท**

uses

an average of

**800 kW**

on weekdays

and

**200 kW**

on weekends.

Installation area

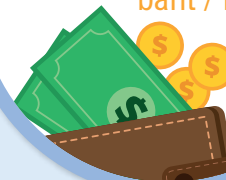
approximately **1,230 m<sup>2</sup>**

can install **315 W** solar panels/panel.

can save  
on average

**53,780.10**

baht / month



- Currently, the company uses an average of 800 kW on weekdays and 200 kW on weekends.
- Installation area approximately 1,230 square meters, can install 315-watt solar panels / panel.
- In 2020, solar energy can be used to generate electricity for corporate use, which replaces 112,595.10 kilowatts of used electricity, or 645,361.16 baht and helps reduce carbon dioxide emissions into the atmosphere, A good effect on the environment
- The company can save on average 53,780.10 baht / month of electricity bills.

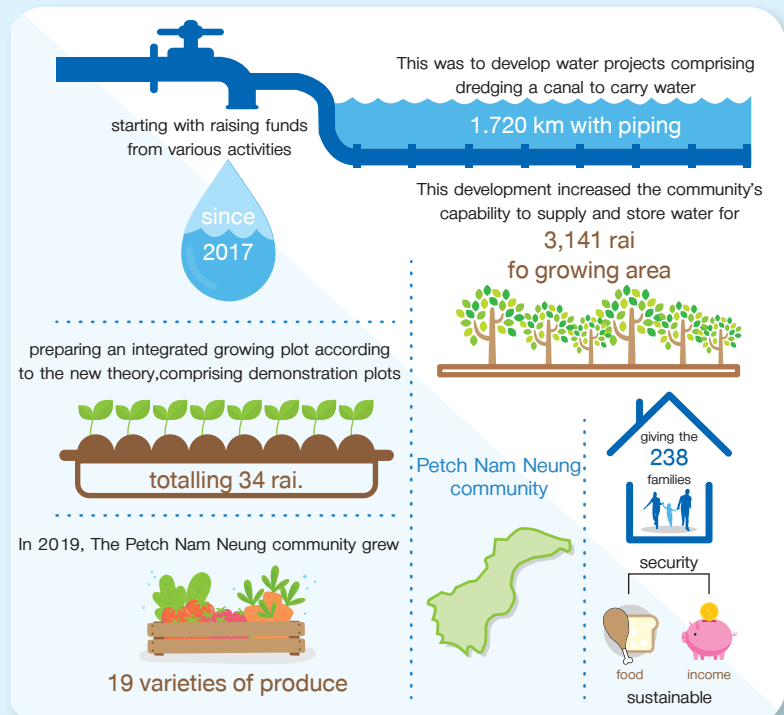


# Water Management

Continuing the aspirations to support the Utokapat Foundation, because “WATER” is life

Because water is life, the company has taken part in Royal projects to manage community water resources of The Petch Nam Neung Project United Agricultural Cooperative Community of Phetchaburi Limited. The Utokapat Foundation under Royal Patronage of HM the King, the Dr. Thiam Chokwatana Foundation and staff in Saha Group have given support, starting with raising funds from various activities since 2017.

Currently, The Petch Nam Neung community there is sufficient water to produce crops. There is a cold room for storage and production capacity with delivery to the market without having to go through the middleman. Until having income to support himself.



“... Whenever we think of King Rama IX, we will dress in white, black and gold so that we may remember Him, every time we dress in these three colors ... ”

Boonkiet Chokwatana on 22 December 2017



WBG (White, Black, Gold) is a special collection created by ICC International Plc. was created to bring some revenue from product sales to co-sponsor the Utokapat Foundation, under the royal patronage, to help manage water in the community to be a part of the succession of His Majesty the King's aspirations Maha Bhumibol Adulyadej the Great Borommanatbophit.



# Waste Management

## Recycled Paper will Turn into Revenue

- Establish an area for separating used paper from other waste materials, dispose unused documents with shredder and sell the waste. In the year 2020 our Company gathered scrap paper consisting of cardboard, shredded paper, monochrome paper and newspaper paper totalling 4,488 kilogram which was sold for 7,970 baht. This is considered using paper in a beneficial manner by completing a whole process throughout the period of use and finally going through a recycling process to be reused again.
- The use of paper in a most worthwhile manner is by reusing it as notepads, notebook instead of “post-it” and setting up a center where used calendars can be handed in. (More details on page 59)
- Using electronic channels instead of paper (Paperless) in every department, resulting in the number of papers used and the amount of paper orders for internal use being significantly reduced. The use of electronic channels instead of paper is an innovation that has won the 2017 ICC INNOVATION project contest.
- To reduce the impact on the environment from the use of information technology equipment, the company has examined the usage conditions according to the annual agenda, and sorted out devices that cannot be used, such as computers, printers, TV screens, lighting equipment, sent for distribution to factories that have e-waste recycling processes. In 2020 there were 104 kilograms sold at 5,790 baht.
- In 2020, the Company foresaw an increase in plastic waste consumption due to the COVID-19 situation. Therefore, established dedicated sorting bins. Allocating bins for foam and packaging, food waste, and for plastic bottles. Where various types of waste will be put through the decomposition process to be recycled according to the system. While the company plastic bottles have been sorted for distribution a total of 422 kilograms for 2,063 baht.

### Waste management goals of 2021

The company has set up the SAVE THE WORLD project to cultivate employees' awareness to use resources properly, through various campaigns such as reducing energy consumption, reduce the use of consumables. Including waste sorting under the concept of 3Rs (Reduce, Reuse, Recycle) with the main goal of being an environmentally friendly business organization.



# Research and Development for Sustainability

As a distributor of fashion and beauty products as well as leading consumer products in Thailand, the company is committed to research and develop innovative products and services with social responsibility, to increase efficiency and effectiveness for the organization and stakeholders. Thus, initiated The ICC Innovation Awards for the first time in 2016. In which the finalists will represent the company in the Sahapat Group's Innovation contest (Chairman Awards) which is held annually.

In 2020 to be in line with the communicable disease prevention policy in the situation of the COVID-19 epidemic. In regard to the abstention of crowded activities and keeping distance (Social Distancing), the company submitted 2019's 17 finalists from 11 parties to the Sahapat Group's Innovation Competition, Chairman Awards for the year 2020 (the 16th time), which is an online contest. And received awards as follows

- **Sales & Marketing category**

- Innovation, OUTSIDE IN MARKETING with 5 STEPS TO SUCCESS (1st Place)
- Innovation, P'Mee Honey Bear TO BE NUMBER 1 (Honorable mention)
- Innovation, Easy Order, Easy Smile choose the right size, choose your favorite color (Honorable mention)

- **Services & Personality category**

- Innovation, I.C.C. Broadcast on Mobile (1st Place)
- Innovation, MEETING ROOM RESERVATION (Honorable mention)

- **System & Process category**

- Innovation, ICC Finger Scan (Honorable mention)
- Innovation, Mass Product Management System / Nakhon Sawan Region (Honorable mention)





## Good Society

As a leading distributor in the country, in addition to driving sustainable business growth through our 7 Principles of Thought to Success, our mission towards the society is one that is always given priority and has been continuously emphasized. The company instills a sense of giving and volunteering in employees. The company continuously encourages activities that benefit the society, environment, and public.

### The Pracharat Project, Public-Private Collaborative Project: Excellent Model School



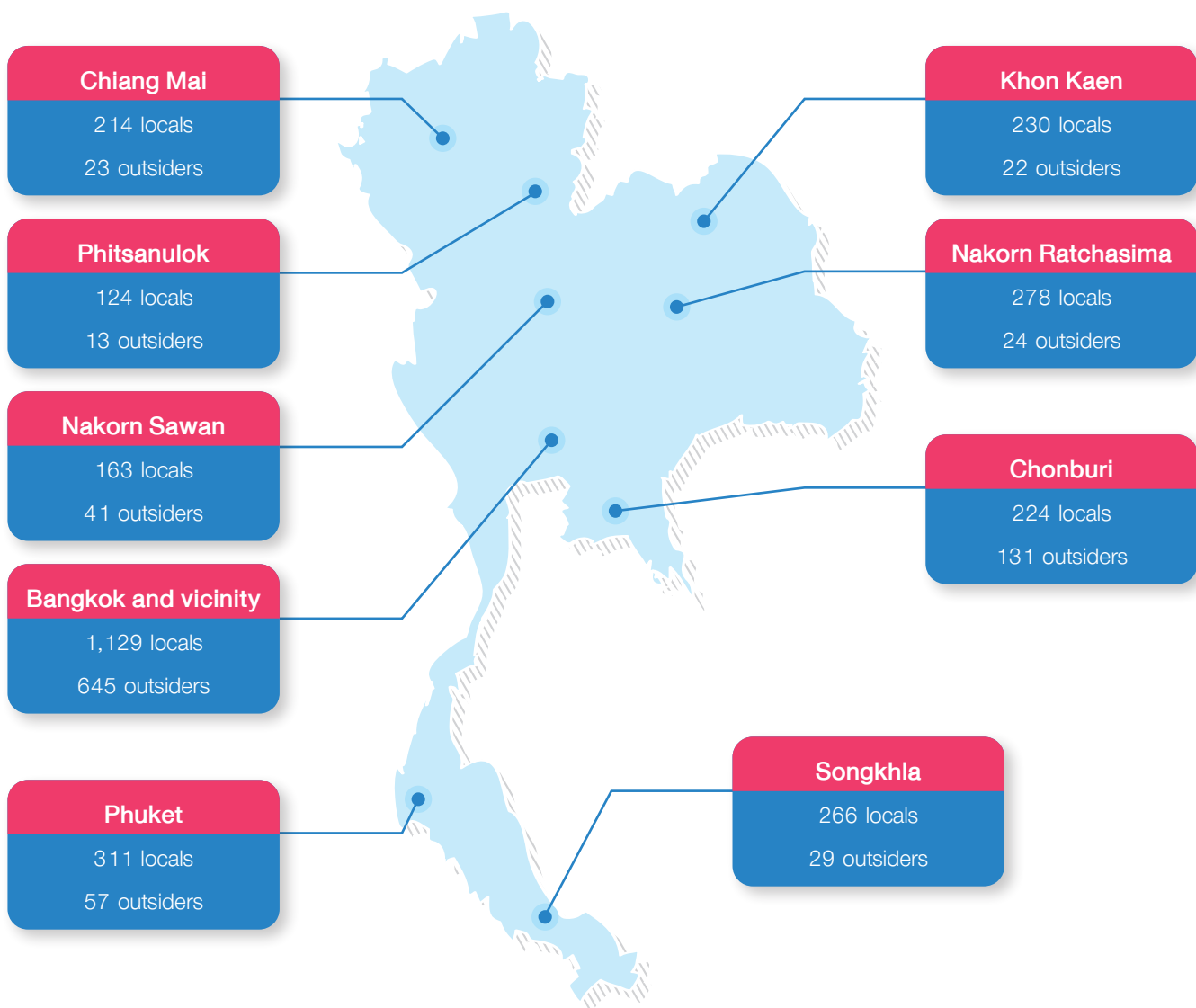
As announced by the government, a collaboration between the public-private sectors and civil society is built to drive changes and sustainable growth in the country. The company, therefore, is part of the team of the project “Excellent Model School.” The company signed an MOU with the government and private, as well as the civil society from 2016 as part of the Public Private Collaborative project, E2: the area of increasing the competitive workforce.

On December 23, 2016, the company signed the MOU agreement with the Thonburi Commercial College to develop curriculum and knowledge of teachers and staff of the marketing department of the higher vocational program. The students of the first batch of this 2-year program have completed is accepting students in the 3rd generation to study the same curriculum. A total of 8 people.

# Development of Local Partners

## Create jobs and careers, develop skills of local people

Since the main business of the company comprises of counter and retail sales, one of the company's policies is to hire local employees as a way to help create jobs and careers, as well as to improve the skills of the local people. In addition, local suppliers are hired to help decorate shops in each province in order to give local businesses the opportunity to submit a bid for their services.



Total  
Salespersons  
**2,939**



Local  
Salespersons  
**985**



**33.51%**  
of the total  
Salespersons



(more detail on list of provinces in each region, page 21)



# Improvement in Quality of Living and Communities

In order to carry on the idea of “Giving” in all dimensions and as a Company which runs a business comprising a full-scale of fashion and beauty products, we are determined to give something in return to the groups of people who are directly involved in our business, such as customers, trading partners, suppliers, staff and also those people who are indirectly linked to our business, such as society as a whole, the public and the private sectors, by means of various activities in order to pass on the idea of “Giving” from the inside of our organization to the outside.

## The State of Health and Good Living Conditions

- The Rajanagarindra Institute of Child Development (RICD) Wheelchair Project

Our Company gives financial aid to the Rajanagarindra Institute of Child Development, Department of Mental Health, Ministry of Public Health, for the costs of transport of wheelchairs or other equipment for the disabled that have been donated by organizations domestically and Internationally. The project under the patronage of Her Royal Highness Princess Maha Chakri Sirindhorn commenced in the year 2011, and is still continuing at present.

In 2020 (January-September) 967,000 baht in aid were contributed to transport and labour costs in municipal areas to support charity work and deliver wheelchairs and equipment for the disabled according to plan totalling 2,700 cases.



- ICC FAIR Food Center

In order to do something in return for the nearby communities, our Company gave neighboring stores the opportunity to jointly set up stores at the ICC FAIR, Food Court which was arranged at

the same time as the annual trade fair that offers special discounts at the ICC FAIR. The objective is to make things more convenient for our staff and customers, so they can enjoy tasty and clean food at a reasonable prices. And it is also for the purpose of promoting restaurants serving main dishes and desserts, as well as beverage stores in the area of Yannawa District and nearby to make them better known. In 2020, the ICC Fair Food Court was set up and has now been in business continually for the seven year under the slogan of “Fresh and Enjoyably Tasty” with a total of 30 stores participating.

# Instilling Awareness of the Preservation of the Environment



## • The Campaign for the Preservation of the Environment and Preservation of ICC

Has the purpose of reducing and stopping the use of non-returnable plastic bottles and plastic bags. An area has been prepared for separating used plastic bottles to be properly shredded. Another portion is sent away to be processed and made into thread for the production of shirts which is a part of ARROW Upcycling Collection products. This is a cooperation between companies of the Saha Group and PTT Global Chemical PLC (GC) undergoing the innovative process of Upcycling in order to reduce the problem of plastic bottles in Thailand, and also to increase the value of products by making one shirt from twelve 500 ml plastic bottles.



## • World conservation project, no plastic bags from His & Her Shop

His & Her Shop recognizes the problem of plastic waste. Organized a World conservation project, no plastic bags from His & Her Shop and His & Her Plus Point. Just buy products in the store without receiving plastic bags to get more points. As well as earn extra points for members who bring their own cloth bags back to shop at the store. Saving both the environment and increasing points.



## • Activity "Love Hornbill Day"

HORNBILL's love couple apparel products in collaboration with the Hornbill Research Foundation. The Faculty of Science, Mahidol University organized the 21st year "Love Hornbill Day", one of the main events that has been held annually since 2001 to raise money to support "Hornbill Research Foundation" as well as a medium for disseminating the work on the hornbill conservation of the Hornbill Research Foundation.

In 2020, HORNBILL's love couple apparel products participated in organizing the event. This includes organizing a "HORNBILL LOVER couple's T-shirt" pattern design contest project and distributing Limited Edition T-Shirts with Helmeted hornbill patterns to bring income to support the Hornbill Research Foundation.

# Promote Arts, Culture and Education

Due to the situation of the COVID-19 epidemic spreading widely in many provinces and is looking to become more severe. The company is aware of negligence, and in order not to spread new infections. In 2020, the company needed to delay assistance in several projects, in order to comply with the requirements of the Public Administration in Emergency Situations 2005 (No.15) on the topic of “Suspension of organizing group activities”. In 2021, if the epidemic situation is coming to an end, the company will continue to support every project it has ever supported to ensure continuity.

## Projects to promote Arts, culture and education under the support of the company



- Thai Classical Music Contest

Every year, our Company sponsors the Faculty of Music and Performing Arts, Burapha University by arranging a Thai Classical Music Contest for students in the eastern region to compete for a trophy, presented by Her Royal Highness Princess Maha Chakri Sirindhorn, with the objectives of conserving the arts and culture, encouraging the practice and carrying on the Thai classical music by promoting contests.

- Thai Classical Music and Drama Project of Developing Art Appreciation among Juveniles to Carry on Thai Culture

Our Company has continuously provided scholarship to support the Faculty of Music and Drama of the Bunditpatanasilpa Institute of the Ministry of Culture for the purpose of setting up the “Thai Music and Drama Project of Developing Art Appreciation among Juveniles to carry on Thai Culture” continued every year, and together with 11 companies of the Saha Group. The objectives are to develop an awareness of the value of the arts and culture regarding Thai classical dancing and music among the youth, and give them the opportunity to learn and implant an understanding and love of Thai arts and culture during summer schools through learning Thai Classical dancing and music with qualified experts free of charge. They can also bring their achievement in the project to practice further to advance their learning and to become their special ability that can be used to further their studies and carrying out a profession.





# Promotion of the Creation of Self-esteem

The company is committed to delivering happiness and beauty to employees in the organization, especially the sales employees. We therefore organize beauty training to develop personality from the inside out. To make employees realize the value of their own beauty, and linking the benefits to consumers through various activities as per the company's motto

**“We create happiness and beauty for all”**



- BSC COSMETOLOGY cosmetics are part of the confidence making in adding lively colors to the face. By joining as the main makeup sponsor for, Miss Universe Thailand 2020 contestants, as well as organizing a makeup workshop activity continuously every year.



**ARTY PROFESSIONAL BEAUTY WORKSHOP  
THAI SUPER MODEL 2020**

- ARTY PROFESSIONAL by BSC organizes makeup techniques training for the contestants of “Thai Super Model Contest 2020”, in Natural Look style by using ARTY PROFESSIONAL X SNOOPY special collection products while learning makeup techniques directly from makeup experts, to strengthen the confidence of the contestants, in addition to becoming the main makeup sponsor for the contestants throughout the contest.



- BSC STREAMLINE strengthens confidence in the appearance of beautiful women on the stage of Miss Universe Thailand 2020 by working together with the contest organizers. To prepare swimwear according to the concept of Real You Real Universe, which matches the concept of UNIQUELY YOU by BSC STREAMLINE that encourages every woman to be able to wear a swimsuit with confidence, regardless of age, shape and skin color, they can all be beautiful in their own way.

# Sharing for Charity



- ARROW shares anti-COVID-19 masks.

ARROW apparel products take part in sharing cloth masks to fight against COVID-19, under the concept #WeWillBeSafeTogether to the Thai Red Cross Society to be sent to the Surin Red Cross Office. In addition, it also goes to the area for social activities. Sharing cloth masks to places such as the Thanyaburi Center for the Protection of the Homeless Women-Men, and Baan Nokkamin Foundation.



- Enfant delivers diapers to the nursing homes.

Enfant Maternal and Child Products (Enfant) upholds the commitment to “benefit society” by delivering disposable diapers to three nursing homes, namely Rangsit Babies’ Home, donated products valued at 124,250 baht. At Pakkred Babies’ Home, donate products valued at 243,180 baht. And Phayathai Babies’ Home, offered products valued at 147,800 baht. Total value of Enfant diapers delivered in this mission, total 515,230 baht.



- Calendars for the Blind

Corporate Affairs & Public Relation Section, Company Administration Division acts as a go-between by accepting used calendars brought by internal staff and staff from affiliated companies to donate to interested organizations. In the year 2019, outdated calendars were handed over to the Educational Technology Center for the Blind, Nonthaburi Province, headed by the Foundation for the Blind in Thailand under the Royal Patronage of H.M. the Queen. Some of those calendars are reused by the blind as notebooks to keep records while the other portion is sold to generate income for the Center to buy necessary equipment for the purpose of maintaining other public utilities.

# Performance Summary

ICC International (Public) Company Limited, places great emphasis on the continuous organization development approach, with the concept always on creating “Good People, Good Products, Good Society”, therefore, even in 2020, where the business sector has to adjust rapidly in response to the global economic crisis due to the COVID-19 epidemic situation, the company continues to strive to develop sustainability for the organization, by creating good people in the organization, creating innovative products and good services, and contributing to society continuously along with adjusting operation methods to be in-line with the global situation, but still under the principles of good corporate governance, morality, ethics and responsibility to all groups of stakeholders, so that the company can maintain strength and continue to develop sustainably.



## Economy, Society, Environment

Firmly step into the future

By developing products and distribution channels that are relevant to customer needs

Promote product development and marketing activities that benefit society and the environment.



### Good people

Strengthen  
good people,  
develop talented  
people, continue  
to “Give” in all  
dimensions.



### Good product

Promote  
the creation of  
innovative products  
and services  
Respond to  
customer needs,  
both in products  
and distribution  
channels.



### Good society

Arrange activities  
that promote ethics  
and morality  
in the organization.  
Create innovative  
marketing activities  
that benefit society.

## Stakeholders

Clearly define groups and procedures for the stakeholders

Establish communication channels between the company and stakeholders

No complaints appeared.



## Indicators based on guidelines of international sustainable development report.

G4 Disclosure	GRI Standard Number	GRI Standard Title	Disclosure Number	Disclosure Title Individual disclosure items ('a', 'b', 'c', etc.) are not listed here	Page Number		Comment
					SR	AR	
G4-1	GRI 102	General Disclosures	102-14	Statement from senior decision-maker	4-5	1	
G4-2	GRI 102	General Disclosures	102-15	Key impacts, risks, and opportunities	4-5	57-59-73	
G4-3	GRI 102	General Disclosures	102-1	Name of the organization	Front/Back Cover	35-36	
G4-4	GRI 102	General Disclosures	102-2	Activities, brands, products, and services	6-7	26-34, 49-56	
G4-5	GRI 102	General Disclosures	102-3	Location of headquarters	Back Cover	42, Back Cover	
G4-6	GRI 102	General Disclosures	102-4	Location of operations	18, Back Cover	42, Back Cover	
G4-7	GRI 102	General Disclosures	102-5	Ownership and legal form	6,7	8-20	
G4-8	GRI 102	General Disclosures	102-6	Markets served	6,7	37-41	
G4-9	GRI 102	General Disclosures	102-7	Scale of the organization	13	74	
G4-10	GRI 102	General Disclosures	102-8	Information on employees and other workers	41,42,43,54	88-124	
G4-11	GRI 102	General Disclosures	102-41	Collective bargaining agreements			
G4-12	GRI 102	General Disclosures	102-9	Supply chain	38-39	37-41	
G4-13	GRI 102	General Disclosures	102-10	Significant changes to the organization and its supply chain			
G4-14	GRI 102	General Disclosures	102-11	Precautionary Principle or approach			
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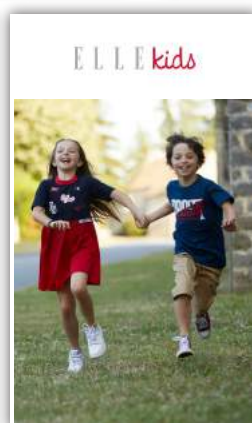
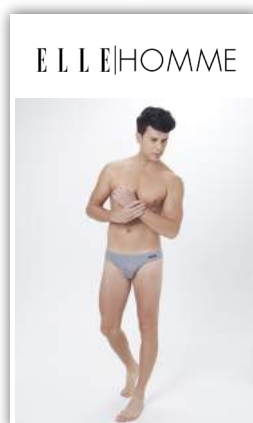
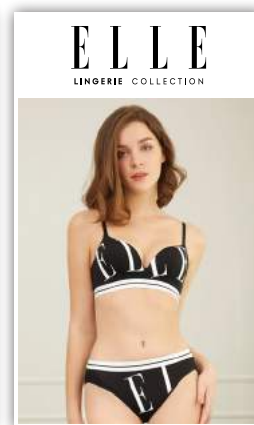
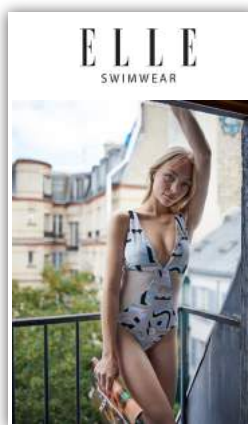
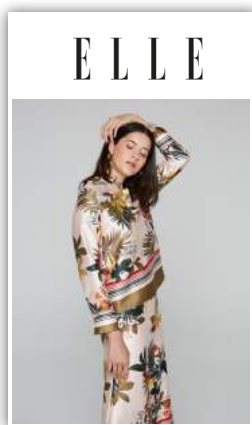


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