



BOUTIQUE NEWCITY
PUBLIC COMPANY LIMITED

ANNUAL REPORT 2018





BOUTIQUE NEWCITY

PUBLIC COMPANY LIMITED

1112/53-75 SOI SUKHUMVIT 48 (PIYAVATCHARA),
SUKHUMVIT ROAD, PRAKANONG SUB-DISTRICT,
KLONGTOEY DISTRICT, BANGKOK 10110 THAILAND
TEL. 662-391-3320 FAX. 662-381-1656 WWW.BTNC.CO.TH



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History



WORLD

เกิดวิกฤติน้ำมันครั้งที่ 1
1970 First oil crisis.

THAILAND

แผนพัฒนาเศรษฐกิจ
และสังคมแห่งชาติ
ฉบับที่ 3 ส่งเสริม
อุตสาหกรรมในภูมิภาค
1972 Third National
Economic Development
Plan, promoting
regional industries.

BTNC 2517

1 มกราคม บริษัทได้เริ่มกิจการด้วยเงินทุนจดทะเบียน
4,000,000 บาท โดยมุ่งมั่นและพัฒนาศักยภาพธุรกิจเสื้อผ้า
สำเร็จรูปในประเทศไทย พร้อมยึดหลักการดำเนินธุรกิจ
ด้วยความซื่อสัตย์และสร้างสรรค์ ส่งผลให้ธุรกิจเติบโต
และขยายสาขาเป็นที่ยอมรับในระดับสากลจนในที่สุดได้รับ
ความไว้วางใจให้ผลิตและจำหน่ายสินค้าแบรนด์เนม
จากต่างประเทศซึ่งถือเป็นนิมิตหมายที่ดีในวงการธุรกิจ

THAILAND

ประเทศไทยได้เข้าสู่ระบอบประชาธิปไตย
อย่างสมบูรณ์ประกาศใช้ รัฐธรรมนูญ 7 ตุลาคม
1974 Thailand has a completely democratic and
using the Constitution 7 October.

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THAILAND

บริษัทสัญชาติญี่ปุ่น
ย้ายฐานการผลิตมาสู่
ประเทศไทย
1971 Japanese
companies relocated
their production base
to Thailand.

THAILAND

เกิดเหตุการณ์
14 ตุลาคม
นายสัญญา ธรรมศักดิ์
นายกรัฐมนตรี คนที่ 12
1973 14 October
incident.

THAILAND

- ม.ร.ว. เสนีย์ ปราโมช นายกรัฐมนตรี
- พลตรี ม.ร.ว. คึกฤทธิ์ ปราโมช
นายกรัฐมนตรี คนที่ 13
- 1975 Mom Rajawongse Seni Pramoj, Prime Minister.
- Mom Rajawongse Kukrit Pramoj, 13th Prime Minister.

BTNC 2514

เริ่มธุรกิจเสื้อผ้าสตรี
สำเร็จรูปที่สุรวงศ์

BTNC 2516

บริษัท บุติคนิวซิตี จำกัด (มหาชน) ผู้ดำเนินธุรกิจการผลิต
และจัดจำหน่ายเสื้อผ้าสำเร็จรูปแห่งแรกของประเทศไทย
ภายใต้วิสัยทัศน์ของ ดร. ศิรินา โชควัฒนา ปาโรฟารวิทยา
ที่นำแนวคิดการทำเสื้อผ้าสตรีสำเร็จรูปมาจากประเทศอังกฤษ
และอเมริกา ได้เล็งเห็นช่องทางธุรกิจเพราะเชื่อว่าเสื้อผ้าสำเร็จรูป
สำคัญสำหรับสตรีในประเทที่มีการศึกษาให้เข้าสูการเป็นผู้บริหาร
และนักวิชาชีพ โดยได้ดำเนินการเปิดร้านภายใต้ชื่อ Boutique Newcity
3 สาขา คือสุรวงศ์ เพลินจิต สยามสแควร์ จนได้รับความนิยมและขึ้นชื่อว่า
เป็นผู้นำของวงการแฟชั่นเครื่องแต่งกายสตรีของประเทศไทย



BTNC 2530

ดำเนินการขยายและ
สร้างความน่าเชื่อถือ
บุตคินวิชิต จึงได้เข้าจดทะเบียน
ในตลาดหลักทรัพย์แห่ง
ประเทศไทย เมื่อ
วันที่ 6 ตุลาคม 2530
ในเวลาต่อมาถือได้ว่าเป็น
บริษัทเสื้อผ้าแฟชั่นแห่งแรก
ที่ได้เข้าจดทะเบียนเป็น
บริษัทมหาชนใน
ตลาดหลักทรัพย์แห่งประเทศไทย

THAILAND

- ตลาดหุ้นไทยมีราคาหุ้นขึ้นสูง
- นักลงทุนต่างชาติ
เข้ามาลงทุนจำนวนมาก
- 1987 Thailand stock market with
share price up high.
- Foreign investors come to
invest a lot.

Guy Laroche

BTNC 2528

เริ่มดำเนินธุรกิจ
แบรนด์ Guy Laroche

THAILAND

- เกิดเหตุการณ์
- 6 ตุลาคม
- นายธานินทร์ กรัยวิเชียร
นายกรัฐมนตรีคนที่ 14
- 1976 6 October incident.
- Mr. Thanin
Kraivichien, 14th Prime
Minister.

WORLD

เกิดวิกฤติน้ำมันครั้งที่ 2
1979 Second oil crisis.

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WORLD

เติ้ง เสี่ยวผิง
เปิดประเทศจีน
1977 Deng Xiaoping
opened China to the
global market.

THAILAND

พลเอก เกรียงศักดิ์
ชมะนันท์ นายกรัฐมนตรี
คนที่ 15
1977 General Kriangsak
Chamanan, 15th Prime
Minister.

THAILAND

พลเอก เปรม ติณสูลานนท์
นายกรัฐมนตรีคนที่ 16
1980 General Prem
Tinsulanonda, 16th Prime
Minister.

BTNC 2528

เริ่มดำเนินธุรกิจ
แบรนด์ C&D,
Lofficiel



LOF·FI·CIEL
INTERNATIONAL

THAILAND

พลเอกชาติชาย
ชุนทะวัน
นายกรัฐมนตรีคนที่ 17
นโยบายเปลี่ยนสนามรบ
เป็นสนามการค้า
1988 General Chatchai
Choonhavan, 17th Prime
Minister's major policy
was to turn Indochina
from battlefield to a
marketplace.



WORLD

สหรัฐอเมริกาเป็นประเทศมหาอำนาจสงครามเย็น
1991 The United States became a world's superpower.

THAILAND

- เหตุการณ์ยึดอำนาจของ รสช. โดยพลเอก สุนทร คงสมพงษ์
- นายอานันท์ ปันยารชุนนายกรัฐมนตรีคนที่ 18 เก็บภาษีมูลค่าเพิ่มและจัดตั้งเขตการค้าเสรีอาเซียน
- 1991 A coup d'etat staged by the National Peace Keeping Council, led by General Sunthorn Kongsompong.
- Mr.Anand Panyarachun, 18th Prime Minister, instituted Value Added Tax and established ASEAN Free Trade Zone.

WORLD

บิล คลินตัน
ประธานาธิบดี คนที่ 42
ของสหรัฐอเมริกา
1993 Bill Clinton 42nd U.S. President.

THAILAND

นายบรรหาร ศิลปอาชา
นายกรัฐมนตรีคนที่ 21
1995 Mr.Banham Silpa-archa, 21st Prime Minister.

THAILAND

- วิกฤตการณ์เงินลอยตัวค่าเงินบาท
- วิกฤตต้มยำกุ้ง
- นายชวน หลีกภัย นายกรัฐมนตรีไทยขอรับความช่วยเหลือจาก IMF นโยบายฟื้นฟูเศรษฐกิจประเทศ
- ปิด 56 สถาบันการเงิน
- 1997 Financial crisis. The Baht was floated.
- Tom Yum Kung crisis.
- Mr.Chuan Leekpai resumed the premiership.
- Thailand requested IMF assistance.
- Policy implemented to recover the economy. 56 financial institutions were closed down.

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THAILAND

- พลเอก สุจินดา คราประยูร นายกรัฐมนตรีคนที่ 19
- เหตุการณ์พฤษภาทมิฬ
- นายอานันท์ ปันยารชุนนายกรัฐมนตรีสมัยที่ 2
- นายชวน หลีกภัย นายกรัฐมนตรี คนที่ 20
- 1992 General Suchinda Kraprayoon, 19th Prime Minister.
- Black May incident.
- Mr.Anand Panyarachun, Prime Minister, (second term).
- Mr. Chuan Leekpai, 20th Prime Minister.

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เริ่มดำเนินธุรกิจ
แบรนด์ JOUSSE

Jousse
PARIS

THAILAND

ธุรกิจด้านการค้าพุ่งถึงจุดสูงสุดเป็นประวัติการณ์ในตลาดหลักทรัพย์แห่งประเทศไทย
1994 Business trade rocketed to unprecedented highs in The stock exchange of Thailand

BTNC 2537

19 พฤศจิกายน
บูติคนิวดีซ์ เดินหน้าขยายช่องทางธุรกิจและเปลี่ยนจากบริษัทรับอนุญาตเป็นบริษัทมหาชน
เลขทะเบียนบริษัท
0107537001731 ด้วยทุนจดทะเบียน 250 ล้านบาท
พร้อมทั้งขยายจุดขายครอบคลุมทั่วประเทศและเปิดธุรกิจออกแบบและผลิตเครื่องแบบให้กับองค์กรระดับประเทศ

THAILAND

พลเอก ชวลิต ยงใจยุทธ
นายกรัฐมนตรีคนที่ 22
1996 General Chavalit Yongchaiyudh, 22nd Prime Minister.

WORLD

จอร์จ ดับเบิลยู.บุช
ประธานาธิบดีคนที่ 43
ของสหรัฐอเมริกาเกิด
ก่อการร้าย 11 กันยายน
2001 George W. Bush, 43rd U.S. President.
9/11 terrorist attack.

THAILAND

พันตำรวจโท ทักษิณ ชินวัตร นายกรัฐมนตรีคนที่ 23
2001 Police Lieutenant Colonel Thaksin Shinawatra, 23rd Prime Minister



BTNC 2555

นายปณิธาน ปวโรฬารวิทยา
ดำรงตำแหน่งประธานกรรมการ
และได้ขยายธุรกิจนำเข้าสินค้า
จากต่างประเทศพร้อมผลักดัน
แบรนด์สินค้าภายในเครือให้เกิด
การเติบโตในช่องทางธุรกิจออนไลน์
● ได้ขยายฐานการขายไปยัง
ประเทศมาเลเซีย

Stephanie

UNIFORM SPECIALIZER
UNITY FOR SUCCESS

BTNC 2545

เริ่มดำเนินธุรกิจแบรนด์
STEPHANIE และ
UNIFORM SPECIALIZER



BTNC 2550

เริ่มดำเนินธุรกิจ
แบรนด์ GSP

WORLD

บารัก โอบามา
ประธานาธิบดี คนที่ 44
2009 Barack Obama,
44th U.S. President.

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WORLD

ราคาน้ำมันโลกสูงสุด
2006 Highest global
oil prices.

THAILAND

● เกิดรัฐประหาร โดย
พลเอก สนธิ บุญยรัตกลิน
● พลเอก สุรยุทธ์
จุลานนท์ นายกรัฐมนตรี
คนที่ 24 นโยบายพึ่งพา
ตนเองตามหลักเศรษฐกิจ
พอเพียง

2006 General Sonthi
Boonyaratglin staged a
coup d'etat.
● General Surayud
Chulanont, 24th Prime
Minister, implemented
the policy of self-reliance
in accordance with the
Sufficiency Economy
principle.

WORLD

● วิกฤติการณ์การเงินโลก
● เกิดวิกฤติสินเชื่อ
ซับไพรม์ในสหรัฐอเมริกา
2008 World financial
crisis.
● Subprime mortgage
crisis in USA.

BTNC 2551

ขยายฐานการขายไป
ยังตลาด AEC
โดยเริ่มที่ประเทศพม่า

THAILAND

● นายสมัคร สุนทรเวช นายกรัฐมนตรีคนที่ 25
● นายสมชาย วงศ์สวัสดิ์ นายกรัฐมนตรี คนที่ 26
● นายอภิสิทธิ์ เวชชาชีวะ นายกรัฐมนตรีคนที่ 27
2008 Mr.Samak Sundaravej, 25th Prime Minister.
● Mr. Somchai Wongsawat, 26th Prime Minister.
● Mr. Abhisit Vejjajiva, 27th Prime Minister.

WORLD

เกิดมหาอุทกภัย
เกิดแผ่นดินไหวและสึนามิที่ญี่ปุ่น
2011 The Great Floods.
Earthquakes and Tsunami hit Japan.

THAILAND

นางสาวยิ่งลักษณ์ ชินวัตร นายกรัฐมนตรี คนที่ 28
2011 Miss Yingluck Shinawatra, 28th Prime Minister

BTNC 2554

นำเข้า ADOLFO DOMINGUEZ จากประเทศสเปน
ADOLFO DOMINGUEZ



BTNC 2557

ขยายฐานการขายไปยัง
ประเทศเวียดนาม

THAILAND

- ปฏิบัติการปิด
กรุงเทพฯ เหตุการณ์
รัฐประหาร โดย คสช.
- พลเอกประยุทธ์
จันทร์โอชา นายกรัฐมนตรี
คนที่ 29

2014 Operation Shutdown
Bangkok. A military coup
launched by National
Council for Peace and Order.
● General Prayut Chan-o-cha,
29th Prime Minister.



BTNC 2560

ร่วมเป็นเจ้าภาพบำเพ็ญกุศลสวดพระอภิธรรม
พระบรมศพพระบาทสมเด็จพระปรมินทรมหาภูมิพลอดุลยเดช

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AROUND THE WORLD

ก้าวเข้าสู่ประชาคม
เศรษฐกิจอาเซียน
2016
ASEAN Community

BTNC 2559

นางประวรา เครพานิช
ดำรงตำแหน่ง
กรรมการผู้จัดการ
● ขยายฐานการขาย
ไปยังตลาด AEC
ที่ประเทศลาว



THAILAND

- สมเด็จพระเจ้าอยู่หัวมหาวชิราลงกรณบดินทรเทพยวรางกูร
ทรงจัดงานฤดูหนาวแบบย้อนยุค"อุ่นไอรัก คลายความหนาว"
- 13 ชีวิต ทีมหมูป่าอคาเดมี
- 2018 Majesty King Maha Vajiralongkorn Bodindradebayavarangkun,
Held a retro winter event "Warm-love relieve- cold."
- 13 Life team boar Academy.

BTNC 2561

- บุคตินิวซีตี้ ตอบรับนโยบายประเทศชาติ มีความตั้งใจที่จะ
รวมพลังคนไทยที่รักประเทศมาสร้างเอกลักษณ์การแต่งกายแบบ
ไทยที่ทันสมัย มั่นใจและสวยงาม จึงได้สร้างกางเกงทรงใหม่ที่มี
ชื่อว่า กางเกงโจงกระเบน J PANTS และ THAI JONG เพื่อรณรงค์
ให้สุขภาพสตรีได้ใส่กางเกงโจงกระเบนคู่กับท่อนบนในสไตล์ต่างๆ
เป็นชุดไทยในยุค 4.0
- บริษัทฯ ได้ขยายช่องทางธุรกิจโดยมี นางประวรา เครพานิช
กรรมการผู้จัดการ เป็นผู้นำแนวคิดปรับเปลี่ยนสร้าง
A'MAZE (เอ-เมส) ซีเล็คเตดมัลติแบรนด์ส์ได้รูปแบบใหม่ที่
เป็นมากกว่าร้านขายสินค้า แต่เป็น EGO SYSTEM
สำหรับคนกล้าลอง (EXPERIMENT) ที่จะดึงความแตกต่างมาเพื่อ
ผสมให้เกิดสิ่งที่มีได้คาดคิด แต่เมื่อรวมกันแล้วลงตัวอย่างที่สุดช่วย
เติมความมั่นใจ (CONFIDENT) และสร้างแรงบันดาลใจ
(INSPIRATION)ร้าน A MAZE จึงกลายเป็นร้านของคนทุกวัย
และไม่ยากเกินจะเข้าถึง



History



Boutique Newcity Public Company Limited is the first company in Thailand manufacture and retail ready-to-wear garments form the vision of Dr. Sirina Chokwatana Pavarolarvidya who believed that ready-to-wear garments would be essential for women in a developed country to become executives and professionals. They would also help improve their characters and save time. The concept of making these ready-to-wear outfits has been developed from the idea in the United Kingdom and United States, and adjusted to suit Thai women's shapes and size. The first shop, under the name of Boutique Newcity, was opened on Surawong Road. It was well received and recognized by the general public as being the leader of Thai women's fashion in Thailand. This later led to opening of 2 more shops in Ploenchit, Siam Square.

1 January 1974, Boutique Newcity Company Limited was started with registered capital of 4,000,000 Baht under the guidance of Dr. Thiam Chokwatana, father of Dr. Sirina Chokwatana Pavarolarvidya, who saw the commitment and potential of Thailand's garment industry. Dr. Sirina took the helm of the company with honesty and creativity, thus helped the business to grow and expand to international recognition. The company was eventually earned confidence by popular brands from France to manufacture and retail products under their logos.



6 October 1987, Boutique Newcity Company was registered in the Stock Exchange of Thailand (SET), making it the first fashion garment company to be registered as a licensed company in the SET.

19 November 1994, it was changed from licensed company to public company limited status, under the registered number 0107537001731 and with registered capital of 250 million Baht. The company expanded its retail outlets nationwide and started the business on design and manufacturing of uniforms for national – level organizations. In 2008, Business extension into Myanmar. Then import business of overseas fashion, ADOLFO DOMINGUEZ from Spain in 2011.

2012 Mr. Panitarn Pavarolavidya, Chairman, imported merchandise business has been expanded, together with pushing for growth of the group in-house brands through online retail channels business extension into ASEAN markets. (Malaysia, Vietnam, Laos) in 2012-2016. And last year, Boutique Newcity Company was co-hosting in a merit-making ceremony dedicated to the late King Bhumibol Adulyadej.



Now, Boutique Newcity Company Limited, in recognition of national policy, contemplates about joining forces with all Thai patriots in creating authentic Thai-style garment that reflects modernity, confidence, and exquisiteness. As a result, new models of pants are created: J Pants, and Thai Jong, so as to make campaign for women to wear loincloth coupled with their upper garment in various styles of Thailand 4.0 era. The company has made further expansion into new business channel. Mrs. Pravara Ekaraphanich, Managing Director, introduced new concept of A'MAZE selected multi-brand store, a new model of store that is more than an outlet. It is Ego System for those who have the courage to try out with Experiment by means of a mix of different styles combined into unexpected but a good fit, thereby giving Confidence and Inspiration. Therefore, A'MAZE becomes a reachable store for people of all ages.



กางเกงหัวใจไทยสู่เทรนด์แฟชั่นโลก

บูติกนิวซิตีฯ ได้สร้างสรรค์นวัตกรรมกางเกงทรงใหม่ที่ได้รับแรงบันดาลใจมาจากโจงกระเบน จุดเริ่มต้นของ J Pants และ Thai Jong ได้รับนโยบายจากประธานกลุ่มบูติกนิวซิตีฯ ดร.ศิริณา โชควัฒนา ปวโรฬารวิทยา ที่ปี พ.ศ. 2561 นี้ต้องการให้บูติกนิวซิตีฯ นำเอกลักษณ์ของไทยก้าวเข้าสู่เทรนด์แฟชั่นระดับโลก จึงให้แนวคิดแก้ไขเนอร์ของแบรนด์ต่างๆ ในเครือนำโจงกระเบนมาดีไซน์ให้เป็นกางเกงเรดตัวทรงใหม่ ใส่ได้ในชีวิตประจำวัน สามารถนำไปแต่งกายคู่กับท่อนบนในสไตล์ต่างๆ เพื่อวาระโอกาสที่แตกต่างกันไป เช่น ชุดทำงาน ชุดไปงาน หรือชุดสบายๆ ในวันหยุด พร้อมทั้งเพิ่มฟังก์ชันต่างๆ เพื่อผู้หญิงที่นิยมแฟชั่นใส่ได้อย่างสบายและสวยงามเน้นให้เข้ากับยุคสมัยที่ต้องการความรวดเร็ว และสะดวกสบาย ทั้งนี้ บูติกนิวซิตีฯ มีความตั้งใจให้ J Pants และ Thai Jong เป็นกางเกงตัวเก่งในสังคมไทยและเป็นที่ยอมรับของชาวต่างประเทศ

Thai-Made Trousers to Trend Globally

Boutique Newcity has launched an innovative and trendy line of pants, inspired by the traditional Thai "Jong Kraben" or loincloth called "J Pants" and "Thai Jong". The idea originated from Boutique Newcity Group's President, Dr. Sirina Chokwatana Pavarolavdivya in 2018, who wanted to showcase the uniqueness of Thai apparels to become recognized in the international fashion stage. She subsequently described her vision to the various fashion designers in her network of brands, to redesign the traditional Thai loincloth and market it as ready-to-wear pants, suitable for daily-life activities and can be mixed and matched with various tops appropriate for different occasions such as going to work, going to an event or going on a holiday. The pants also come with interesting functions for women who enjoy wearing beautiful casual outfits and have a modern lifestyle of speed and convenience. With this Boutique Newcity intends to mold J Pants and Thai Jong into Thai people's favorite pairs of pants and to become popular worldwide.

A'MAZE

ตอบรับไลฟ์สไตล์มากกว่าแฟชั่น

A'MAZE (เอ-เมส) ซีเล็คเตดมัลติแบรนด์ส์โตร์แนวใหม่ ตอบรับไลฟ์สไตล์ที่มากกว่าแฟชั่น ที่จะพาสาว ๆ ไปพบกับความพิเศษในทุกประสบการณ์แต่งตัว มีความโดดเด่นด้วยการตกแต่งในสีสันที่เป็นเอกลักษณ์และ ลักษณะการจัดวางสินค้าสไตล์ EXHIBITION โดยเฉพาะ คอนเซ็ปต์ที่เริ่มจากคำว่า MAZE มีความหมายว่าเขาวงกต ผสมกับคำว่า AMAZING หมายถึงน่าทึ่ง น่าแปลกใจ ซึ่งก็คือ maze + amazing เป็นการหลงทางที่ได้พบกับ สิ่งใหม่อ่าน่ามหัศจรรย์ สำหรับคนกล้าลอง (EXPERIMENT) ที่จะดึงความแตกต่างมาเพื่อผสมให้เกิดสิ่งที่มีได้คาดคิด แต่เมื่อรวมกันแล้วลงตัวอย่างที่สุด ช่วยเติมความมั่นใจ (CONFIDENT) และสร้างแรงบันดาลใจ (INSPIRATION) นอกจากทำเพื่อตัวเองแล้ว ยังเป็นแรงผลักดันให้คนอื่นต่อไป



A'MAZE – Not Just Fashion; It's a Lifestyle. A'MAZE, a selected multi-brand store that revolves around lifestyles more than just fashion, is gateway for ladies to experience a new sensation of dressing up, with uniquely-designed interiors and the new concept of product exhibition called "MAZE", which is a combination of the words "maze" and "amazing". A'MAZE implies a place for those who dare to experiment and explore new possibilities in creating your perfect outfits, as it gives you a boost of self-confidence and an inspiration for not only you but also your associates.



A`MAZE SIAM SQUARE SOI 2



A`MAZE ZPELL @ FUTURE PARK RANGSIT



A`MAZE MEGA BANGNA SHOPPING CENTER

ร้าน A`MAZE จึงอยากสื่อให้เข้าใจว่าแฟชั่นคือ ความสนุกของการท่องโลกใหม่เสื้อผ้าในร้านเป็นการผสมผสานไอเทมต่างๆ ของ GSP, GUY LAROCHE, JOUSSE, LOFFICIEL, C&D รวมถึงแบรนด์พันธมิตรอื่นๆ À MAZE จึงกลายเป็นพื้นที่ให้คุณกล้าสนุกกับการแต่งตัวในสไตล์ไม่เหมือนใครที่พร้อมตอบโจทย์ทุกความต้องการของผู้หญิงทุกรายได้เอ็นจอยไปกับการมิกซ์แอนด์แมชท์ในแบบที่ต่างออกไปให้สาว ๆ ได้ใช้เวลาในร้านได้อย่างเพลิดเพลินกับ A`MAZE 3 สาขาแรกในไทยคือสยามสแควร์ ศูนย์การค้าสปेलส์ ฟิวเจอร์พาร์ค รังสิต และเมกา บางนา

A`MAZE would like to communicate that "fashion" is the excitement of exploring the new world. The shop exhibits clothing items from various popular brands such as Guy Laroche, GSP, Jousse, Lofficiel, C&D and several other allied brands, making A`MAZE a space for you to enjoy designing your own unique outfits, especially for ladies of all age groups to enjoy mixing and matching. Experience the first three A`MAZE shops at Siam Square, Zpell-Future Park Rangsit and Mega Bangna.



ME & MY MOM 2018

A`MAZE ซีเล็คเตดมัลติแบรนด์ส์โตรรูปแบบใหม่
ที่เกิดจากการผสมผสานไอเทมต่างๆ ของ GUY LAROCHE GSP
JOUSSE LOFFICIEL C&D รวมถึงแบรนด์พันธมิตร
สานต่อโครงการ “Me & My Mom 2018” ร่วมกับ
สมาคมรักแม่ ซึ่งได้จัดขึ้นเป็นครั้งที่ 3

โดยได้รับเกียรติจากคู่แม่ลูก 13 คู่
ที่มาส่งต่อความรู้สึกและแสดงออกซึ่งความรักจากลูกที่มีต่อแม่
เพื่อเป็นแรงบันดาลใจให้ลูกๆ ทั่วประเทศ กล้าที่จะบอกรักคุณแม่
โดยในปีนี้ใช้เนื้อเพลงเป็นสื่อแทนรักจากลูกถึงแม่
รวมถึงเป็นการรณรงค์สร้างเสริมสายใยรักระหว่างแม่ลูกให้
แข็งแรง โดยสื่อสารผ่านภาพถ่ายและคลิปวิดีโอ



A`MAZE, a selected multi-brand store established upon the concept of mixing and matching clothing items from various popular brands such as Guy Laroche, GSP, Jousse, Lofficiel, C&D and many other allied brands, has continued to collaborate with the Love Mom Association in organizing the third “Me & My Mom” project by inviting 13 outstanding pairs of mothers and daughter. This project aimed at providing a stage for Thai daughter to express their love for their mothers in hope to inspire many other Thai daughter to be just as brave. In this year’s event, we decided to use songs’ lyrics as the medium of expression, as well as use photographs and videos to illustrate the mother and child’s connection.



บอกรักแม่ด้วยเสียงเพลง



สมาคมรักแม่ ร่วมกับ บมจ. บุติคนิวซิตี จัดโครงการประกวด “ร้อยรักแม่ ด้วยเสียงเพลงจากดวงใจ” ซึ่งด้วยพระราชทานสมเด็จพระเทพรัตนราชสุดาฯ สยามบรมราชกุมารี” ดำเนินการภายใต้วัตถุประสงค์หลักคือการปลูกจิตสำนึกแก่คนไทยทุกคนรักบุคคลสำคัญในชีวิต คือ แม่ของเรา ซึ่งได้จัดต่อเนื่อง เป็นเวลา 15 ปีแล้ว เพื่อเพิ่มโอกาสให้ลูกทุกคนบอกรักแม่ โดยโครงการฯ เน้นลูกในวัยกำลังเล่าเรียน เปิดรับสมัครนักเรียน-นักศึกษา มาร่วมประกวดแบบเดี่ยวหรือทีมไม่เกิน 3 คน แต่ง เล่น ร้องเพลงในหัวข้อ รักแม่ ซึ่งผู้ครองรางวัลชนะเลิศ ได้แก่ ทีม THE MAP จากโรงเรียนอัสสัมชัญธนบุรี แต่งและร้องเพลงผู้หญิงคนหนึ่ง ทั้งนี้จะมีกำหนดการเข้ารับพระราชทานถ้วยรางวัลชนะเลิศ ในลำดับต่อไป

The Love Mom Association, in conjunction with Boutique Newcity Plc., has organized the “Roi-Rak-Mae Duay-Siang-Pleng Jaak-Huajai” singing contest to give an opportunity for children to win a trophy awarded by Her Royal Highness Princess Maha Chakri Sirindhorn. The singing contest aimed at instilling in the minds of Thai people to love and respect the most important people in their lives, which obviously includes their mothers. This contest has been organized consistently throughout the past 15 years in providing opportunities for Thai people to express their feelings towards their mothers. In this year’s contest, we decided to recruit school and university students to compete in individual contests and in teams of no more than three, and the contestants were judged based upon the lyrics they composed, the stage performance and the singing. The winners of the 2018 contest were “The Map” from Assumption Thonburi School with a song called “Poo-Ying Khon Neung”. They will soon be awarded a trophy by Her Royal Highness.

Guy Laroche

Mr. Guy Laroche ดีไซน์เนอร์แบรนด์แฟชั่นระดับโลก ที่มีเอกลักษณ์ งามสง่าด้วยคอลเลกชันเสื้อผ้าที่มีมาตรฐานเดียวกันทั่วโลก เน้นการตัดเย็บ เสริมบุคลิกภาพ ผสานการคัดสรรเนื้อผ้า และลวดลายที่โดดเด่นชัดเจนทำให้ผู้สวมใส่องดงาม ทันสมัยตามแบบฉบับสไตล์ฝรั่งเศส



SHAPE UP JACKET

เสื้อแจ็กเก็ตเก็บเอว ไหล่ตั้ง หลังตรง ไม่ว่าจะหุ่นแบบไหน เมื่อสวมใส่แล้วจะดูมีรูปร่าง ได้สัดส่วนสวยงาม



LIGHT LINEN

เชิ้ตลินินเบาสบาย ไม่ร้อน ยับน้อย ถึงน้อยที่สุด

SIGNATURE SCARF

ผ้ามหัศจรรย์ใส่ได้ไม่ซ้ำวัน พันได้ไม่ซ้ำแบบ ขนาด 1 X 1 ม.

Mr. Guy Laroche was a world-class fashion designer that was well-known for elegant clothing. His brand has always been renowned for its high-standard clothing collections with great cutting details and beautiful graphics and patterns that greatly enhance the personality of the persons wearing it – giving a modern French look.

Must Have!

Shape Up Jackets: A nipped-in waist jacket that enhances straight back and shoulders, regardless of your body type, your figure will look instantly improved.

Light Linen: soft, great for ventilating heat and less wrinkle

Signature Scarfs: Magic scarf can be worn in various styles, size 1 x 1 m.

LOF·FI·CIEL

INTERNATIONAL

มาดมั่นในลुकนักบริหารที่มีความสามารถเป็นที่ยอมรับในสังคม เมื่อสวมใส่แล้ว มีทั้งความหรูหราและภูมิฐาน พิถีพิถันในทุกรายละเอียด สะท้อนบุคลิกภาพของผู้ใช้ได้ชัดเจนในทุกงานพิธีการ

PLEAT BLOUSE

ดีไซน์สวย ยับยาก
พกพาสะดวก

J PANTS

กางเกงใจกระเบน
ยุค 4.0 ใส่ง่าย
เคลื่อนไหวสะดวก
มีฟังก์ชันตอบรับ
ไลฟ์สไตล์

An executive look that displays great confidence and recognition, once worn, the person will experience elegance and wisdom. The items' neat details reflect the leadership of the person wearing in all aspects.

Must Have!

The pleated which range from the plain colors to the colorful and lively designs.

J Pants The Thai traditional loincloth that is perfectly in trend with the 4.0 generation, comfortable and mobile, suitable for the modern lifestyles.



เติมเต็มความสุขสำหรับสาวผู้รักการเดินทางที่
กระฉับกระเฉง โดยรังสรรค์คอลเลกชั่นที่ตีความสวยงาม
ของงานศิลปะมาผสมผสานนวัตกรรมดูแลสุขภาพของ
ผู้สวมใส่ GSP Sport จึงเป็นชุดที่สวมใส่สบาย
ทุกการเคลื่อนไหวและ GSP Professional
เป็นชุดสวยเรียบทุกรายละเอียดทุกวันทำงาน

Fulfilling the happiness of active ladies by
showcasing an innovative collection that takes into
account both the aspects of beauty and health;
thus, GSP Sport is perfect for casual wear for
going out, whereas GSP Professional displays neat
persona, suitable for work purposes.

Must Have!

Cool Shirt City ผ้าลวดลายเอกลักษณ์เฉพาะตัว
ออกแบบพิเศษเพื่อรองรับผู้หญิงได้ทุกรูปร่าง
YOUNG DENIM ยีนส์ที่ใส่แล้วไม่ร้อนเหมือนขาหยาใจได้
UV Light Jacket เนื้อผ้าเบาสบาย พกพาสะดวก
ช่วยป้องกันรังสี UV ได้มากถึง 30 เท่า

Cool Shirt City: Unique design and Special
pattern for women of every body shape.
Young Denim Jeans are made for teen girls in
the Slumster street look with tiny bits of rips,
giving you some breathing room for your comfort.
UV Light Jacket: The fabric light as a Leather.
UV protection 30 times.





Jousse®
P A R I S

เสื้อผ้าสำหรับผู้หญิงรุ่นใหม่ ที่มีแนวคิด

Positive Thinking

สามารถสร้างสมดุลระหว่างชีวิตการทำงานและ
ชีวิตส่วนตัวที่สนุกสนานได้อย่างมีสีสัน
ตามสไตล์แฟชั่นอันหลากหลาย ซึ่ง Mix & Match
กันได้อย่างลงตัวในทุกการทำงาน

Womenswear for ladies with
a positive-thinking mindset
who can create a balance
between working life and
personal life and enjoy living
their lives to the fullest by
creatively mixing and
matching clothing items that
turn out just right for every
working situation.



Must Have!

DAY-NIGHT LOOK

ที่พร้อมให้คุณสวมใส่ไป
ทำงานในตอนกลางวัน
พอดตกค่ำก็สามารถเปลี่ยน
เครื่องประดับกับเข็ม
สีเมคอัพแล้วออกงานได้ในทันที

A day-night look that preps
you to both go to work in the
daytime and go out in the
evening by simply changing
your accessories and
accentuating your makeup.



นวัตกรรมด้านแฟชั่นของ C&D (ซีแอนด์ดี)
สร้างสรรค์เสื้อผ้าที่ใส่ใจสุขภาพ สวมสบาย
ด้วยการใช้วัสดุจากธรรมชาติที่เป็นมิตรกับผู้
ใช้ และสิ่งแวดล้อม รักษาทรัพยากรของโลกได้อย่างยั่งยืน

A fashion innovator, C&D (Classic & Difference)
creates clothes that are health conscious and
comfortable by using natural materials that are
friendly to the users and to the environment,
sustaining the world's natural resources.



Must Have!

ทำพิสุจน์ใส่แล้วหอม

กางเกงยีนส์ยกกระชับปรับขาเรียว มีให้เลือก
ทั้งสีเรียบๆ ไปจนถึงงานตกแต่งปักประดับดอกไม้

ทำพิสุจน์ใส่แล้วเย็น

เนื้อผ้าลินินพรีเมียม เส้นใยธรรมชาติทอเนื้อละเอียด
ไม่มีปมไสไม่ร้อน ไม่ระคายเคืองผิว

ทำพิสุจน์ใส่แล้วหอม

นวัตกรรมความหอมบนผืนผ้าโดย
ในแต่ละซีซั่นก็จะมีกลิ่นประจำแตกต่างกันไป
ซึ่งซีซั่นนี้มีกลิ่นผลไม้และดอกไม้เป็นไฮไลท์

Skinny Slim pants are tight, adjustable,
slender legs and are available in plain
colors as well as in floral designs.

Premium Linen fabric, made from natural
fiber produced in fine textiles, no knots,
can be worn in hot weather, does not
cause skin irritation, and used to produce
shirts, pants, and dresses.

Fruit and Floral Scent Collection

Each clothing item produces its own
distinct fragrance depending on its season.

Stephanie

ชุดทำงานที่ดูแลรักษาง่ายเน้นความเรียบร้อยแต่มีความสามารถ ดัดเย็บได้มาตรฐาน ให้ Working Women ได้มีกซ์แอนด์แมกซ์ ใส่สวยดูสุภาพในทุกวาระโอกาส

Easy-to-maintain work clothes that emphasize neatness but smart, known for its reputable tailoring and ideal for working women to be mixed and matched, giving you a beautiful and polite look at every occasion.



ADOLFO DOMINGUEZ

Adolfo Dominguez ดีไซน์เนอร์แบรนด์คุณภาพ
จากประเทศสเปนโด่งดังจากการออกแบบ
เสื้อผ้าสุภาพบุรุษของ Mr. Adolfo Dominguez
ผู้ปฏิบัติแฟชั่นภายใต้แนวคิด WRINKLES ARE
BEAUTIFUL หรือ ความสวยงามของรอยยับ
เป็นการให้ความสำคัญกับความง่าย เน้นความสวยงาม
จากเนื้อผ้าของวัตถุดิบที่มาจากธรรมชาติและ
ไม่ทำลายสิ่งแวดล้อม เสริมลูกค้าผู้สนใจให้ดูดี
กับคอลเลคชั่นเสื้อผ้าที่บ่งบอกความเป็นตัวตน
คนรุ่นใหม่ที่ต้องการความเรียบง่ายแต่ดูดี

Mr. Adolfo Dominguez, a quality fashion designer
from Spain, famous for menswear, is a fashion
revolutionist who came up with the concept of
WRINKLES ARE BEAUTIFUL, meaning the beauty
of wrinkles is the focus on simplicity while
emphasizing beauty from the essence of natural and
non-destructive materials, enhancing the look of the
new-gen wearers that value simplicity and neatness.



UNIFORM SPECIALIZER

UNITY FOR SUCCESS



สร้างความเป็นเอกภาพให้กับองค์กรของคุณอย่างมีสไตล์ ด้วยชุดยูนิฟอร์มจาก Uniform Specializer บริษัท บุติคนิวซิติ จำกัด (มหาชน) ได้สร้างสรรค์ Uniform Specializer แผนกที่มีความชำนาญพิเศษด้านการออกแบบตัดเย็บยูนิฟอร์มให้กับหลากหลายองค์กรโดยมีบริการทั้งการออกแบบ และการตัดเย็บที่มีขนาดให้เลือกสวมใส่มากมาย หมดปัญหาเรื่องรูปร่าง การออกแบบ (Design) : การออกแบบของ Uniform Specializer จะอยู่บนพื้นฐานของการศึกษาภาพลักษณ์องค์กร ซึ่งรวมถึงโลโก้ สโลแกน ไอคอนต่างๆ ลักษณะการดำเนินการ สถานที่ให้บริการ ไปจนถึงวิสัยทัศน์และวัตถุประสงค์ขององค์กร อย่างละเอียดและทำความเข้าใจอย่างลึกซึ้ง จากนั้นจึงสร้างสรรค์ออกมาเป็นองค์ประกอบต่างๆ ตั้งแต่สีสันทันที่เหมาะสม แพตเทิร์น เนื้อผ้า การตัดเย็บ รูปทรง รวมไปถึงการเลือกใช้อุปกรณ์ประกอบเสริมอย่างผ้าพันคอ เนคไท เข็มขัด กระเป๋า การออกแบบของเราจะช่วยให้พนักงานมีความภูมิใจ มั่นใจในองค์กร และกระตือรือร้นในการปฏิบัติหน้าที่ ซึ่งทั้งหมดนี้ ก็เพื่อสร้างภาพลักษณ์องค์กรให้มีความเป็นเอกภาพ มีความเป็นมืออาชีพ สร้างความประทับใจให้กับคู่ค้าทางธุรกิจ การตัดเย็บที่มีขนาดให้เลือกอย่างหลากหลาย (Tailoring) : Uniform Specializer มียูนิฟอร์มหลากหลายขนาดให้เลือก ตามรูปร่างของผู้สวมใส่ซึ่งรวมถึงความต้องการเฉพาะตัวที่แตกต่างกันออกไป คุณภาพชั้นเลิศและการจัดส่งที่ตรงเวลาคือ จุดแข็งของเราที่สร้างความพึงพอใจสูงสุดให้กับลูกค้าอย่างต่อเนื่อง

บริการ

ออกแบบ

เพื่อให้ชุดเครื่องแบบเกิดเอกลักษณ์และเอกภาพ สร้างกำลังใจทีมเวิร์ค เหมาะสมกับการทำงาน

ผลิต

ทุกชิ้นผลิตด้วยความตั้งใจ ผสานเทคโนโลยีการตัด ด้วยคอมพิวเตอร์เพื่องาน ถูกต้องและแม่นยำที่สุด

จัดส่ง

สถานที่จะถูกบันทึกในระบบเพื่อนำไปจัดสินค้า ตามรายชื่อและสถานที่ส่ง ได้ถูกต้องและรวดเร็ว

บริการ

ก่อนและหลังการขาย ในระบบออฟไลน์ และออนไลน์ โดยแยกเฉพาะบุคคล

CORPORATE DIVISION ORDER

ระบบสั่งซื้อสินค้าสำหรับองค์กรแยกในระดับ
แผนก-สาขาเพื่อความสะดวกในการจัดส่ง
และวางบิลทำให้สามารถสั่งเพิ่มเติมเมื่อ
มีพนักงานใหม่เข้ามา

XISO SIZING SYSTEM

ระบบประเมินไซส์ให้เข้ากับสรีระที่มีความหลากหลาย

ONE BY ONE PICK & PACK

ระบบการผลิตและขบวนการจัดการจัดยูนิฟอร์มให้พนักงานทีละคนเป็นชุดพร้อมติดชื่อลูกค้าและสาขาที่จะส่งยูนิฟอร์มทั้งนี้เพื่อสะดวกในการส่งมอบให้แก่พนักงาน

WWW.BTNCONLINESTORE.COM

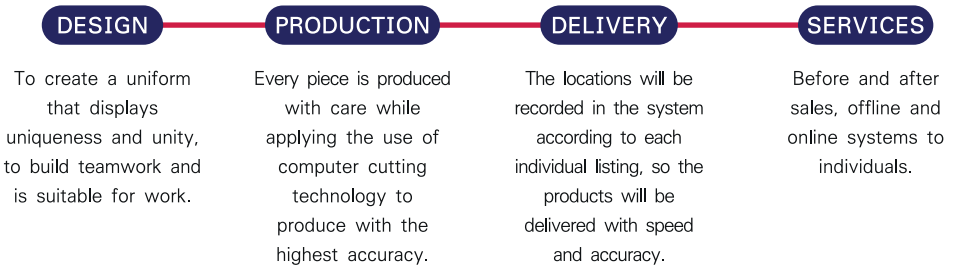
บริการรับสั่งตัดเพิ่มเติมด้วยระบบสั่งซื้อเครื่องแบบเป็น
รายบุคคล ตลอด 24 ชั่วโมง



Unify your organization through stylish and tasteful uniform branding. Boutique Newcity Public Company Limited has created a highly established unit specializing in the design, cut and sewing of up-to-date uniforms for a variety of organizations under the brand Uniform Specializer. Uniform Specializer provides two convenient services.

Design : Uniform Specializer studies the branded corporate image including icons, logos, slogans, business operations, locations of service, and the future vision and objectives of the client's organization. Based on this in-depth analysis, appropriate color schemes, patterns and textures, cuts and forms, as well as complimenting accessories are proposed. Accessories include stylish scarves, neckties, belts, and bags to foster pride, confidence, and enthusiasm about the employees' organization and duties, overall enhancing the organization's image and impression on clients. **Tailoring :** Uniform Specializer provides a wide range of sizes to compliment an array of physiques for the client's specific needs within their organization. Exceptional quality and punctual delivery are upheld to ensure maximum customer satisfaction.

OUR SERVICE



OUR SYSTEM

CORPORATE DIVISION ORDER A product ordering system for organizations that records orders from specific departments or branches, making it quick and convenient for future billing, even with new employees coming in.	ONE BY ONE PICK & PACK The production system that organizes the uniform for each employee individually, labelled with the name of the customer and the branch, facilitating the delivery process to employees.
XISO SIZING SYSTEM A system for evaluating the sizes of the body that are applicable with the various body shapes.	WWW.BTNCONLINESTORE.COM A service for making additional orders, with an ordering system that produces uniforms for individual employees; opens 24 hours a day.

SHOPPING

ยุคออนไลน์...อยู่ที่ไหนก็ซ้อปได้



กิจกรรมยอดนิยมสำหรับสาวๆ สั่งซื้อสินค้าแฟชั่นเครื่องประดับนิวซิตี้อย่างง่ายดาย ที่ <http://btnconlinestore.com> หรือ

Facebook Page : Guy Laroche BTNC, GSP, C&D, L'officiel BTNC, Jousse Paris, A'maze

10 ข้อดี..แค่ปลายนิ้วคลิก

10 ADVANTAGES... AT YOUR FINGERTIPS

- สะดวก สั่งง่าย ได้ไว
- ซ้อปสินค้าได้ 24 ชั่วโมง
- ประหยัดทั้งเวลาและการเดินทาง
- อยู่ไกลไกลก็ซ้อได้ ออนไลน์เชื่อมถึงกัน
- ติดตามอัปเดตเทรนด์และสินค้าใหม่ได้ทุกวัน
- เพลิดเพลินกับราคาที่หลากหลาย
- เปลี่ยนไซส์ได้*
- โอนง่าย ชำระเงินได้หลายช่องทาง*
- จัดส่งฟรีทั่วประเทศ*
- ไม่พอใจสินค้าคืนเงิน*
- Convenient and easy to order
- Shop 24 hours
- Save time and no traveling
- Shop online regardless of where you are
- Keep up with trends and new products every day
- Enjoy a variety of prices
- Allowed to change sizes*
- Easy to transfer and pay in multiple channels*
- Free delivery nationwide*
- Refundable if not satisfied *

*ตามเงื่อนไขของบริษัท

Under the company's refund policy



E-SHOPPING ANYWHERE ANYTIME

Popular activities for ladies:

Easily order fashion clothes

with Boutique Newcity

products at our website

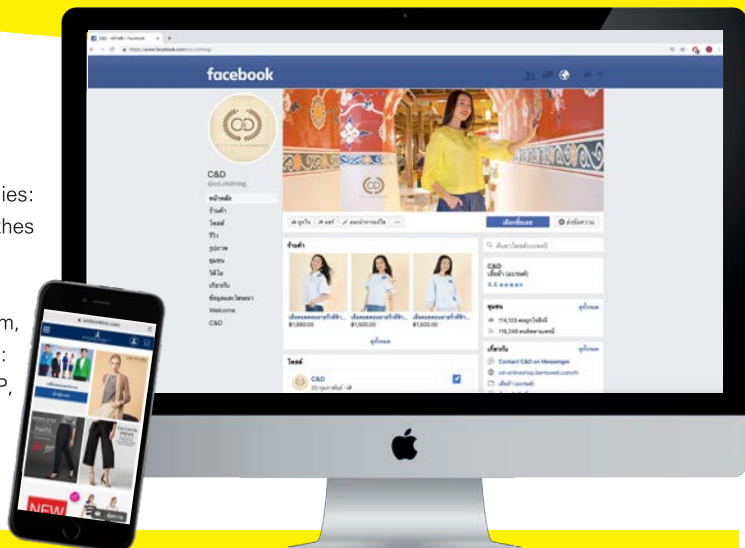
<http://btnconlinestore.com>,

or visit Facebook Pages:

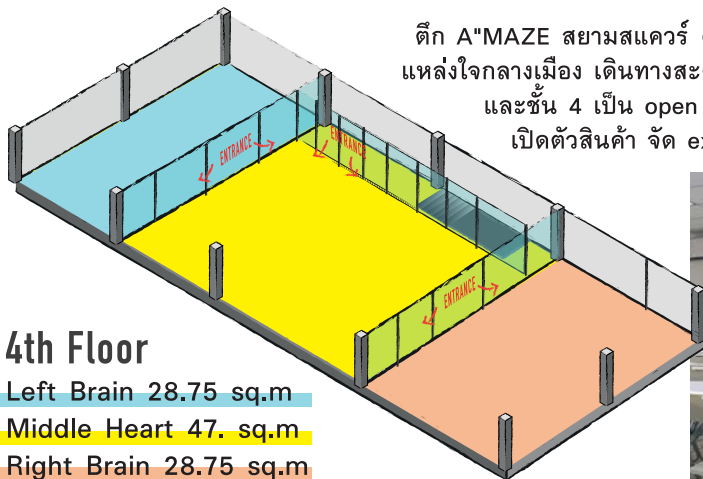
Guy Laroche BTNC, GSP,

C&D, L'officiel BTNC,

Jousse Paris, A'maze



A*MAZE OPEN SPACE



ตึก A*MAZE สยามสแควร์ (ห้วมุมสยามสแควร์ซอย 2)
แหล่งใจกลางเมือง เดินทางสะดวก พร้อมเปิดบริการชั้น 3
และชั้น 4 เป็น open space พื้นที่เพื่อจัดสัมมนา
เปิดตัวสินค้า จัด exhibition และกิจกรรมอื่นๆ

4th Floor

Left Brain 28.75 sq.m

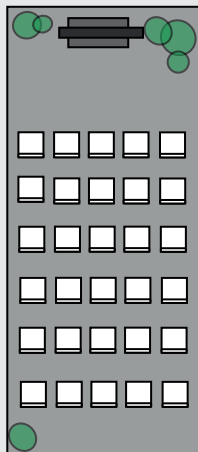
Middle Heart 47. sq.m

Right Brain 28.75 sq.m



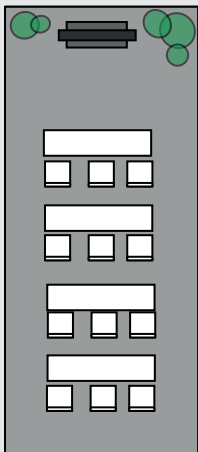
LEFT BRAIN RIGHT BRAIN

TYPE A



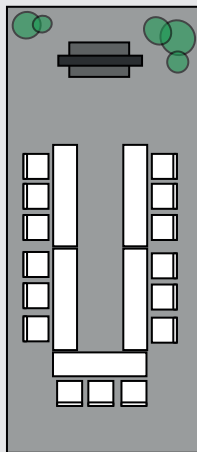
MAX 30

TYPE B



MAX 12

TYPE C

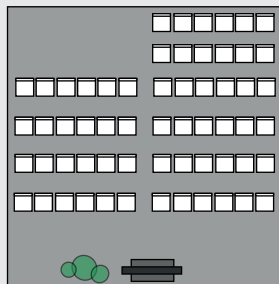


MAX 15

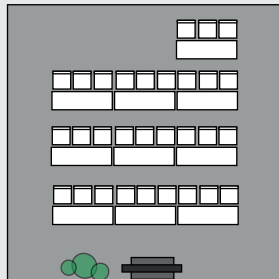
TV 55" Table Chair

MIDDLE HEART

TYPE A MAX 60



TYPE B MAX 30





BOUTIQUE NEWCITY
PUBLIC COMPANY LIMITED



ANNUAL REPORT 2018

Policy and overview of the Company business

Boutique New City Public Company Limited engages in domestic retail and wholesale trade, foreign wholesale trade, import from abroad, design service and uniform dressmaking for domestic and foreign companies and organizations. Under the Brand-name products are GSP, JOUSSE, C&D, LOF-FI-CIEL, STEPHANIE, GUY LAROCHE, DOLFO DOMINGUEZ, SPRING FIELD, WOMEN SECRET and UNIFORM SPECIALIZER

More than 45 years, the Company has been accepted by customers that the Company's products have good quality, reasonable price, delivery on time and before-sale and after sale services. The Company has total 67 branch shops, 45 selling points in leading department/ shopping stores and provides products sold in 22 places in AEC neighboring countries. In addition, customers have faith in the Company's design, dressmaking of uniform of 400 domestic and foreign organizations.

During 2018, the Company has developed a multi-brand store under the name "A'MAZE". Which offers apparel products from many brands and is open to partners in bringing products to sell.

With reference to the financial statement in which the equity method was applied, the Company gained total income in the amount of 855.74 Million Baht, getting profit amounting to 10.999 Million Baht. As for the separate financial statement, the Company gained total income in the amount of 856.09 Million Baht and net profit in the amount of 11.29 Million Baht.

Business Purpose

The business target is to be the year of optimization consists of:

- Change the Offline sales area to be more efficient.
- Developed Online sales channels.
- Study customer needs and survey customer persona to offer new products
- Reduce cost of goods sold
- Expand the scope of employees' abilities and happiness in teamwork.

Income Structure

Boutique Newcity Public Company Limited

Sales	2018		2017		2016	
	Thousand	%	Thousand	%	Thousand	%
Ready-made clothes	673,594	78.71	647,629	79.37	757,796	80.52
Service	142,055	16.60	133,112	16.31	133,047	14.14
Miscellaneous items	40,096	4.69	35,238	4.32	50,289	5.34
Total domestic sales	832,339	97.26	798,669	97.88	920,223	97.78
Export sales	23,406	2.74	17,310	2.12	20,909	2.22
Total sales	855,745	100	815,979	100	941,132	100
Increase (Decrease) sales (%)	4.87		-13.29		-6.06	

Marketing and Competition Situation

The fashion retail market has fierce competition and customer needs have change by situations and occasions. he Company has been operated more than 45 years. Our brands are well known, we have many Thai regular customers who are truly love, ties together and truly appreciate the value of our products. The company is therefore committed to responding and communicating with Thai regular customers to become more intimate. Moreover, we have developed strategy to seek new customer in generation X, Y and Z, which still have a lot and development of new products to meet the diverse lifestyle and many opportunity's agenda

Risk factors

1.1 Business risks

Business risks of the Company are categorized as follows

1.1.1 Economic tends to recede due to slump of world economic.

1.1.2 The technology has changed dramatically

1.1.3 Customer behavior is different and quick adaptations.

1.2 Financial Risk Factors

1.2.1 Risk Management

The Company does not have a policy to engage in business transaction on financial instruments for making profits or trade

1.2.2 Interest Risk

This risk was caused by change of interest rate in the market which affect to operation and cash flow. However, cash, deposit accounts, overdraft, loans from financial institution which were mostly based on interest rate determined by the bank has less risk.

1.2.3 Exchange Rate Risk

The Company had no loan in foreign currency. Accounts payables and receivables incurred by sale and purchase of goods in foreign currency were less.

1.2.4 Credit Risk

The Company had a policy to provide cautiously credit to customers. Most of debtors were large-scale and secured companies and organizations such as banks, insurance companies, shopping center and malls, hospitals, state enterprises. Owing to long-lasting transaction between the Company and those entities, claims for and collection of debts would expectedly not be damaged.

1.2.5 Fair Value

Owing to most financial assets was short-term and interest rate of loan was pursuant to the same market rate, the Company considered the accounts value of assets and financial liability were not materially different from the fair value.

1.3 Risk in Relation to Marketing and Sale

As to marketing and sale are nucleus of business operation for success, the Company bent upon creating brand to be constantly and long-lastingly accepted by consumers. The Company emphasized on triggering administrative team to service customers thoroughly before, during and after sale with systematic manner so as to engender consumers' confidence. In addition, opening up new marketing and sale routes were applied to quick responses to serve customers' preferences as quick as possible.

1.4 Risk in Relation to Human Resource

The company gives highly precedence to human resource with the concept of making employees know their own-values, improve themselves, able to give comments, able to provide customers' preferences.

1.5 Risk of fashion changing

Clothing products are to be changed by situations, lifestyles, trends, and periods which could be in short terms or long terms. The company has studied and analyzed local and international recorded selling information, fashion market trends, and customers' preferences to plan for different works such as period of producing and ordering products each time. The company will use the information to analyze possibility of sale to produce and order products which are to be suited to the market preference.

1.6 Risk of non-renewed use of trademark of the brand name products

The Company and the owner of registered trademark have been partnerships in this business for long time. The Company has strictly observed trade conditions throughout the time. Accordingly, the Company has been trustful to being the sole distributorship. The Company has consistently entered into the agreement to licensing the trademark in every 2 years or renewal in automatic manner until further notice in order to lessen a risk of non-renewal use of the trademark. In a remark that the Company and the owner of registered trademark have been connected by mutual directors and shareholders, the Company has took a low risk of non-renewed trademark of the brand name products.

Shareholders and Management

Shareholders, the first 10 major shareholders as of 29 March, 2018

NAME	No. of share	%
1. Mr.Pramothya - Mrs. Sirina Pavarolarvidya	3,015,560	25.13
2. Mr. Panitarn Pavarolavidya	1,887,140	15.73
3. Mrs. Pravara Ekaraphanich	1,746,428	14.55
4. Sahapathana Inter-Holding PCL.	1,024,000	8.53
5. I.C.C. International PCL.	717,400	5.98
6. Commonwealth Holding Co., Ltd.	380,400	3.17
7. New City (Bangkok) PCL.	344,300	2.87
8. Bangkok Insurance PCL.	307,200	2.56
9. I. D. F Co., Ltd.	240,000	2.00
10. Bangkok Atlantic Co., Ltd.	200,000	1.67

Note: Investors can view the top 10 major shareholders holding the first 10 shareholders as of the closing date of share register. For the current annual general meeting, please visit the Company's website at <http://www.btnc.co.th>. Before the Annual General Meeting of Shareholders

Framework Management

Management Structure

The company's management structure comprises the Board of Directors and two subcommittees to help supervise important issues of Directors, the Audit Committee, and, the Nomination and Remuneration Committee. Executive authority lies with the Executive Board, Administrative Directors and Department Managers. Authority and duties of each committee and those of the Managing Director are prescribed in writing in respective charters, and the Authority and Responsibilities of the Managing Director document which was approved by Board of Directors meeting No. 13 on December 26th, 2008, with the company secretary performing the duties required by the laws and assigned by the Board of Directors.

1. The Board of Directors The Board of Directors is established to oversee the business in the best interest of the company and the shareholders. It ensures that laws, objectives, policies, articles of association and resolutions of the Board of Directors and those of the assembly of shareholders are observed. All directors are required to discharge their duties in an accountable, careful and honest manner as a reasonable person would under the same circumstances and with the authority to engage in trading negotiations without any influence from their status as a director. The committee is comprised of nine members: five from the management and four non-executive directors, four of which are independent directors. This is consistent with the independent director ratio criteria which require that a registered company must have one third of the directors or at least three directors being independent directors. The committee is comprised of the followings

Name		Board of Directors	Directorial Term
1. Mr.Panitarn	Pavarolavidya	Chairman	At each annual general meeting, one-third of the directors have to retire from the post. In the case where the number of directors cannot be divided by three, the number of directors to retire is to be closest to one-third. Directors who retire from the post may be re-elected.
2. Mrs.Pravara	Ekaraphanich	Managing Director	
3. Mrs.Yaowret	Lertsukhontharos	Director	
4. Mrs.Kunyuma	Nonecome	Director	
5. Ms.Sunee	Thipudomluk	Director	
6. Mr.Prasert	Patradhilok	Independent Director and Chairman of the Audit committee	
7. Mr.Puchchong	Vanichjakvong	Independent Director and Audit committee	
8. Mr.Sermwong	Dhanasarnsilp	Independent Director and Audit committee	
9. Mr. Kris	Nalamlieng	Independent Director	

Directors with authority to sign on behalf of the company

Any two out of the nine following directors can sign and seal on behalf of the company.

- | | |
|---------------------------------|------------------------------|
| 1. Mr.Panitarn Pavarolavidya | 2. Mrs.Pravara Ekaraphanich |
| 3. Mrs.Yaowret Lertsukhontharos | 4. Mrs.Kunyuma Nonecome |
| 5. Ms.Sunee Thipudomluk | 6. Mr.Prasert Patradhilok |
| 7. Mr.Puchchong Vanichjakvong | 8. Mr.Sermwong Dhanasarnsilp |
| 9. Mr. Kris Nalamlieng | |

Authority

1. To appoint, remove and authorize consultants to the Board of Directors, to committees and/or to other individuals
2. To approve engagement in a legal act, which is not a financial transaction, of the amount greater than the authority of the Executive Board
3. To approve acceptance or cancellation of loans of the amount greater than the authority of the Executive Board

4. To approve investment, sale of investment capital in ordinary shares and/or any other securities of the amount greater than the authority of the Executive Board
5. To approve sourcing and investment in fixed assets of the amount greater than the authority of the Executive Board
6. To approve modification, destruction and disposal of fixed assets and intangible assets which are no longer in use, damaged, lost, destroyed, deteriorated and out of date, which are of the amount greater than the authority of the Executive Board
7. To approve modification, change of price and destruction of raw materials and/or remaining inventories which are deteriorated or out of date, which are of the amount greater than the authority of the Executive Board
8. To approve compromise or settlement of dispute by arbitration, complaint, filing of lawsuits and/or any legal proceeding on behalf of the company on matters which are not/or normal business course with an amount exceeding the authority of the Executive Board
9. To propose to shareholders an increase or a decrease of capital, a change of share value; modification of memorandum, articles of association and/or objectives of the company
10. To approve incorporation, merger or dissolution of subsidiaries
11. To authorize the management, managerial employees of the company, or any other individual to act on their behalf
12. To invite members of the management, executives, or relevant employees to provide explanations, opinions or documents as necessary
13. To consult with specialists or company consultants (if any) or hire third-party consultants or specialists if necessary, at the expense of the company
14. To appoint and remove a company secretary

Duties and Responsibilities

1. To establish directions, goals and business policies of the company
2. To approve plans and annual budgets; to supervise the performance of the management in order to ensure effectiveness and compliance with the laws and established policies and plans
3. To encourage the development of the policy of corporate governance, ethics and business code of ethics in written in order for company directors, executives and employees to observe as guideline in the conduct of the business

4. To arrange for a sufficient internal control system in order to ensure that transactions are approved by authorized individuals, reviewed and recorded accounting reports; and, to implement systems preventing inappropriate use of company assets

5. Transactions with possible conflict of interests must be carefully reviewed, with a definite guideline to ensure the interests of the company and the shareholders. Individuals with interests may not be involved in the decision-making process. They must observe the requirements on the proper procedure and disclosure of transactions with possible conflict of interests.

6. To approve the reviewed and/or audited financial reports, which have been approved by the Audit Committee

7. To be equally responsible to all shareholders, and, to correctly, basely and transparently disclose information to shareholders and investors

8. To acknowledge business management reports from the Executive Board

9. To convene shareholders meetings by specified date, time, place and agenda as well as dividends (if any); and, to provide shareholders with opinions of the Board of Directors on the matters proposed to the shareholders. During the twenty-one days prior to each shareholder meeting, the company may stop share transfer registration by informing the shareholders at the headquarters and the branch offices at least fourteen days prior to the day of share transfer registration suspension. Alternatively, a record date (RD) may be determined no longer than two months prior to the day of any shareholders meeting, and the share registration book closure date must be one day after the record date. This is to compile a list of names under Section 225 of the Securities and Exchange Act, in order to determine the right to attend shareholders meeting and to receive dividends.

10. To prepare the Report on the Company Board of Directors' Responsibilities for Financial Statements and disclose it in the annual report of the company (56-2 Form) and the annual disclosure report (56-1 From)

11. To follow up on documents to be submitted to relevant regulatory agencies, in order to ensure that the statements or the items are correct as per the data appearing in the account documents, the registration or any other document of the company

12. To approve the charter of the Board of Directors and/or other committees

13. To engage in any other action, which is beyond the authority of the Executive Board, or which the Board of Directors deems appropriate

2. Subcommittees

2.1 Audit Committee The Board of Directors has appointed three directors as members of the Audit Committee in accordance with the announcement of the Capital Market Supervisory Board to provide assistance to the Good Corporate Governance of the Board of Directors, particularly in the area of financial reporting, internal control and compliance with laws and regulations. Members of the Audit Committee are as below:

Name	Position	Period
*1. Mr. Prasert Patradhilok	Chairman of Audit Committee	April 2018 - April 2019
2. Mr. Puchchong Vanichjakvong	Audit Committee	April 2018 - April 2019
3. Mr.Sermwong Dhanasarnsilp	Audit Committee	April 2018 - April 2019

Remark *Mr. Prasert Patradhilok is Chairman of Audit Committee with expertise in the areas of accounting and finance and Miss Supahaphorn Khemngoen (Internal Audit) is Audit Committee's secretary.

Authority

1. To ensure correct understanding among auditors, company directors and internal audit Unit
2. To invite executives, members of the management, internal audit unit, or relevant employees to provide explanations, opinions or documents as necessary. The Audit Committee also has the authority to access corporate documents of all levels.
3. To inquire relevant individuals and matters within the extent of authority and duties of the Audit Committee
4. To consult with specialists or company consultants (if any), or hire third-party consultants or specialists, if necessary, at the expense of the company

Duties and Responsibilities

1. To ensure correct and sufficient financial reporting of the company
2. To ensure availability of appropriate and effective internal control and internal audit systems; to determine the independence of the internal audit unit; and, to opine on appointment, transfer, termination of the head of internal control unit or any other unit responsible for internal audit

3. To ensure that the company complies with the laws on securities and stock exchange, Stock Exchange of Thailand regulations and laws relating to the business of the company

4. To screen and nominate independent individuals as company auditors; propose the compensation for such individuals; and, engage in a meeting with auditors without the presence of members of the management at least once a year

5. To review related transactions or transactions with possible conflict of interests to ensure compliance with the laws and regulations of the Stock Exchange of Thailand, in order to ascertain that such transactions are reasonable and in the best interests of the company

6. To prepare the report of the Audit Committee for disclosure in the annual report of the company. The report must be signed by the Chairman of Audit Committee and contains the following information as a minimum:

- (A) The opinion on correctness, completeness and credibility of the financial reports of the company
- (B) The opinion on sufficiency of the internal control system of the company
- (C) The opinion on compliance with the laws on securities and stock exchange, Stock Exchange of Thailand regulations and laws relating to the business of the company
- (D) The opinion on suitability of the auditors
- (E) The opinion on transactions with possible conflict of interests
- (F) The number of Audit Committee meetings and attendance of each member
- (G) The overall opinion or observation regarding the Audit Committee performance of duties under this charter
- (H) Other matters which the Audit Committee believes that shareholders and investors should be aware of that are within the extent of duties and responsibilities assigned by the Board of Directors

7. In the case where the Audit Committee finds or suspects any of the following matters, which may have significant effect on the financial status and the operation of the company, the Audit Committee must report to the Board of Directors for suitable remedy within a timeframe deemed appropriate by the Audit Committee:

- (A) Transactions with conflict of interests
- (B) Fraud, irregularity or significant defect of the internal control system
- (C) Violation of the laws on securities and stock exchange, Stock Exchange of Thailand regulations and laws relating to the business of the company

In the case where the Board of Directors or the responsible executives do not remedy the matter within the timeframe specified by the Audit Committee, a member of the Audit Committee may report such transaction or action to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

8. To encourage the company to have an efficient risk management system and follow up on it

9. To revise the Audit Committee Charter and propose it to the Board of Directors for their Approval

10. To engage in any other action as assigned by the Board of Directors at the agreement of the Audit Committee under the authority of company regulations and the laws

The Audit Committee is directly responsible to the Board of Directors for the performance of duties above, while the Board of Directors is directly responsible for actions of the company to third parties.

2.2 Nomination and Remuneration Committee The Board of Directors has appointed three directors as members of Nomination and Remuneration Committee to provide assistance to the Good Corporate Governance of the Board of Directors.

Nomination: Select and screen qualified individuals to be installed in the directorial positions of the company to ensure that all process is thoroughly transparent.

Remuneration: Determine criteria and format of compensation paid to the directors in order to ensure that it is fair and transparent. Members of Nomination and Remuneration Committee are as below:

Name	Position	Period
1. Mr. Panitarn Pavarolavidya	Chairman of Nomination and Remuneration Committee	April 2018 - April 2019
2. Mrs.Pravara Ekaraphanich	Nomination and Remuneration Committee	April 2018 - April 2019
3. Mrs.Yaowret Lertsukhontharos	Nomination and Remuneration Committee	April 2018 - April 2019

Authority

1. To invite members of the management or relevant employees to provide explanations, opinions or documents as necessary.
2. To consult with specialists or company consultants (if any) or hire third-party consultants or specialists if necessary at the expense of the company.

Duties and Responsibilities

Nomination

1. To identify and screen individuals who are qualified to serve as company directors
2. To review the background of selected individuals to ensure that they are qualified by their knowledge, competence, experience and expertise in accordance with company regulations and relevant laws
3. To provide selection opinions or recommendations for the consideration of the Board of Directors
4. To nominate selected individuals to the Board of Directors for consideration
5. To revise the Nomination and Remuneration Committee Charter, when needed, and propose it to the Board of Directors for their approval
6. To engage in any other action as assigned by the Board of Directors

Remuneration

1. To evaluate the performance of the Board of Directors each year
2. To determine the remuneration of company directors on the basis of the operational performance of the company, the amount of remuneration approved by a shareholders meeting and the amount paid in the prior year; and, to propose the determined amount to the Board of Directors for their consideration and to the shareholders meeting for approval
3. To determine the remuneration for company directors on the basis of performance, as well as, duties and responsibilities, which is not in excess of the amount approved by the

shareholders; and, to propose the determined amount to the Board of Directors for approval

4. To determine the remuneration for members of the Nomination and Remuneration Committee (those who are not company directors) on the basis of performance as well as duties and responsibilities; and, to propose the determined amount to the Board of Directors for approval

5. To revise the Nomination and Remuneration Committee Charter and propose it to the Board of Directors for approval

6. To engage in any other action as assigned by the Board of Directors

3. Executive

3.1 **Executive Board** The Board of Directors appoints directors and/or other individuals who are company employees or staff and/or outsiders to the post of a member of the Executive Board , provided that the said individuals have sufficient knowledge and experience to manage matters of the company well. The Executive Board discharges duties assigned by the Board of Directors in an accountable, careful and honest manner as a reasonable person would under the same circumstances and with the authority to engage in trading negotiations without any influence from their status as a member of the Executive Board. The committee is comprised of at least five members as below:

Name	Position	Period
1. Mr.Panitarn Pavarolavidya	Chairman of the Board	April 2018 - April 2019
2. Mrs.Pravara Ekaraphanich	Managing Director	April 2018 - April 2019
3. Mrs.Yaowret Lertsukhontharos	Executive Director	April 2018 - April 2019
4. Mrs.Kanyuma Nonecome	Executive Director	April 2018 - April 2019
5. Ms.Sunee Thipudomluk	Executive Director	April 2018 - April 2019

Authority

1. To appoint, remove, transfer, evaluate and determine compensation and welfare of employees of different levels

2. To appoint and remove any other working committee to carry out actions necessary for the management of the company

3. To issue regulations and announcements on performance of duties; to assign authority to members of the Executive Board and/or employees serving managerial posts; and, to

execute authorization on company assets

4. To approve engagement in non-financial juristic actions, provided that the amount does not exceed the limited amount per case

5. To approve acceptance or cancellation of loans, provided that the amount does not exceed the limited amount per case

6. To approve investment, sale of investment capital in ordinary shares and/or any other securities, provided that the amount does not exceed the limited amount per case

7. To approve sourcing and investment in fixed assets, provided that the amount does not exceed the limited amount per case

8. To approve modification, destruction and disposal of fixed assets and intangible assets which are no longer in use, damaged, lost, destroyed, deteriorated and out of date, provided that the book value does not exceed the limited amount per case

9. To approve modification, change of price and destruction of raw materials and/or remaining inventory which are deteriorated or out of date, provided that the book value does not exceed the limited amount per case

10. To approve compromise or settlement of dispute by arbitration, complaint, filing of lawsuits and/or any legal proceeding on behalf of the company on matters which are not normal business course of the value not exceeding the specified amount. In such case of a normal business course, the amount must not exceed the limited amount

11. To authorize executives of the company or other individuals to act on their behalf

12. To invite members of the management or relevant employees to provide explanations, opinions or documents as necessary

13. To consult with specialists or company consultants (if any) or hire third-party consultants or specialists if necessary at the expense of the company

14. To stipulate any other regulations as deemed appropriate

Duties and Responsibilities

1. To propose goals, policies, operational plans and annual budgets to the Board of Directors

2. To manage the business of the company in accordance with directions, goals and business policies of the company

3. To enhance the competitiveness of the company and encourage continuous innovation
4. To ensure that the operation of the company is consistent with the laws, company objectives and regulations, shareholders meeting resolutions, Board of Directors resolutions and relevant regulations
5. Members of the Executive Board may distribute responsibilities among themselves, provided that the Executive Board is kept informed of the progress of the matter each member oversees.
6. To arrange for financial statements to be prepared in order for the auditors to audit and/or review prior to proposal to the Audit Committee and the Board of Directors respectively
7. To review matters to be proposed to the Board of Directors for approval
8. To revise the Executive Board Charter and propose it to the Board of Directors for approval
9. To engage in any other action as assigned by the Board of Directors

Authority and Responsibilities of the Managing Director

The Board of Directors will appoint the Managing Director with authority and responsibilities as follow:

1. To manage the business of the company in accordance with the policies, the laws, the objectives, the company regulation, the shareholders meeting resolutions, the Board of Directors resolutions, the Executive Board resolution and relevant regulations.
2. To authorize any necessary and appropriate action to accomplish the deeds under item 1, and in the case of any significant matter, the President needs to report to and/ or notify the Board of Directors and/or the Executive Board of the matter.
3. To manage, put, remove, transfer, reward, issue disciplinary measures against, or issue compensation and welfare for employees, provided that such actions do not interfere with the authority of the Executive Board.
4. To prescribe regulation on the operation of the company, which are not contradictory with any policy, regulation, requirement, order or resolution of the Board of directors and/or the Executive Board.
5. To approve investment, sale of investment capital in ordinary shares and/or any other securities, provided that the amount does not exceed 1 million per case.

6. To approve sourcing and investment in fixed assets, provided that the amount does not exceed 1 million per case.

7. To approve engagement in non-financial juristic actions, provided that the amount does not exceed 1 million per case.

8. To approve modification, destruction and disposal of fixed assets and intangible assets which are no longer in use, damaged, lost, destroyed, deteriorated and out of date, provided that the book value does not exceed 1 million per case.

9. To approve modification, change of price and destruction of raw materials and/or remaining inventory which are deteriorated or out of date, provided that the book value does not exceed 1 million amount per case.

10. To report any proceeding under items 5, 6 ,7,8 and 9 to the Board of Directors and/or the Executive Board as appropriate at the next meeting.

11. To authorize and/or assign another individuals to perform certain tasks on behalf of the President.

12. The above authority of the Managing Director cannot be exercised in the case where the Managing Director is a stakeholder or has a conflict of interests in any manner with the company.

13. In case that there is a doubt or an uncertainty regarding the exercise of any of the above authority, the matter is to be presented to the Board of Directors for their consideration.

14. To engage in any other action as assigned by the Board of Directors and/or the Executive Board.

Authority and Responsibilities of Other Key Executives

1. To ensure that the company operation is in compliance with policies, laws, objectives, company regulations, Executive Board resolutions, Board of Directors resolutions and shareholders meeting resolutions in a responsible, cautious and honest manner

2. To observe the good corporate governance principle established by the Board of Directors

3. To engage in other duties as assigned by the President, the Executive Board and the Board of Directors

4. Company Secretary

The Board of Directors has appointed Ms. Sunee Thipudomluk the Secretary of the Board of Directors, as the Company Secretary, with authority and duties as follows.

1. To prepare and store the following documents:
 - List of company directors
 - Board of Directors meeting notice, Board of Directors meeting minutes, annual report,
 - Shareholders' meeting notice and shareholders meeting minutes
2. To file the report of interests as informed by company directors or executives
3. To engage in other duties as required by the Equity Market Committee
4. To engage in other duties as assigned by the Board of Directors in order to ensure compliance with the good corporate governance principle

Further, the secretary provides preliminary advice to directors and executives on matters relating to applicable laws, as well as, company regulations; liaise between directors and the management; and, ensure compliance with relevant laws and regulations.

5. The Board of Directors' and Executives Remuneration

The Board of Directors' Remuneration

The Company has not appointed a compensation subcommittee. Maximum compensation is presently determined by the Board of Directors and presented to the shareholder's assembly for their approval. Compensation is paid on the basis of the performance of the company, maximum compensation approved by the shareholder's assembly and compensation pay in the form of a meeting allowance for every attendance. Annual compensation is paid to all directors.

The 48 general shareholders meeting on April 23 , 2018, approved compensation of directors at not exceed 10% from net profit and/or 1 million baht a year. In the year 2018 the meeting approved payment of the meeting fee in the amount of 346,000 baht . The compensation for individual directors is disclosed under the management section of the annual report and in 56-1 template.

Executives' Remuneration

Executives are compensated according to company policy and based on the company performance and their individual performance. The compensation comes in the form of

salaries, meeting attendance fees, and bonus. Compensation for executives is disclosed under Compensation for executive directors and executives.

There are also other types of special compensation such as the employee Stock Ownership Plan (ESOP). However, such a program is easily affected by the fluctuation of price in the Stock Exchange of Thailand, and Thailand's current laws do not facilitate this matter. Currently, any employee who is allocated company shares, will also be subject to pay share transfer tax. Nonetheless, it is also important to note that, the company fully understands that keeping good personnel with the company requires a lot more than just compensation. It also needs personal and corporate integrity, as well as, understanding.

6. Competency Development of Directors and Executives

All directors and executives are encouraged to enhance their knowledge by participating in relevant training courses and seminars such as the Director Accreditation Program (DAP), the Director Certification Program (DCP)) by Thai Institute of Directors Association (IOD), as well as, any other future courses in order to apply knowledge and experience gathered from these training sessions to their performance of duties. Directors and executives meet regularly with their counterparts from other organizations, local and international, to exchange views

7. Succession Plans

In order to ensure uninterrupted operation and enhanced efficiency, we have established a policy for the succession of employees in different roles. Knowledgeable and competent personnel are identified to meet replacement needs as they arise, for instance, when an individual is promoted, resigned or retired or when a change is made to the structure of the company. Individuals are screened on the following qualifications.

1. The candidate must be a competent individual within the organization.
2. Multiple employees must be screened for a higher position based on their performance, professional capabilities, vision and the ability to take the organization forward.
3. Interpersonal relationship and leadership.
4. Enhancement of knowledge by participation in leadership courses or those related to their duties.
5. The candidate must be an individual of high moral and ethical standards.

Detail of the Board of Director, Executives and Internal Audit

Name : Mr.Panitarn Pavarolavidya

<u>Age</u>	47 Years
<u>Position</u>	Chairman
<u>Educational</u>	Master Degree of Business Administration University of Denver U.S.A.
<u>Seminar Program</u>	Director Certification program (DCP) from Thai Institute of Directors Association (IOD) TLCA Executive Development Program (EDP) 5 Top Executive Program in Commerce and Trade (TEPCot) 10
<u>Shareholding</u>	1,887,140 share or 15.73%

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2012 – present	Chairman	Boutique Newcity PCL.
2003 - 2012	Managing Director	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
2008 - present	Director	Choksamakee Co. Ltd.
2008 - present	Director	Sahasin Co. Ltd.
2008 - present	Director	Thanara Co. Ltd.
2008 - present	Director	Siritarn Co. Ltd.
1995 - present	Director	BTFA Co., Ltd.
1995 - present	Director	Phuphet Co., Ltd.
1995 - present	Director	Chokthani Co., Ltd.
1995 - present	Director	Phoomkajana Co., Ltd.
1999 - present	Director	Well marketing Co., Ltd.
1999 - present	Director	Ban-Prajuab Co., Ltd.
2003 - present	Director	Sirichaikiat Co., Ltd.
2008 - present	Director	Well Management Co., Ltd
2008 - present	Director	Varatarn Co., Ltd.

Name : Mrs. Pravara Ekaraphanich

Age 44 Years

Position Managing Director

Educational Master Degree of Business Administration
University of Chapman, U.S.A.

Seminar Program Director Accreditation program (DAP)
from Thai Institute of Directors Association (IOD)
TLCA Executive Development Program (EDP) 4

Shareholding 1,746,428 share or 14.55%

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2016 - present	Managing Director	Boutique Newcity PCL.
2004 -2016	Director	Boutique Newcity PCL.
2003 -2004	Design of Marketing Director	Boutique Newcity PCL.
2002- 2003	Marketing Manager	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
2008 - present	Director	Choksamakee Co. Ltd.
2008 - present	Director	Sahasin Co. Ltd.
2008 - present	Director	Thanara Co. Ltd.
2008 - present	Director	Siritarn Co. Ltd.
2008 - present	Director	BTFA Co., Ltd.
2008 - present	Director	Phuphet Co., Ltd.
2008 - present	Director	Chokthani Co., Ltd.
2008 - present	Director	Phoomkajana Co., Ltd.
2008 - present	Director	Well marketing Co., Ltd.
2008 - present	Director	Ban-Prajuab Co.,Ltd.
2008 - present	Director	Sirichaikiat Co., Ltd.
2008 - present	Director	Well Management Co., Ltd
2005 - present	Director	Varatarn Co., Ltd.

Name : Mrs.Yaowaret Lertsukhontharos

<u>Age</u>	69 Years
<u>Position</u>	Vice Managing Director
<u>Educational</u>	High School, Diploma
<u>Seminar Program</u>	<ul style="list-style-type: none">- Modern Real Estate Business from Thammasat University- The Management Program from Management and Psychology Institute
<u>Shareholding</u>	400 share or 0.00%

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2007 - present	Director	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
1995 - 2010	Managing Director	Panivara Co., Ltd.

Name : Mrs. Kanyuma Nonecome

<u>Age</u>	53 Years
<u>Position</u>	Assistant Managing Director
<u>Educational</u>	Master Degree of Administration (Marketing) Ramkhamhaeng University
<u>Seminar Program</u>	None
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2012 - present	Director	Boutique Newcity PCL.
2009 - 2016	Sale Manager	Boutique Newcity PCL.
1999 - 2009	Marketing Brand GSP,Jousse	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
1992 - 1999	Account Executive	Banprajuab Co.,Ltd.

Name : Ms.Sunee Thipudomluk

<u>Age</u>	54 Years
<u>Position</u>	Director and Company Secretary
<u>Educational</u>	Master Degree of Business Administration Bangkok University
<u>Seminar Program</u>	Company Secretary Program
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2014 - present	Director	Boutique Newcity PCL.
2008 - present	Secretary of Company	Boutique Newcity PCL.
2014 - 2016	Account & Finance Manager	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
2006 - present	Director	Varatarn Co.,Ltd.

Name : Mr. Prasert Patradhilok

<u>Age</u>	61 Years
<u>Position</u>	Independent Director / Audit Committee Chairman
<u>Educational</u>	Master Degree of Business Administration (Finance) Chulalongkorn University Bachelor of Engineering Prince of Songkla University
<u>Seminar Program</u>	Director Certification program (DCP) from Thai Institute of Directors Association (IOD)
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
March 2004 - present	Chairman of Audit Committee	Boutique Newcity PCL.
2011 – present	Audit Committee	Pace Development Corporation PCL.
May 2015 – present	Chairman of Audit Committee	Wave entertainment PCL.
Aug 2018 - present	Consultants	Panjawatana Plastic PCL.

Other Company

Period	Position	Company Name
2004 - present	Director	Kindreak Co., Ltd.
2004 - present	Director	Robinson planer Co., Ltd.
March 2015 - present	Director	Advisory Plus Co.,Ltd.
Dec 2018 - present	Director	Teka Construction Co.,Ltd.

Name : Mr. Puchchong Vanichjakvong

<u>Age</u>	47 Years
<u>Position</u>	Independent Director / Audit Committee
<u>Educational</u>	Master Degree of Business Administration University of Denver U.S.A.
<u>Seminar Program</u>	Director Certification program (DCP) from Thai Institute of Directors Association (IOD)
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2003 - present	Audit Committee	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
2014 - present	Managing Director	The Packaging Co.,Ltd.
2005 - 2013	Deputy Managing Director	The Packaging Co.,Ltd.

Name : Mr.Sermwong Dhanasarnslip

Age 45 Years
Position Independent Director / Audit Committee
Educational Master 's Degree : MBA Finance
Mercer University, Atlanta, U.S.A.
Seminar Program None
Shareholding 1,000 share or 0.01%

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2012 - Present	Audit Committee	Boutique Newcity PCL.
2012 - Present	Manager, foreign Business Development	Thanulux PCL.
2009 - 2012	Manager, Business Development (Plus Property Business Support Department)	Sansiri PCL.
2006 - 2009	Manager, New Business Development Department	Sansiri PCL.

Name : Mr.Kris Nalamlieng

<u>Age</u>	48 Years
<u>Position</u>	Independent Director
<u>Educational</u>	Master Degree of Business Administration University of Pennsylvania, U.S.A.
<u>Seminar Program</u>	None
<u>Shareholding</u>	20,500 share or 0.17%

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2015 - present	Director	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
2004 - present	Managing Director	2Spot Communications
2004 - present	Managing Director	Arc Innovative Co.,Ltd.

Name : Ms.Patcharee Kongkaew

<u>Age</u>	50 Years
<u>Position</u>	Information and Technology Development Manager
<u>Educational</u>	Master Degree of Information Technology National Institute of Development Administration (NIDA)
<u>Seminar Program</u>	None
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2010 – present	Information and Technology Development Manager	Boutique Newcity PCL.

Name : Ms.Laddawan Chuaiyim

<u>Age</u>	50 Years
<u>Position</u>	Human Resources Manager
<u>Educational</u>	Master Degree of Human Resource Development Ramkhamhaeng University
<u>Seminar Program</u>	None
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2010 – present	Human Resources Manager	Boutique Newcity PCL.

Name : Ms.Suphaphorn Khemngoen

<u>Age</u>	40 Years
<u>Position</u>	Secretary of Audit Committee
<u>Educational</u>	Master Degree of Business Administration Ramkhamhaeng University
<u>Seminar Program</u>	The Manager Management Training & Research Institute (MTRI)
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2010 – present	Secretary of Audit Committee	Boutique Newcity PCL.

Nomination of Directors and Executives

The Nomination and Remuneration Committee screens qualified individuals for nomination to the Board of Directors as directors to fill vacant posts for subsequent proposal to the shareholders meeting, with the exception of the case where the post became vacant due to a reason other than completion of term. The Committee must perform its duties in accordance with company regulations. In the case where the post is that of an independent director, the nominated individual must possess all qualifications required by the Equity Market Committee.

It is also important to note that minor shareholders also have the right to nominate individuals to be elected as directors, at the shareholders annual general meeting in accordance with the prescribed criteria which can be viewed on the company web site at www.bthnc.co.th.

1. Board of Directors

Composition and Election

According to the Articles of Association, Chapter 3 'Board of Directors', No. 18 and Charter, the shareholders meeting determines the number of desired directors but not fewer than five. The individuals to be appointed as directors must not have prohibited characteristics as specified by the law or company regulations, or must not be described as inappropriate or untrustworthy to manage a business the shares of which are held by the public, as per regulations specified by the Securities and Exchange Commission. At least half of all directors must reside in the Kingdom of Thailand. The number of independent directors and Audit Committee must be in accordance with the announcement of the Capital Market Supervisory Board

Directorial Election Procedure

According to the Articles of Association Chapter 3, 'The Board of Directors' No. 20, the shareholders meeting is to elect directors in accordance with the following criteria and procedure:

- (1) A shareholder shall have one vote for one share.
- (2) Each shareholder must exercise all of the votes he or she has under 1. to elect one or several persons to be a director or directors and must not allot his or her votes to any person in any number.
- (3) The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of

directors to be elected by the Shareholders' Meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the Shareholders' Meeting to be exceeded in such election, the Chairman shall have a casting vote.

Directorial Term of Service

(A) Term Completion Retirement

In accordance with Articles of Association Chapter 3 'Board of Directors' No. 21 and the Company Charter, one-third of the directors have to retire from the post at each annual general meeting. In the case where the number of directors cannot be divided by three, the number of directors to retire is to be closest to one-third. During the first two years after the company's registration, a lottery draw needs to be cast among company directors to identify the one-third directors who have to retire at each annual general meeting. After the first two years, the lottery draw is no longer needed as the longest-serving directors are asked to retire. Directors who retire from the post may be re-elected.

(B) Non-Term Completion Retirement

1. In accordance with Articles of Association Chapter 3 'Board of Directors' No. 22 and No.24 directors are to be retired from the post (in a case other than completion of term) under the following circumstances:

1.1 Death

1.2 Resignation

1.3 Lack of required qualifications or having a prohibited character as specified by the law or company regulations

1.4 Removal from office at the resolution of a shareholders meeting

1.5 Removal by court order

Once a post of director becomes vacant due to a reason other than completion of term, and that the remaining term is longer than two months, the Board of Directors is to select a qualified individual who is free of any prohibited characteristics as a replacement at the next Board of Directors meeting. The replacement member is to serve for only the remaining term of the director whom he/she replaces.

2. According to Articles of Association Chapter 3 'Board of Directors' No.25 the shareholders meeting may pass a resolution removing any director prematurely with at least three-fourths of the votes of present and eligible shareholders who have in total the number of shares of at least half of the shares held by present and eligible shareholders.

The Company has not fixed the maximum amount of director term as we believe that the ability to manage business and the expertise of each director are not dependent upon their age. Directors can remain in office for as long as they are committed to their duties as company directors and trusted by the Board of Directors and the shareholders. Ultimately, it is the authority of shareholders to elect individuals as directors to establish policies and act on their behalf.

2. Audit Committee

Composition and Appointment

The Audit Committee must be comprised of at least three individuals. All individuals must be company directors who are qualified as members of the Audit Committee as per the following Capital Market Supervisory Board requirements:

1. Having been appointed by the Board of Directors or at a shareholders meeting
2. Being an independent director
3. Not having been assigned by the Board of Directors to make decisions concerning the operation of the parent company, a subsidiary, an affiliate, a subsidiary of the same level or a juristic person with any possible conflict of interests
4. Not being a director of the parent company, a subsidiary, a subsidiary of the same level which is a listed company
5. Having sufficient knowledge and experience to perform duties as a member of the Audit Committee.

Provided that at least one member of the Audit Committee has sufficient knowledge and experience to review the credibility of financial statements

In the case where a change of Audit Committee member qualifications is made by the Capital Market Supervisory Board, the above qualifications must be changed to reflect accordingly.

Directorial Term of Service

(A) Term Completion Retirement In according to the charter, it serves a term of one year from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement Audit Committee has not been appointed by the Board of Directors or a shareholders meeting, the outgoing Audit Committee must continue to serve until a replacement Audit Committee is appointed. An appointment must be completed within two months from the day on which the outgoing Audit Committee completes their term. Members of the Audit Committee who have completed a term may be reappointed.

(B) Non-Term Completion Retirement In accordance with the Company Charter, audit committee are to retire from the post (in a case other than completion of term) under the following circumstances:

- (1) Death
- (2) Resignation
- (3) Termination of the post as a company director
- (4) Premature removal from office at the resolution of the Board of Directors
- (5) Disqualification as pronounced by the Capital Market Supervisory Board

In the case where a position in the Audit Committee becomes vacant due to a reason other than completion of term and where the remaining term is longer than two months, the Board of Directors or the shareholders meeting shall appoint a properly qualified individual to replace the vacant post at the next meeting. The replacement member is to serve for only the remaining term of the member whom he/she replaces.

The Company has not fixed the maximum amount of member of the Audit Committee, depending on the consideration of the Board of Directors.

3. Nomination and Remuneration Committee

Composition and Appointment

According to the charter, there must be comprised of at least three individuals. The Board of Directors is to appoint company directors and/or other individuals to the posts. The appointees must have sufficient knowledge and experience to nominate company directors and determine their remuneration.

Directorial Term of Service

(A) Term Completion Retirement In according to the charter, it serves a term of one year from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement Nomination and Remuneration Committee has not been appointed by the Board of Directors, the outgoing Nomination and Remuneration Committee must continue to serve until a replacement Nomination and Remuneration Committee is appointed. An appointment must be completed within two months from the day on which the outgoing Nomination and Remuneration Committee completes their term. Members of the Nomination and Remuneration Committee who have completed a term may be reappointed.

(B) Non-Term Completion Retirement In accordance with the Charter, nomination and remuneration committee are to retire from the post (in a case other than completion of term) under the following circumstances:

- (1) Death
- (2) Resignation
- (3) Removal from office at the resolution of the Board of Directors

In the case where a position in the Nomination and Remuneration Committee becomes vacant due to a reason other than completion of term and where the remaining term is longer than two months, the Board of Directors shall appoint a properly qualified individual to replace the vacant post at the next meeting. The replacement member is to serve for only the remaining term of the member whom he/she replaces.

The Company has not fixed the maximum amount of member of the Nomination and Remuneration Committee, depending on the consideration of the Board of Directors.

4. Executive Board

Composition and Appointment

According to the charter, there must be comprised of at least five individuals. The Board of Directors is to appoint company directors and/or other individuals (i.e. staff or employees of the company and/or third parties) to the posts. The appointees must have sufficient knowledge and experience to manage the business of the company well.

Directorial Term of Service

(A) Term Completion Retirement In according to the charter, it serves a term of one year from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement Executive Board has not been appointed by the Board of Directors, the outgoing Executive Board must continue to serve until a replacement Executive Board is appointed. An appointment must be completed within two months from the day on which the outgoing Executive Board completes their term. Members of the Executive Board who have completed a term may be reappointed.

(B) Non-Term Completion Retirement In accordance with the Charter, executive board are to retire from the post (in a case other than completion of term) under the following circumstances:

- (1) Death
- (2) Resignation
- (3) Being described as inappropriate or untrustworthy to manage a business the shares of which is held by the public, as per regulations specified by Capital Market Supervisory Board
- (4) Removal from office at the resolution of the Board of Directors

In the case where a position in the Executive Board becomes vacant due to a reason other than completion of term and where the remaining term is longer than two months, the Board of Directors shall appoint a properly qualified individual to replace the vacant post at the next meeting. The replacement member is to serve for only the remaining term of the member whom he/she replaces.

5. Appointment of Managing Director

Managing Director are appointed at Board of Directors meetings.

6. Appointment of other Executives

The management is responsible for the appointment of other executives in accordance with the Company Regulation. Competent and appropriate employees are considered as candidates.

The Remuneration for The Board of Directors in the year 2018 is as follow:

Name		Amount (Baht)
1. Mr. Panitarn	Pavarolavidya	24,000
2. Mrs. Pravara	Ekaraphanich	24,000
3. Mrs. Yaowaret	Lertsukhontharos	24,000
4. Mrs. Kanyuma	Nonecome	24,000
5. Ms. Sunee	Thipudomluk	24,000
6. Mr. Prasert	Patradhilok	74,000
7. Mr. Puchchong	Vanichjakvong	50,000
8. Mr. Sermwong	Dhanasarnsilp	50,000
9. Mr. Kris	Nalamlieng	52,000
Total		346,000

- The Remuneration for 9 Company Directors Executives 7,198,128- Baht

Meeting Attendance of The Board of Directors in 2018

In 2018, There were 9 Board of Directors meeting, 3 Audit Committee meetings, 1 Nomination and Remuneration Committee meetings and the 48 Annual General Meeting of Shareholders as follow :

Name	No. Of Meeting Attendance			
	Board of Directors 14 /year	Audit Committee 4 / year	Nomination and Remuneration Committee 1 / year	Attendance to the 48 Shareholders Meeting 1/1
1. Mr. Panitarn Pavarolavidya	14/14		1/1	1/1
2. Mrs.Pravara Ekaraphanich	14/14		1/1	1/1
3. Mrs.Yaowaret Lertsukhontharos	14/14		1/1	1/1
4. Mrs.Kanyuma Nonecome	14/14			1/1
5. Ms.Sunee Thipudomluk	14/14			1/1
6. Mr. Prasert Patradhilok	14/14	4/4		1/1
7. Mr. Puchchong Vanichjakvong	12/14	4/4		1/1
8. Mr.Sermwong Dhanasarnsilp	12/14	4/4		1/1
9. Mr. Kris Nalamlieng	13/14			1/1

Meeting Attendance of the Executive Board in 2018

The Executive Board convenes in meetings with other members of the management once a month. These meetings are scheduled in advance throughout the year as follows:

Name	No. Of Meeting Attendance
1. Mr.Panitarn Pavarolavidya	12/12
2. Mrs.Pravara Ekaraphanich	12/12
3. Mrs.Yaowaret Lertsukhontharos	12/12
4. Mrs.Kanyuma Nonecome	12/12
5. Ms.Sunee Thipudomluk	12/12

The Executives consists of

Name	Position
1. Mr. Panitarn Pavarolavidya	Chairman
2. Mrs.Pravara Ekaraphanich	Managing Director
3. Mrs.Yaowaret Lertsukhontharos	Vice Managing Director
4. Mrs.Kanyuma Nonecome	Assistant Managing Director
5. Ms.Sunee Thipudomluk	Director, Company Secretary and Account & Finance Manager
6. Ms.Patcharee Kongkaew	Information and Technology Development Manager
7. Ms.Laddawan Chuaiyim	Human Resources Manager
8. Ms.Suphaphorn Khemngoen	Internal Audit

The above personnel serve as the executives as defined by the Securities and Exchange Commission.

Good Corporate Governance

The Board of Directors is confident that a proper, transparent and accountable governance system is in place along with checks and balances and an internal control system that is sufficient and appropriate. Alongside these mechanisms are due respect for the rights and equality of shareholders and accountability to all stakeholders. These key factors contribute to the enhancement of the organization's immunity and promotion of a balanced and sustainable growth in the long-term.

Our Good Corporate Governance Principle was approved by the Board of Directors on February 28th, 2014. It comprises the Corporate Governance Policy, the Business Ethics and the Employee Code of Conduct. This is distributed to company directors, executives and employees, as well as published on the company's web site at www.btnn.co.th, for the uniformed observance in their discharge of duty and conduct of business. The company has reviewed the suitability of the Good Corporate Governance Principle on an annual basis and found it to be fitting for the current circumstances.

For the year 2018, continuous improvement of Good Corporate Governance. As result, the company have received score 99.00 point for the quality assessment result of the 2018 Annual Ordinary General Meeting of Shareholders, the rating was "very good"

Corporate Governance Policies

In pursuance thereof, the Board of Directors thereby prescribed the following corporate governance policies as a practice guideline for the Company directors, Executives and all employees.

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 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 risks management shall be managed at suitable levels, including an accounting system and financial statement which are accurate and reliable.

5. Information shall be disclosed in a sufficient, reliable and timely matter 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. Undertakings shall have regard to the responsibilities of shareholders, stakeholders, communities, society and the environment.

8. There shall be a determination to strive towards business excellence with commitment to the creation of customer satisfaction by receiving comments and self-assessments in order to enhance management capabilities and continually promote productive creativity.

9. Virtue, ethics and good values shall be instilled. Employees shall be treated fairly with a commitment to develop and enhance the capabilities of personnel.

10. Dishonest conduct, corruption and intellectual property violations shall be suppressed. Laws and human rights shall be respected.

11. Conflict of interests shall be dealt with prudently and reasonably with due regard for the Company's interests.

The Principles of Corporate Governance are divided into 5 categories, as follows:

1. Rights of Shareholders

1 The Board of Directors appreciates and respects the ownership rights of shareholders. No actions are taken to violate or infringe the rights of shareholders. The interests of shareholders are fairly safeguarded and the exercise of rights by all shareholder groups are supported and promoted, whether domestic or foreign, major shareholders, minority shareholders or institutional shareholders, incorporating both the fundamental rights of shareholders, access rights to information in a sufficient and timely manner, and the right to attend shareholders' meetings to determine directions for operations and decisions on matters having a significant impact on the Company.

2 The Board of Directors provides opportunities for shareholders to propose items to be included in the meeting agenda and submit questions prior to the shareholders'

meeting day. Rules for the proposal of agenda item and advance submission of questions have been published in the Company website.

3 The Board of Directors ensures that information pertaining to the day, time, venue and agenda of the meeting are provided together with explanations and reasons supporting each agenda in the meeting notice. The shareholders' meeting venue shall be conveniently accessible.

4 The Board of Directors has granted shareholders with the authority to approve the remunerations of Company Directors on a yearly basis as well as to determine the rules for paying remuneration to each Company Committee.

5 The Board of Directors promotes the use of technology in shareholders' meetings in order to promote accuracy and speed. Votes are taken for each item on the agenda. Shareholders are given the right to elect Company Directors individually and ballot papers are used and independent overseers of the vote count are engaged.

6 The Board of Directors publishes shareholders' meeting resolutions along with the voting results for each agenda on the Company website on the day following the meeting.

7 The Board of Directors prepares minutes of the shareholders' meeting. The minutes provide an explanation of voting procedures, list of Company Directors, members of Company Committees, and Executives present and absent from the meeting, the voting results in each agenda together with questions and answers. Items which have not been specified in the meeting notice are not added to the agenda. The minutes are published on the Company website.

The Board of Directors appreciates the significance of shareholders and respects their right as owners of the company. In addition to the right to vote at shareholders meetings, the Good Corporate Governance Principle is designed to offer protection for the shareholder rights; to encourage shareholders to exercise their rights; and, to see to it that all shareholders are equally and fairly entitled to their basic rights as defined in the Company Regulation and the Business Ethics. Basic rights are as follows:

- Right to purchase, sell or transfer shares as the owner
- Right to the sharing of profit
- Right to receive adequate news and information about the company
- Right to participate in shareholders meetings in order to exercise the right to opine and make decisions through their votes on the election of company directors,

determination of remuneration for company directors, appointment of auditors and approval of matters with influences on the company; as well as the right to be paid dividends and the right to opine and inquire at shareholders meetings

In addition to the basic rights, the Board of Directors takes into account the statutory rights of shareholders and engages; ensures that their rights are not violated or subjugated; and, facilitates the exercise of their rights as follows:

1.1 Right to be informed

All shareholders have an equal right to be informed. Therefore, information is made available to shareholders in English and in Thai via the Stock Exchange of Thailand and our web site at www.btnc.co.th. This is to ensure that the shareholders are well informed of matters such as operational results, related transactions, significant sales and purchases of assets, names of ten major shareholders as of registration book closing date for the purpose of an annual general meeting, shareholders meeting minutes within 14 days after the meeting, and other information necessary for their decision making.

1.2 Right to attend shareholders meetings

The company arranges for the annual general meeting of shareholders every year within four months from the last day of an accounting year of the company. This meeting takes place on a date and time and at a location which allow ease of attendance by the shareholders.

In the year 2018, the company has had the 46 annual general meeting of shareholders on April 23, 2018 at Montien Riverside Hotel, 372 Rama 3 Road, Bangklo, Bangkholaem, Bangkok 10120. This venue is used every year to save the shareholders from confusion. A map is enclosed with the meeting notice with agendas. Additionally, an annual general shareholders meeting notice with agendas in Thai and English was published via the information system of the Stock Exchange of Thailand and the company's web site at www.btnc.co.th on April 9, 2018 in order to inform the shareholders four weeks in advance.

Before the meeting day

1. The company gives shareholders the opportunity to be involved in the meetings. Minor shareholders can submit matters for inclusion as meeting agendas and/or nominate individuals for the company director election.

For the 2018 annual general meeting of shareholders, the company has allowed shareholders to submit matters for inclusion as meeting agendas and/or nominate individuals for the company director election from December 1st, 2017 to 30th, 2017. This was announced in Thai and English via the information system of the Stock Exchange of Thailand and on the company's web site at www.btnc.co.th. Nevertheless, no shareholder has come forward with any submission or nomination.

2. The company publishes the meeting notice and supporting documents on the company's web site at www.btnc.co.th prior to the actual delivery of such information in printed form in Thai and English to the shareholders. This was carried out on April 9, 2018 or more than 14 days before the meeting date in order to allow Thai and foreign shareholders to access information more quickly and conveniently, as well as to have more time to review pertinent information.

3. The company delivers meeting notice with agendas, facts, rationales and opinions of the Board of Directors on each agenda on April 9, 2017 to allow shareholders time to review the matters. This was delivered together with supporting documents which include the annual report, financial statements, the profiles of company director candidates, definition of independent directors, profile of Audit Committee members proposed by the company as proxies, map to the meeting venue, description of documents and identification evidence to be produced by the shareholders for admittance into the meeting, the section of Company Regulation which concerns shareholders meetings; and, the "B" proxy form. Announcement was published in a newspaper seven days prior to the meeting for three consecutive days and before meeting seven days from April 9-11, 2018.

Foreign shareholders were delivered an English translation together with the Thai version of meeting notice and supporting documents.

Further, it was possible for shareholders to download either "A", "B" or "C" proxy form of their choice. They have all been prepared in accordance with the relevant announcement of the Ministry of Commerce.

On the meeting day

1. The Board of Directors appreciates the significance of shareholders meetings and their responsibility to the shareholders. It is the duty of all directors to attend the meetings and offer shareholders the opportunity to ask questions pertaining to the company.

For the 48 annual general meeting of shareholders on April 23, 2018, nine directors accounted for 100% of the Board of Directors. The Chairman of the Board of directors and the chairman of subcommittees were all present, as well as members of the Audit Committee, members of the Nomination and Remuneration Committee. Chairman of the Executive Board and all executive directors were present. The President, the Accounting Manager and the Finance Manager were present. The meeting was also attended by the company's auditors who served as witnesses to the vote counting. The names of directors, executives and auditors present at the shareholders meeting were recorded in the meeting minute which is subsequently published on the company's website at www.btnc.co.th.

2. The company practices an equal treatment of all shareholders. Upon the meeting commencement, the President announces the number and the ratio of attending shareholders. The Chairman of the Board of Directors declares commencement of the meeting, introduces company directors, members of the subcommittees, executives and auditors then asks the company secretary to explain all rules including those concerning voting and the counting of the votes of the shareholders on each agenda in accordance with the Company Regulation. Attending shareholders are given the chance to inquire, opine and make suggestions on all agendas. Questions are answered clearly and precisely. For votes, against votes and abstentions are accounted for using the barcode system. A meeting minute is clearly, correctly and thoroughly produced.

3. At the 48 annual general meeting of shareholders on April 23, 2018, a barcode system was used for the purpose of registration and voting to facilitate all attending shareholders. The barcode vote counting on each agenda was witnessed by the auditors to guarantee transparency. Additionally, it was possible for all shareholders and proxies to see the voting results (for votes, against votes and abstentions) on the screen at the same time.

Voting on each agenda was carried out openly. A voting card was given to the shareholders and the proxies for each agenda. The card was collected only from those with against vote and/or abstention, with the exception of the individual company director election agenda where the card was collected from all shareholders and proxies. Only against votes and/or abstentions were counted and subtracted from the number of all votes present. All remaining votes were deemed as for votes on the agenda. Shareholders' votes on each agenda of the 2018

meeting can be viewed from the 48 annual general meeting of shareholders as published on the company's web site.

4. The company conducts the meeting in the order of the agendas, without any switching of the agendas or inclusion of additional agendas other than those specified in the meeting notice. Significant information is not changed without prior notice to the shareholders.

5. The company records a video of the shareholders meeting throughout the duration of it. Shareholders can ask to see it with the company Secretary. The video is published on the company's web site as well.

6. Important agendas at shareholders meetings.

(1) **Dividend payment:** The Company proposes details pertaining to profit allocation and dividend payment rate together with rationales and supporting information in accordance with the dividend payment policy of the company. Comparisons are made between the paying dividend and the policy, and, between the paying dividend of the current year and the paid dividend of the previous year. Dates of dividend entitlement and book- closing date.

In 2018, the Company paid a dividend of Baht 6.00 Million from its operating results in 2018. At Baht 0.50 per share totaling 12,000,000 shares

(2) **Directorial election:** The Company, gives shareholders the rights to vote on the election of individuals company directors; and, to nominate individuals for the company director election. Nominated candidates are reviewed by the Nomination and Remuneration Committee. Nominated candidates for independent director position must possess the qualifications as required by the company and the announcement of the Equity Market Committee. Shareholders are provided preliminary information on the candidates, the number of companies for which they serve as company director, position held in other listed companies or competitive/connected businesses, and, criteria and procedure for the selection, type of director.

In the case where a current company director is nominated, the information on his/her meeting attendance in the previous year and the number of terms/years he/she she has held a directorial position are included as well.

(3) **Directors' Remuneration:** The company suggests the amount and the form of remuneration to the shareholders meeting for their approval on an annual basis. This is determined by the Nomination and Remuneration Committee and based on operational outcome, performance, remuneration limit approved by the shareholders meeting, remuneration paid in the

previous year, the benchmark of other companies in the same sector, and, the duties and the responsibility of the company directors. Policy and criteria for the determination of remuneration for each position of company director is presented. A summary is provided on approved remuneration limit, the actual amount paid, the form of payment and the exact amount paid to individual company directors and members of the Audit Committee and the Nomination and Remuneration Committee. This can be viewed from the annual data sheet (56-1 form) and the annual report, under 8.3 “the “Directors Remuneration” section.

(4) Appointment of auditors and determination of auditor's fee: The company proposes the appointment of auditors and an audit office, independence, together with their operational outcome and the number of years they have been in service or the reason for the changing of auditors. Audit fee of the current year is compared with the previous year. The same is true for other service fees incurred from the use of services provided by the audit office with which the auditors are associated. Comparison is made with the amount of work and the audit fee of other listed companies of the same size as well. Auditors and the audit office are screened by the Audit Committee.

After the meeting day

The company produces detailed minutes for the general meeting of shareholders in Thai and English with clear, complete and factual information for each agenda. The names of company directors, members of the subcommittee, executive directors, top management from the accounting and finance department and, auditors who are present at the meeting are listed. Procedures for voting and vote counting, as well as the number of for votes, against votes and abstentions are recorded. The same is true for inquiries and the responses to them. Such a meeting minute is reviewed by the Legal Department and the Chairman of the Board of Directors before execution of signature in the capacity as the chairman of the meeting. The minute is subsequently delivered to the Stock Exchange of Thailand and the Office of Securities and Exchange Commission, as well as published on the company's web site at www.btnc.co.th in Thai and English within fourteen days from the day of the shareholders meeting. This gives shareholders the opportunity to review information without having to wait until the next meeting. A copy is submitted to the Business Development Department and the Ministry of Commerce within the statutorily specified timeframe as well.

2. Equitable Treatment of Shareholders

1 The Board of Directors treats all shareholders fairly and equitably. Shares of the same class carry equal voting rights, i.e. one vote per share.

2 The Board of Directors encourages shareholders who are unable to attend a meeting in person to grant proxies to attend the meeting and vote on their behalves. The proxy form used allows shareholders to determine voting directions and at least 1 independent director will be provided as an alternative for the grant of shareholder's proxy.

3 The Board of Directors provides an opportunity for minority shareholders to nominate candidates for election to become Company Directors in the annual general meeting of shareholders.

4 The Board of Directors publishes the shareholders' meeting notice in both Thai and English on the Company website at least 30 days in advance of the shareholders' meeting day.

5 The Board of Directors encourages all shareholders to exercise their shareholders' rights. Meeting notices as well as supporting documents are sent to shareholders in advance. An English version is also prepared for foreign shareholders.

6 The Board of Directors pursues a policy to prevent the use of inside information and has implemented measures to prevent the exploitation of inside information for wrongful interests of oneself or of others. Company Directors, Executives and employees who are in units which expose them to inside information are prohibited from trading in the Company shares in the onemonth period prior to the public disclosure of financial statements.

7 The Board of Directors has directed Company Directors and Executives to declare their interests and the interests of connected persons, to act prudently in regard to the management of conflicts of interests and to comply with rules of the Office of the Securities and Exchange Commission.

The company places great importance on treating shareholders with equality and fairness, and this fair treatment can be detailed as follows.

2.1 Shareholders meetings

1. Votes are determined by the number of shares held by the shareholders. One share represents one vote.

2. For the shareholders meetings, minor shareholders can submit matters for inclusion as meeting agendas and/or nominate individuals for the company director election prior to the meeting in accordance with the established criteria, channels and timeframe. This is announced in Thai and English via the channels of the Stock Exchange of Thailand and on the company's web site.

3. For the 48 annual general meeting of shareholders on April 23, 2018, the company has delivered a notice with supporting documents on April 9, 2018 or fourteen days prior to the meeting. It included agendas, the annual report, financial statements, the "B" proxy form, steps of the proxy process, profile of company director candidates and a map to the meeting venue. This is the same set of information published on the company's web site more than 30 days prior to the meeting in order to allow shareholders sufficient time to review the information.

Foreign shareholders were delivered an English translation together with the Thai version of the meeting notice and supporting documents.

4. The company encourages all shareholders to be involved in the review and the voting on important matters of the company in accordance with the meeting agendas. Shareholders who are not able to participate in the meeting on their own may assign another person or a member of the Audit Committee who is an independent director to attend the meeting on their behalf. Names, addresses and interests of all three members of the Audit Committee are declared in the meeting notice. Shareholders can view the information on the three members of the Audit Committee in the annual report, enclosed with the meeting notice, as well.

Shareholders who are not able to participate in the meeting on their own may use the "B" proxy form, enclosed with the meeting notice. This allows shareholders to be involved in the voting. Documents and identification evidence required for the proxy process are described. The proxy process is not associated with any inconveniencing criteria. Alternatively, shareholders can download the proxy form, prepared in accordance with the relevant announcement of the Business Development Department, the Ministry of Commerce, from the company's web site at www.btnc.co.th. The three versions available are "A", "B" and "C" proxy forms. (The latter is used only by foreign investors who have appointed a custodian in Thailand as a depository and manager of their shares.)

The 48 General Meeting of Shareholders for the year 2018 was held on April 23, 2018.

	Shareholders	Shares	%
Total number of shareholders as per the registration	<u>496</u>	<u>12,000,000</u>	<u>100.00</u>
Attending shareholders	38	9,668,229	80.57
- Shareholders attending the meeting in person	11	6,515,529	54.30
Proxy attendance			
- Audit committee members	-	-	-
- Other individuals	26	3,480,800	29.00

5. The company provides duty stamps to the shareholders at no cost for the affixation on the proxy form.

6. The company fully facilitates shareholders in their exercise of right to participate in shareholders meetings and to vote. Shareholders can register for the meeting at least two hours in advance. Shareholders joining the meeting after it has begun are given the right to vote on agendas which have yet to be reviewed. They are accounted as a part of the quorum from the agenda on which they have voted.

Sufficient personnel and technology are provided to facilitate meeting registration and voting on each agenda. A barcode system is used for convenience, timeliness and transparency.

2.2 Insider information usage control

Measures relating to the use of insider information are covered in the company's code of business ethics. Insider information usage control is a responsibility of directors, executives and staff towards the company and shareholders. They must be individuals of integrity, accountability and moral consciousness. Under no circumstance should they exploit their authority for the benefit of themselves and/or others. All relevant employees must protect the interests and the assets of the company. They must not use information or assets of the company for the benefit of themselves and/or others nor should they engage in any action which assists any individual in business that competes with the company. Copies of these measures have been distributed to all directors, executives and staff for their observance. They are also available on

the company's web site www.btnc.co.th. As a guideline for them to conduct themselves as they function in their capacity.

The most serious disciplinary punishment established in the company regulation is the termination of employment. All directors, executives and staff are aware of this and act accordingly.

2.3 Supervision of the company's security trading transaction and report of stake holding.

We have in place a measure for the monitoring of our security trading transactions. Our code of ethics has prescribed a prohibition for directors, executives and staff in possession of insider information from selling or purchasing company share within one month before disclosing the financial statements to the public. Every quarter, the company secretary sends a letter reminding this to directors, executives and relevant individuals. Additionally, directors and executives, as well as, their spouses and under - aged children are required to report their shareholding. Any transaction must be reported to the Securities and Exchange Commission, with a copy sent to the company secretary for subsequent notification of the Board of Directors at the next meeting. One mandatory agenda to be present at all Board of Directors meetings involves the holding of company shares by directors and executives. A shareholding report form is enclosed with the invitation to the meeting. Directors and executives are well aware that it is their duty to comply. The company secretary will circulate a letter to all directors and executives of any change in this area, with relevant announcement of the Securities and Exchange Commission enclosed.

Further, we have a measure for the monitoring the vested of interest of directors and executives who are required to report to the Chairman of the Board of Directors and the Chairman of the Audit Committee, the vested of interest of themselves and individuals related to them using the provided from any change must be reported as well within one month.

All directors and executives have complied strictly with the criteria in 2018.

2.4 Conflict of Interest

Referred the Good Corporate and Business Ethics, The Board of Directors has a policy for dealing with conflict of interest. The following guidelines have been prescribed.

1. The administration of conflict of interest or connected transactions is undertaken prudently, fairly and rationally. There is a transparent system for approving

transactions which primarily takes into account the Company's interests. Interested Company Directors do not have the right to vote and must make a full disclosure in accordance with the rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. The Company's interests shall be upheld subject to legality. No action shall be taken that would be a conflict with the Company's interests, and no benefits or privileges will be given to any person.

3. Company Directors and Executives must disclose personal interests and the interests of related persons in accordance with the prescribed rules.

4. Company Directors, Executives and employees who acquire inside information are prohibited from trading in Company shares in the 1-month period prior to public disclosure of financial statements.

5. Company Directors, Executives as well as their spouses and children who have not yet attained legal age shall have the duty to report Company securities holdings and changes in such holdings to the Board of Directors in the subsequent Board Meeting.

6. Company information or secrecy acquired or acknowledged shall not be disclosed or transmitted to third parties or unrelated persons.

7. Disclosure shall be made by authorized Company employees. Classes of secrecy may be prescribed in accordance with the significance of the information. Disclosure shall be made within the assigned scope of duties and responsibilities.

We proceed carefully and rationally with regard to conflict of interests and connected transactions. We have the company's best interest and pricing is consistent with fair trading conditions as if the transactions are those engaged in with members of the general public. Our handling of matters in this area is transparent and consistent with the announcement of the Capital Market Committee. It is established as a good corporate governance policy and an ethical requirement binding upon the company and shareholders. Information is disclosed to ensure equal access by all.

The company has in place a mechanism to monitor transactions with possible conflict of interests or related transactions to correspond with the announcement of the Equity Market Commission and the Stock Exchange of Thailand. Directors with vested of interest in any agenda need to exit the room and refrain from voting on that agenda. Transactions are carried out on the

basis of necessity and the best interest of the company. At the end of the meeting, the transaction is disclosed in both Thai and English to the Stock Exchange of Thailand and on the company's web site at www.btnc.co.th. Details disclosed include the name of the related person, the nature of relationship, the pricing decision, the value of the transaction, the parties to the contract, the necessity to carry out that transaction, the opinion of the Board of Directors and differing opinions (if any). These are recorded in the meeting minutes for subsequent review and presented in summary in the annual data report form (Template 56-1) and the annual report (Template 56-2).

The company has established general trading conditions with transactions between the company and directors, executives and relevant individuals. This is done annually at the first Board of Directors meeting after the Annual General Meeting of Shareholders so that new directors are informed of the matter. Such transactions are summarized on a quarterly basis and reported to the Board of Directors.

Additionally, the company has in place measures to monitor related transactions and to limit financial assistance to companies which are not subsidiaries, in the form of loans or loan guarantees, to the level of shareholding we have under the joint venture contract. We have a policy to mitigate risks in this area as well.

In the year 2017, we do not have any related transactions or any purchase or sales of assets which is contradictory to or not in compliance with the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

3. Role of Stakeholders

3.1 The Board of Directors appreciates and respects the rights of various stakeholders by having regard to rights under the law or agreement with the Company. Stakeholders are ensured that their rights are protected and that they are treated fairly and equitably. A policy has been prescribed as a guideline for the treatment of each stakeholder group, which has also taken into consideration the community, society and the environment, to promote sustainable development, suppress dishonest acts and corruption, avoid intellectual property infringements, including giving due respect to human rights.

3.2 The Board of Directors supports the corporate social responsibility reporting which has been an integral part of the Annual Report.

3.3 The Board of Directors provides channels and procedures for all stakeholder groups to report or file a complaint on any matter which poses a risk of loss to the Company, the accuracy of financial statements or annul fair treatment.

3.4 The Board of Directors has prescribed policies or guidelines for protecting employees or informants of matters which pose a risk of loss to the Company or annul fair treatment.

We adhere strongly to our responsibilities and we have respect for the rights of all interested parties inside and outside of the company. We act responsibly towards the communities, the society and the environment are entitled to their rights and that mutual cooperation leads to a sustainable business. Therefore, we have established a practical guideline in the code of business ethics to ensure that the legal rights of all stakeholders will be honored. In the unfortunate event of any inevitable damage, the company and all interested parties will jointly engage in a discussion in order to arrive at a solution that benefits all parties involved.

Business ethics

We have prepared a written manual of business ethics and employee code of conduct. Copies of this manual have been distributed to all directors, executives and employees. It is also disclosed on our web site at www.btnco.co.th Directors, executives and staff are required to observe it when interacting with the company, shareholders, clients, employees, partners, competitors, the society and the environment. The Board of Directors is very enthusiastic about business ethics with an aim to ensure a sustainable growth, believing that a business is viable only on the foundation of ethical and moral correctness.

Responsibilities to Stakeholders

1.1 Shareholders

The Board of Directors performs duties responsibly, prudently, earnestly and honestly in order to generate good returns to shareholders on a continual and sustainable basis. In this regard, the following policies and practice guidelines have been prescribed.

1. The ownership rights of shareholders are equitably and fairly respected.
2. Operations are undertaken in accordance with the principles of good corporate governance, which will foster the trust and confidence of shareholders and eventually lead to sustainable growth.

2. The Company's businesses are continually advanced to ensure proper returns to shareholders.

3. Significant information which affects or potentially affects shareholders' interests shall be disclosed, whether reports made pursuant to the accounting period or situation reports, pursuant to the relevant laws and notifications. However, no action shall be taken to restrict shareholders' access to Company information.

4. A report of the Board of Directors' responsibility for the financial statements in the Annual Report shall be prepared.

5. Minority shareholders shall be given an opportunity to propose matter for inclusion in the meeting agenda and/or to nominate persons for election as Company Directors in the Annual General Meeting of Shareholders.

6. Shareholders are given an opportunity to submit questions relevant to the meeting prior to the shareholders' meeting.

7. Shareholders' meeting notices in both Thai and English are published on the Company website at least 30 days prior to the shareholders' meeting day as information for shareholders and to enable the study of information prior to meetings.

9. Shareholders' meeting shall be facilitated. The date, time, venue and procedure must not pose an obstacle to the shareholders' attendance of the meeting. Shareholders who are not able to attend in person must have the opportunity to grant a proxy to other persons to attend the meeting and vote on their behalves.

10. Conflicts of interests must be dealt with prudently, rationally and information must be fully disclosed.

11. The Company's interests and assets shall be safeguarded as a reasonable Person would safeguard his/her property. Wrongful interests, whether obtained by direct or indirect means shall be eliminated.

We have due respect for the fundamental rights of shareholders as specified by the law, the regulations and the company's business ethics. All shareholders are fairly and equally treated in our quest to best improve our operation, enhance benefits and safeguard assets of the company as individuals with proper common sense should. Mechanisms are in place to assure shareholders of their access to correct information and fair returns on investment. We have established policies for dividend payment, related transactions, conflict of interest prevention, and,

confidential information usage control. Directors, executives and staff members with access to internal information are prohibited from using such information for personal gain or those of third parties by trading the company's shares within one month prior to disclosure of financial statements to the public.

In the year 2018, We are paid dividend from our 2017 operation. All shareholders are invited to participate in the 2018 shareholders annual general meeting with the right to votes on all agendas. Additionally, we have reported our performance on a quarterly basis and disclosed significant transactions such as investment and related transactions via the information system of the Stock Exchange of Thailand and on our own web site at www.btnc.co.th.

1.2 Customers

The Board of Directors realizes that customer satisfaction and confidence are key factors which contribute to the Company's sustainable success. The following policies and guidelines have been prescribed in this regard:

1. The Company operates the businesses of manufacturing, product distribution and services which are safe for consumers and environmentally friendly.
2. Businesses are operated with commitment to develop goods and services, introduce new innovations and add value to goods and services in order to continually meet the demands of customers along with the disclosure of necessary information for decision-making without concealment or distortion of facts.
3. Businesses are operated in earnest; honest and fair values and no action is taken that would violate the rights of customers. The confidentiality of customer trade secrets are maintained and not exploited for wrongful personal gains or for the gains of others.
4. The Company does not demand, receive or consent to the direct or indirect receipt of properties or other dishonest benefits from customers.
5. The Company adheres to trade agreements. In the case where adherence is not possible, the customer would be notified in advance in order to jointly find a remedy and prevent loss.
6. The Company provides communication channels to enable customers to file complaints to the Company. Complaints are processed with care and dealt with fairly.

We operate on the basis of integrity and fairness. Customers are always well informed, served and treated in accordance with the quality policy "To be Number One, To be Modernity,

To be High Quality ,To be Best Service Mind". We quickly act upon any complaint from our customers and treat everyone in an unbiased manner. Furthermore, we keep our customers' information confidential, develop products and services to satisfy the requirements of our clients, and, consistently add value to our products and services.

1.3 Trading partners

The Board of Directors treats trading partners equitably and takes into account mutual interests by prescribing the following policies and guidelines.

1. The Company has a system for screening trading partners in the value chain who operate businesses in compliance with the law, safety and occupational hygiene standards, and friendliness to the environment. Trading partners are treated on the basis of fair competition, equality and mutual respect.

2. The confidentiality of secrets or communications of trading partners are maintained and not exploited for wrongful gains of oneself or of others.

3. Relationships and good understandings are fostered. Knowledge is exchanged. Developments and value adding to goods and services are jointly undertaken to promote mutual growth.

4. The Company adheres to trade agreements and makes proper representations of data. In the event that an agreement cannot be complied with, the Company will expeditiously engage in early negotiations with trading partners in order to reach a mutual remedy and loss prevention solution.

5. The Company does not demand, receive or consent to the receipt of properties or any other benefits outside trade agreements.

The Company has complied with trading terms and offered accurate information in order to foster good relations and mutual understanding. There are also exchanges of knowledge and the joint development of goods and services in order to increase the value of those goods and services. The Company will not demand, accept or consent to the receipt of other properties or benefits accruing outside trade agreements. In 2018, there was no case of non-compliance with the contract with partners.

1.4 Competitors

The Board of Directors operates businesses in accordance with the provisions of law. In this regard, the following policies and guidelines have been prescribed.

1. The Company shall conduct its businesses within the rules of fair competition with due regard to business ethics and trade competition laws of various countries in which the Company operates.

2. The Company will not damage the reputation of its trade competitors.

We operate strictly in good faith on the basis of fair competition and within the boundary of the law. We view competitors as an element that contributes to the enhancement of our strengths and potential. There has been no dispute with any competitor throughout the history of our operation.

1.5 Creditors

The Board of Directors is committed to undertaking business operations in a principled and disciplined manner in order to build the trust of creditors by prescribing the following policies and guidelines.

1. All creditor groups shall be treated equitably and fairly.

2. Contracts and terms will be strictly adhered to.

3. Operations will be administered to ensure the confidence of creditors in the Company's financial standing and credit rating.

4. Financial standings shall be accurately and timely disclosed.

5. In the event of an inability to comply with a particular term, the creditor will be forthwith notified in advance in order to enable a joint solution for remedy and loss prevention.

We strictly observe the conditions we have with our creditors. All amounts were repaid to the creditors by the credit term agreed upon with no default whatsoever.

1.6 Employees

The Board of Directors regards employees as valuable resources and a key factor to the Company's success. The following policies and guidelines have been prescribed in this regard.

1. Human dignity and fundamental rights of employees are respected at work. Employee data or confidential information is not disclosed or transmitted to third parties or unrelated persons.

2. Employees are treated in accordance with the provisions of law, regulations and articles governing the Company's operations.

3. Employment equality is promoted. There is no discrimination on the grounds of gender, skin color, race, religion, age, disability or other status that is not directly related to the works.

4. Training and knowledge exchange are sponsored and promoted to encourage learning and skill development throughout, strengthen career security and offer opportunities for advancements pursuant to each person's potential.

5. Employee participation in the determination of the Company's direction and development are promoted.

6. Fair compensation is given as suitable for the knowledge, skill, duties, responsibilities and performance.

7. Appropriate welfare and benefits are given to employees, e.g. medical expenses, provident fund and a savings cooperative.

8. Channels are provided for employees to communicate suggestions and complaints pertaining to work. These suggestions are considered, and remedies will be determined in the interest of all parties and in view of the creation of good working relations.

9. Facilities necessary for work operations are provided and working conditions are maintained with due regard to safety and occupational hygiene as a means of promoting and raising the quality of lives of employees.

10. Employees of all levels are encouraged to participate in social responsibility activities.

Employees are our most valuable assets and the force behind our success. We take their dignity and basic rights very seriously. Training is provided on a continuing basis to help them improve their professional skills. All employees are entitled to equal professional advancement opportunities based on their potential, as well as, to appropriate compensation for their education, skills, responsibilities and performance; and, to be part of the company's development. With regards to employees' safety, health and working environment, we have made the following arrangements to add to the benefits of our employees.

- a) A welfare of personal accident insurance in case of death under group insurance policy provided to the employees in appropriate manner in order to insure possible risks occurred to the employees.

- b) Organize internal training and seminar as well as arrange the employees continuously to participate external training and seminar organized by various organization in order to develop and enhance the employees' knowledge, capacity and skill of works.
- c) Provide uniform to the sales officers for neatness and good image.
- d) selling the company's products with special price.
- e) operating the provident fund for future savings.
- f) engaging the loan for housing project with low interest rate in collaboration with Government Housing Bank.
- g) Cooperate with hospital to vaccination to prevent influenza for employees
- h) Encourage employees to saving money with the project "Saving Cooperative for Saha Group employees"

1.7 Community and Society

The Board of Directors operates businesses with due regard for the duties and responsibilities owed to the nation, community and society as well as local traditions in order to maintain a desirable society and participation. In this regard, the following policies and guidelines have been prescribed.

1. A business which could lead to a deterioration of society shall not be undertaken and the rights of others in the community and society shall not be violated.
2. Consciousness of responsibilities towards the community and society as a whole shall be instilled continuously for the benefit of the Company and all levels of employees.
3. Measures shall be provided for the prevention and remedy of impact on the community and society as a consequence of the Company's operations.
4. The preservation of local culture and traditions shall be promoted.
5. Cooperation shall be entered into with various agencies for the development of communities.
6. Public benefit activities shall be sponsored.
7. Incomes shall be generated, and the community economy shall be promoted through employment of community members and use of community products.
8. Good relations shall be fostered between the Company and the community and society on the basis of propriety, transparency and fairness.

The company employees have always been instilled with a sense of social awareness and responsibility, and we have put this into action through various social contribution activities that have helped improve the quality of life of people, as well as, the environment.

Social and environmental responsibility has always been at the core of our company operations, therefore, policies and business ethics regarding this important issue have long been compulsory in virtually all aspects of our business. Some of the social service activities we have sponsored in 2015 are as follows:

- a) Participating in the "Red Cross Project" donation to the Thai Red Cross Society
- b) Provide sponsorship to an activity of "Song Composition and Singing for Beloved Mother Contest" in the occasion of Her Majesty the Queen's Birthday, 12nd August.
- c) Provide a physical check-up project to employees and people residing in Prakhong Commercial Center.
- d) Co-organize health activities with residents in Prakhong commercial center.
- e) Organize new year celebration party, Songkran celebration and sprinkling water onto a Buddha image for residents in Prakhong commercial center.

1.8 Environment

The Board of Directors undertakes businesses with due regard for responsibilities to the environment. In this regard, the following policies and guidelines have been prescribed.

- 1. Businesses shall be undertaken in accordance with laws, regulations and policies on the environment with due regard for the impact on natural resources and the environment and regular revisions and assessments of performance results shall be undertaken.
- 2. An organizational culture and consciousness of employees at all levels shall be promoted to encourage cooperation and responsibility for the efficient and sustainable management of the environment and utilization of resources.
- 3. Knowledge promotion and environmental training shall be extended to employees.
- 4. Environmental management system shall be promoted, from the economical use of resources to the sustainable treatment and rehabilitation, replacement, monitoring and prevention of impact on natural resources.

5. There is a system for selection of trade partners in the value chain who undertake businesses in an environmentally friendly manner.

6. Environmentally friendly technology is developed and published.

1.9 State Sector

The Board of Directors undertakes businesses in compliance with the rules and regulations enacted by the State. In this regard, the following policies and guidelines have been prescribed.

1. Knowledge and understanding of the laws governing operations are acquired and no activities are undertaken which would be inconsistent with the law.

2. Proper action shall be taken when conducting transactions with an official or agency of the State.

3. Good relations are fostered between the Company and the State sector within suitable bounds.

4. Relevant laws and business traditions are observed in each country or locality.

The Company pays taxes duly, completely and timely pursuant to related laws and regulations. Taxes include value added tax, specific business tax, withholding tax, signboard tax, land and housing tax, customs duty, stamp duty and corporate income tax.

Non-infringement of Intellectual Property

The Board of Directors pursues a policy of non-infringement of intellectual property by prescribing the following guidelines.

1. Business undertakings shall be consistent with laws, regulations and contractual obligations governing intellectual property rights.

2. Intellectual property works of the Company shall be maintained. Such intellectual properties shall not be used or allowed to be used by others without authorization.

3. The intellectual property rights of others shall be respected. The works of others shall not be infringed or applied to personal use except where a license has been obtained or a fee paid to the owner of the work.

4. Intellectual property of creative works produced by employees shall vest in the Company. Upon termination of employment, such intellectual property works must be returned to the Company regardless of the form which it is stored.

The Company has a policy not to involve in infringement of intellectual property, not to imitate or use intellectual property of other people in benefit of business without authorization.

Rights to trademarks of the Company which are two following categories.

1. As for foreign trademarks, the Company is duly authorized to use trademarks of well-known products in foreign country and the Company allows duly its subsidiary companies to use the trademarks on contractual basis for example Guy Laroche with payment of copyrights fee.
2. As for domestic trademarks, the Company is duly authorized to use trademarks of well-known products in domestic and the Company allows duly its subsidiary companies to use the trademarks on contractual basis for example GSP, JOUSSE, C&D, LOF-FI-CIEL with payment of copyrights fee.

In the previous year, there was not any allegation on infringement of intellectual property in relation to the Company.

Non-violation of Human Rights

The Board of Directors respects human rights. In this regard, the following policies and guidelines have been prescribed.

1. There shall be no activities or support of activities which violate human rights.
2. Employees are provided with knowledge and understanding of human rights which are applied to work operations.
3. There are no limitations to independence or differences in ideology, gender, race, religion, politics or other matters. The expression of opinions which could cause conflicts or divisions should be avoided.
4. Channels shall be provided for employees or persons who believe that their personal rights have been violated or that they have been treated unfairly to file a complaint with the Company. Such complaints shall be given attention and processed fairly.

The Company is willful to engage business with social responsibility, to respect human rights of interested people relating to the Company. In order to operate works implementing respect of human rights in the same manner, the Company has policy on human rights as follows:

1. The Company shall not employ child labour, not to support employment of child labour and not to engage any activities causing adverse effect to the child.
2. The Company shall treat those who are labour and informally work for the Company for example alien migrant workers with fairness without violation of their human rights.
3. The Company shall prevent violation of human rights of every interested groups by providing security in workplace and to property of the Company.
4. The Company shall not supply any product or service to other entities to be used for violation of human rights.
5. The Company shall not be partnership with any entities whose operation violates human rights.

Combating Dishonest Acts Corruption

The Board of Directors has a policy of compliance with the law on combating Dishonest Acts Corruption. In this regard, the following guidelines have been prescribed.

1. A consciousness, value and attitude to comply with laws and regulations honestly and in good faith shall be instilled in employees.
2. An internal control system which is efficient and effective shall be in place. There shall be suitable oversight and checks of powers to prevent employee abuses or involvements in combating Dishonest Acts Corruption.
3. Company Directors, Executives and employees are prohibited from performing any act which amounts to a demand or acceptance of properties or other benefits for oneself or for others as an inducement to wrongfully perform or refrain from performing a duty or which could result in a loss of the Company's legitimate benefits.
4. Company Directors, Executives and employees are prohibited from giving or offering to give properties or any other benefits to third parties to induce such person to unlawfully or wrongfully perform or refrain from an act.
5. There shall be a financial reporting system which is transparent and accurate.

6. There shall be a channel for employees and related persons to provide notices of causes for suspicion with confidence of protection. Personnel must be appointed to examine all notices of suspicion given.

As stipulated in code of ethics and conduct of the Company, the employees should perform their duties with honesty, responsibility, discipline, good consciousness to oneself and public, not to perform their duties to exploit for oneself or others in fraudulent ways, not to receive money or other benefits in connection with working for the Company in bad faith.

The Company engages business based on rightness, transparency and legitimacy in which every employee must observe, not strictly accomplish work under duties by crooked or bribery means. In case of infringement of this policy is found, it is considered as a severe wrongdoing relating to duties which is subject to maximum penalty of the termination of employment. In addition, the inspection committee is authorized to review system of internal inspection/supervision and follow up result of the internal inspection/supervision. In case a fraud or crooked incident is found, the internal inspection/supervision unit would directly report to the inspection committee for further report to the Company's board of directors.

In the previous year, there was not any allegation on bribery in beneficial to the Company's business

There for our company away business ethics in this matter:

1. Receptions, receipts and grants of gifts

The Board of Directors aspires to undertake the Company's businesses in line with fair competition. Nevertheless, receptions, receipts and grants of gifts or attendance at receptions in accordance with traditions and practices to maintain good relations are necessary and desirable. In this regard, the following guidelines have been prescribed.

1. No receipts or grants of gifts, tokens or receptions which may influence a decision shall be made. If there is a necessity to receive or grant a gift, token or reception in accordance with tradition to a value in excess of normal circumstances, a report shall be filed with the respective supervisors.

2. In the case of an assignment or authorization by a supervisor to assist in an external agency, monies, objects or gifts may be received in accordance with the generally applicable rules or standards prescribed by such an agency, e.g. gifts, tokens or lucky draws.

3. In the case where an agent, contractual party, partner or any other person wishes to grant a gift, token or reception to the Company, prior authorization must be obtained from the Company.

4. Expenses pertaining to these matters shall be maintained within a reasonable budget

Policy on Good Governance

The Company has policy on management to promote good governance by anti-corruption, participating responsibly in politics, fair competitiveness, promoting social responsibility among concerned entities as well as to respect right to property.

In the preceding year, there was not any allegations on bribery and corruption in relation to the Company.

Policy on Labour

The Company has policy on labour management for employment and fair treatment of labor. Policy and guideline are as follows:

1. In case of the Company has any change in operation affecting the employees for example change of working hours, lockout affecting employment etc., the Company shall notify of related information within reasonable period and consider mutually with the employees' representative in order to seek for alleviating impact to the employees as well as inform the government's representative for co-inspection and alleviation of negative impact as much as possible.

2. The Company shall protect personal information and privacy of the employees by the human resource officers keeping care of those information.

3. As for operation in foreign country, the Company shall endeavor to supplement employment, career development, promotion and advancement of the employees in such country. The Company also has a policy to acquire and distribute works to other existing local operation.

4. The Company shall evade encouraging public sector to involve in any acts that cause restriction to universal rights to association and negotiation, participating in persuasion to cause such restriction.

5. The Company accepts and respects rights of the employees to deny work by reasonably considered that it is detrimental or causes severe danger to life or health of oneself or

of other people. To such denial, the employees are suggested to notify the supervisor in line of work.

In the previous year, there was not any allegation on unfair treatment to labour in relation to the Company.

Code of Conduct for Company Directors, Executives and Employees

1. Formal Responsibilities

The Board of Directors appreciates the importance of good governance. Continual undertakings are implemented to ensure that Company Directors, Executives and employees are aware and comply with standards under the framework of the Code of Conduct and conduct oneself honestly, cautiously and prudently for the greatest benefit of the Company and all related parties. As a consequence, the following Code of Conduct has been prescribed.

Company Directors and Executives

1. Duties shall be performed responsibly, prudently, honestly and in good faith in compliance with the law, Company Articles and relevant notifications.

2. Duties shall be performed to the utmost of ability in order to generate the greatest returns to the Company. This includes attendance at all meetings, except where there is an unavoidable necessity.

3. Duties shall be performed impartially. In a Board Meeting, Company Directors and Executives shall not vote on matters which they have interests.

4. Conflicts of interests shall be administered prudently and reasonably, in adherence to the Company's interests, to ensure transparent management of operations.

5. The acquisition or disposal of assets of the Company, Company Directors and Executives, including their spouses and children who have not attained legal age, shall comply with the relevant rules and a disclosure shall be made to the Board Meeting in the subsequent meeting.

6. Company Directors and Executives are prohibited from buying or selling Company shares in the 1-month period prior to the public disclosure of financial statements.

7. Company Directors and Executives must disclose personal interests and those of related persons in accordance with the prescribed rules.

8. There shall be regular appraisals of the Board of Directors' performance every year.

Employees

1. Employees must support and cooperate in the Company's activities on a regular basis. Assigned tasks must be performed to the best of ability in order to ensure good results and advancement of the Company and employees.
2. Employees must comply with the relevant law, policies, terms of employment, regulations and notifications.
3. Persons contacting the Company must be treated courteously, hospitably and provided with an excellent service in order to preserve the Company's image and reputation.
4. Trade secrets must be kept and the Company's inside information must not be disclosed to third parties.
5. Loans shall not be obtained from customers, persons connected to customers or business counterparts of the Company, except for loans obtained from a bank or financial institution.
6. Lawful orders of supervisors shall be complied.
7. There shall be a commitment to teamwork, mutual assistance, harmony and mutual respect for the benefit of the Company and employees.
8. Co-workers must be treated generously and with good human relations. No groundless allegations shall be made against others. Credit shall not be claimed for the works of others.
9. Duties shall be performed with determination, in earnest and honesty, and the roles and responsibilities in the Company shall not be abused for the purpose of acquiring wrongful benefits for oneself or for others.
10. Duties shall be performed responsibly, cautiously and without neglect in such a manner which could cause a loss to work or properties of the Company.
11. Employees should conduct themselves as good citizens who comply with the Constitution and relevant laws. Political rights shall be exercised appropriately. Employees shall also avoid any involvement in an activity which is unlawful or inconsistent with public order or the good morals of the people.

2. Maintenance of Company Assets

Company Directors, Executives and employees are under a duty and responsibility to efficiently maintain Company assets and assets under the care of the Company. In this regard, the following guidelines have been prescribed.

1. Assets shall be used for business operations and not used for personal gains or for the gains of third parties.

2. Interests shall be protected, and assets shall be cared to prevent loss, damage or wrongful use pursuant to the standards of a reasonable man caring for one's property. Direct or indirect wrongful exploitation of benefits shall be eliminated.

3. Sufficient insurance protection from losses shall be obtained for assets.

4. The use of computers to harass, infringe, spy, corrupt other person's personal data or fabricate evidence which could lead to data theft shall be prohibited. An information security system consistent with international standards shall be installed.

5. E-mails and internet access provided shall be used for business purposes. They shall be used cautiously and not prejudice the Company's reputation.

6. Passwords for access to the Company's data shall be kept secret and shall not be disclosed to unauthorized persons.

7. The Company's intellectual property works shall not be reproduced, adapted or used for personal benefit or for the benefit of others without authorization from the Company.

8. The supervisor shall be reported of any finding of rights infringement or acts which could lead to a rights infringement or any act which could potentially lead to a dispute relating to the Company's intellectual property.

9. The safekeeping of important documents of the Company shall be overseen to ensure full compliance with the relevant laws and regulations. Upon the lapse of the safekeeping period, the relevant employee must oversee that the documents are destroyed by appropriate means.

3. Informants and Complaints

The Board of Directors gives employees and stakeholders an opportunity to give information or file a complaint on a matter which could constitute a violation of the law, dishonest or wrongful act of an employee, including irregular behavior which could cause a problem or loss to the Company. The Company also receives complaints on cases where the rights of an employee or stakeholder has been infringed or where they have been treated unfairly. Suitable channels and procedures have been provided by the Company in this regard.

The Company will hear and process all complaints impartially, transparently and fairly. Systematic and just measures for the protection of complainants are provided. Information

provided by the complainant is kept confidential in the Company.

Measures for the Protection of Complainants

1. A complainant may choose to remain anonymous if he/she deems that disclosure could lead to insecurity or loss concerns.

2. The Company will keep relevant information secret and take into account the safety of the complainant. Measures have been prescribed for the protection of complainants who are employees, including those who cooperate in the investigation of facts. These persons will be protected from unfair treatment as a consequence of the complaint, e.g. disturbances during work, reassignment or termination of employment.

4. Interpretations

A supervisor shall be under a duty to take responsibility and give advice to subordinates to ensure knowledge and understanding as well as compliance with the prescribed Code of Conduct. If the Code of Conduct does not provide for any instance, or if there remains a question which renders performance not possible or that a decision cannot be made, the matter shall be consulted with the respectively higher-level superior. In the case of a conflict, the decision of the Managing Director, Executive Board and Board of Directors shall be final.

Stakeholder participation channels

In the event that shareholders and stakeholders There are issues related to the accuracy of financial reports. Defective internal control system or illegal and unethical acts. Able to communicate through Ms. Suneet Thipudomlak which is responsible for investor relations at telephone no. 0-2391-3320 ext. 323 fax. no. 0-2381-1656 Email address suneet@btnc.co.th or Ms. Suphaphorn Khemngoen, Audit Committee' secretary (Attachment no.3) Certified as a reporter directly to the Audit Committee at telephone no. 0-2391-3320 ext. 300 fax. no. 0-2381-1656 E-mail address : nokbtnc@gmail.com And the results of the investigation will be reported to the Board of Directors. The whistle blowers and complaints will be kept confidential. In 2018, the Company did not receive complaints from shareholders and stakeholders.

4. Disclosure and Transparency

4.1 The Board of Directors oversees that there is proper, transparent and timely disclosure of significant information in accordance with the relevant laws and regulations. These disclosures include reports filed in accordance with accounting periods and reports of events

having an impact on shareholders' interests, as well as the 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 comprehensively and equitably accessible.

4.2 The Board of Directors has established units or responsible persons to perform investor relations functions to communicate with external persons equitably and fairly.

Adhering to the good corporate governance principle is one of our top priorities. We comply with the laws, company regulations and criteria established by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand, by disclosing significant information with effect or possible effect on the price of company share on the decision of investors, or, on the benefits of the shareholders. This is to keep all shareholders and investors equally well informed of the following important updates:

- (1) Information disseminated by accounting periods: Financial statements, annual disclosure form (56-1) and annual report (56-2)
- (2) Information disseminated occasionally: acquisition and disposal of assets, related transactions, joint ventures, payment or non-payment of dividends, financial assistance, etc.

The said information is disseminated via the information system of the Stock Exchange of Thailand and submitted in printed form to the Stock Exchange of Thailand within the specified timeframe for subsequent dissemination. Our web site (www.btnc.co.th) contains information in both Thai and English. This information is updated regularly to reflect current developments. Arrangements have been made for meetings with analysts and investors as well.

Information disclosed in the annual data sheet (Template 56-1) and annual report (Template 56-2): The information appearing in the annual data sheet and annual report is prepared in accordance with the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, and, in accordance with the 2006 good corporate governance principal in order to illustrate the transparency of the operation as follows:

(1) **Shareholding structure:** List of ten major shareholders as of the closing date of shareholder registry for the purpose of the annual general meeting shareholder of and web site at www.btnc.co.th.

(2) **Shareholding of Directors and Executives :** The Change of Shareholding is disclosed in Management Structure Section

(3) **Nature of business:** The nature of our business in of Industrial Situation and Competition are clearly explained.

(4) **Structure business:** Reveal the structure group by stating clearly stake in the Structure.

(5) **Business risks:** The risks to our operation are disclosed. Explanations are given on their nature, cause, impact, as well as preventive and mitigation measures.

(6) **Financial status and performance:** Analysis of financial status, performance and significant changes

(7) **Director and executive profiles:** Disclosure of a profile on the directors and executives, together with an indication of which directors are independent directors. Roles and duties of the Board of Directors and subcommittees, the number of meetings held, the number of times each director attended the meeting, the shareholding of directors, the number of companies for which the directors serve in the directorial position and the training background of the directors are disclosed under the Management Structure Section

(8) **Remuneration for company directors and executives :** The remuneration for company directors and executives is detailed in terms of both form and amount. The amount paid to each director for their role as company director and member of the subcommittee is disclosed. More details on this matter can be found in Compensation for directors, whereas that for executives appears in Compensation for executive directors and executives.

(9) **Corporate governance:** The good corporate governance principle and the code of business ethics are detailed in writing. These are also available on our web site at www.btnc.co.th.

(10) **Society and environment:** Our policies and operation relating to society and the environment are explained.

(11) **Internal control and audit:** The report of the audit committee, the report of internal bookkeeping control system by the auditor, and, the evaluation of the five areas of internal control system by the Board of Directors, are all revealed.

(12) Report on the Company Board of Directors' Responsibilities for Financial Statements:

The Board of Directors is responsible for the reliability and the correctness of financial information, upon which the shareholders and the investors base their decisions. The report is signed by the President and the Chairman of the company. It is then published in the, annual disclosure form (56-1) and annual report (56-2)

(13) Related transactions: We comply with the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. Clear guidelines have been established to carefully prevent the issue of conflict of interests and to ensure that all transactions are carried in out in the best interest of the company and the shareholders. Related transactions are disclosed to the Stock Exchange of Thailand and on the company's web site at www.btnc.co.th.

(14) Company's security transactions and holding report: The company's code of ethics prohibits the sale or purchase of the company's security by directors, executives and employees with access to internal information during the period of one month prior to the disclosure of financial statements to the public. Further, directors, executives, related individuals including spouse and under- age children have the duty of reporting any change in their holding of the company's security to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as to the Board of Directors at the next meeting.

(15) Director's declaration of interests: We have prescribed criteria for directors and executives to declare the interests they and their related individuals have within one month from the day on which a law becomes effective or from the day on which they are appointed. Any change of such must be declared as well within one month from the day on which the change takes place.

(16) Auditors: Auditors are independent and of qualifications approved by the Office of Securities and Exchange Commission. In the previous year, our quarterly and annual financial statements were certified by the auditors and presented to the Office of Securities and Exchange Commission and the Stock Exchange of Thailand on time. We have not been given any instruction to correct the financial statements.

(17) Communication: We value transparent disclosure of information to the shareholders and investors. Therefore, convenient and equal access of information is ensured with the implementation of various communication channels. We disclose information via the system of the

Stock Exchange of Thailand, using the 56-1 and 56-2 templates and via our web site at www.btnco.co.th. Additionally, we have made efforts to meet with analysts, investors and members of the press; and, to prepare documents which indicate our financial position as well.

(18) Disclosure of information on the company's web site: Our web site at www.btnco.co.th has been developed specifically as a channel of communication for the dissemination of information and updates concerning the company, shareholders and investors. The following topics are covered in Thai and English:

- (18.1) Vision, Mission, Policy
- (18.2) The Business Operation
- (18.3) Shareholding Structure
- (18.4) Organization Structure
- (18.5) Business Group Structure
- (18.6) Board of Directors and Executive Board
- (18.7) News
- (18.8) Quarterly and Yearly for Financial Statements
- (18.9) Investor Relation
- (18.10) Annual Report which can be download
- (18.11) Notice of the General Meeting which can be download

(19) Investor relations: The company has appointed personnel Ms. Sunee Thipudomluk who is responsible for investors relations, Tel: 0-2391-3320 ext.323 Fax: 0-2381-1656 E-Mail address : suneet@btnco.co.th to assist shareholders and investors in this matter.

In the year 2018, the company and Saha Group of companies in collaboration with the Stock Exchange of Thailand have conducted an event titled "Analysts and Investors Meet Saha Group" as a part of the 22nd Saha Group Fair at BITEC International Convention Center Bangna. The event gave analysts, investors and members of the press the chance to meet with company directors and executives. The President was present to deliver an overview of businesses, operation, the economic and industrial outlook, as well as other important updates. Questions from participants were answered and a profile with information on key operational performance was distributed. This was a chance for participants to experience and purchase products and innovations at the fair at special prices as well. The event was well received. Analysts, investors

and members of the press were able to develop a better understanding of the operation of Saha Group as a result. The same information was communicated via the channels of the Stock Exchange of Thailand as well.

5. Responsibilities of the Board

5.1 The Board of Directors has prescribed a structure for the Board of Directors comprising of persons having a diverse range of knowledge, competencies and experiences, without limitation to gender, and having the qualifications required by law. At least one Company Director is a Non-Executive Director who has experience in the Company's business undertaking. There are also Independent Directors as required under the Notification of the Office of the Securities and Exchange Commission.

5.2 The Board of Directors has provided a definition for an Independent Director which meets the minimum requirements of the Office of the Securities and Exchange Commission.

5.3 The Board of Directors has appointed Committees to screen key matters prior to submission to the Board of Directors.

5.4 The Board of Directors has issued a charter for each Company Committee by prescribing the tenure and scope of powers and duties to clearly demarcate the roles, duties and responsibilities of each Company Committee and the management.

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

5.6 The Board of Directors has provided for a Company Secretary to perform duties prescribed by law and as entrusted. The qualifications of a Company Secretary should be a person possessing knowledge of law or accounting, or who has completed training relating to the performance of company secretarial duties. Continual training and knowledge development are also continually provided.

5.7 The Board of Directors has prescribed policies for governance, business ethics and codes of conduct for Company Directors, Executives and employees to ensure a harmonized approach.

5.8 The Board of Directors has prescribed a Company vision and mission so that the Company Directors, Executives and employees would strive towards the same goal.

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

5.10 The Board of Directors prescribes an annual meeting schedule in advance every year. The determination of agenda takes into account the fair interests of shareholders and all stakeholders. All Company Directors enjoy independence in the expression of opinions. A Company Director having an interest in an agenda shall not have the right to vote in such agenda.

5.11 The Board of Directors prescribes a duty for Company Directors to attend all Board Meetings unless there is a necessary cause.

5.12 The Board of Directors has a policy of encouraging senior Executives to attend Board Meetings.

5.13 The Board of Directors provides Non-Executive Directors with opportunities to meet among themselves in the absence of the management when necessary. The Managing Director shall be notified of the meeting outcome.

5.14 The Board of Directors has a policy of promoting the Company Directors' access to essential additional information from the Managing Director, Company Secretary or other assigned Executives within the scope of the set policies. In the event of necessity, the Board of Directors may obtain independent opinions from advisors or external professionals on the Company's expenses.

5.15 The Board of Directors has implemented measures pertaining to conflicts of interest which are prudent, rational and in compliance with the rules and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

5.16 The Board of Directors prohibits Company Directors and Executives from trading in Company shares in the 1-month period prior to the public disclosure of financial statements.

5.17 The Board of Directors has directed Company Directors and Executives as well as their spouses and children who have not attained legal age to have the duty to disclose shares holdings and changes in holdings 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.

5.18 The Board of Directors has directed Company Directors and Executives to disclose personal interests and interests of connected persons in accordance with the prescribed rules.

5.19 The Board of Directors has established an internal audit unit as an internal agency accountable to the Audit Committee.

5.20 The Board of Directors requires an annual assessment of the Board of Directors' performance.

5.21 The Board of Directors prepares a report on the responsibilities of the Board of Directors pertaining to the financial statements submitted in the Annual Report.

5.22 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.

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

5.24 The Board of Directors provides an orientation for first term Company Directors.

5.25 The Board of Directors has established an internal control system and risk management system.

5.26 The Board of Directors has provided for the monitoring and assessment of corporate governance by establishing a corporate governance committee.

The Board of Directors is responsible for corporate governance and honest conduct of business for the greatest benefit of the company and the shareholders. Written policies have been prescribed on corporate governance, business ethics and employee ethics. These are approved by the Board of Directors and distributed to directors, executives and employees; and, published on the company's web site. The Board of Directors has been actively involved in the determination of visions and missions in order for the executives and the employees to share a common goal and for the operation of the company in compliance with the laws and other regulations. This is in the best interest of the company and the shareholders. There has been no record of the company's violation of a regulation of the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand in the past year.

Internal control, Internal Audit and Risk Management

(1) **Internal control and internal audit:** The Board of Directors pays due attention to the internal control and the internal audit efforts which provide a basis for good corporate governance. Our organizational structure has required compartmentalization, assignment of responsibility and written approval authority at different levels. Further, the duties and the responsibilities of finance, accounting, document storage and audit staff are separated. Personnel are constantly engaged in development in order to enhance the efficiency of each department. The Internal Audit Office is charged with the assessment and monitoring of the performances and to provide relevant advice. They are free to audit and to ensure checks and balances so as to provide the confidence that all guidelines are efficiently and transparently observed. The auditors and the monitors convene following the completion of the audits to arrive at a summary of the matter and revise the operation accordingly. Our staff exchange information, experience and engage in self-assessment, leading to improved responsibility and internal control in each department. They become aware of problems and deficiencies in a timely manner and are capable of identifying appropriate improvements. The findings of the internal audit are presented to the Audit Committee in order to exchange opinions and plan for the audit in the following year and ensure that a suitable internal control and internal audit system is in place.

The Board of Directors requires that an evaluation is conducted at least once a year in order to determine the adequacy of the internal control system. At Board of Directors No.3 on March 15, 2019. In 2018, the Board of Directors and all three members of the Audit Committee conducted the annual evaluation of the internal control system of the company and arrived at the same conclusion that it is adequate and appropriate to the current state of operation.

(2) **Risk management** We currently do not have a Risk Management Committee in place. However, our Executive Committee is charged with the duty of reviewing and managing risks while the Audit Committee provides supporting monitoring and review as well. This configuration provides assurance that our risk management measures are satisfactory to a certain extent. Further, duties and responsibilities are clearly compartmentalized. The Internal Audit Department conducts risk assessment in conjunction with the respective departments in order to identify the risks and to plan for post-assessment evaluation. The internal audit staffs are in direct communication with the operators in order to arrive at a summary of the matter and revise the risk management measures accordingly before reporting to the Audit Committee. The Audit Committee

then reviews the company's risk management measures and determines if they are sufficient and eventually implements necessary changes to reflect our operation. Our internal control and risk mitigation measures are constantly reviewed to cover alarming signals and significant anomalies.

The report of the Audit Committee and the report on the accounting aspect of the internal control system by the auditor are provided in the annual report and the Forms 56-1 and 56-2. The Audit Committee has produced reports on their key activities. The details of which include the number of meetings held during the year, the evaluation and the review of internal control system, the related transactions, the appointment of auditors, the review of financial reports and the compliance with rules and regulations. Opinions of the Audit Committee on the different areas of the operation were provided.

The Control of Using of Internal Information

The company has a measure to control the internal data by using the moral specification as all data cannot be used for their own benefit and be shared with external site.

Moreover, company policy also has a punishment for whom breaking the rule, namely, dismissal and including, all committees, directors and employees cannot sell or buying the shares especially during the one-month period before the financial report will be disclosed to the public. Furthermore, committees, directors which including their spouse and child has a duty to report to the Securities and Exchange Commission and the have report to the chairman of the board in the next meeting whenever they buy or sell the shares.

Report of the Company Board of Director's Responsibilities for Financial Statements

The Company's Financial Statements have been compiled under the policies of the Board of Directors which are in compliance with the generally accepted accounting principles, and to be cautiously recorded. Due circumspection of estimation has also been given in the preparation of the financial statements to reflect the Company's performance.

Recognizing the essential of the quality of the financial statements, the Board of Directors then managed to provide reviewing of the financial data and sufficient information in the Notes to the Financial Statements and the Explanation and Analysis Report for the benefits of the shareholders and investors who seek access into the financial statements.

For this respect, the Board has appointed an Audit Committee, consisting of independent and non-executive directors, to directly oversee the quality of the financial statements. The Audit Committee's comments have already been shown in the Report of the Audit Committee in this annual report.

According to the mentioned administrative structure and internal control systems as well as the audit results of the certified public accountant, the Board believes that the Company's financial statements as of December 31, 2018 have shown an essentially accurate picture of its financial status, performance and cash flow statements according to the certified accounting principles.



(Mrs.Pravara Ekaraphanich)

Managing Director

February 26, 2019

Audit Committee's 2018 Report

To Shareholders of Boutique Newcity Public Company Limited

The Audit Committee of Boutique Newcity Public Company Limited that was appointed by the Company's board of directors on 23rd April 2018 consists of 3 independent and nonexecutive committee members as follows:

1. Mr.Prasert Patradhilok
2. Mr.Puchchong Vanichjakvong
3. Mr. Sermwong Dhanasamsilp

In 2018 The Audit Committee held total 4 meetings in which the executives and the auditor participated in related agenda. The Audit Committee conducted under scope of responsibilities assigned by the Company's board of directors and had relevant suggestions and summarized below:

1. Reviewed the quarter financial statement and the annual financial statement of 2018 of Company which are provided in compliance with certified accounting standard and heard clarifications of the auditor and accounting executive to ensure correct disclosure of such financial statements.
2. Reviewed related financial items and disclosure of financial items relating to the person who potentially has conflict of interest in conformity with the law on securities and Exchange, the regulation of Stock Exchange or the law relating to the Company's business.
3. Attended meeting with auditors in order to audit independence and the auditors worked result. And also discuss about the Key Audit Matters to be disclosed in the Certified Public accountants' report in 2018 as well as the auditor's comments towards internal audit and control of the company.
4. Attend meeting with the executives to discuss various material issues.
5. Review various result of operation to be in line with related laws and regulations of government agencies.
6. To considered for propose the appointing the auditor for the year 2019. The Audit Committee asked the management of the company to seek the auditors to compare with the former auditor. The Audit Committee has proposed to the Board of Directors to select and for proposed to appoint Mr.Jadesada Hungsapruet, CPA Registration No.3759 and/or Ms.Kannika Wipanurat, CPA registration No.7305 and/or Mr.Jirote Sirirorote, CPA registration No. 5113 of Karin Audit Company Limited who are eligible, sufficiently independent and suitable to be the Company's auditor, accordingly proposed to the Company's board of director for consideration in appointment and remuneration and for further consideration and approval of the ordinary meeting of shareholders.

The Audit Committee absolutely conducted the assigned duties with independence and without any limitation in acknowledgment of information, as well as made regularly various comments and suggestions. The Audit Committee did not find any material defects or abnormalities that infringe the law of Securities and Exchange or the regulation of Stock Exchange of Thailand or the law relating to the Company's business and accordingly reported its results to the Company's board of directors.



(Mr.Prasert Patradhlok)

Audit Committee Chairman

March 15, 2019

Report of the Board of Directors

Customers' buying behavior about fashion products in Thailand is continuously changed. In the year 2018, the company has changed shop management and shop design to be suitable for each area to be more efficient. Moreover, customers' experiences are the most important things which are needed to be advised to offer products with modern dress to be suitable for the occasion to create beauty and confidence in wearing with the properties of fabric and sewing quality.

One of the changes is the store management with the concept of Multi-brand Store under the name of "AMAZE". Customers will have new shopping experiences along with variety of products from Boutique Newcity PLC. and alliances. New styles of dressing are introduced for happiness and difference. In 2018, AMAZE branches were opened at Siam Square and Zpell Rangsit which were well responded by regular and new customers. Moreover, the company is planning to open more stores in 2019.

The company is willing to present products and communicate with customers through all channels for customers' convenience and satisfaction with quick response.

About our uniform services for good image of all corporations, there is a better operating result. Customers from large and medium organizations want to be comfortably and specially served with fast, sure, and high standard. The company is willing to keep the working standard to be impressed by all customers.

As for the separate financial statement in the year 2018, the Company gained total income in the amount of 856.09 million baht which was increased from the preceding year for 4.90%. The total profit was 11.29 million baht. The total profit for the equity method was 10.999 million baht.

On behalf of executives, board of directors, and staff/employees, we are very thankful to all shareholders for your support and encouragement to executives and staff/employees. We hope for further support and trust of shareholders in 2019.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018
AND
INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report

To the shareholders of Boutique Newcity Public Company Limited

Opinion

I have audited the financial statements in which the equity method is applied and separate financial statements of Boutique Newcity Public Company Limited (the "Company"), which comprise the statement of financial position in which the equity method is applied and separate statement of financial position as at December 31, 2018, the related 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 financial statements in which the equity method is applied and separate financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements in which the Equity Method is Applied and Separate Financial Statements section of my report. I am independent of 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 financial statements in which the equity method is applied 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 financial statements in which the equity method is applied and separate financial statements of the current period. These matters were addressed in the context of my audit of the financial statements in which the equity method is applied 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 inventories	
Refer to Notes 3.5 and 8 to the financial statements in which the equity method is applied and separate financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>The Company's inventories are material to the financial statements where are measured at the lower of cost or net realisable value. Owing to the fashionable products with high market competition and the rapid change of popularity of products. Therefore, there is a risk that inventories may be presented at cost higher than net realisable value regarding the decline in value and the inventory obsolescence. The Company considers the allowance for decline in value and obsolescence which requires the judgement in estimation by management. Consequently, I consider that this is a significant matter.</p>	<p>My audit procedures were designed to assess the appropriateness of the allowance for decline in value of inventories and obsolescence included:</p> <ul style="list-style-type: none"> - Understanding the policies and procedures that the Company's management applied for setting up allowance for decline in value of inventories. - Performing test on a sample basis of net realisable value of inventories by investigating with the sale data whether there were any sales at price lower than cost to assess management's estimates and decision whether the allowance for decline in value of inventories was appropriate and adequate. - Considering the historical accuracy of the allowance for decline in value of inventories for evaluating the appropriateness of the assumptions made in the current year and assessing the reasonableness of assumptions made by management on the extent of long-outstanding inventories and sales at price lower than cost including related selling expenses to consider the appropriateness of the allowance for decline in value of inventories. - Considering of the adequacy of the Company's disclosures in accordance with the related Thai Financial Reporting Standards.

Other matter

The financial statements in which the equity method is applied and separate financial statements of Boutique Newcity Public Company Limited, which comprise the statement of financial position in which the equity method is applied and separate statement of financial position as at December 31, 2017, the related statements of comprehensive income, changes in equity and cash flows for the year then ended, which are included as comparative information, were audited by another auditor who expressed an unqualified opinion, thereon in her report dated February 28, 2018.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements in which the equity method is applied 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 financial statements in which the equity method is applied 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 financial statements in which the equity method is applied 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 financial statements in which the equity method is applied and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements in which the Equity Method is Applied and Separate Financial Statements

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

In preparing the financial statements in which the equity method is applied and separate financial statements, management is responsible for assessing 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 Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements in which the Equity Method is Applied and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements in which the equity method is applied 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 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 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 financial statements in which the equity method is applied 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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements in which the equity method is applied and separate financial statements, including the disclosures, and whether the financial statements in which the equity method is applied 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 equity-accounted investees of the Company to express an opinion on the financial statements in which the equity method is applied. I am responsible for the direction, supervision and performance of the audit of the financial statements in which the equity method is applied. 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 financial statements in which the equity method is applied and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Jadesada Hungsapruerk.



(Mr. Jadesada Hungsapruerk)

Certified Public Accountant

Registration No. 3759

Karin Audit Company Limited

Bangkok

February 26, 2019

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2018

	<i>Note</i>	Financial statements		Separate	
		in which the equity method		financial statements	
		is applied			
Assets		2018	2017	2018	2017
		<i>(in Baht)</i>			
<i>Current assets</i>					
Cash and cash equivalents	5	3,404,912	9,326,319	3,404,912	9,326,319
Trade accounts receivable	6	80,034,897	95,910,010	80,034,897	95,910,010
Other receivables	7	5,662,871	11,702,782	5,662,871	11,702,782
Inventories	8	290,632,986	341,353,237	290,632,986	341,353,237
Other current assets	9	9,339,075	8,393,813	9,339,075	8,393,813
Total current assets		389,074,741	466,686,161	389,074,741	466,686,161
<i>Non-current assets</i>					
Investment in associate	10	35,277,398	42,902,012	33,722,378	41,051,378
Other long-term investments	11	57,498,495	58,250,749	60,573,090	61,325,344
Investment properties	12	72,295,480	75,685,055	72,295,480	75,685,055
Property, plant and equipment	13	70,687,523	54,234,894	70,687,523	54,234,894
Leasehold rights	14	9,139,735	11,649,803	9,139,735	11,649,803
Intangible assets		12,873,172	13,702,611	12,873,172	13,702,611
Deferred tax assets	15	14,089,723	13,489,581	14,089,723	13,489,581
Other non-current assets	16	68,050,624	71,861,824	68,050,624	71,861,824
Total non-current assets		339,912,150	341,776,529	341,431,725	343,000,490
Total assets		728,986,891	808,462,690	730,506,466	809,686,651

The accompanying notes are an integral part of these financial statements.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2018

Liabilities and equity	Note	Financial statements in which the equity method is applied		Separate financial statements	
		2018	2017	2018	2017
		(in Baht)			
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	17	172,141,550	109,421,665	172,141,550	109,421,665
Trade accounts payable	18	53,444,468	99,063,385	53,444,468	99,063,385
Other payables	19	25,272,170	32,431,114	25,272,170	32,431,114
Short-term loans from related parties	17	-	86,891,000	-	86,891,000
Short-term loans from other parties	17	-	5,000,000	-	5,000,000
Current portion of finance lease liabilities	17	1,065,391	432,336	1,065,391	432,336
Current tax payable			-		-
Other current liabilities	20	9,268,207	10,771,177	9,268,207	10,771,177
Total current liabilities		261,191,786	344,010,677	261,191,786	344,010,677
Non-current liabilities					
Finance lease liabilities	17	-	1,065,391	-	1,065,391
Non-current provisions for employee benefits	21	6,692,182	6,982,608	6,692,182	6,982,608
Long-term provisions		1,892,670	1,590,670	1,892,670	1,590,670
Total non-current liabilities		8,584,852	9,638,669	8,584,852	9,638,669
Total liabilities		269,776,638	353,649,346	269,776,638	353,649,346
Equity					
Share capital:	22				
Authorised share capital					
25,000,000 common shares, Baht 10 par value		250,000,000	250,000,000	250,000,000	250,000,000
Issued and paid-up share capital					
12,000,000 common shares, Baht 10 par value		120,000,000	120,000,000	120,000,000	120,000,000
Premium on ordinary shares	22	279,255,971	279,255,971	279,255,971	279,255,971
Surplus on change of shareholding					
in investment under common control		11,018,736	11,018,736	-	-
Retained earnings					
Appropriated					
Legal reserve	23	7,883,112	7,318,396	7,883,112	7,318,396
Unappropriated		45,850,016	41,416,019	58,388,327	53,658,716
Other component of equity		(4,797,582)	(4,195,778)	(4,797,582)	(4,195,778)
Total equity		459,210,253	454,813,344	460,729,828	456,037,305
Total liabilities and equity		728,986,891	808,462,690	730,506,466	809,686,651

The accompanying notes are an integral part of these financial statements.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2018

		Financial statements in which the equity method is applied		Separate financial statements	
	Note	2018	2017	2018	2017
		(in Baht)			
Revenue					
Revenue from sale of goods		673,593,555	647,629,038	673,593,555	647,629,038
Revenue from rendering of services		142,055,181	133,112,649	142,055,181	133,112,649
Other income	4, 25	40,095,914	35,237,744	40,438,086	35,379,395
Total revenue		855,744,650	815,979,431	856,086,822	816,121,082
Expenses					
Cost of sales of goods	4	383,545,282	351,335,853	383,545,282	351,335,853
Cost of rendering of services		96,753,278	89,130,918	96,753,278	89,130,918
Distribution costs	5	300,979,852	294,855,475	300,979,852	294,855,475
Administrative expenses	5	53,854,044	60,603,375	53,854,044	60,603,375
Finance costs	5	7,684,270	10,059,176	7,684,270	10,059,176
Total expenses		842,816,726	805,984,797	842,816,726	805,984,797
Share of profit (loss) from investment in associate	10	46,558	33,202	-	-
Profit before income tax expense		12,974,482	10,027,836	13,270,096	10,136,285
Tax expense	27	1,975,769	1,386,160	1,975,769	1,386,160
Profit for the year		10,998,713	8,641,676	11,294,327	8,750,125
Other comprehensive income					
Items that will be reclassified subsequently to profit or loss					
Loss on remeasurement available-for-sale investments		(752,254)	(742,356)	(752,254)	(742,356)
Income tax relating to items that will be reclassified	27	150,450	148,471	150,450	148,471
Total items that will be reclassified subsequently to profit or loss		(601,804)	(593,885)	(601,804)	(593,885)
Item that will not be reclassified to profit or loss					
Gains (losses) on remeasurements of defined benefit plans	27	-	(728,165)	-	(728,165)
Income tax relating to items that will not be reclassified	27	-	145,633	-	145,633
Total items that will not be reclassified to profit or loss		-	(582,532)	-	(582,532)
Other comprehensive income for the year - net of tax		(601,804)	(1,176,417)	(601,804)	(1,176,417)
Total comprehensive income for the year		10,396,909	7,465,259	10,692,523	7,573,708
Basic earnings per share	28	0.92	0.72	0.94	0.73

The accompanying notes are an integral part of these financial statements.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2018

Financial statements in which the equity method is applied							
Note	Issued and paid-up share capital	Share premium	Surplus on change of shareholding in investment under common control	Retained earnings		Other component of equity Investments held as available for sale	Total equity
				Legal reserve	Unappropriated		
				(in Baht)			
Balance at January 1, 2017	120,000,000	279,255,971	11,018,736	6,880,396	42,794,875	(3,601,893)	456,348,085
Transactions with owners, recorded directly in equity							
Dividends to owners of the Company	29	-	-	-	(9,000,000)	-	(9,000,000)
Total distributions to owners of the parent		-	-	-	(9,000,000)	-	(9,000,000)
Comprehensive income for the period							
Profit or loss		-	-	-	8,641,676	-	8,641,676
Other comprehensive income		-	-	-	(582,532)	(593,885)	(1,176,417)
Total comprehensive income for the period		-	-	-	8,059,144	(593,885)	7,465,259
Transfer to retained earnings		-	-	438,000	(438,000)	-	-
Balance at December 31, 2017	120,000,000	279,255,971	11,018,736	7,318,396	41,416,019	(4,195,778)	454,813,344
Transactions with owners, recorded directly in equity							
Dividends to owners of the Company	10	-	-	-	(6,000,000)	-	(6,000,000)
Total distributions to owners of the parent		-	-	-	(6,000,000)	-	(6,000,000)
Comprehensive income for the period							
Profit or loss		-	-	-	10,998,713	-	10,998,713
Other comprehensive income		-	-	-	-	(601,804)	(601,804)
Total comprehensive income for the period		-	-	-	10,998,713	(601,804)	10,396,909
Transfer to retained earnings				564,716	(564,716)	-	-
Balance at December 31, 2018	120,000,000	279,255,971	11,018,736	7,883,112	45,850,016	(4,797,582)	459,210,253

The accompanying notes are an integral part of these financial statements.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2018

		Separate financial statements				Other component	
		Issued and paid-up share capital	Share premium	Retained earnings		of equity	Total
Note				Legal reserve	Unappropriated	Investments held as available for sale	equity
		(in Baht)					
Balance at January 1, 2017		120,000,000	279,255,971	6,880,396	54,929,123	(3,601,893)	457,463,597
Transactions with owners, recorded directly in equity							
Dividends to owners of the Company	29	-	-	-	(9,000,000)	-	(9,000,000)
Total distributions to owners of the parent		-	-	-	(9,000,000)	-	(9,000,000)
Comprehensive income for the period							
Profit or loss		-	-	-	8,750,125	-	8,750,125
Other comprehensive income		-	-	-	(582,532)	(593,885)	(1,176,417)
Total comprehensive income for the period		-	-	-	8,167,593	(593,885)	7,573,708
Transfer to retained earnings		-	-	438,000	(438,000)	-	-
Balance at December 31, 2017		120,000,000	279,255,971	7,318,396	53,658,716	(4,195,778)	456,037,305
Transactions with owners, recorded directly in equity							
Dividends to owners of the Company	29	-	-	-	(6,000,000)	-	(6,000,000)
Total distributions to owners of the parent		-	-	-	(6,000,000)	-	(6,000,000)
Comprehensive income for the period							
Profit or loss		-	-	-	11,294,327	-	11,294,327
Other comprehensive income		-	-	-	-	(601,804)	(601,804)
Total comprehensive income for the period		-	-	-	11,294,327	(601,804)	10,692,523
Transfer to retained earnings		-	-	564,716	(564,716)	-	-
Balance at December 31, 2018		120,000,000	279,255,971	7,883,112	58,388,327	(4,797,582)	460,729,828

The accompanying notes are an integral part of these financial statements.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

STATEMENTS OF CASH FLOW

AS AT DECEMBER 31, 2018

	Financial statements in which the equity method is applied		Separate financial statements	
	2018	2017	2018	2017
	<i>(in Baht)</i>			
<i>Cash flows from operating activities</i>				
Profit (loss) before income tax expense	12,974,482	10,027,836	13,270,096	10,136,285
Adjustments to reconcile profit (loss) to cash provided (used in) :				
Trade accounts receivable (increase) decrease	14,351,335	(39,754,446)	14,351,335	(39,754,446)
Other receivables (increase) decrease	6,039,911	3,804,614	6,039,911	3,804,614
Inventories (increase) decrease	47,403,077	2,757,286	47,403,077	2,757,286
Other current assets (increase) decrease	(384,913)	6,829,245	(384,913)	6,829,245
Other non-current assets (increase) decrease	3,811,199	2,912,661	3,811,199	2,912,661
Trade accounts payable increase (decrease)	(45,618,916)	17,947,772	(45,618,917)	17,947,772
Other payables increase (decrease)	(7,158,943)	1,842,021	(7,158,943)	1,842,021
Other current liabilities increase (decrease)	(1,502,970)	(2,323,184)	(1,502,970)	(2,323,184)
Employee benefits	1,038,073	821,410	1,038,073	821,410
Other non-current provisions (reversal)	302,000	(2,000)	302,000	(2,000)
Depreciation	16,385,327	16,409,396	16,385,327	16,409,396
Amortisation of leasehold rights	2,510,069	3,503,837	2,510,069	3,503,837
Amortisation of intangible assets	829,439	2,869,879	829,439	2,869,879
Impairment losses on investments	-	14,296	-	14,296
Share of (profit) loss from investment in associate	(46,558)	(33,202)	-	-
Bad debts and doubtful accounts (reversal)	1,523,778	200,000	1,523,778	200,000
Loss from decline in value of inventories (reversal)	3,317,173	314,881	3,317,174	314,881
Gain on disposal of investment properties	(11,413,431)	-	(11,413,431)	-
Gain on sale of investment in associate	(9,828,827)	(3,926,108)	(10,171,000)	(4,067,759)
(Gain) loss on disposal of equipment	(99,999)	(3,372,883)	(99,999)	(3,372,883)
Dividend income	(823,000)	(988,974)	(823,000)	(988,974)
Interest income	(169)	(117)	(169)	(117)
Interest expenses	7,684,270	10,059,176	7,684,270	10,059,176
Total adjustment of profit (loss)	41,292,407	29,913,396	41,292,406	29,913,396
Net cash flows provided by (used in) operating activities				
Non-current employee benefit paid	(1,328,500)	-	(1,328,500)	-
Tax paid	(2,985,810)	(639,604)	(2,985,809)	(639,604)
Net cash from (used in) operating activities	36,978,097	29,273,792	36,978,097	29,273,792

The accompanying notes are an integral part of these financial statements.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

STATEMENTS OF CASH FLOW

AS AT DECEMBER 31, 2018

	Financial statements		Separate	
	in which the equity method		financial statements	
	is applied			
	2018	2017	2018	2017
	(in Baht)			
<i>Cash flows from investing activities</i>				
Proceeds from sale of investment in associate	17,500,000	7,000,000	17,500,000	7,000,000
Proceeds from receivable on sales of investment in associate	-	16,606,800	-	16,606,800
Acquisition of long-term investment	-	(4,200,000)	-	(4,200,000)
Proceeds from sale of investment properties	14,300,000	-	14,300,000	-
Proceeds from disposal of equipment	100,000	5,000,000	100,000	5,000,000
Acquisitions of equipment	(32,334,951)	(11,439,416)	(32,334,951)	(11,439,416)
Increase in leasehold rights	-	(1,969,824)	-	(1,969,824)
Acquisitions of intangible assets	-	(3,319,466)	-	(3,319,466)
Dividends received	823,000	988,974	823,000	988,974
Interest received	169	117,000	169	117,000
Net cash from (used in) investing activities	388,218	8,667,185	388,218	8,667,185
<i>Cash flows from financing activities</i>				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	62,719,884	(54,428,591)	62,719,884	(54,428,591)
Payment by a lessee for reduction of the outstanding liability relating to finance lease	(432,336)	(517,274)	(432,336)	(517,274)
Proceeds from short-term loans from related parties	7,550,000	105,641,000	7,550,000	105,641,000
Repayments to short-term loans from related parties	(94,441,000)	(65,250,000)	(94,441,000)	(65,250,000)
Proceeds from short-term loans from other parties	1,000,000	2,200,000	1,000,000.00	2,200,000
Repayments to short-term loans from other parties	(6,000,000)	-	(6,000,000)	-
Dividends paid to owners of the Company	(6,000,000)	(9,000,000)	(6,000,000)	(9,000,000)
Interest paid	(7,684,270)	(10,059,176)	(7,684,270)	(10,059,176)
Net cash from (used in) financing activities	(43,287,722)	(31,414,041)	(43,287,722)	(31,414,041)
Net increase (decrease) in cash and cash equivalents	(5,921,407)	6,526,936	(5,921,407)	6,526,936
Cash and cash equivalents at beginning of year	9,326,319	2,799,383	9,326,319	2,799,383
Cash and cash equivalents at ending of year	3,404,912	9,326,319	3,404,912	9,326,319

Non-cash transactions

During the year ended December 31, 2017, the Company acquired equipment with total costs of Baht 13.0 million of which Baht 11.4 million was acquired by cash payments and Baht 1.5 million was outstanding as liabilities as at December 31, 2017.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018

1 General information

Boutique Newcity Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at 1112/53-75 Soi Sukhumvit 48 (Piyawat), Sukhumvit Road, Phra Khanong, Khlong Toei, Bangkok, Thailand.

The Company was listed on the Stock Exchange of Thailand in November 1987.

The Company’s major shareholders during the financial year was Pavarolavidya Group 55% shareholding.

The principal activities of the Company are engaged in garments retail business. Details of the associate as at December 31, 2018 and 2017 are given in note 10.

2 Basis of preparation of the financial statements

2.1 Statement of compliance

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”) including related interpretations and guidelines promulgated by the Federation of Accounting Professions (FAP); applicable rules and regulations of the Thai Securities and Exchange Commission.

New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Company have adopted the revised financial reporting standards and interpretations (revised 2017) and new accounting treatment guidance which are effective for fiscal years beginning on or after January 1, 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the Company’ financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2019

During the current year, the Federation of Accounting Professions issued a number of revised and new financial reporting standards and interpretations (revised 2018) including new accounting treatment guidance, which are effective for fiscal years beginning on or after January 1, 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018**

The management of the Company believe that most of the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied. However, the new standard involves changes to key principles, as summarised below.

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related Interpretations.

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The management of the Company believe that this standard will not have any significant impact on the financial statements when it is initially applied.

(c) Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2020

During the current year, the Federation of Accounting Professions issued the set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument,

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018

the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Company is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items.

Items	Measurement bases
Available-for-sale investments	Fair value
Defined benefit liability	Present value of the defined benefit obligations as explained in note 3.14

2.3 Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's functional currency. They rounded in the notes to the financial statements to the nearest thousand unless otherwise stated.

2.4 Use of judgements and estimate

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively. Assumptions and estimation uncertainties.

2.5 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's Audit Committee.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) 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 (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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 Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

3.1 Basis of preparation of the financial statements in which the equity method is applied

The financial statements in which the equity method is applied relate to the Company and the Company's interests in associates.

Interests in equity-accounted investees

The Company's interests in equity-accounted investees comprise interests in associates.

Associates are those entities in which the Company has significant influence, but not control, over the financial and operating policies.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018

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 financial statements in which the equity method is applied include the Company's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence ceases.

3.2 Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies 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 rates at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency using the foreign exchange rates ruling at the dates of the transactions.

Foreign currency differences arising on translation are generally recognised in profit or loss.

3.3 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.

3.4 Trade and other accounts receivable

Trade and other accounts receivable are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

3.5 Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the specific cost principle, and comprises all costs of purchase 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.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018

3.6 Investments

Investments in associates

Investments in associates in the separate financial statements of the Company are accounted for using the cost method. Investments in associates in the financial statements in which the equity method is applied is accounted for using the equity method.

Investments in equity securities

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 are recognised directly in equity. Impairment losses 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.

Equity securities which are not marketable are stated at cost less any impairment losses.

The fair value of financial instruments classified as 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 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.

3.7 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.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
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The cost of self-constructed investment property includes the cost of materials and direct labor, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful life is as follows:

Condominium	20	years
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3.8 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 labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. 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.

Leased assets

Leases in terms of which the Company substantially assumes all the risk and rewards of ownership are classified as finance leases. Vehicles 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.

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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 Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of 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. The estimated useful lives are as follows:

Buildings and structures	20	years
Furniture, fixtures and equipment	5	years
Vehicles	5	years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

3.9 Intangible assets

Intangible assets that are acquired by the Company and have finite useful lives 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 are recognised in profit or loss as incurred.

Amortisation

Amortisation is based on the cost of the asset.

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:

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Computer software

3 years

Amortisation methods and useful lives are reviewed at each financial year-end and adjusted if appropriate.

3.10 Leasehold rights

Leasehold rights are stated at cost less accumulated amortisation and impairment losses.

Amortisation

Leasehold rights are charged to profit or loss on a straight-line basis over the term of lease period from 3 years to 30 years.

3.11 Impairment

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised 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 available-for-sale financial assets is calculated by reference to the fair value.

The recoverable amount of a non-financial asset is the greater of the assets' 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.

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Reversals 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 available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

Impairment losses recognised in prior periods in respect of other 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.

3.12 Interest-bearing liabilities

Interest-bearing liabilities are stated at cost.

3.13 Trade and other accounts payable

Trade and other accounts payable are stated at cost.

3.14 Employee benefits

Defined benefit plans

The Company'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 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 other comprehensive income. The Company 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. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

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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 Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company 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.

3.15 Provisions

A provision is recognised if, as a result of a past event, the Company 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.

3.16 Revenue

Sale of goods and services rendered

Revenue is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods. Service income is recognised as services are provided.

Investments

Revenue from investments comprises rental income from investment properties, dividend and interest income from investments and bank deposits.

Rental income

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.

Dividend income

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Dividend income is recognised in profit or loss on the date the Company's right to receive payments is established.

Interest income

Interest income is recognised in profit or loss as it accrues.

3.17 Finance costs

Interest expenses and similar costs are charged to the statement of income 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 year of time to be prepared for its intended use or sale.

3.18 Lease payments

Payments made under operating leases 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.

Determining whether an arrangement contains a lease

At inception of an arrangement, the Company determines whether such an arrangement is or contains a lease. A specific asset is the subject of a lease if fulfilment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the Company the right to control the use of the underlying asset.

At inception or upon reassessment of the arrangement, the Company separates payments and other consideration required by such an arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. Subsequently the liability is reduced as payments are made and an imputed finance charge on the liability is recognised using the Company's incremental borrowing rate.

3.19 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 items recognised directly in equity or in other comprehensive income.

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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.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company 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 Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company 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 Company 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. 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.

3.20 Earnings per share

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic 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 period.

3.21 Segment reporting

Segment results that are reported to the Company's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

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4 Related parties

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Relationships with associate are described in note 11. Relationship with key management and other related parties were as follows:

Name of entities	Country of incorporation/ nationality	Nature of relationships
Key management personnel	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company
Mrs. Sirina Pavarolavidya	Thai	Major shareholder and director of related companies
Mr. Panitarn Pavarolavidya	Thai	Major shareholder and director
Mrs. Pravara Ekaraphanich	Thai	Major shareholder and director
Miss Sunee Thipudomluk	Thai	Director
Poomkajana Co., Ltd.	Thailand	Common shareholders and directors
Varathan Co., Ltd.	Thailand	Common shareholders and directors
Phuphet Co., Ltd.	Thailand	Common shareholders and directors
Chokthani Co., Ltd.	Thailand	Common shareholders and directors
Ban-Prajuab Co., Ltd.	Thailand	Common shareholders and directors
Sirichaikiat Co., Ltd.	Thailand	Common shareholders and directors
Sirathan Co., Ltd.	Thailand	Common shareholders and directors
BTFA Co., Ltd.	Thailand	Common shareholders and directors
Saha Pathana Inter-Holding PCL.	Thailand	Common shareholders

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Name of entities	Country of incorporation/ nationality	Nature of relationships
I.C.C. International PCL.	Thailand	Common shareholders
Sirinapavarolavidya Foundation	Thailand	Common directors
Love Mom Association	Thailand	Common directors

The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Revenue from sale of goods	Mutually agreed price
Other income	Cost plus margin
Purchases of goods	Cost plus margin
Interest expense	6 month fixed deposit rate of certain local financial institution plus 2% per annum
Key management personnel compensation	As defined by the nomination and remuneration committee
Distribution costs and administrative expenses	Mutually agreed price
Sale of investment properties	Contractual agreed price

Significant transactions for the years ended December 31, 2018 and 2017 with related parties were as follows:

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	

Related parties

Revenue from sale of goods	178	-
Sales - land and building under investment	14,300	-
Other income	2,568	13,604
Purchases of goods	416,199	420,621
Distribution costs	11,077	8,851
Administrative expenses	4,314	8,405

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**Financial statements in which
the equity method is applied /
separate financial statements**

2018 2017

(in thousand Baht)

Interest expense	1,053	3,374
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Key management personnel

Key management personnel compensation

Short-term benefits	7,198	7,42	
		2	
Post-employment benefits	287	265	
Total key management personnel compensation		7,485	7,687

Investment property sale agreement

In September 2018, the Company entered into the sale agreement for condominium with an associate of Baht 14.3 million. The Company received proceeds from sale of condominium and the ownership transfer was completed in December 2018.

Balances as at 31 December 2018 and 2017 with related parties were as follows:

**Financial statements in which
the equity method is applied /
separate financial statements**

2018 2017

(in thousand Baht)

Trade accounts receivable

Related parties	191	-
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Trade accounts payable

Related parties	52,980	96,701
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Other payables

Related parties	3,289	-
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BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
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	Financial statements in which the equity method is applied / separate financial statements			
	Interest rate			
	2018	2017	2018	2017
	(% per annum)		(in thousand Baht)	
Short-term loans from related parties				
Mr. Pramote Pavarolavidya	3.60	4.80	-	50,000
Mrs. Pravara Ekaraphanich	3.60	4.80	-	20,450
Mr. Amnuay Lertsukhontharos	3.60	4.80	-	5,000
Sirinapavarolavidya Foundation	3.60	4.80	-	4,000
Varathan Co., Ltd.	3.60	4.80	-	3,000
Miss Sunee Thipudomluk	3.60	4.80	-	2,800
Mr. Panitarn Pavarolavidya	3.60	4.80	-	1,191
Love Mom Association	3.60	4.80	-	450
Total short-term loans from related parties			-	86,891

Movements during the years ended December 31 of short-term loans from related parties were as follows:

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Short-term loans from related parties		
At 1 January	86,891	46,500
Increase	7,550	105,641
Decrease	(94,441)	(65,250)
At 31 December	-	86,891

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5 Cash and cash equivalents

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Cash on hand	977	1,391
Cash at banks - current accounts	2,427	7,934
Cash at banks - savings accounts	1	1
Total	3,405	9,326

6 Trade accounts receivable

		Financial statements in which the equity method is applied / separate financial statements	
	Note	2018	2017
		(in thousand Baht)	
Related parties	4	191	-
Other parties		81,579	96,413
Total		81,770	96,413
Less allowance for doubtful accounts		(1,735)	(503)
Net		80,035	95,910
Bad and doubtful debt expense for the year		1,232	200

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Aging analyses for trade accounts receivable were as follows:

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Other parties		
Within credit terms	71,236	77,917
Overdue:		
Less than 3 months	4,368	10,241
3-6 months	1,239	4,928
6-12 months	2,999	2,420
Over 12 months	1,928	907
	81,770	96,413
Less allowance for doubtful accounts	(1,735)	(503)
Net	80,035	95,910

The normal credit term granted by the Company ranges from 30 days to 180 days.

7 Other receivables

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Other receivables	4,325	9,788
Guarantee and deposit	-	864
Accrued income	930	583
Prepaid expenses	69	239
Others	339	229
Total	5,663	11,703

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8 Inventories

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Finished goods	296,780	344,183
Less allowance for decline in value of inventories	(6,147)	(2,830)
Net	290,633	341,353

9 Other current assets

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Withholding tax	2,701	2,140
Value added tax receivable	1,384	745
Others	5,254	5,509
Total	9,339	8,394

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10 Investment in associate

	Financial statements		Separate	
	in which the equity method		financial statements	
	is applied			
	2018	2017	2018	2017
	(in thousand Baht)			
At 1 January	42,902	45,943	41,051	43,984
Disposals	(7,671)	(3,074)	(7,329)	(2,933)
Share of profits (losses) from investment	46	33	-	-
At 31 December	35,277	42,902	33,722	41,051

In March 2018, the Company sold 6.03% of its 33.79 percent interest of the issued and paid-up capital of Choksamakkhee Co., Ltd., an associate of the Company, to a shareholder of the Company at the selling price of Baht 17.5 million which are accounted for using the equity method of Baht 7.7 million for the financial statements in which the equity method is applied and are accounted for using the cost method of Baht 7.3 million for the separate financial statements. The Company recognised gain on sale of investment in associate in other income of Baht 9.8 million and Baht 10.2 million in the statement of comprehensive income in which the equity method is applied and separate financial statements for the year ended December 31, 2018, respectively.

In September 2017, the Company sold 2.42% of its 36.21 percent interest of the issued and paid-up capital of Choksamakkhee Co., Ltd., an associate of the Company, to other party at the selling price of Baht 7 million which are accounted for using the equity method of Baht 3.1 million for the financial statements in which the equity method is applied and are accounted for using the cost method of Baht 2.9 million for the separate financial statements. The Company recognised gain on sale of investment in associate in other income of Baht 3.9 million and Baht 4.1 million in the statement of comprehensive income in which the equity method is applied and separate financial statements for the year ended December 31, 2017, respectively.

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Investment in associate as at December 31, 2018 and 2017 was as follows:

Financial statements in which the equity method is applied

	Type of	Country of	Ownership		Paid-up capital		Cost		Equity		Impairment		At equity - net	
	business	incorporation	interest											
			2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
			(%)						(in thousand Baht)					
<i>Associate</i>														
Choksamukkhee Co., Ltd.	Construction	Thailand	27.76	33.79	116,000	116,000	33,722	41,051	35,277	42,902	-	-	35,277	42,902

Separate financial statements

	Type of	Country of	Ownership		Paid-up capital		Cost		Impairment		At cost - net	
	business	incorporation	interest		2018	2017	2018	2017	2018	2017	2018	2017
			2018	2017								
			(%)		(in thousand Baht)							
<i>Associate</i>												
Choksamukkhee Co., Ltd.	Construction	Thailand	27.76	33.79	116,000	116,000	33,722	41,051	-	-	33,722	41,051

Company's associate is not publicly listed and consequently does not have published price quotations.

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The following table summarises the financial information of the associate 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 Company's interest in this associate.

	Choksamakhee Co.,Ltd. (in thousand Baht)	
	2018	2017
Revenue	754	742
Total comprehensive income (100%)	141	98
Percentage of shareholding	27.76	33.79
Total comprehensive income of the Company's interest	47	33
Current assets	8,424	8,435
Non-current assets	123,467	123,513
Current liabilities	(405)	(593)
Non-current liabilities	(1,589)	(1,589)
Net assets (100%)	129,897	129,766
Percentage of shareholding	27.76	33.79
Book value of investment in associate	35,277	42,902

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11 Other long-term investments

	Financial statements		Separate	
	in which the equity method		financial statements	
	is applied			
	2018	2017	2018	2017
	(in thousand Baht)			
<i>Other long-term investments</i>				
Equity securities available for sale	762	1,515	762	1,515
Other non-marketable equity securities				
Related party	47,211	47,211	50,286	50,286
Other parties	9,525	9,525	9,525	9,525
	56,736	56,736	59,811	59,811
Total	57,498	58,251	60,573	61,326

Movements during the year ended 31 December of equity securities were as follows:

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Available-for-sale securities		
At 1 January	1,515	2,257
Valuation adjustment	(753)	(742)
At 31 December	762	1,515

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	Financial statements		Separate	
	in which the equity method		financial statements	
	is applied			
	2018	2017	2018	2017
	(in thousand Baht)			
Other non-marketable equity securities				
At 1 January	57,370	53,170	60,445	56,245
Acquisitions	-	4,200	-	4,200
Allowance for impairment	(634)	(634)	(634)	(634)
At 31 December	56,736	56,736	59,811	59,811

Acquisition

In November 2017, the Company made a new investment in 3% of the issued and paid-up capital of American Food Co., Ltd. for a consideration of Baht 4.2 million. (420,000 shares at Baht 10 par value).

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Other non-marketable equity securities recorded by the cost method as at 31 December, and dividend income for the years then ended, were as follows:

Financial statement in which the equity method is applied													
	Type of Business	Ownership interest		Paid-up capital		Cost		Impairment		Cost – net of impairment		Dividend income	
		2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
		(%)		(in thousand baht)									
Related party													
Panivara Co., Ltd.	Real estate	18.66	18.66	284,000	284,000	47,211	47,211	-	-	47,211	47,211	-	-
Other parties													
Thai Steflex Co., Ltd.	Produce and sell parts to garments manufacturer	2.00	2.00	60,000	60,000	1,200	1,200	-	-	1,200	1,200	36	180
Janome (Thailand) Co., Ltd.	Produce machine for Garment	2.00	2.00	97,400	97,400	2,759	2,759	-	-	2,759	2,759	487	487
Thai Sumsung Electronics Co., Ltd.	Produce and sell Electronic equipment	0.08	0.08	1,200,000	1,200,000	1,000	1,000	-	-	1,000	1,000	300	300
Thai Bunka Fashion Co., Ltd.	Fashion academy	4.00	4.00	25,000	25,000	1,000	1,000	(634)	(634)	366	366	-	-
American Food Co., Ltd.	Producer ice cream products	3.00	3.00	140,000	140,000	4,200	4,200	-	-	4,200	4,200	-	-
Total						57,370	57,370	(634)	(634)	56,736	56,736	823	967

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Separate financial statements

	Type of Business	Ownership interest		Paid-up capital		Cost		Impairment		Cost – net of impairment		Dividend income	
		2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
		(%)		(in thousand baht)									
Related party													
Panivara Co., Ltd.	Real estate	18.66	18.66	284,000	284,000	50,286	50,286	-	-	50,286	50,286	-	-
Other parties													
Thai Stefex Co., Ltd.	Produce and sell parts to garments manufacturer	2.00	2.00	60,000	60,000	1,200	1,200	-	-	1,200	1,200	36	180
Janome (Thailand) Co., Ltd.	Produce machine for Garment	2.00	2.00	97,400	97,400	2,759	2,759	-	-	2,759	2,759	487	487
Thai Sumsung Electronics Co., Ltd.	Produce and sell Electronic equipment	0.08	0.08	1,200,000	1,200,000	1,000	1,000	-	-	1,000	1,000	300	300
Thai Bunka Fashion Co., Ltd.	Fashion academy	4.00	4.00	25,000	25,000	1,000	1,000	(634)	(634)	366	366	-	-
American Food Co., Ltd.	Producer ice cream products												
Related party		3.00	3.00	140,000	140,000	4,200	4,200	-	-	4,200	4,200	-	-
Total						60,445	60,445	(634)	(634)	59,511	59,511	823	967

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

12 Investment properties

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Cost		
At 1 January	87,728	87,728
Disposals	(15,433)	-
At 31 December	72,295	87,728
Accumulated depreciation		
At 1 January	12,043	11,363
Depreciation charge for the year	503	680
Disposals	(12,546)	-
At 31 December	-	12,043
Net book value		
At December 31,	72,295	75,685

Investment properties as at December 31, 2018 comprise land at appraised value totaling Baht 306.9 million (2017: land and condominium at appraised value Baht 314.5 million and Baht 14.1 million, respectively). The appraised value of land was got from Government agency. Condominium appraised was valued at open market values on an existing use basis by market approach which was determined by external, independent property value according to the appraisal report in 2014.

In September 2018, the Company sold condominium to related party amounting to Baht 14.3 million (Note 4) and recognised gain from sale of condominium amounting to Baht 11.4 million as other income in the statement of comprehensive income for the year ended December 31, 2018.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

13 Property, plant and equipment

	Financial statements in which the equity method is applied/ Separate financial statements					
	Land	Buildings and structures	Furniture, fixture and equipment	Vehicles	Assets under construction	Total
						(in thousand Baht)
Cost						
At January 1, 2017	7,480	24,675	223,556	15,657	881	272,249
Additions	-	-	2,413	170	10,395	12,978
Disposals	-	-	(18,618)	-	-	(18,618)
At December 31, 2017	7,480	24,675	207,351	15,827	11,276	266,609
Additions	-	-	8,066	-	24,268	32,334
Disposals	-	-	-	(640)	-	(640)
Transfer	-	-	5,800	-	(5,800)	-
At December 31, 2018	7,480	24,675	221,217	15,187	29,744	298,303
Accumulated depreciation						
At January 1, 2017	-	24,675	176,266	12,694	-	213,635
Depreciation charge for the year	-	-	14,503	1,226	-	15,729
Disposals	-	-	(16,990)	-	-	(16,990)
At December 31, 2017	-	24,675	173,779	13,920	-	212,374
Depreciation charge for the year	-	-	15,032	850	-	15,882
Disposals	-	-	-	(640)	-	(640)
At December 31, 2018	-	24,675	188,811	14,130	-	227,616

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

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Financial statements in which the equity method is applied/ Separate financial statements

	Land	Buildings and structures	Furniture, fixture and equipment	Vehicles	Assets under construction	Total
	(in thousand Baht)					
At December 31, 2017						
Owned assets	7,480	-	33,572	273	11,276	52,601
Assets under finance leases	-	-	-	1,634	-	1,634
	7,480	-	33,572	1,907	11,276	54,235
At December 31, 2018						
Owned assets	7,480		32,406	193	29,744	69,823
Assets under finance leases	-		-	864	-	864
	7,480	-	32,406	1,057	29,744	70,687

The gross amount of the Company's fully depreciated property, plant and equipment that was still in use as at December 31, 2018 amounted to Baht 180.9 million (2017: Baht 165.4 million).

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018****14 Leasehold rights**

Movements during the years ended 31 December of leasehold rights are as follows:

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
At 1 January	11,650	13,184
Additions	-	1,970
Amortisation for the year	(2,510)	(3,504)
At 31 December	9,140	11,650

The Company entered into lease and leasehold right agreements for its store's space for periods of 3 years to 30 years. The longest agreement will expire in May 2022. The Company paid for the leasehold rights approximately Baht 46.5 million (2017: Baht 48.6 million).

15 Deferred tax

Deferred tax assets and liabilities as at December 31, 2018 and 2017 were as follows:

	Financial statements in which the equity method is applied / separate financial statements			
	Assets		Liabilities	
	2018	2017	2018	2017
	(in thousand Baht)			
Total	14,090	13,517	-	(27)
Set off of tax	-	(27)	-	27
Net deferred tax assets	14,090	13,490	-	-

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

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Movements in deferred tax assets and liabilities during the year 2018 were as follows:

**Financial statements in which the equity method is applied /
separate financial statements**
(Charged) / Credited to:

	At January 1, 2018	Profit or loss (in thousand Baht)	Other comprehensive income	At December 31, 2018
Deferred tax assets				
Trade accounts receivable (allowance for doubtful accounts)	101	246	-	347
Inventories (allowance for decline in value)	566	663	-	1,229
Other long-term investments (allowance for impairment and valuation adjustment)	1,175	1	150	1,326
Other payables (provision for sales promotion)	-			
Provision for employee benefit obligations	1,397	(58)	-	1,339
Difference from recognition of revenue and cost of sales	10,278	(469)	-	9,809
Total	13,517	383	150	14,050
Deferred tax liabilities				
Finance lease liabilities	(27)	67	-	40
Total	(27)	67	-	40
Net	13,490	450	150	14,090

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

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16 Other non-current assets

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Deposit	68,051	71,862
Total	68,051	71,862

17 Interest-bearing liabilities

		Financial statements in which the equity method is applied / separate financial statements	
	Note	2018	2017
		(in thousand Baht)	
Current			
Bank overdrafts			
Unsecured		20,247	4,289
Short-term loans from financial institutions			
Unsecured		150,000	100,000
Liabilities under trust receipts		1,895	5,133
Bank overdrafts and short-term loans from financial institutions		172,142	109,422
Short-term loans from related parties			
Unsecured	4	-	86,891
Short-term loans from other parties			
Unsecured		-	5,000
Current portion of finance lease liabilities		1,065	432
Total current interest-bearing liabilities		173,207	201,745

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

		Financial statements in which the equity method is applied / separate financial statements	
	Note	2018	2017
		(in thousand Baht)	
Non-current			
Finance lease liabilities		-	1,066
Total non-current interest-bearing liabilities		-	1,066
Total interest-bearing liabilities		173,207	202,811

As at December 31, 2018, bank overdrafts bear interest at rates ranging from 6.87% to 7.67% per annum (2017: ranging from 6.87% to 7.63% per annum). Liabilities under trust receipts bear interest at the rate of 2.50% per annum (2017: 2.95% per annum). Loans from financial institutions as at 31 December 2018 bear interest at rates ranging from 3.50% to 5.50% per annum (2017: ranging from 3.50% to 5.50% per annum).

Under the terms of the agreements covering the Company's liabilities under trust receipts, certain imported inventories have been released to the Company in trust for the banks. The Company was accountable to the banks for the trusted inventories or its sales proceeds.

As at December 31, 2018, the Company had unutilised credit facilities totaling Baht 147.5 million (2017: Baht 92.72 million).

18 Trade accounts payable

		Financial statements in which the equity method is applied / separate financial statements	
	Note	2018	2017
		(in thousand Baht)	
Related parties	4	52,980	96,701
Other parties		464	2,362
Total		53,444	99,063

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018****19 Other payables**

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Accrued operating expenses	23,137	28,220
Others	2,135	4,211
Total	25,272	32,431

20 Other current liabilities

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Advance received from customers	7,263	7,651
Withholding tax payable	674	1,000
Value added tax payable	-	736
Others	1,331	1,384
Total	9,268	10,771

21 Non-current provisions for employee benefits

The Company operates defined benefit plan based on the requirement of Thai Labor Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

The defined benefit plan exposes the Company to actuarial risks, such as longevity risk and interest rate risk.

Movement in the present value of the defined benefit obligations:

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
At 1 January	6,983	5,433
Included in profit or loss:		
Current service cost	883	679
Interest on obligations	155	143
	1,038	822
Recognised in other comprehensive		
Actuarial losses (gains)	-	728
Other		
Benefits paid	(1,329)	-
At 31 December	6,692	6,983

Actuarial losses (gains) recognised in other comprehensive income arising from:

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Demographic assumptions	-	211
Financial assumptions	-	(1,694)
Experience adjustment	-	2,211
Total	-	728

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018**

On December 13, 2018, the National Legislative Assembly passed a resolution approving the draft of a new Labor Protection Act, which is in the process being announced in the Royal Gazette. The new Labor Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employees are entitled to receive compensation of not less than that of the last 400 days, based on the final wage rate. This change is considered a post-employment benefits plan amendment. The Company will reflect the effect of the change by recognizing past service cost as an expense in the consolidated and separate statements of profit or loss, of the period in which the law is effective. At present, is during estimate the effect to the financial statement.

22 Share capital

	Par value	2018		2017	
	per share	Number	Amount	Number	Amount
	(in Baht)	(thousand shares / thousand Baht)			
Authorised					
At 1 January					
- ordinary shares	10	<u>25,000</u>	<u>250,000</u>	<u>25,000</u>	<u>250,000</u>
At 31 December					
- ordinary shares	10	<u>25,000</u>	<u>250,000</u>	<u>25,000</u>	<u>250,000</u>
Issued and paid-up					
At 1 January					
- ordinary shares	10	<u>12,000</u>	<u>120,000</u>	<u>12,000</u>	<u>120,000</u>
At 31 December					
- ordinary shares	10	<u>12,000</u>	<u>120,000</u>	<u>12,000</u>	<u>120,000</u>

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

23 Reserves

Reserves comprise appropriations of profit and/or retained earnings.

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 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.

During the years 2018 and 2017, the Company set up legal reserve in amounting to Baht 0.6 million and Baht 0.4 million, respectively.

Other component of equity

Fair value changes in available-for-sale investments

The fair value changes in available-for-sale investments account within equity comprises the cumulative net change in the fair value of available-for-sale investments until the investments are derecognised or impaired.

Movements in reserves

Movements in reserves are shown in the statements of changes in equity.

24 Segment information

The Company has four reportable segments, as described below, which are the Company’s strategic divisions. The chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Company’s reportable segments.

- Segment 1 Lady Apparel
- Segment 2 Men’s Clothing
- Segment 3 Accessories
- Segment 4 Uniforms

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Information about reportable segments:

	Financial statements in which the equity method is applied								Total reportable segments	
	Lady Apparel		Men's Clothing		Accessories		Uniforms		2018	2017
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
	(in thousand Baht)									
External revenue	641,328	617,901	16,265	18,132	16,001	11,596	142,055	133,113	815,649	780,742
Cost of sales of goods/										
cost of rendering of services	361,306	329,421	12,572	12,749	9,668	8,109	96,753	90,188	480,299	440,467
Segment profit before income tax	<u>280,022</u>	<u>288,480</u>	<u>3,693</u>	<u>5,383</u>	<u>6,333</u>	<u>3,487</u>	<u>45,302</u>	<u>42,925</u>	<u>335,350</u>	<u>340,275</u>
Unallocated amounts of revenue and expenses:										
Other income									40,096	35,238
Distribution costs									(300,980)	(294,855)
Administrative expenses									(53,854)	(60,604)
Finance costs									(7,684)	(10,059)
Share of profit (loss) from investment in associate									46	33
Tax expense									<u>(1,975)</u>	<u>(1,386)</u>
Profit for the year									<u>10,999</u>	<u>8,642</u>
Segment assets as at 31 December									728,987	808,463
Segment liabilities as at 31 December									269,777	353,649

Geographical segments

The Company operates principally in Thailand.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

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25 Other income

	Note	Financial statements in which the equity method is applied		Separate financial statements	
		2018	2017	2018	2017
		(in thousand Baht)			
Rental income		7,462	7,034	7,462	7,034
Compensation from insurance policy		3,209	-	3,209	-
Penalty income from delay of delivery			5,809	-	5,809
Sales promotion income			5,201	-	5,201
Gain on sale of investment in associate	10	9,829	3,926	10,171	4,067
Commission income			3,761	-	3,761
Gain on disposal of equipment		100	3,373	100	3,373
Dividend income		823	989	823	989
Compensation income		1,182	779	1,182	779
Tuition fee income		127	374	127	374
Gain on disposal of investment properties	12	11,413	-	11,413	-
Others		5,951	3,992	5,951	3,992
Total		40,096	35,238	40,438	35,379

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

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26 Expenses by nature

	Financial statements in which the equity method is applied/ separate financial statements	
	2018	2017
	(in thousand Baht)	
Purchases of finished goods	480,299	440,467
Rental expenses	181,490	205,279
Employee benefit expenses	65,573	47,737
Sales supporting expenses	45,461	20,264
Sales promotion expenses	9,671	13,826
Depreciation	16,385	16,410
Utility expenses	8,868	10,185
Credit card fee	7,882	5,598
Property tax expenses	5,648	8,956
Supply expenses	5,009	4,555
Amortisation	3,339	6,374
Others	5,507	16,275
Total	835,132	795,926

27 Income tax expense

	Financial statements in which the equity method is applied/ separate financial statements	
	2018	2017
	(in thousand Baht)	
Income tax recognised in profit or loss		
Current tax expense		
Current year	2,426	-

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

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	Financial statements in which the equity method is applied/ separate financial statements	
	2018	2017
	(in thousand Baht)	
Deferred tax expense		
Movements in temporary differences	(450)	1,386
Total	1,976	1,386
Income tax recognised in other comprehensive income		
Fair value changes in available-for-sale investments	(150)	(148)
Defined benefit plan actuarial gains (losses)	-	(146)
Total	(150)	(294)

Reconciliation of effective tax rate

	Financial statements in which the equity method is applied			
	2018		2017	
	Rate	(in thousand	Rate	(in thousand Baht)
	(%)	Baht)	(%)	
Profit before income tax expense		12,974		10,028
Income tax using the Thai corporation tax rate	20	2,595	20	2,006
Dividend income not subject to tax		(165)		(198)
Additional expenses for tax purposes		(1,009)		(984)
Expenses not deductible for tax purposes		114		123
Current year tax losses for which no deferred tax asset was recognised		-		449
Others		441		(10)
Total	15.2	1,976	13.8	1,386

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

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	Separate financial statements			
	2018		2017	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit before income tax expense		<u>13,270</u>		<u>10,136</u>
Income tax using the Thai corporation tax rate	20	2,654	20	2,028
Dividend income not subject to tax		(165)		(198)
Additional expenses for tax purposes		(1,009)		(984)
Expenses not deductible for tax purposes		114		101
Current year tax losses for which no deferred tax asset was recognised		-		449
Others		<u>382</u>		<u>(10)</u>
Total	14.9	<u>1,976</u>	13.7	<u>1,386</u>

28 Earnings per share

The calculations of basic earnings per share for the years ended 31 December 2018 and 2017 were based on the profit for the years attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the years as follows:

	Financial statements in which the equity method is applied		Separate financial statements	
	2018	2017	2018	2017
	(in thousand Baht / thousand shares)			
Profit for the year attributable to ordinary shareholders of the Company (basic)	<u>10,999</u>	<u>8,642</u>	<u>11,294</u>	<u>8,750</u>
Number of ordinary shares outstanding	<u>12,000</u>	<u>12,000</u>	<u>12,000</u>	<u>12,000</u>
Earnings per share (basic) (in Baht)	<u>0.92</u>	<u>0.72</u>	<u>0.94</u>	<u>0.73</u>

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

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29 Dividends

At the annual general meeting of the shareholders of the Company held on April 23, 2018, the shareholders approved the appropriation of dividend of Baht 0.50 per share, amounting to Baht 6.0 million. The dividend was paid to shareholders in May 2018.

At the annual general meeting of the shareholders of the Company held on April 24, 2017, the shareholders approved the appropriation of dividend of Baht 0.75 per share, amounting to Baht 9.0 million. The dividend was paid to shareholders in May 2017

30 Financial instruments

Financial risk management policies

The Company 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 Company does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Company. The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved.

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 Company 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.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company's operations and its cash flows. The Company is primarily exposed to interest rate risk from its borrowings. The Company does not use derivative financial instruments to hedge such risk.

The effective interest rates of interest-bearing financial liabilities as at 31 December and the periods in which those liabilities mature were as follows:

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

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	Effective interest rate (% per annum)	Financial statements in which the equity method is applied / separate financial statements		
		Within 1 year	After 1 year but within 5 years	Total
		(in thousand Baht)		
2018				
Bank overdrafts	6.87 - 7.67	20,247	-	20,247
Short-term loans from financial institutions	3.50 - 5.50	150,000	-	150,000
Liabilities under trust receipts	2.50	1,895	-	1,895
Finance lease liabilities	8.66	1,065	-	1,065
Total		173,207	-	173,207
2017				
Bank overdrafts	6.87 - 7.63	4,289	-	4,289
Short-term loans from financial institutions	3.50 - 5.50	100,000	-	100,000
Liabilities under trust receipts	2.95	5,133	-	5,133
Short-term loans from related parties	4.80	86,891	-	86,891
Short-term loans from other parties	4.80	5,000	-	5,000
Finance lease liabilities	3.65 - 8.00	432	1,066	1,498
Total		201,745	1,066	202,811

Foreign currency risk

The Company is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Company does not use derivative financial instruments to hedge such risk.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018**

At December 31, the Company was exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies:

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Ringgit Malaysia		
Trade accounts receivable	1,792	2,364
Gross exposure	1,792	2,364
United States Dollars		
Trade accounts receivable	-	2,791
Gross exposure	-	2,791
Euro		
Trade accounts payable	-	(862)
Gross exposure	-	(862)
Total exposure	1,792	4,293

Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, due to the large number of parties comprising the Company's customer base, Management does not anticipate material losses from its debt collection.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018**

Liquidity risk

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows.

Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Fair values of short-term loans approximate to the carrying amounts due to interest rates referencing to market

**Financial statements in which the equity method is applied /
Separate financial statements**

Carrying amount	Fair value			
	Level 1	Level 2	Level 3	Total
(in thousand Baht)				

December 31, 2018

**Financial assets measured
at fair value**

Equity securities available for sale	762	762	-	-	762
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December 31, 2017

**Financial assets measured
at fair value**

Equity securities available for sale	1,515	1,515	-	-	1,515
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interest rates and these financial instruments have short-term maturity.

Fair values of finance lease liabilities approximate to the carrying amounts due to interest rates approximate to market rates.

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018**

31 Commitments with non-related parties

	Financial statements in which the equity method is applied / separate financial statements	
	2018	2017
	(in thousand Baht)	
Future minimum lease payments under non-cancellable operating leases		
Within one year	93,622	131,114
After one year but within five years	90,574	65,216
Total	184,196	196,330

The Company has lease agreements covering rental and service with certain local companies. These agreements are for the periods until 2022 at the rental fee as indicated in the agreements.

As at December 31, 2018, the Company has guarantee for overdraft lines to two local financial institutions for several related companies amounting to totaling Baht 36.0 million (2017: Baht 36.0 million).

32 Contingent liabilities

As at December 31, 2018, the Company has contingent liabilities for letters of guarantee with several financial institutions, principally guarantee for lease agreement with a company, performing in compliance with the agreements with customers and repayment occurred from credit card for oil usage totaling Baht 12.7 million (2017: Baht 17.7 million).

33 Financial statements approval

Board of Directors of the Company has approved these financial statements on February 26, 2019.

Summary on the Company's Financial status

(Thousand Baht)

	2018	2017	2016	2015
For the year ended 31st December				
Total assets	728,987	806,462	805,859	835,001
Total liabilities	269,777	353,649	349,511	404,396
Shareholder's equity	459,210	454,813	456,348	430,605
Income from sales	673,594	647,629	890,844	948,564
Total income	855,745	815,979	941,132	1,001,850
Gross profit	375,446	340,275	433,076	467,527
Net profit	10,999.71	8,641.68	22,692.17	(10,414.00)
Earning per share (Baht)	0.92	0.72	1.89	(0.65)

Financial Ratio

	2018	2017	2016	2015
For the year ended 31st December				
Net Profit margin	1.29	1.06	2.41	(0.78)
Return on asset	2.69	2.49	4.78	0.18
Return on equity	2.41	1.90	5.12	(1.83)
Earnings per share	0.92	0.72	1.89	(0.65)
Dividend per Share	0.70	0.50	0.75	0.00
Book Value per Share	38.27	37.09	38.03	35.88

Explanatory note and analysis of the statement of financial position, the result of operation and the consolidated financial statements

1. Overview of the business operation

For the year 2018, as for the separate financial statement, the Company gained total income in the amount of 856.09 Million Baht increased from the preceding year by 4.90% and net profit in the amount of 11.29 Million Baht as a result of the Company recognized the associated company's result of operation. Accordingly, due to the financial statement contained investments for using the equity method, the Company gained total income in the amount of 855.74 Million Baht and net profit in the amount of 10.999 Million Baht.

2. Result of operation

As regards the Company laid down a sale goal for 915.29 Million Baht, the actual income was in the amount of 855.74 Million Baht, increased from the preceding year by 39.75 Million Baht or 4.87%.

The revenue from sales of the Company was 673.59 Million Baht, increase from the preceding year by 25.96 Million Baht or 4.01% due to the company Has tried to improve and modify the product management plan to matching with customer needs

The revenue from services of the Company was 142.06 Million Baht, increase from the preceding year by 8.94 Million Baht or 6.72% due to the organization wants to change employee' new uniforms.

The total cost of sales and services of the Company was 480.30 Million Baht, or 58.89% of the revenue from sales and services. In comparison to the preceding year, total cost proportion increased for 2.47%, while the proportion of current expensed decreases, due to the restructuring of cost management policy.

The total selling and administrative expenses of the Company were 354.83 Million Baht, a decrease from the preceding year by 0.62 Million Baht or 0.18%. The Company improved structure of expenditure administration policy to be more efficient.

The total financial cost of the Company were 7.68 Million Baht, a decrease from the preceding year by 2.37 Million Baht because the Company acquired source of funding whose interest rate was lower than the overdraft.

Which the proportion of mentioned expenses above has decreased by 2.43% while revenue increased by 4.90%, therefore, the Company's financial statement showed profit for the year in the amount of 10.999 Million Baht increase from the preceding year by 27.28%.

The rate of remuneration to the shareholders in this year was at 0.92%, in comparison to 0.72% in 2017.

3. Financial status

Assets

As of the year-end of 2018, total assets of the Company were in the amount of 728.99 Million Baht, a decreased from the preceding year by 79.48 Million Baht or (9.83%). The Company had the current assets decreased for 77.61 Million Baht, the non-current assets decreased for 1.86 Million Baht.

The current assets decreased mainly due to the decrease in the Inventories of 50.72 Million Baht due to the management of inventories was more efficient and the trade accounts receivable decreased by 15.88 Million Baht due to payment from trade accounts receivable. Average debt collection period was 39.37 days, in comparison to 35.59 days in 2017.

The non-current assets declined by a major reason was on March 2018 the Company sold 700,000 shares of Choksamakee Company Limited, representing 6.03% of the total equity interest, 33.79% of the issued and paid-up capital to the related person. The total cost for the financial statements in which the equity method is applied 7.70 Million Baht and 7.30 Million Baht for the separated financial statement method. Total sell price 17.50 Million Baht. And on September 2018, the company sold land and buildings to a related company at a total price of 14.30 Million Baht.

4. Liquidity and sufficiency of capital

In 2018, cash and equivalent to cash of the Company were for 3.40 Million Baht, an decrease 5.92 Million Baht in the preceding year as appeared in the following essence.

Cash flow receivable from the Company's operation was at 36.98 Million Baht due to higher sales. Cash flow derived for the sale of Company's investment was at 0.39 Million Baht which included cash flow derived from the sale of capital invested in associated company was at 17.50 Million Baht and selling investment properties was at 14.30 Million Baht and also sold equipment and vehicles was at 0.82 Million Baht. While Cash flows used for purchase equipment

32.33 Million Baht to increase the selling point. The fund-raising activities decrease 43.29 million baht, mainly from repayment short-term loans from related persons and related parties total 94.44 million baht, cash paid to the financial cost in the amount of 7.68 million baht, and dividend payment 6.00 million baht. Cash flow received from overdrafts and short-term loans from the financial institutions total 62.72 million baht. The company had the liquidity ratio and cash cycle by 1.49 times, at 221.56 day in comparison by 1.36 times, at 245.08 days in 2017, the quick turnover ratio was at 0.38 time and in comparison to 0.36 times in 2018. The overall liquidity ratio in 2018 improved from the preceding year.

Source of capital

Total liabilities

As of the year-end of 2018, total liabilities of the Company were at 269.78 Million Baht, decreased from the preceding year by 83.87 Million Baht or (23.72%). Such decreased liabilities include current liabilities decreased by 82.82 Million Baht due to short-term loan from related persons and related parties decreased by 91.89 Million Baht, trade account payables decreased by 45.62 Million Baht. While the overdraft and short-term loan from financial institutions increased by 62.72 Million Baht, other account payable decreased by 1.50 Million Baht and the non-current liabilities decreased by 1.05 Million Baht. The ratio of liabilities to shareholders' equity was 0.59 times, in comparison with 0.78 times in 2017. Accordingly, the Company had capability to repay the debt.

Shareholders' equity

As of the year-end of 2018, the Company had total shareholders' equity at 459.21 Million Baht, increase from the preceding year by 4.40 Million Baht or 0.97% because in 2018 the Company gained profit for the year for 10.999 Million Baht and paid dividend 6.00 Million Baht, 5% legal reserve, amount of 0.56 Million Baht and change on valuation of available-for-sale investments of (0.60) Million Baht.

Suitability of the capital structure

The ratio of liabilities to shareholders' equity in 2018 was better at 0.59 times, in comparison with 0.78 times in 2017. The financial institution approved a credit limit in total amount of 317.0 Million Baht. As of 31 December 2018 such credit limit has been used in the

amount of 172.42 Million Baht and its balance was for 144.86 Million Baht which was sufficient to be the current fund.

5. Obligations in relation to liabilities and management of burden out of financial statement

The Company would like to clarify in the additional issues as follows:

- The Company has not had a significant change after the date of financial statement that would impact to the Company's financial position and result of operation.
- The Company has not had restructuring of shareholding of affiliate companies that would impact to the Company's operation.
- The Company has not had obligations that may impact to the Company's financial position and result of operation.

6. Factors or situation likely to affect the Company's financial position or operation in the future

- The Company remains a policy to expand business and more distribution channel to reach as many customers as possible. The management team has worked very carefully on each point of sale to maximize profits.
- Imported products from abroad, purchasing amount of imported products accounted for 3.95% from the total purchasing amount. Which is considered risk control.

Juristic Persons holding a 10% stake onwards of its shares

1. Panivara Co., Ltd. is engaged in real estate business. Its head office is located at 1112/53-75 Soi Piyawatchara, Sukhumvit Rd., Pra Khanong Sub-District, Klongtoey District, Bangkok Tel. 0-2390-0019 Fax: 0-2381-1656 Current paid-up capital : 284 million baht
2. Choke Samakee Co., Ltd. is engaged in construction contractor business. Its head office is located at 188 Soi Ladpraw, Wangthonglang Sub-District, Bangkok District, Bangkok Tel. 0-2539-0875 Fax: 0-2933-1431 Current paid-up capital : 116 million baht

Other references

(a) **Securities registrar**

Thailand Securities Depository Center Co., Ltd.
93 Ratchadaphisek Road, Dindaeng, Bangkok 10400
Tel.0-2009-9000, 0-2009-9991

(b) **Auditor**

Mr.Jadesada Hungsapruerk,
CPA Registration No.3759
Ms.Kannika Wipanurat,
CPA registration No.7305
Mr.Jirote Sirirorote,
CPA registration No. 5113
of Karin Audit Company Limited
72 CAT Telecom Tower, 24th Fl.
Charoen Krung Road
Bangrak, Bangkok 10500 Thailand
Tel: 662-105-4661
Fax: 662-026-3760

Related parties

Related persons and transactions Notes to Financial statement No.5

The particular between the company is the particular that gives high benefit with the company and the particular that may arise through business procedure under the market condition such as, fix the price-sell-buy and volume, terms, interest rate. By the consideration of the company and in the future shall perform the same unless provide in whatsoever to change. The company shall impose the tendency to get high benefits.

BOARD OF DIRECTORS

คณะกรรมการ บริษัท นูตคนิวซีตี จำกัด (มหาชน)



นายปณิธาน ปวโรฬารวิทยา
Mr. Panitarn Pavarolavidya
ประธานกรรมการ
Chairman



นายประเสริฐ ภัทรดิลก
Mr. Prasert Patradhilok
ประธานกรรมการตรวจสอบ
Audit Committee Chairman



นางประวรา เอกरणิช
Mrs. Pravara Ekaraphanich
กรรมการผู้จัดการ
Managing Director



นายภูชงค์ วนิชจักรวงศ์
Mr. Puchchong Vanichjakvong
กรรมการตรวจสอบ
Audit Committee



นางเยาวเรศ เลิศสุคนธรส
Mrs. Yaowaret Lertsukhontharos
รองกรรมการผู้จัดการ
Vice Managing Director



นายเสริมวงศ์ ธนสารศิลป์
Mr. Sermwong Dhanasarnsilp
กรรมการตรวจสอบ
Audit Committee



นางกัญญาма โนนคำ
Mrs. Kanyuma Nonecome
ผู้ช่วยกรรมการผู้จัดการ
Assistant Managing Director



นางสาวสุนีย์ ทิพย์อุดมลักษณ์
Ms. Suneethipudomluk
กรรมการ
Director



นายกฤษณ์ ณ ลำเลียง
Mr. Kris Nalamlieng
กรรมการ
Independent Director

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