



BOUTIQUE NEWCITY  
PUBLIC COMPANY LIMITED

ANNUAL REPORT

2019





**BOUTIQUE NEWCITY**  
PUBLIC COMPANY LIMITED

1112/53-75 SOI SUKHUMVIT 48 (PIYAVATCHARA),  
SUKHUMVIT ROAD, PRAKANONG SUB-DISTRICT,  
KLONGTOEY DISTRICT, BANGKOK 10110 THAILAND  
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# HISTORY



## BTNC 2517

1 มกราคม บริษัทได้เริ่มกิจการด้วยเงินทุนจดทะเบียน 4,000,000 บาท โดยมุ่งเน้นและพัฒนาศักยภาพธุรกิจเสื้อผ้าสำเร็จรูปในประเทศไทย พร้อมยึดหลักการดำเนินธุรกิจด้วยความซื่อสัตย์และสร้างสรรค์ ส่งผลให้ธุรกิจเติบโตและขยายสาขาเป็นที่ยอมรับในระดับสากลจนในที่สุดได้รับความไว้วางใจให้ผลิตและจำหน่ายสินค้าแบรนด์เนมจากต่างประเทศซึ่งถือเป็นนิมิตหมายที่ดีในวงการธุรกิจ

## THAILAND

ประเทศไทยได้เข้าสู่ระบอบประชาธิปไตยอย่างสมบูรณ์ประกาศใช้รัฐธรรมนูญ 7 ตุลาคม 1974 Thailand has a completely democratic and using the Constitution 7 October.

## THAILAND

แผนพัฒนาเศรษฐกิจและสังคมแห่งชาติ ฉบับที่ 3 ส่งเสริมอุตสาหกรรมในภูมิภาค 1972 Third National Economic Development Plan, promoting regional industries.

## WORLD

เกิดวิกฤติน้ำมันครั้งที่ 1 1970 First oil crisis.

## >2513 >2515 >2517

## >2514 >2516 >2518

## THAILAND

บริษัทสัญชาติญี่ปุ่น ย้ายฐานการผลิตมาสู่ประเทศไทย 1971 Japanese companies relocated their production base to Thailand.

## BTNC 2514

เริ่มธุรกิจเสื้อผ้าสตรี สำเร็จรูปที่สุรวงศ์

## THAILAND

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

## BTNC 2516

บริษัท บุติคนิวซิตี จำกัด (มหาชน) ผู้ดำเนินธุรกิจการผลิตและจัดจำหน่ายเสื้อผ้าสำเร็จรูปแห่งแรกของประเทศไทย ภายใต้วิสัยทัศน์ของ ดร. ศิรินา โชคพัฒนา ปวโรฬารวิทยา ที่นำแนวคิดการทำเสื้อผ้าสตรีสำเร็จรูปมาจากประเทศอังกฤษ และอเมริกา ได้เล็งเห็นช่องทางธุรกิจเพราะเชื่อว่าเสื้อผ้าสำเร็จรูปสำคัญสำหรับสตรีในประเทศที่มีการศึกษาให้เข้าสู่อุตสาหกรรมและนักวิชาชีพ โดยได้ดำเนินการเปิดร้านภายใต้ชื่อ Boutique Newcity 3 สาขา คือสุรวงศ์ เพลินจิต สยามสแควร์ จนได้รับความนิยมและขึ้นชื่อว่า เป็นผู้นำของวงการแฟชั่นเครื่องแต่งกายสตรีของประเทศไทย

## 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 2530

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

#### 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.

#### Guy Laroche

#### BTNC 2527

เริ่มดำเนินธุรกิจ  
แบรนด์ Guy Laroche

#### THAILAND

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

>2519 >2522 >2527 >2530

>2520 >2523 >2528 >2531

#### WORLD

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

#### THAILAND

พลเอก เกรียงศักดิ์  
ชมนานนท์ 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

พลเอก ชชาติชาย  
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

สหรัฐอเมริกาเป็นประเทศ  
มหาอำนาจสงครามเย็น  
1991 The United States  
became a world's  
superpower.

## THAILAND

● เหตุการณ์ยึดอำนาจ  
ของ รสช. โดยพลเอก  
สุนทร คงสมพงษ์

● นายอานันท์  
ปันยารชุนนายกรัฐมนตรีคนที่ 18 เก็บ  
ภาษีมูลค่าเพิ่มและจัดตั้ง  
เขตการค้าเสรีอาเซียน

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.Banharn  
Silpa-archa, 21st  
Prime Minister.

## THAILAND

● วิฤตติการณ์เงินลอยตัวค่าเงินบาท  
● วิฤตติต้มยำกุ้ง  
● นายชวน หลีกภัย นายกรัฐมนตรีไทย  
ขอรับความช่วยเหลือจาก IMF นโยบาย  
ฟื้นฟูเศรษฐกิจประเทศ  
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.

>2534 >2536 >2538 >2540

>2535 >2537 >2539 >2544

## THAILAND

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

## BTNC 2535

เริ่มดำเนินธุรกิจ  
แบรนด์ JOUSSE

Jousse  
P A R I S

## THAILAND

ธุรกิจด้านการค้าฟุ้งเจด  
สูงสุดเป็นประวัติการณ์  
ในตลาดหลักทรัพย์  
แห่งประเทศไทย  
1994 Business trade  
rocketed to unprecedented  
heights in The stock  
exchange of Thailand

## BTNC 2537

19 พฤษจิกายน  
มูลนิธิวิชิตฯ เดินหน้า  
ขยายช่องทางธุรกิจและ  
เปลี่ยนจากบริษัท  
อนุญาตเป็นบริษัทมหาชน  
เลขทะเบียนบริษัท  
0107537001731 ด้วยทุน  
จดทะเบียน 250 ล้านบาท  
พร้อมทั้งขยายจุดขาย  
ครอบคลุมทั่วประเทศ  
และเปิดธุรกิจออกแบบ  
และผลิตเครื่องแบบให้  
กับองค์กรระดับประเทศ

## THAILAND

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

## WORLD

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

## THAILAND

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



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.

BTNC 2555  
นายปณิธาน ปวโรฬารวิทยา  
ดำรงตำแหน่งประธานกรรมการ  
และได้ขยายธุรกิจนำเข้าสินค้า  
จากต่างประเทศพร้อมผลักดัน  
แบรนด์สินค้าภายในเครือให้เกิด  
การเติบโตในช่องทางธุรกิจออนไลน์  
● ได้ขยายฐานการขายไปยัง  
ประเทศมาเลเซีย

>2545 >2550 >2552 >2555

>2549 >2551 >2554

WORLD  
ราคาน้ำมันโลกสูงสุด  
2006 Highest global  
oil prices.

THAILAND  
● เกิดรัฐประหาร โดย  
พลเอก สนิธิ 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  
● วิกฤตการณ์การเงินโลก  
● เกิดวิกฤตสินเชื่อ  
ซับไพรม์ในสหรัฐอเมริกา  
2008 World financial  
crisis.  
● Subprime mortgage  
crisis in USA.

BTNC 2551  
ขยายฐานการขายไป  
ยังตลาด AEC  
โดยเริ่มที่ประเทศพม่า

THAILAND  
● นายสมคิด 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

ขยายฐานการขยายไป  
ยังประเทศเวียดนาม

### 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.

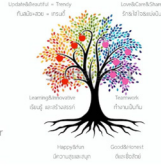
#### ● General Prayut

Chan-o-cha, 29th Prime  
Minister.

VALUES  
คุณค่า

แต่งตั้งด้วย มีคุณสุข  
สุขภาพดี ทุกภาวะโอกาส

Brand Oriented & Social Leader  
เป็นแบรนด์ ก้าวทันทุกโอกาส



## BTNC 2562

นายปณิธาน ปวโรฬารวิทยา ให้นโยบาย

แต่งตั้งด้วย...มีความสุข..สุขภาพดี...ทุกภาวะโอกาส

และการตลาดที่รู้จักผู้บริโภค ตามวิสัยทัศน์ในการขยายฐานลูกค้า  
800,000 คน ภายใน 3 ปี

● ปีแห่งการเปลี่ยนแปลงจากออนไลน์สู่ยุคดิจิทัลเต็มตัว บริษัทฯ  
ดำเนินธุรกิจแบบ Omni Channel เน้นขยายการตลาด 4.0

ไปยังช่องทางออนไลน์ให้เข้มแข็งขึ้น ทั้งทางด้านเนื้อหา, ทีมแอดมิน,  
การบริหารจัดการที่มีความรวดเร็วและแม่นยำ โดยดำเนินการขนาน  
ไปกับจุดขายออฟไลน์ 153 แห่ง

● เน้นการจัดสัมมนา-อบรม เจ้าหน้าที่สำนักงานและพนักงานขาย  
เพื่อเพิ่มประสิทธิภาพ และทักษะแอสติ้งคม

● นำคาร์แรกเตอร์ "MIMI" มาสร้างสรรคเป็นสินค้าเพื่อในโอกาสต่างๆ  
เช่น Shopping Bag ใช้คัม ใช้ได้นาน ช่วยลดขยะให้โลก

>2557 >2560 >2562

>2559 >2561

### AROUND

#### THE WORLD

ก้าวเข้าสู่ประชาคม

เศรษฐกิจอาเซียน

2016

ASEAN Community

### BTNC 2559

นางประวรา เอศรพานิช

ดำรงตำแหน่ง

กรรมการผู้จัดการ

● ขยายฐานการขยาย

ไปยังตลาด AEC

ที่ประเทศลาว

### BTNC 2561

สร้างสรรค์ทางเชิงใจ

กระเบน J PANTS

และ THAI JONG

เป็นชุดไทยยุค 4.0

● นางประวรา เอศรพานิช

ขยายช่องทางธุรกิจ

เปิดร้าน AMAZE

(เอ-เมส)





# 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 Pavarolaravidya 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 Pavarolaravidya, 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.





**2008**, Business extension into Myanmar. Then importbusiness 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.



**2018**, The Company created loincloth-style J PANTS and THAI JONG pieces as Thailand 4.0-era attire. Mrs. Pravara Ekaraphanich expanded the Company's business further with the launch of A'MAZE outlets.



**Now**, Mr. Panitarn Pavarolavidya introduced the policy of "Dress Up...Be Happy...Stay Healthy...for every occasion" and marketing strategy that was rooted in consumer insights for the vision to bring 800,000 customers into the Company's customer base within three years.

**2019** was the Year of Change with the Company transitioning from the analogue era to the digital age. During the past year, the Company embraced the Omni-Channel approach and focused on 4.0-era marketing. A strong emphasis was placed on online channels in terms of content, admin team, and fast & accurate delivery while still operating 153 offline stores. The Company focused on organizing seminars and training for office staff and sales staff so as to increase their work efficiency and their ability to keep pace with trends. The Company used "MIMI" character for the production of products on many occasions. For example, MIMI Shopping Bag was launched to reduce garbage on the Earth.



BTNC SEMINARS for Human Resource Development. It took both wisdom and gimmicks in driving the Company's business operations in 2019. The Management thus had the policy to develop the potential of employees who worked at office or points of sale. The development focused on equipping staff with additional knowledge and skills. Employees were updated about trends and latest situations so that they could keep pace with what were going on and communicated efficiently with customers. Many seminars and courses were organized both at the Company's head office and elsewhere. Speakers were experts from various fields.

Among these seminars were "Think out of the Box" seminar, "Storytelling" seminar, "Change Your Perspective, Change Your Life" seminar, "Strategy Sharing: Case Study of Salted Egg Instant Noodle" seminar, and "Makeup Techniques for Better Look". These seminars tightened the ties between the Company and its executives/staff too.

# BTNC SEMINAR

## พัฒนาบุคลากร

พ.ศ. 2562 เป็นปีที่ต้องเดินหน้าสู้ด้วยปัญญาและลูกเล่น คณะผู้บริหารจึงมีนโยบายมุ่งพัฒนาศักยภาพพนักงานทั้ง ส่วนปฏิบัติการในสำนักงานและจุดขายต่างๆ ให้มีความรู้และ ทักษะเพิ่มขึ้น พร้อมกับเรียนรู้ในเรื่องใหม่ๆ ในกระแสสังคม และโลกยุคปัจจุบันเพื่อที่จะได้สื่อสารกับลูกค้าได้ทันเหตุการณ์ โดยมีการจัดหลักสูตรขึ้นมากมาย ทั้งในสำนักงานใหญ่ และนอกสถานที่ได้ลงมือปฏิบัติจริงโดยผู้ทรงคุณวุฒิหลากหลายสาขา อาทิ Think out of the box ออกจากกล่อง อย่างสร้างสรรค์, เทคนิคการเล่าเรื่อง Story Telling, พลิกความคิด...ชีวิตเปลี่ยน, แชรกลยุทธ์กรณีศึกษาใหม่ๆ ใหม่ๆ, เทคนิคแต่งหน้าเสริมบุคลิก ฯลฯ รวมถึงเป็นการเสริมสร้างความผูกพันระหว่างบริษัท-ผู้บริหาร-พนักงาน



# A'MAZE

×

## Mimi

กลยุทธ์การนำคาแรกเตอร์มาเชื่อมโยงกับสินค้า เพื่อการเข้าถึงผู้บริโภคได้ง่ายขึ้น โดยนำคาแรกเตอร์ "MIMI" สาวอัยมยากผู้หลงรักงานแฟชั่น มาร่วมกับสินค้าที่มีจำหน่าย ในร้าน A'MAZE (เอ-เมส) เช่น มีมีช้อปปิ้งแบกรุ่น MIMI X A'MAZE กระเป๋าใส่ของได้จุ ใช้หลายครั้ง และใช้ได้นาน โดยยึดแนวคิดริยูส "1 ใบใช้ให้คุ้ม" รวมถึง คอลเลกชันพิเศษ Mimi x GSP ในสไตล์สตรีทลุคที่ขยี้ความสนุกของการเดินทางไปประเทศญี่ปุ่น ทั้งวัฒนธรรมดั้งเดิมและอนิเมะ แดมด้วยลายผ้าที่ได้รับแรงบันดาลใจ จากอิเว้นท์ระดับโลกโอลิมปิก ซึ่งงานนี้ได้ 3 แม่ลูกแห่งบ้านศุภนารีมาใส่ถ่ายแฟชั่นด้วยขอบอกว่าสวยซ้ำไม่จำกั๊ตอายุ



MIMI X Amaze was the strategy to associate a character with products for easier association with consumers. Chosen for this strategy was "MIMI" character, a fashionista who hardly smiles. Available at A'MAZE outlets under the strategy was MIMI X A'MAZE Shopping Bag. Boasting a big weight capacity, this bag was durable and reusable. Its production was based on the "Make One Bag Well-Worth" reuse theme. MIMI character was also integrated into Mimi x GSP collection. Designed for a street look, this collection drew inspirations from fun trips across Japan. Items in the collection featured the combination of Japan's traditional and anime cultures. Their fabric patterns were inspired by Olympic games. A mother and two daughters from Supanaree Family put on Mimi x GSP pieces for the collection's fashion shoots, sending a message across that these designs were bold and beautiful for people of all ages.





# A'MAZE YOURSELF

## มหัศจรรย์ในหัวใจคุณ

### A'MAZE (เอ-เมส) MULTILIFESTYLE SHOP

ร้านที่รวมคนที่หลากหลายทั้งการแต่งตัว การใช้ชีวิตที่มีทั้งความเหมือนและแตกต่างที่พร้อมจะเติมเต็มซึ่งกันและกันอย่างสนุกสนาน ได้จัดงาน *"Amaze yourself fashion talk"* เพื่อให้ทุกคนได้เปิดโลกทัศน์ใหม่ ซึ่งได้รับเกียรติจาก 4 Guest Speakers มาถ่ายทอดแรงบันดาลใจมุมมองการใช้ชีวิตในแง่มุมต่างๆ พร้อมให้คุณได้ทดลองกล้าเปลี่ยนแปลง โดยเริ่มจากพีแอม เสาวลักษณ์ นักร้องสาวดอกไม้อะเลาะดีใจออย-นภาพร จาก Club Friday น้องธันย์-ณิชากรีย์ สาวน้อยพลีชะตาจากอุบัติเหตุรถไฟฟ้ายางที่สิงคโปร์ และคุณหมอแก้มย้อย พญ.ปริญสุทธิ์ พร้อมกับชมแฟชั่นโชว์ชุดพิเศษ โดยนางแบบและแขกรับเชิญ อาทิ สเตลล่า มาลูกี ฯลฯ ที่สื่อถึงไม่ว่าคุณจะเป็นใครคุณก็แต่งตัวสวยได้อย่างมีความสุขกับคอลเลคชั่น Autumn/ Winter 2019 จากแบรนด์ Guy Laroche, GSP, JOUSSE, C&D, LOFFICIEL ณ ไบเทค บางนา



A'MAZE YOURSELF A'MAZE MULTILIFESTYLE SHOP, which serves people of all dressing styles and lifestyles with aim to bring them together for fun and fulfilling experiences, organized *"Amaze yourself fashion talk"* to expand the horizons of everyone. Four Guest Speakers joined the stage to share their inspirational views towards life so that the audience gained the courage to try something new and embrace changes. These speakers were iron-lady singer Saowalak "Amp" Leelabut, Napaporn "DJ Aoy" Trivitwareegune of Club Friday, Nitcharee "Nong Than" Peneakchanasak whose life changed because of an MRT accident in Singapore, and Dr. Pariyasut "Mor Gamyui" Intasuwan. Held at BITEC Bangna, the event included a special fashion show. On stage was model Stella Malucchi and more. The show communicated that no matter who you were, you could be beautiful and happy with the Autumn/ Winter 2019 collections of Guy Laroche, GSP, JOUSSE, C&D, LOFFICIEL.

# A'MAZE

## รู้จักรู้ใจ

ในโอกาสวันสตรีสากล บมจ. บุติคนิวซิตี ได้ให้ความสำคัญกับสุขภาพสตรีทุกสาขาอาชีพจึงจัดโครงการ

### “A'MAZE OPEN HOUSE BTNC OPEN HEART”

ชวนผู้หญิงกว่า 100 ท่าน เยี่ยมชม A'MAZE มัลติไลฟ์สไตล์ช็อป พร้อมกับร่วมกิจกรรมเปิดใจแลกเปลี่ยนความคิดเห็นถึงสไลด์การแต่งตัวและการใช้ชีวิตในอาชีพต่างๆ เพื่อสร้างแรงบันดาลใจให้ทุกคนกล้าคิด กล้าลง และมีความมั่นใจกับ การแต่งตัวสวย มีความสุข ณ A'MAZE สยามสแควร์ ซอย 2

งานนี้ได้รับการตอบรับและประสบความสำเร็จอย่างดี ขอสรุปจากการได้พูดคุยกับเหล่าสุขภาพสตรี นอกเหนือจากธรรมเนียมความชอบส่วนตัว ต่างให้ความสำคัญกับการแต่งกายให้ถูกต้องตามวาระ เหมาะสมกับโอกาส เพื่อให้การแต่งตัวนั้นออกมาดูดี ส่งเสริมบุคลิกภาพ และเสื้อผ้าที่ใส่ต้องมีฟังก์ชันต่างๆ หรือแม้กระทั่งดีเทลเล็กๆ น้อยๆ ช่วยเอื้ออำนวยความสะดวกให้กับตัวเราเองและกล้าที่จะนำมาмикซ์แอนด์แมทช์กัน จะได้เครื่องแต่งกายที่ตอบโจทย์ ในการใช้ชีวิตถือเป็นจุดต่อยอด ดังวิสัยทัศน์ของบุติคนิวซิตีฯ ที่ว่า “แต่งตัวสวย สุขภาพดี มีความสุข ในทุกวาระโอกาส”



A'MAZE, which knows consumers' hearts, marked the International Women's Day 2019 with "A'MAZE OPEN HOUSE BTNC OPEN HEART" event in line with Boutique Newcity Public Company Limited's attention to women in all professions. The event invited "more than 100 women" to visit A'MAZE multilifestyle shop and joined a discussion on their views toward various dressing styles and lifestyles to share their inspirations that encouraged everyone to have the courage to try something new and confidence in dressing up and being happy. The event was held at A'MAZE outlet on Siam Square Soi 2.

The event was a success, with female participants sharing their taste and their fashion value. In conclusion, the event found that participating women had accorded importance to dressing well on every occasion to enhance their appearance. Their choices of clothes focused on functionality and details that had functional value. If women found the right style and had the confidence to mix and match, they would happily enjoy favorite, functional clothes. Such findings resonated with Boutique Newcity's vision of "Dress Up...Be Happy...Stay Healthy...for every occasion"



## LOVE MOM STORY

เรียงความเล่าเรื่องแม่ ชิงถ้วยพระราชทานฯ

เนื่องในวโรกาสที่สมเด็จพระนางเจ้าสิริกิติ์ พระบรมราชินีนาถ พระบรมราชชนนีพันปีหลวง ทรงเจริญพระชนมพรรษาครบ 87 พรรษา ในวันที่ 12 สิงหาคม 2562 และเป็นอีกหนึ่งวันที่ชาวไทยให้ความสำคัญ เพราะเป็นวันแม่แห่งชาติ ทางสมาคมรักแม่ ร่วมกับ บจก. บุติคนิวซิตี จึงจัดกิจกรรมประกวดเรียงความ “Love Mom Story เล่าเรื่องแม่” โดยพระราชทานสมเด็จพระกนิษฐาธิราชเจ้า กรมสมเด็จพระเทพรัตนราชสุดาฯ สยามบรมราชกุมารี ทั้งนี้เพื่อเป็นการส่งเสริมกิจกรรมประกวดเรียงความดังกล่าว ภายในงานจึงจัดให้มีการสัมมนาเสริมสร้างความรู้ Love Mom Story Workshop จากวิทยากรผู้ทรงคุณวุฒิ ซึ่งเป็นการแชร์เทคนิคการเล่าเรื่องและไอเดียการสร้างหนังสือแบบ Story Telling ณ ไบเทค บางนา โดยท้ายที่สุดทางสมาคมฯ ได้คัดสรรผลงานเรียงความ 2 เรื่อง ในประเภทบุคคล ได้แก่ เรื่องจักรของแม่ และประเภทสถาบันการศึกษา ได้แก่ เรื่องแม่คือผู้ให้ มาสร้างสรรค์เป็นหนังสือคุณธรรมในการรณรงค์ปลูกจิตสำนึกและความกตัญญู



LOVE MOM STORY was a composition contest on the theme of mothers. Participants joined the contest for a chance to win royally-granted trophies. Held to celebrate the 87th birthday anniversary of HM Queen Sirikit the Queen Mother on 12 August 2019, which was also the National Mothers' Day, the Love Mom Association in collaboration with Boutique Newcity held the “Love Mom Story” contest. Up for grabs were plaques of honor from HM Princess Maha Chakri Sirindhorn. In support of the contest, the Love Mom Story Workshop was held at BITEC Bangna. Speakers for the workshop shared Film-Style Storytelling techniques. The Love Mom Association chose “Mom’s Sewing Machine” as the winner from the individual category and “Mom is the Giver” as the winner from educational-institute category. The winning entries were developed into short films to promote conscience and gratefulness.



# Guy Laroche

Mr. Guy Laroche ดีไซน์เนอร์แบรนด์แฟชั่นระดับโลกที่มีเอกลักษณ์ของงานสง่า ด้วยคอลเลคชั่นเสื้อผ้าที่มีมาตรฐานเดียวกันทั่วโลก เน้นคัดตั้งเนียบเสริมบุคลิกภาพ ผสานการคัดสรรเนื้อผ้า และลวดลายที่โดดเด่นชัดเจน ทำให้ผู้สวมใส่สง่า งดงามทันสมัยตามแบบฉบับสไตล์ฝรั่งเศส แบรนด์แฟชั่นชั้นนำระดับโลก โดดเด่นด้วยดีไซน์เรียบหรู อันเป็นเอกลักษณ์ เน้นการออกแบบที่ทำให้ชีวิตของคุณให้ดีขึ้นจากฟังก์ชันการใช้งานต่างๆ ดัดเย็บอย่างปราณีตทำให้ผู้สวมใส่มิบุคลิกภาพดีมีฐานเหมาะสมกับการเป็น Working Icon



## SHAPE UP JACKET

แจ็กเก็ตมหัศจรรย์ 'เก็บเอว ไล่ตึง หลังตรง เสริมบุคลิกสง่างาม เนื้อผ่านนวัตกรรมใหม่ ไม่เกาะฝุ่นความสะอาดง่าย



## LIGHT LINEN

### Collection

บางเบา ใส่สบาย  
ไม่ร้อน ทอจาก  
เส้นใยธรรมชาติ  
ระบายอากาศได้ดี  
ยังรีดยั้งขึ้นเงาสวย

Founded by world-class designer Mr. Guy Laroche, this brand exemplifies elegance. Its collections, no matter where they are released, share the same standards of neat cutting and flattering designs. The brand's well-selected fabric texture and outstanding patterns give wearers of its designs an elegant, beautiful and modern look based on French concept. This leading international fashion brand stands out for its elegant pieces, which boast both functionality and neat sewing/cutting. Wearers look elegant and well-dressed with Guy Laroche. True to Working Icon concept

## Recommend!

**SHAPE UP JACKETS** makes waistline appear thinner and both shoulders and back more straightened up. Wearers thus look great. Its innovative fabric texture is also easy to clean and definitely does not gather dust.

**LIGHT LINEN** Light Linen Collection, meanwhile, offers light thin fabric and cool, comfortable wear. Made of natural fabrics, every piece in this collection is breathable. The more ironed, the glossier it becomes.

# LOF·FI·CIEL

INTERNATIONAL

มาดมั่นในลูนนักบริหารที่มีความสามารถเป็นที่ยอมรับ  
ในสังคม เมื่อสวมใส่แล้ว มีทั้งความหรูหราและภูมิฐาน  
พิถีพิถันในทุกรายละเอียด สะท้อนบุคลิกภาพของผู้ผู้นำ  
ได้ชัดเจนในทุกงานพิธีการ

LOF-FI-CIEL gives the look of confident and  
well-respected executives. Exuding luxury and  
elegancy, the brand's designs boast neat details  
and unfailingly accentuate the leaderships of their  
wearers at every official function.

## Recommend!

### CLASSY VELVET LACE

เปิดตัวคอลเล็คชั่นกับไอเทมผ้าลูกไม้ทอลายกำมะหยี่  
สุดยอดนวัตกรรมงานลูกไม้ที่ช่วยเพิ่มความสบายขณะ  
สวมใส่โดยการทอแทรกกำมะหยี่เกรดพรีเมี่ยมลงบนเนื้อผ้า

### 60s ROSE PRINT

ลายพิมพ์ดอกกุหลาบโทนชมพูบนเนื้อผ้ามัดติชีฟองสีดำ  
เนื้อละเอียด สร้างลุคหวานเนียบ พร้อมสวยได้ทุกวัน

CLASSY VELVET LACE presents  
velvet-and-lace items. As premium velvet is  
sewn into fabric, these pieces promise a  
more comfortable wear.

60s ROSE PRINT, meanwhile, features pink  
rosy patterns on fine black multi-chiffon  
fabric. This special print perpetuates a  
smashing sweet look every single day.



เติมเต็มความสุขสำหรับสาวผู้รักการเดินทาง  
ที่กระฉับกระเฉง โดยรังสรรค์คอลเลกชันที่ดึง  
ความสวยงามของงานศิลปะมาผสานนวัตกรรมดูแล  
สุขภาพของผู้สวมใส่ GSP Sport จึงเป็นชุดที่สวมใส่  
สบายทุกการเคลื่อนไหว และ GSP Professional  
เป็นชุดสวยเฉียบทุกรายละเอียดทุกวันทำงาน

Fulfills the hearts of active female travelers,  
as it blends health innovations into tasteful  
attire for GSP Sport that serve comfortable  
wear. Its GSP Professional, meanwhile,  
delivers a dapper look for every workday.

#### MAGIC JEANS

กางเกงยีนส์เก็บหน้า  
ท้อง กระชับสะโพก  
ระบายความร้อน  
ไม่เก็บเหงื่อ



#### COOL SHIRT CITY

ผ้าลวดลายเอกลักษณ์  
เฉพาะตัวออกแบบพิเศษ  
เพื่อรองรับผู้หญิงได้  
ทุกรูปร่าง



#### YOUNG DENIM

กางเกงยีนส์สบายใจได้  
ยืดหยุ่นเบาสบาย  
ได้ตลอดทั้งวัน

## Recommend!

**COOL SHIRT CITY** by GSP comes with a  
unique fabric motif and design that  
suits every female shape.

**YOUNG DENIM JEANS**, proves outstanding for  
being breathable, light and elastic  
for day-long comfortable wear.

**MAGIC JEANS** is great at tightening belly and hips.  
No heat and sweat is trapped in its texture.

**Jousse®**  
P A R I S

"เสื้อผ้า" สำหรับผู้หญิงยุคใหม่ ที่มีแนวคิด

Positive Thinking

สามารถสร้างสมดุลระหว่างชีวิตการทำงานและชีวิต

ส่วนตัวได้อย่างสนุกสนานและมีสีสัน

ตามไลฟ์สไตล์แฟชั่นที่หลากหลาย ใหม่ ผ่านการ

mix & match กันได้อย่างลงตัวทุกการทำงาน

A contemporary brand for modern women, shines with Positive Thinking concept for colorful, fun work-life balance. Featuring clothes in various fashion styles, the brand presents its designs as perfect mix & match. Each combination looks great.



## Recommend!

### DAY TO NIGHT STYLE

พร้อมคอมฟลิทูลด "สวยเอาอยู่ทั้งวัน"

ด้วยไอเทมที่แต่งไปทำงานก็ได้ แต่งไปออกงานต่อก็เจิด

### DAY TO NIGHT STYLE

"Be Beautiful All Day" is possible as Jousse items are stunning not just for work but also for evening functions.







CLASSIC & DIFFERENCE

C&D (Classic and Difference)

แบรนด์เสื้อผ้าสำหรับสาวรักสิ่งแวดลอม

การผสมผสานระหว่างรูปแบบเสื้อผ้าที่ทันสมัย

รูปทรงที่ช่วยในการเสริมสร้างรูปร่างให้ดูดีขึ้น

เข้ากับผ้าที่มีคุณสมบัติเฉพาะตัวจากเส้นใยธรรมชาติ

ที่เป็นมิตรกับทั้งผู้สวมใส่ และสิ่งแวดล้อม

C&D (Classic and Difference) is the brand for environmentally-friendly women. Contemporary outfit by this brand boasts body-flattering patterns and great fabrics, which are made of natural fiber. Its choices of fabrics therefore are gentle to the nature as well as wearers.



## Recommend!

**ทำพิสูจนใส่แล้วเย็น**

เนื้อผ้าลินินพรีเมียม ผลิตจากเส้นใยธรรมชาติเนื้อเนียนละเอียด

ทำให้ใส่สบาย ไม่ระคายผิว แดงยงระบายอากาศได้ดีเยี่ยม

ราวกับเนื้อผ้าหายใจได้

**ทำพิสูจนใส่แล้วหอม**

กางเกงยีนส์ทรงสวยด้วยการตัดเย็บสุดพิเศษที่จะช่วยยกกระ

ชับ และปรับเรียบขาให้ดูเรีย

**DARE TO TRY! IMMEDIATELY SLIM**  
features flattering jeans that magically  
make their wearers' legs appear slimmer

**DARE TO TRY! STAY COOL,** premium-linen pieces.  
Made of natural fiber, fabric is fine in texture. It  
is also breathable and free from any irritant.





# Stephanie

ชุดทำงานที่ดูแลรักษาง่ายเน้นความเรียบร้อย  
แต่มีความสามารถ ดัดเย็บได้มาตรฐาน  
ให้ Working Women ได้มีกซ์แอนด์แมกซ์  
ใส่สวยดูสุขภาพในทุกวาระโอกาส



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  
ผู้ปฏิวัติแฟชั่นภายใต้แนวคิด 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

สร้างความเป็นเอกภาพให้กับองค์กรของคุณอย่าง มีสไตล์ด้วยชุดยูนิฟอร์มจาก Uniform Specializer บริษัท บุติคนิวซิตี จำกัด (มหาชน) ได้สร้างสรรค์ Uniform Specializer แผนกที่มีความชำนาญพิเศษ ด้านการออกแบบตัดเย็บยูนิฟอร์มให้กับหลากหลาย องค์กรโดยมีบริการทั้งการออกแบบ และการตัดเย็บ ที่มีขนาดให้เลือกสวมใส่มากมายหมดปัญหาเรื่อง รูปร่าง การออกแบบ (Design) : การออกแบบของ Uniform Specializer จะอยู่บนพื้นฐานของการศึกษา ภาพลักษณ์องค์กร ซึ่งรวมถึงโลโก้ สโลแกน ไอคอน ต่างๆ ลักษณะการดำเนินการ สถานที่ให้บริการ ไปจนถึงวิสัยทัศน์และวัตถุประสงค์ขององค์กรอย่างละเอียดและทำความเข้าใจอย่างลึกซึ้ง จากนั้นจึง สร้างสรรค์ออกมาเป็นองค์ประกอบต่างๆ ตั้งแต่ สีสันทันที่เหมาะสม แพตเทิร์น เนื้อผ้า การตัดเย็บ รูปทรง รวมไปถึงการเลือกใช้อุปกรณ์ประกอบเสริมอย่าง ผ้าพันคอ เนคไท เข็มขัด กระเป๋า การออกแบบของ เราจะช่วยให้พนักงานมีความภูมิใจ มั่นใจในองค์กร และกระตือรือร้นในการปฏิบัติหน้าที่ ซึ่งทั้งหมดนี้ ก็เพื่อสร้างภาพลักษณ์องค์กรให้มีความเป็นเอกภาพ มีความเป็นมืออาชีพสร้างความประทับใจให้กับลูกค้า ทางธุรกิจ การตัดเย็บที่มีขนาดให้เลือกอย่างหลากหลาย

(Tailoring): Uniform Specializer มียูนิฟอร์มหลากหลายขนาดให้เลือกตามรูปร่างของผู้สวมใส่ซึ่งรวมถึงความต้องการ เฉพาะตัวที่แตกต่างกันออกไป คุณภาพชั้นเลิศและการจัดส่งที่ตรงเวลาคือ จุดแข็งของเราที่สร้างความพึงพอใจสูงสุด ให้กับลูกค้าอย่างต่อเนื่อง



### บริการ

#### ออกแบบ

เพื่อให้ชุดเครื่องแบบเกิด เอกลักษณ์และเอกภาพ สร้างกำลังใจทีมเวิร์ค เหมาะสมกับการทำงาน

#### ผลิต

ทุกชิ้นผลิตด้วยความตั้งใจ ผสานเทคโนโลยีการตัด ด้วยคอมพิวเตอร์เพื่องาน ถูกต้องและแม่นยำที่สุด

#### จัดส่ง

สถานที่ที่จะถูกบันทึกใน ระบบเพื่อนำไปจัดสินค้า ตามรายชื่อและสถานที่ ส่งได้ถูกต้องและรวดเร็ว

#### บริการ

ก่อนและหลังการขาย ในระบบออฟไลน์ และออนไลน์ โดยแยกเฉพาะบุคคล

## งานระบบ

### CORPORATE DIVISION ORDER

ระบบสั่งซื้อสินค้าสำหรับองค์กรแยกในระดับแผนก-สาขาเพื่อความสะดวกในการจัดส่งและวางบิลทำให้สามารถสั่งเพิ่มเติมเมื่อมีพนักงานใหม่เข้ามา

### XISO SIZING SYSTEM

ระบบประเมินไซส์ให้เข้ากับสรีระที่มีความหลากหลาย

### ONE BY ONE PICK & PACK

ระบบการผลิตและขนวนการจัดการจัดยูนิตฟอร์มให้พนักงานทีละคนเป็นชุดพร้อมติดชื่อลูกค้าและสาขาที่จะส่งยูนิตฟอร์มทั้งนี้เพื่อสะดวกในการส่งมอบให้แก่พนักงาน

### WWW.BTNCONLINESTORE.COM

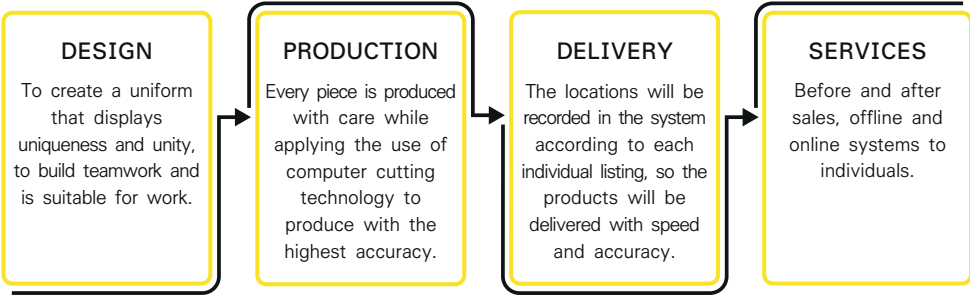
บริการรับสั่งตัดเพิ่มเติมด้วยระบบสั่งซื้อเครื่องแบบเป็นรายบุคคล ตลอด 24 ชั่วโมง



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.

### XISO SIZING SYSTEM

A system for evaluating the sizes of the body that are applicable with the various body shapes.

### 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.

### 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 สั่งซื้อสินค้าแฟชั่นเครื่องประดับที่  
อย่างง่ายดาย ที่ <http://btnconlinestore.com> หรือ

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



## 1.ทางเว็บไซต์



[guylarochebtnc.bentoweb.com](http://guylarochebtnc.bentoweb.com)

[lofficielbtnc.bentoweb.com](http://lofficielbtnc.bentoweb.com)

[gspthonline.bentoweb.com](http://gspthonline.bentoweb.com)

[jousseparisonline.bentoweb.com](http://jousseparisonline.bentoweb.com)

[cd-onlineshop.bentoweb.com](http://cd-onlineshop.bentoweb.com)

## 2.Facebook



ซ้อปผ่าน FB INBOX



Guy Laroche BTNC



L'officiel BTNC



GSPth



Jousse Paris



C&D

## 3.LINE



ซ้อปผ่านแชท

[@guylarochebtnc](https://www.line.me/@guylarochebtnc)

[@lofficielbtnc](https://www.line.me/@lofficielbtnc)

[@gspth](https://www.line.me/@gspth)

[@Jousse](https://www.line.me/@Jousse)

[@cd.clothing](https://www.line.me/@cd.clothing)

## E-SHOPPING ANYWHERE ANYTIME



Popular activities for ladies:

Easily order fashion clothes  
with Boutique Newcity  
products at our website

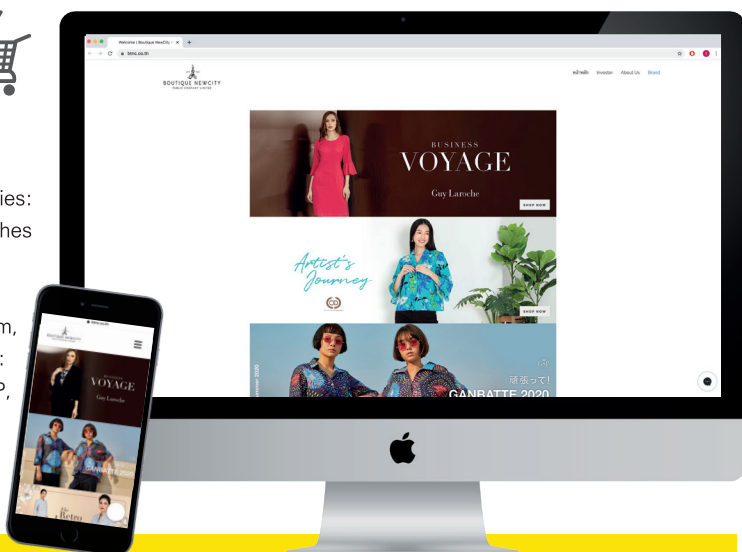
<http://btnconlinestore.com>,

or visit Facebook Pages:

Guy Laroche BTNC, GSP,

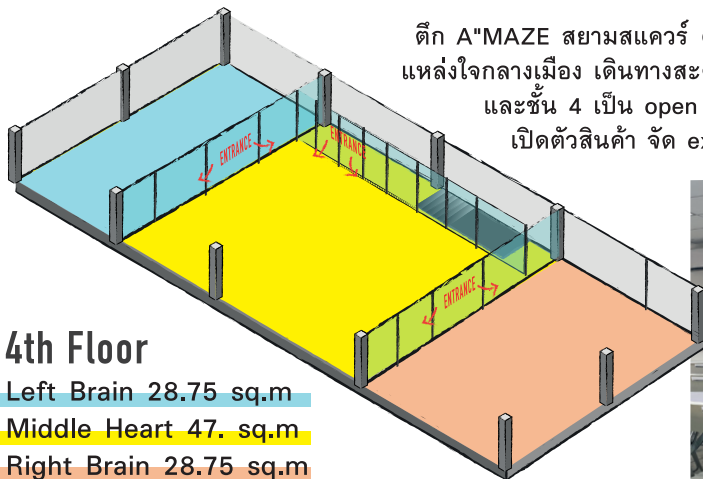
C&D, L'officiel BTNC,

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

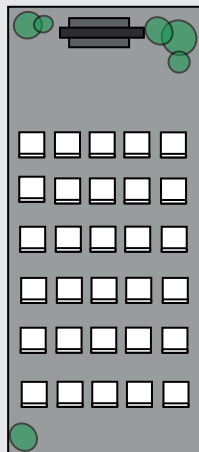
Middle Heart 47. sq.m

Right Brain 28.75 sq.m



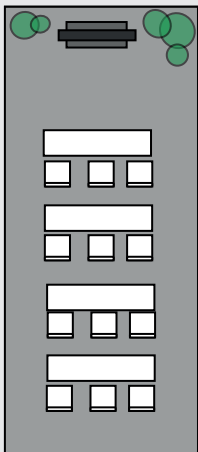
## LEFT BRAIN RIGHT BRAIN

### TYPE A



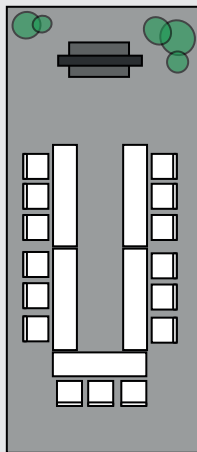
MAX 30

### TYPE B



MAX 12

### TYPE C

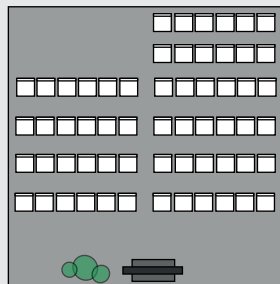


MAX 15

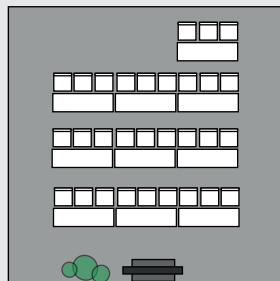
TV 55" Table Chair

## MIDDLE HEART

### TYPE A MAX 60



### TYPE B MAX 30





BOUTIQUE NEWCITY  
PUBLIC COMPANY LIMITED





## **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-CEL, STEPHANIE, GUY LAROCHE, DOLFO DOMINGUEZ, AMAZE, MIMI and UNIFORM SPECIALIZER

More than 46 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 54 branch shops, 43 selling points in leading department/ shopping stores and provides products sold in 43 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 2019, 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 765.09 Million Baht, getting profit amounting to 2.99 Million Baht. As for the separate financial statement, the Company gained total income in the amount of 765.64 Million Baht and net profit in the amount of 3.54 Million Baht.

## **Business Purpose**

The business target is to be the year of change, development and optimization consists of:

- Developing sales areas OFFLINE to be more efficient
- Develop skills and sales process ONLINE to support new customers' life style.
- Search for customer needs to create products that respond to customer life style.
- Expand the scope of employees' abilities and happiness in teamwork.

The company still adheres to operating under business ethics, having good corporate governance principles and disseminating to the Board of Directors, Executive Directors, Executives and staff, because the business can survive, must have ethics, morality, credibility and acceptance. As a result, the company with stable and sustainable progress.

## Income Structure

Boutique Newcity Public Company Limited

Sales	2019		2018		2017	
	Thousand	%	Thousand	%	Thousand	%
Ready-made clothes	600,828	78.53	673,594	78.71	647,629	79.37
Service	129,780	16.96	142,055	16.60	133,112	16.31
Miscellaneous items	34,485	4.51	40,096	4.69	35,238	4.32
Total domestic sales	753,380	98.47	832,339	97.26	798,669	97.88
Export sales	11,712	1.53	23,406	2.74	17,310	2.12
Total sales	765,092	100	855,745	100	815,979	100
Increase (Decrease) sales (%)	-10.59		4.87		-13.29	

## Marketing and Competition Situation

The fashion retail market has fierce competition and customer needs have change by situations and occasions. The Company has been operated more than 46 years. Our brands are well known, we have many Thai regular customers and Foreigners who are aware of the quality of raw material and sewing. The customers are aware of the value of different products and a long-lasting love for the brand.

With the competition from international brand causing a lot of price competition, we therefore must try to communicate the difference in quality and wearing suitable for Asian people lifestyles and presenting new formats in order to expand the new customer in generation X, Y and Z, which still have a lot. All so, must study about new generation's activities interest, such as healthy products or paying attention to the environment and corporate social responsibility in various forms.

## **1. 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 the nucleus of business operation for success, the Company bent upon creating brand to be constantly and long-lastingly accepted by consumers. The Company still focuses on create administrative team to service customers

thoroughly before, during and after sale and there are communication channels to respond to customers' need as quickly as possible. Also development of online sales channel in response the customer behavior change.

#### **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

As of 31 December 2019, the company has a registered capital of 250 million baht, paid up 120 million baht, into 12 million ordinary shares. The first 10 major shareholders as of April 1, 2019

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 26<sup>th</sup>, 2018, 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 ten members: six 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.Kunyuma	Nonecome	Director	
4. Mrs.Suporn	Pavasanta	Director	
5. Mrs.Kanlaya	Waiyanont	Director	
6. Miss Tuangtip	Nanakorn	Director	
7. Mr.Prasert	Patradhilok	Independent Director and Chairman of the Audit committee	
8. Mr.Puchchong	Vanichjakvong	Independent Director and Audit committee	
9. Mr.Sermwong	Dhanasarnsilp	Independent Director and Audit committee	
10. Mr. Kris	Nalamlieng	Independent Director	

#### Directors with authority to sign on behalf of the company

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

1. Mr.Panitarn Pavarolavidya
2. Mrs.Pravara Ekaraphanich
3. Mrs.Kunyuma Nonecome
4. Mrs.Suporn Pavasant
5. Miss Tuangtip Nanakorn

#### 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 thirty 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 Suphahaphorn Khemngoen (Company Secretary) 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 2019 - April 2020
2. Mrs.Pravara Ekaraphanich	Nomination and Remuneration Committee	April 2019 - April 2020
3. Mrs.Suporn Pavasant	Nomination and Remuneration Committee	May 2019 - April 2020

**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 2019 - April 2020
2. Mrs.Pravara Ekaraphanich	Managing Director	April 2019 - April 2020
3. Mrs.Kanyuma Nonecome	Executive Director	April 2019 - April 2020
4. Mrs.Kanlaya Waiyanont	Executive Director	April 2019 - April 2020
5. Miss Tuangtip Na-nakorn	Executive Director	April 2019 - April 2020
6. Miss Suporn Pavasant	Executive Director	May 2019 – April 2020

#### 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. Suphaphorn Khemngoen, as the Company Secretary (appointed May 1, 2019), 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 49 general shareholders meeting on April 22 , 2019, approved compensation of directors at not exceed 10% from net profit and/or 1 million baht a year. In the year 2019 the meeting approved payment of the meeting fee in the amount of 336,000 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>	48 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) TLCA Executive Development Program (EDP 5) Top Executive Program – CMA 18 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.

#### 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	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 45 Years

Position Managing Director

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

Seminar Program Director Accreditation program (DAP)  
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.

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	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. Kanyuma      Nonecome

Age 54 Years

Position Director / Assistant Managing Director

<u>Educational</u>	Master Degree of Administration (Marketing)
	Ramkhamhaeng University

<u>Seminar Program</u>	None
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<u>Shareholding</u>	None
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### Past 5 years experiences

### Listed Companies

Period	Position	Company Name
2012 - present	Director	Boutique Newcity PCL.
2009 - 2016	Sale Manager	Boutique Newcity PCL.

Name : Mrs. Suporn Pavasant

Age 64 Years  
Position Director  
Educational Master Degree of Art  
Ramkhamhaeng University  
Seminar Program None  
Shareholding 400 Shares or 0.003%  
Past 5 years experiences

Listed Companies

Period	Position	Company Name
May 2019 - present	Director	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
1992 - present	Director	Thanara Co .Ltd.
1992 - present	Director	Panivara Co. Ltd.
1992 - present	Director	Sahasin Co. Ltd.

Name : Mrs. Kanlaya      Waiyanont

<u>Age</u>	60 Years
<u>Position</u>	Director
<u>Educational</u>	Mini MBA Ramkhamhaeng University
<u>Seminar Program</u>	None
<u>Shareholding</u>	None
<u>Past 5 years experiences</u>	
<u>Listed Companies</u>	

Period	Position	Company Name
April 2019 - present	Director	Boutique Newcity PCL.
2012 - 2019	Brand Manager	Boutique Newcity PCL.

<u>Listed Companies</u>		
Period	Position	Company Name
2012 - present	Managing Director	Sirichaikiat Co., Ltd.



Name : Miss Tuangtip

Nanakorn

Age 44 Years  
Position Director  
Educational Master Degree of Publication Management  
Drexel University, Philadelphia U.S.A.  
Seminar Program None  
Shareholding None  
Past 5 years experiences  
Listed Companies

Period	Position	Company Name
April 2019 - present	Director	Boutique Newcity PCL.
2018 - present	Retail Manager	Boutique Newcity PCL.
2013 - 2016	Beauty Editor	GMM Grammy PCL.

Other Company

Period	Position	Company Name
2016 – 2018	Marketing Communication Director	Sutipak Organizer Co., Ltd.

Name : Mrs.Yaowaret Lertsukhontharos

<u>Age</u>	70 Years
<u>Position</u>	Director
<u>Educational</u>	High School, Diploma
<u>Seminar Program</u>	Modern Real Estate Business from Thammasat University The Management Program from Management and Psychology Institute
<u>Shareholding</u>	400 share or 0.003%
<u>Past 5 years experiences</u>	
<u>Listed Companies</u>	

Period	Position	Company Name
2007 – April 2019	Director	Boutique Newcity PCL.

Name : Ms.Sunee Thipudomluk

<u>Age</u>	55 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 (CSP)
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2014 – April 2019	Director	Boutique Newcity PCL.
2008 – April 2019	Secretary of Company	Boutique Newcity PCL.
2018 – April 2019	Account Manager	Boutique Newcity PCL.
2014 - 2016	Account Manager	Boutique Newcity PCL.

Other Company

Period	Position	Company Name
2006 - 2019	Director	Varatarn Co.,Ltd.

**Name : Mr. Prasert Patradhilok**

Age 63 Years

Position Independent Director / Audit Committee Chairman

Educational Master's degree of Business Administration (Finance)  
Chulalongkorn University  
Bachelor of Engineering Prince  
Songkla University

Seminar Program Director Certification program (DCP 20)  
DCP Refresher 12  
Anti Corruption : The practical Guide ACPG 15

Shareholding None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2004 - present	Independent Director / Chairman of Audit Committee	Boutique Newcity PCL.
2011 – present	Independent Director / Audit Committee	Pace Development Corporation PCL.
2015 – present	Independent Director / Chairman of Audit Committee	Wave entertainment PCL.
2018 – present	Chairman of Audit Committee Consultants	Panjawatana Plastic PCL.
2018 – present	Independent Director / Chairman of Audit Committee	Teka Construction Co.,Ltd.

Other Company

Period	Position	Company Name
2004 - present	Director	Kindreak Co., Ltd.
2004 - present	Director	Robinson planer Co., Ltd.
2015 - present	Director	Advisory Plus Co.,Ltd.
Feb 2019 - present	Director / Chairman of Executive Director	EXIM Bank Thailand

Name : Mr. Puchchong Vanichjakvong

<u>Age</u>	48 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 Accreditation program (DAP)
<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.

Name : Mr.Sermwong Dhanasarnslip

<u>Age</u>	46 Years
<u>Position</u>	Independent Director / Audit Committee
<u>Educational</u>	Master 's Degree : MBA Finance Mercer University, Atlanta, U.S.A.
<u>Seminar Program</u>	None
<u>Shareholding</u>	1,000 share or 0.008%

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.

Name : Mr.Kris Nalamlieng

<u>Age</u>	49 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>	35,500 share or 0.29%

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>	51 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>	Mini Master Course of Information Production and Systems (Mini-MIPS) Waseda Education (Thailand)
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
2010 – present	Information and Technology Development Manager	Boutique Newcity PCL.
May 2019 - present	Internal Audit	Boutique Newcity PCL.



Name : Ms.Ladawan Chuaiyim

<u>Age</u>	51 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 – October 2019	Human Resources Manager	Boutique Newcity PCL.

Name : Ms.Suphaphorn Khemngoen

<u>Age</u>	41 Years
<u>Position</u>	Company Secretary / Secretary of Audit Committee / Accounting Manager
<u>Educational</u>	Master Degree of Business Administration Ramkhamhaeng University Bachelor of Business Administration (Accounting) Valaya Alongkorn Rajabhat University
<u>Seminar Program</u>	The Manager The Company Secretary Program (CSP 99) TFRS 16 and IFRS 9
<u>Shareholding</u>	None

Past 5 years experiences

Listed Companies

Period	Position	Company Name
May 2019 - present	Accounting Manager	Boutique Newcity PCL.
May 2019 – present	Company Secretary	Boutique Newcity PCL.
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.bttnc.co.th](http://www.bttnc.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 2019 is as follow:

Name		Amount (Baht)
1. Mr. Panitarn	Pavarolavidya	22,000
2. Mrs. Pravara	Ekaraphanich	22,000
3. Mrs. Kanyuma	Nonecome	20,000
4. Mrs. Suporn	Pavasanta	12,000
(Start at 1 May 2019)		
5. Mrs. Kanlaya	Waiyanont	10,000
(Start at 22 April 2019)		
6. Miss Tuangtip	Nanakorn	12,000
(Start at 22 April 2019)		
7. Mrs. Yaowaret	Lertsukhontharos	6,000
(End of 22 April 2019)		
8. Ms. Sunee	Thipudomluk	8,000
(End of 30 April 2019)		
9. Mr. Prasert	Patradhilok	72,000
10. Mr. Puchchong	Vanichjakvong	52,000
11. Mr. Sermwong	Dhanasamsilp	50,000
12. Mr. Kris	Nalamlieng	50,000
Total		336,000

- The Remuneration for 12 Company Directors Executives 6,194,923- Baht

# Meeting Attendance of The Board of Directors in 2019

In 2019, there were 13 Board of Directors meeting, 4 Audit Committee meetings, 1 Nomination and Remuneration Committee meetings and the 49 Annual General Meeting of Shareholders as follow :

		No. Of Meeting Attendance			
Name		Board of Directors 13 /year	Audit Committee 4 / year	Nomination and Remuneration Committee 1 / year	Attendance to the 49 Shareholders Meeting 1/1
1. Mr. Panitarn	Pavarolavidya	13/13		1/1	1/1
2. Mrs.Pravara	Ekaraphanich	13/13		1/1	1/1
3. Mrs.Kanyuma	Nonecome	10/13			1/1
4. Mrs. Suporn	Pavasanta	6/8		1/1	1/1
5. Mrs. Kanlaya	Waiyanont	6/9			1/1
(start at 22 April 2019)					
6. Miss Tuangtip	Nanakorn	7/9			1/1
(start at 22 April 2019)					
7. Mrs.Yaowaret	Lertsukhontharos	4/4			1/1
(end of 22 April 2019)					
8. Ms.Sunee	Thipudomluk	5/5			1/1
(end of 30 April 2019)					
9. Mr. Prasert	Patradhilok	13/13	4/4		1/1
10. Mr. Puchchong	Vanichjakvong	13/13	4/4		1/1
11. Mr.Sermwong	Dhanasarnsilp	12/13	4/4		1/1
12. Mr. Kris	Nalamlieng	12/13			1/1

### Meeting Attendance of the Executive Board in 2019

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.Kanyuma Nonecome	12/12
4. Mrs.Suporn Pavasanta (start at 1 May 2019)	8/8
5. Mrs.Kanlaya Waiyanont (start at 22 April 2019)	8/8
6. Miss.Tuangtip Nanakorn (start at 22 April 2019)	8/8
7. Mrs.Yaowaret Lertsukhontharos (end of 22 April 2019)	4/4
8. Ms.Sunee Thipudomluk (end of 30 April 2019)	4/4

The Executives consists of

Name	Position
1. Mr. Panitarn Pavarolavidya	Chairman
2. Mrs.Pravara Ekaraphanich	Managing Director
3. Mrs.Yaowaret Lertsukhontharos	Vice Managing Director (end of 22 April 2019)
4. Mrs.Kanyuma Nonecome	Assistant Managing Director
5. Ms.Sunee Thipudomluk	Director, Company Secretary and Account & Finance Manager (end of 30 April 2019)
6. Ms.Suphaphorn Khemngoen	Company secretary and Accounting Manager (start at 1 May 2019)
7. Ms.Patcharee Kongkaew	Information and Technology Development Manager and Internal Audit
8. Ms.Laddawan Chuaiyim	Human Resources Manager (end of 1 October 2019)

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 28<sup>th</sup>, 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.btnc.co.th](http://www.btnc.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 2019, continuous improvement of Good Corporate Governance. As result, the company have received score 87.00 point for the quality assessment result of the 2019 Annual Ordinary General Meeting of Shareholders, the rating was "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 manner to the extent that the legitimate interests of the Company are not prejudiced.

6. The ownership rights of shareholders shall be appreciated and respected. Shareholders shall be treated equitably.

7. 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.btcn.co.th](http://www.btcn.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 2019, the company has had the 49 annual general meeting of shareholders on April 22, 2019 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.btcn.co.th](http://www.btcn.co.th) on April 8, 2019 in order to inform the shareholders 14 days 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 2019 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 1-30 December 2018. 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](http://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](http://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 8, 2019 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 8, 2019 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 9-11 April 2019.

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 49 annual general meeting of shareholders on April 22, 2019, 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](http://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 49 annual general meeting of shareholders on April 22, 2019, 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 2019

meeting can be viewed from the 49 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 2019, the Company paid a dividend of Baht 8.40 Million from its operating results in 2018. At Baht 0.70 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](http://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 one-month 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 49 annual general meeting of shareholders on April 22, 2019, the company has delivered a notice with supporting documents on April 8, 2019 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 14 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](http://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 49 General Meeting of Shareholders for the year 2019 was held on April 22, 2019.

	Shareholders	Shares	%
<b>Total number of shareholders as per the registration</b>	<u>505</u>	<u>12,000,000</u>	<u>100.00</u>
<b>Attending shareholders</b>	34	9,908,228	82.57
- Shareholders attending the meeting in person	10	6,537,328	54.48
Proxy attendance			
- Audit committee members	-	-	-
- Other individuals	24	3,370,900	28.09

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](http://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 2019.

### **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](http://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 2019, 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.btnn.co.th](http://www.btnn.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.

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

4. 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.

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

6. 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.

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

8. 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 2019, We are paid dividend from our 2018 operation. All shareholders are invited to participate in the 2019 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](http://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 2019, 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, 12<sup>nd</sup> August.
- c) Provide a physical check-up project to employees and people residing in Prakhonong Commercial Center.
- d) Co-organize health activities with residents in Prakhonong commercial center.
- e) Organize new year celebration party, Songkran celebration and sprinkling water onto a Buddha image for residents in Prakhonong commercial center.
- f) Provide sponsorship to an activity of Run for Red Cross.

## **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, A'MAZE 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 or 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 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. Suphaphorn Khemngoen which is responsible for investor relations and

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 Email address [nokbtnc@gmail.com](mailto:nokbtnc@gmail.com), the results of the investigation will be reported to the Board of Directors. The whistle blowers and complaints will be kept confidential. In 2019, 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](http://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](http://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](http://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](http://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.btnc.co.th](http://www.btnc.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.btnc.co.th](http://www.btnc.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. Suphaphorn Khemengoen who is responsible for investors relations, Tel: 0-2391-3320 ext.300 Fax: 0-2381-1656 E-Mail address : [nokbtnc@gmail.com](mailto:nokbtnc@gmail.com) to assist shareholders and investors in this matter.

In the year 2019, 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 23<sup>rd</sup> 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 13, 2020. In 2019, 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, 2019 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 25, 2020

## Audit Committee's 2019 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 22<sup>nd</sup> April 2019 consists of 3 independent and nonexecutive committee members as follows:

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

In 2019 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 2019 of the 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. Discuss about the Key Audit Matters to be disclosed in the Certified Public Accountants' report in 2019 as well as the auditor's comments towards internal audit and control of the company.
4. Attended meeting with the executives to discuss various material issues.
5. Reviewed various result of operation to be in line with related laws and regulations of government agencies.
6. Considered and proposed the appointing the auditor for the year 2020. The Audit Committee asked the management of the company to seek the auditors to compare

with the former auditor. The Audit Committee proposed to the Board of Directors to select and propose 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 and/or Ms.Nonglak Pattanabandith, CPA registration No. 4713 and/or Mrs.Sumana Senevongse, CPA registration No. 5897 of Karin Audit Company Limited who are eligible, sufficiently independent and suitable to be the Company's auditor for the 3rd term, 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.

On behalf of the audit committee



(Mr.Prasert Patradhilok)

Audit Committee Chairman

March 13, 2020



## Report of the Board of Directors

In 2019, fashion retail has resulting from the consumer behavior changes, both in terms of lifestyle important dates and traditions Including the quality and pricing. The company therefore pays attention to understanding both existing and new customers. The company has studying the needs and objectives of use in order to develop products to meet the wearer with policy to knowing customer and customer service has sensitive and important to customers.

A'MAZE is a multi-brand store, the customers will find a variety of Boutique Newcity Group' products. Which will increase the choice of dressing up to be fun. In 2019, there are 5 A'MAZE stores with a larger area for more convenience in choosing products. In addition, the company attaches great importance to service and Online sales to facilitate customers and reach new customers while also developing products that are suitable for online channel' customers.

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, together with development of equipment and technology for continuous efficiency.

As for the separate financial statement in the year 2019, the Company gained total income in the amount of 765.09 million baht which was decreased from the preceding year for 10.59%. The total profit was 2.99 million baht. The total profit for the equity method was 3.54 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 2020.

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2019**  
**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, 2019, 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, 2019 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.



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Contingent liabilities and allowance for impairment on intangible assets	
Refers to Note 32 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>At present, there is lawsuit case in the Civil Court proceeding. The Company as a plaintiff claimed for damage of Baht 35.2 million, plus interest 7.5% from Baht 33.1 million. Defendants, later, counterclaimed the Company and claimed for Baht 48.7 million, plus 7.5% of the entire amount. This lawsuit case is resulted from the software system is unable to implement as per implementation and integrating programs development service agreements.. Accordingly, the Company fully provided impairment on computer software and recognised as expense of Baht 12.2 million in 2019 financial statements. This matter required the judgement in estimation by management and significant in value, I consider that this is a significant matter.</p>	<p>My audit procedures were designed to assess the appropriateness of contingent liabilities and allowance for impairment on intangible assets included:</p> <ul style="list-style-type: none"> <li>- Understanding the policies and procedures that the Company's management applied for setting up allowance for allowance for impairment on intangible assets and contingent liabilities.</li> <li>- Examine the letter from Civil Court.</li> <li>- Examine the confirmation letter from lawyer.</li> <li>- Considering of the adequacy of the Company's disclosures in accordance with the related Thai Financial Reporting Standards.</li> </ul>

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"> <li>- Understanding the policies and procedures that the Company's management applied for setting up allowance for decline in value of inventories.</li> <li>- 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.</li> <li>- 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.</li> <li>- Considering of the adequacy of the Company's disclosures in accordance with the related Thai Financial Reporting Standards.</li> </ul>



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#### **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, 2018, 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 in the same office who expressed an unqualified opinion, thereon in his report dated February 26, 2019.

#### **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.



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The engagement partner on the audit resulting in this independent auditor's report is Ms. Kannika Wipanurat.



(Ms. Kannika Wipanurat)  
Certified Public Accountant  
Registration No. 7305

Karin Audit Company Limited  
Bangkok  
February 25, 2020

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**STATEMENTS OF FINANCIAL POSITION**

**AS AT DECEMBER 31, 2019**

	<i>Note</i>	Financial statements			
		in which the equity method		Separate	
		is applied		financial statements	
Assets		2019	2018	2019	2018
<i>(in Baht)</i>					
<b>Current assets</b>					
Cash and cash equivalents	5	7,679,002	3,404,912	7,679,002	3,404,912
Trade accounts receivable	6	65,860,588	80,034,897	65,860,588	80,034,897
Other receivables	7	7,451,667	5,662,871	7,451,667	5,662,871
Inventories	8	286,363,487	290,632,986	286,363,487	290,632,986
Other current assets	9	9,802,559	9,339,075	9,802,559	9,339,075
<b>Total current assets</b>		<b>377,157,303</b>	<b>389,074,741</b>	<b>377,157,303</b>	<b>389,074,741</b>
<b>Non-current assets</b>					
Investment in associate	10	21,270,103	35,277,398	20,267,223	33,722,378
Other long-term investments	11	57,233,996	57,498,495	60,308,590	60,573,090
Investment properties	12	72,295,480	72,295,480	72,295,480	72,295,480
Property, plant and equipment	13	64,558,427	70,687,523	64,558,427	70,687,523
Leasehold rights	14	6,634,379	9,139,735	6,634,379	9,139,735
Intangible assets		969,918	12,873,172	969,918	12,873,172
Deferred tax assets	15	14,552,505	14,089,723	14,552,505	14,089,723
Other non-current assets	16	56,053,098	68,050,624	56,053,098	68,050,624
<b>Total non-current assets</b>		<b>293,567,906</b>	<b>339,912,150</b>	<b>295,639,620</b>	<b>341,431,725</b>
<b>Total assets</b>		<b>670,725,209</b>	<b>728,986,891</b>	<b>672,796,923</b>	<b>730,506,466</b>

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

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**STATEMENTS OF FINANCIAL POSITION**

**AS AT DECEMBER 31, 2019**

Liabilities and equity	Note	Financial statements			
		in which the equity method		Separate	
		is applied		financial statements	
		2019	2018	2019	2018
		(in Baht)			
<b>Current liabilities</b>					
Bank overdrafts and short-term loans					
from financial institutions	17	124,925,087	172,141,550	124,925,087	172,141,550
Trade accounts payable	18	16,526,914	53,444,468	16,526,914	53,444,468
Other payables	19	18,207,790	25,272,170	18,207,790	25,272,170
Short-term loans from related parties	4, 17	39,000,000	-	39,000,000	-
Short-term loans from other parties	17		-		-
Current portion of finance lease liabilities	17	245,167	1,065,391	245,167	1,065,391
Current tax payable					
Other current liabilities	20	5,931,290	9,268,207	5,931,290	9,268,207
<b>Total current liabilities</b>		<b>204,836,248</b>	<b>261,191,786</b>	<b>204,836,248</b>	<b>261,191,786</b>
<b>Non-current liabilities</b>					
Finance lease liabilities	17	1,955,254	-	1,955,254	-
Non-current provisions for employee benefits	21	7,947,699	6,692,182	7,947,699	6,692,182
Long-term provisions		1,450,190	1,892,670	1,450,190	1,892,670
<b>Total non-current liabilities</b>		<b>11,353,143</b>	<b>8,584,852</b>	<b>11,353,143</b>	<b>8,584,852</b>
<b>Total liabilities</b>		<b>216,189,391</b>	<b>269,776,638</b>	<b>216,189,391</b>	<b>269,776,638</b>
<b>Equity</b>					
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	8,060,010	7,883,112	8,060,010	7,883,112
Unappropriated		41,117,460	45,850,016	54,207,910	58,388,327
Other component of equity		(4,916,359)	(4,797,582)	(4,916,359)	(4,797,582)
<b>Total equity</b>		<b>454,535,818</b>	<b>459,210,253</b>	<b>456,607,532</b>	<b>460,729,828</b>
<b>Total liabilities and equity</b>		<b>670,725,209</b>	<b>728,986,891</b>	<b>672,796,923</b>	<b>730,506,466</b>

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, 2019**

		Financial statements in which the equity method is applied		Separate financial statements	
	Note	2019	2018	2019	2018
		(in Baht)			
<b>Revenue</b>					
Revenue from sale of goods	4	600,827,549	673,593,555	600,827,549	673,593,555
Revenue from rendering of services		129,779,573	142,055,181	129,779,573	142,055,181
Other income	4, 25	34,484,578	40,095,914	35,136,521	40,438,086
<b>Total revenue</b>		<b>765,091,700</b>	<b>855,744,650</b>	<b>765,743,643</b>	<b>856,086,822</b>
<b>Expenses</b>					
Cost of sales of goods	4	315,524,533	383,545,282	315,524,533	383,545,282
Cost of rendering of services		85,979,215	96,753,278	85,979,215	96,753,278
Distribution costs	4	282,051,596	300,979,852	282,051,596	300,979,852
Administrative expenses	4	60,208,176	53,854,044	60,208,176	53,854,044
Impairment losses on computer software	32	12,235,360	-	12,235,360	-
Finance costs	5	6,256,136	7,684,270	6,256,136	7,684,270
<b>Total expenses</b>		<b>762,255,016</b>	<b>842,816,726</b>	<b>762,255,016</b>	<b>842,816,726</b>
Share of profit (loss) from investment in associate	10	99,804	46,558	-	-
<b>Profit before income tax expense</b>		<b>2,936,488</b>	<b>12,974,482</b>	<b>3,488,627</b>	<b>13,270,096</b>
Tax expense	27	(49,317)	1,975,769	(49,317)	1,975,769
<b>Profit for the year</b>		<b>2,985,805</b>	<b>10,998,713</b>	<b>3,537,944</b>	<b>11,294,327</b>
<b>Other comprehensive income</b>					
<b>Items that will be reclassified subsequently to profit or loss</b>					
Loss on remeasurement available-for-sale investments		(148,471)	(752,254)	(148,471)	(752,254)
Income tax relating to items that will be reclassified	27	29,694	150,450	29,694	150,450
<b>Total items that will be reclassified subsequently to profit or loss</b>		<b>(118,777)</b>	<b>(601,804)</b>	<b>(118,777)</b>	<b>(601,804)</b>
<b>Item that will not be reclassified to profit or loss</b>					
Gains (losses) on remeasurements of defined benefit plans	21	1,073,171	-	1,073,171	-
Income tax relating to items that will not be reclassified	27	(214,634)	-	(214,634)	-
<b>Total items that will not be reclassified to profit or loss</b>		<b>858,537</b>	<b>-</b>	<b>858,537</b>	<b>-</b>
<b>Other comprehensive income for the year - net of tax</b>		<b>739,760</b>	<b>(601,804)</b>	<b>739,760</b>	<b>(601,804)</b>
<b>Total comprehensive income for the year</b>		<b>3,725,565</b>	<b>10,396,909</b>	<b>4,277,704</b>	<b>10,692,523</b>
<b>Basic earnings per share</b>	28	<b>0.25</b>	<b>0.92</b>	<b>0.29</b>	<b>0.94</b>

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, 2019**

		Financial statements in which the equity method is applied						
				Surplus on change of shareholding in investment under common control	Retained earnings		Other component of equity	
		Issued and paid-up share capital	Share premium		Legal reserve	Unappropriated	Investments held as available for sale	Total equity
	Note				(in Baht)			
Balance at January 1, 2018		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	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		-	-	-	-	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	23	-	-	-	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
Transactions with owners, recorded directly in equity								
Dividends to owners of the Company	29	-	-	-	-	(8,400,000)	-	(8,400,000)
Total distributions to owners of the parent		-	-	-	-	(8,400,000)	-	(8,400,000)
Comprehensive income for the period								
Profit or loss		-	-	-	-	2,985,805	-	2,985,805
Other comprehensive income		-	-	-	-	858,537	(118,777)	739,760
Total comprehensive income for the period		-	-	-	-	3,844,342	(118,777)	3,725,565
Transfer to retained earnings	23				176,898	(176,898)	-	-
Balance at December 31, 2019		120,000,000	279,255,971	11,018,736	8,060,010	41,117,460	(4,916,359)	454,535,818

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, 2019**

		Separate financial statements				Other component	
		Issued and	Share	Retained earnings		of equity	Total
	Note	paid-up	premium	Legal	Unappropriated	Investments held	equity
		share capital		reserve		as available for sale	
				(in Baht)			
Balance at January 1, 2018		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	23	-	-	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
Transactions with owners, recorded directly in equity							
Dividends to owners of the Company	29	-	-	-	(8,400,000)	-	(8,400,000)
Total distributions to owners of the parent		-	-	-	(8,400,000)	-	(8,400,000)
Comprehensive income for the period							
Profit or loss		-	-	-	3,537,944	-	3,537,944
Other comprehensive income		-	-	-	858,537	(118,777)	739,760
Total comprehensive income for the period		-	-	-	4,396,481	(118,777)	4,277,704
Transfer to retained earnings	23	-	-	176,898	(176,898)	-	-
Balance at December 31, 2019		120,000,000	279,255,971	8,060,010	54,207,910	(4,916,359)	456,607,532

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

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**STATEMENTS OF CASH FLOW**

**AS AT DECEMBER 31, 2019**

	<b>Financial statements in which the equity method is applied</b>		<b>Separate financial statements</b>	
	2019	2018	2019	2018
	<i>(in Baht)</i>			
<b><i>Cash flows from operating activities</i></b>				
Profit (loss) before income tax expense	2,936,488	12,974,482	3,488,627	13,270,096
Adjustments to reconcile profit (loss) to cash provided (used in) :				
Trade accounts receivable (increase) decrease	10,719,119	14,351,335	10,719,119	14,351,335
Other receivables (increase) decrease	(1,788,797)	6,039,911	(1,788,797)	6,039,911
Inventories (increase) decrease	7,896,717	47,403,077	7,896,717	47,403,077
Other current assets (increase) decrease	1,471,400	(384,913)	1,471,400	(384,913)
Other non-current assets (increase) decrease	11,997,526	3,811,199	11,997,526	3,811,199
Trade accounts payable increase (decrease)	(36,917,555)	(45,618,916)	(36,917,555)	(45,618,917)
Other payables increase (decrease)	(7,724,380)	(7,158,943)	(7,724,380)	(7,158,943)
Other current liabilities increase (decrease)	(3,336,917)	(1,502,970)	(3,336,917)	(1,502,970)
Employee benefits	1,224,176	1,038,073	1,224,176	1,038,073
Other non-current provisions (reversal)	(442,480)	302,000	(442,480)	302,000
Depreciation	16,400,683	16,385,327	16,400,683	16,385,327
Amortisation of leasehold rights	2,505,356	2,510,069	2,505,356	2,510,069
Amortisation of intangible assets	327,894	829,439	327,894	829,439
Impairment losses on investments	116,029	-	116,029	-
Share of (profit) loss from investment in associate	(99,804)	(46,558)	-	-
Impairment losses on computer software	12,235,360	-	12,235,360	-
Bad debts and doubtful accounts (reversal)	3,455,190	1,523,778	3,455,190	1,523,778
Loss from decline in value of inventories (reversal)	(3,627,217)	3,317,173	(3,627,217)	3,317,174
Gain on disposal of investment properties	-	(11,413,431)	-	(11,413,431)
Gain on sale of investment in associate	(11,592,902)	(9,828,827)	(12,244,845)	(10,171,000)
(Gain) loss on disposal of equipment and vehicles	(1,991,006)	(99,999)	(1,991,006)	(99,999)
Dividend income	(859,000)	(823,000)	(859,000)	(823,000)
Interest income	(3)	(169)	(3)	(169)
Interest expenses	6,256,136	7,684,270	6,256,136	7,684,270
Total adjustment of profit (loss)	9,162,013	41,292,407	9,162,013	41,292,406
Net cash flows provided by (used in) operating activities				
Non-current employee benefit paid	(134,550)	(1,328,500)	(134,550)	(1,328,500)
Proceeds from employee benefit	1,239,062	-	1,239,062	-
Tax paid	(2,533,289)	(2,985,810)	(2,533,289)	(2,985,809)
<b>Net cash from (used in) operating activities</b>	<b>7,733,236</b>	<b>36,978,097</b>	<b>7,733,236</b>	<b>36,978,097</b>

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

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**STATEMENTS OF CASH FLOW**

**AS AT DECEMBER 31, 2019**

	<b>Financial statements</b>		<b>Separate</b>	
	<b>in which the equity method</b>		<b>financial statements</b>	
	<b>is applied</b>			
	2019	2018	2019	2018
	<i>(in Baht)</i>			
<b><i>Cash flows from investing activities</i></b>				
Proceeds from sale of investment in associate	25,700,000	17,500,000	25,700,000	17,500,000
Acquisition of long-term investment	-	-	-	-
Proceeds from sale of investment properties	-	14,300,000	-	14,300,000
Proceeds from disposal of equipment and vehicles	3,401,869	100,000	3,401,869	100,000
Acquisitions of equipment	(8,883,449)	(32,334,951)	(8,883,449)	(32,334,951)
Increase in leasehold rights		-		-
Acquisitions of intangible assets		-		-
Dividends received	859,000	823,000	859,000	823,000
Interest received	3	169,000	3	169,000
<b>Net cash from (used in) investing activities</b>	<b>21,077,423</b>	<b>388,218</b>	<b>21,077,423</b>	<b>388,218</b>
<b><i>Cash flows from financing activities</i></b>				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	(47,216,463)	62,719,884	(47,216,463)	62,719,884
Payment by a lessee for reduction of the outstanding liability relating to finance lease	(1,663,970)	(432,336)	(1,663,970)	(432,336)
Proceeds from short-term loans from related parties	-	7,550,000	-	7,550,000
Repayments to short-term loans from related parties	-	(94,441,000)	-	(94,441,000)
Proceeds from short-term loans from other parties	65,000,000	1,000,000	65,000,000	1,000,000
Repayments to short-term loans from other parties	(26,000,000)	(6,000,000)	(26,000,000)	(6,000,000)
Dividends paid to owners of the Company	(8,400,000)	(6,000,000)	(8,400,000)	(6,000,000)
Interest paid	(6,256,136)	(7,684,270)	(6,256,136)	(7,684,270)
<b>Net cash from (used in) financing activities</b>	<b>(24,536,569)</b>	<b>(43,287,722)</b>	<b>(24,536,569)</b>	<b>(43,287,722)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>4,274,090</b>	<b>(5,921,407)</b>	<b>4,274,090</b>	<b>(5,921,407)</b>
Cash and cash equivalents at beginning of year	3,404,912	9,326,319	3,404,912	9,326,319
<b>Cash and cash equivalents at ending of year</b>	<b>7,679,002</b>	<b>3,404,912</b>	<b>7,679,002</b>	<b>3,404,912</b>

**Non-cash transactions**

**For the year 2019**

- The Company purchased intangible assets at price of Baht 0.7 million, but has not been paid.
- The Company entered into finance lease contracts for purchasing assets of Baht 2.8 million.

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



**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**  
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**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 (Piyavat), 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, 2019 and 2018 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 has adopted the revised (revised 2018) and new financial reporting standards and interpretations 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. The adoption of these financial reporting standards does not have any significant impact on the Company’s financial statements. However, the new standard involves changes to key principles, which are 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

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TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
FRIC 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.

This standard does not have any significant impact on the Company's financial statements.

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

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after January 1, 2020. 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 except the following new standards which involve changes to key principles, which are summarised below.

**Financial reporting standards related to financial instruments**

A 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

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, the

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characteristics of the contractual cash flows and the 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 on the financial statements in the year when they are adopted.

#### **TFRS 16 Leases**

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The Company plans to adopt TFRS 16 by using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The management of the Company expects the effect of the adoption of this accounting standard to the statement of financial position as at January 1, 2020 to increase the Company assets approximately Baht 590.8 million, and the Company liabilities approximately Baht 590.8 million.

#### **2.2 Basis of measurement**

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

<b>Items</b>	<b>Measurement bases</b>
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.

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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.

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.

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**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.

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.

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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.

### **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.

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**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. 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

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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.

**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.



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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:

Computer software	3	years
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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.

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.

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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**

**Accounting policies for revenue recognition in 2019**

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Company expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

**Sale of goods and services**

Revenue from sales of goods is recognised when a customer obtains control of the goods, generally on delivery of the goods to the customers. For contracts that permit the customers to return the goods, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore the amount of revenue recognised is adjusted for estimated returns, which are estimated based on the historical data.

Revenue for rendering of services is recognised over time based on stage as the services are provided. The stage of completion is assessed based on cost-to-cost method. The related costs are recognized in profit or loss when they are incurred.

**Investments**

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

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**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**

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.

**Accounting policies for revenue recognition in 2018**

Revenue excludes value added taxes and is arrived at after deduction of trade discounts and volume rebates.

**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**

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**

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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.

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.

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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 10. Relationship with key management and other related parties were as follows:

<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
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 up to May 13, 2019 and director of related companies
Mr. Panitarn Pavarolavidya	Thai	Major shareholder and director
Mrs. Pravara Ekaraphanich	Thai	Major shareholder and director
Sirathan Co., Ltd.	Thailand	Major shareholder since May 10, 2019 and common shareholders and directors
Sahasin Co., Ltd.	Thailand	Major shareholder since May 13, 2019 and common shareholders and directors
Miss Sunee Thipudomluk	Thai	Director up to April 30, 2019
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
BTFA Co., Ltd.	Thailand	Common shareholders and directors
Panivara Co., Ltd.	Thailand	Common shareholders and directors
Saha Pathana Inter-Holding PCL.	Thailand	Common shareholders

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<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
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:

<b>Transactions</b>	<b>Pricing policies</b>
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, 2019 and 2018 with related parties were as follows:

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	<b>2019</b>	<b>2018</b>
	<b>(in thousand Baht)</b>	
<b>Related parties</b>		
Revenue from sale of goods	-	178
Sales - land and building (Note 12)	-	14,300
Sales – vehicles	530	-
Sales – investments (Note 10)	19,700	17,500
Other income	2,255	2,568
Purchases of goods	357,231	416,199
Distribution costs	13,542	11,077
Administrative expenses	12,316	10,114
Interest expense	1,012	1,053



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	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Key management personnel</b>		
Key management personnel compensation		
Short-term benefits	5,915	7,198
Post-employment benefits	280	287
Total key management personnel compensation	<u>6,195</u>	<u>7,485</u>

Balances as at 31 December 2019 and 2018 with related parties were as follows:

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Trade accounts receivable</b>		
Related parties	<u>-</u>	<u>191</u>
<b>Trade accounts receivable</b>		
Related parties	<u>530</u>	<u>-</u>
<b>Trade accounts payable</b>		
Related parties	<u>13,761</u>	<u>52,980</u>
<b>Other payables</b>		
Related parties	<u>3,946</u>	<u>3,289</u>

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	<b>Financial statements</b>	
	<b>in which the equity method</b>	
	<b>is applied / separate</b>	
	<b>financial statements</b>	
	Interest rate	
	2019	2018
	(% per annum)	(in thousand Baht)
<b>Short-term loans from related parties</b>		
Mrs.Sirina Pavarolavidya	3.60	-
<b>Total</b>		
	<b>39,000</b>	<b>-</b>

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

	<b>Financial statements in which</b>	
	<b>the equity method is applied /</b>	
	<b>separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Short-term loans from related parties</b>		
At 1 January	-	86,891
Increase	65,000	7,550
Decrease	(26,000)	(94,441)
<b>At 31 December</b>	<b>39,000</b>	<b>-</b>

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**5 Cash and cash equivalents**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Cash on hand	1,200	977
Cash at banks - current accounts	6,478	2,427
Cash at banks - savings accounts	1	1
<b>Total</b>	<b>7,679</b>	<b>3,405</b>

**6 Trade accounts receivable**

		<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	Note	2019	2018
		(in thousand Baht)	
Related parties	4	-	191
Other parties		71,051	81,579
Total		71,051	81,770
Less allowance for doubtful accounts		(5,190)	(1,735)
<b>Net</b>		<b>65,861</b>	<b>80,035</b>
Bad and doubtful debt expense for the year		3,455	1,232

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**  
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Aging analyses for trade accounts receivable were as follows:

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Other parties</b>		
Within credit terms	59,101	71,236
Overdue:		
Less than 3 months	4,100	4,368
3-6 months	1,139	1,239
6-12 months	1,521	2,999
Over 12 months	5,190	1,928
	<b>71,051</b>	<b>81,770</b>
Less allowance for doubtful accounts	(5,190)	(1,735)
<b>Net</b>	<b>65,861</b>	<b>80,035</b>

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

**7 Other receivables**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Other receivables	3,516	4,325
Guarantee and deposit	10	-
Accrued income	2,916	930
Prepaid expenses	491	69
Others	519	339
<b>Total</b>	<b>7,452</b>	<b>5,663</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**  
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**8 Inventories**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Finished goods	288,883	296,780
Less allowance for decline in value of inventories	(2,519)	(6,147)
<b>Net</b>	<b>286,364</b>	<b>290,633</b>

**9 Other current assets**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Withholding tax	4,636	2,701
Value added tax receivable	951	1,384
Others	4,216	5,254
<b>Total</b>	<b>9,803</b>	<b>9,339</b>

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**10 Investment in associate**

	<b>Financial statements</b>		<b>Separate</b>	
	<b>in which the equity method</b>		<b>financial statements</b>	
	<b>is applied</b>			
	2019	2018	2019	2018
	(in thousand Baht)			
At 1 January	35,277	42,902	33,722	41,051
Disposals	(14,107)	(7,671)	(13,455)	(7,329)
Share of profits (losses) from investment	100	46	-	-
<b>At 31 December</b>	<b>21,270</b>	<b>35,277</b>	<b>20,267</b>	<b>33,722</b>

In March 2019, the Company sold 8.49% of its 27.76% interest of the issued and paid-up capital of an associate (Choksamakkhee Co., Ltd.) to a shareholder of the Company at the selling price of Baht 19.7 million. This cost accounted for using the equity method of Baht 10.8 million for the financial statements in which the equity method is applied, and accounted for using the cost method of Baht 10.3 million for the separate financial statements (Note 4).

In September 2019, the Company sold 2.59% of its 19.27% interest of the issued and paid-up capital of an associate (Choksamakkhee Co., Ltd.) to other party at the selling price of Baht 6.0 million. This cost accounted for using the equity method of Baht 3.3 million for the financial statements in which the equity method is applied, and accounted for using the cost method of Baht 3.1 million for the separate financial statements.

The Company recognised gain from these two sales totaling Baht 11.6 million and Baht 12.2 million in the statement of comprehensive income in which the equity method is applied and separate financial statements for the year ended December 31, 2019, respectively.

In March 2018, the Company sold 6.03% of its 33.79 percent interest of the issued and paid-up capital of an associate (Choksamakkhee Co., Ltd.) to a shareholder of the Company at the selling price of Baht 17.5 million. This cost accounted for using the equity method of Baht 7.7 million for the financial statements in which the equity method is applied, and 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 (Note 4).

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

Investment in associate as at December 31, 2019 and 2018 was as follows:

Financial statements in which the equity method is applied														
	Type of business	Country of incorporation	Ownership		Paid-up capital		Cost		Equity		Impairment		At equity - net	
			interest		2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
			(%)							(in thousand Baht)				
<i>Associate</i>														
Choksamukkhee Co., Ltd.	Construction	Thailand	16.68	27.76	116,000	116,000	20,267	33,722	21,270	35,277	-	-	21,270	35,277

Separate financial statements												
	Type of business	Country of incorporation	Ownership		Paid-up capital		Cost		Impairment		At cost - net	
			interest									
			2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
			(%)						(in thousand Baht)			
<i>Associate</i>												
Choksamukkhee Co., Ltd.	Construction	Thailand	16.68	27.76	116,000	116,000	20,267	33,722	-	-	20,267	33,722

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

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**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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)	
	2019	2018
Revenue	907	754
Total comprehensive income (100%)	421	141
Percentage of shareholding	16.68	27.76
<b>Total comprehensive income of the Company's interest</b>	<b>100</b>	<b>47</b>
Current assets	9,014	8,424
Non-current assets	123,422	123,467
Current liabilities	(467)	(405)
Non-current liabilities	(1,648)	(1,589)
Net assets (100%)	130,321	129,897
Percentage of shareholding	16.68	27.76
<b>Book value of investment in associate</b>	<b>21,270</b>	<b>35,277</b>



**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**11 Other long-term investments**

	<b>Financial statements</b>		<b>Separate</b>	
	<b>in which the equity method</b>		<b>financial statements</b>	
	<b>is applied</b>			
	2019	2018	2019	2018
	(in thousand Baht)			
<b><i>Other long-term investments</i></b>				
Equity securities available for sale	614	762	614	762
Other non-marketable equity securities				
Related party	47,211	47,211	50,286	50,286
Other parties	9,409	9,525	9,409	9,525
	56,620	56,736	59,695	59,811
<b>Total</b>	<b>57,234</b>	<b>57,498</b>	<b>60,309</b>	<b>60,573</b>

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

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Available-for-sale securities</b>		
At 1 January	762	1,515
Valuation adjustment	(148)	(753)
<b>At 31 December</b>	<b>614</b>	<b>762</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

	<b>Financial statements</b>		<b>Separate</b>	
	<b>in which the equity method</b>		<b>financial statements</b>	
	<b>is applied</b>			
	2019	2018	2019	2018
	(in thousand Baht)			
<b>Other non-marketable equity securities</b>				
At 1 January	57,370	57,370	60,445	60,445
Acquisitions	(750)	-	(750)	-
Allowance for impairment	-	(634)	-	(634)
<b>At 31 December</b>	<b>56,620</b>	<b>56,736</b>	<b>59,695</b>	<b>59,811</b>

# BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2019

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	Ownershpm interest		Paid-up capital		Cost		Impairment		Cost – net of impairment		Devidend income	
		2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
		(%)		(in thousand baht)									
<b>Related party</b>													
Panivara Co., Ltd.	Real estate	18.66	18.66	284,000	284,000	47,211	47,211	-	-	47,211	47,211	-	-
<b>Other parties</b>													
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	72	36
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	6,0	25,000	250	1,000	-	(634)	250	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	-	-
<b>Total</b>						<b>56,620</b>	<b>57,370</b>	<b>-</b>	<b>(634)</b>	<b>56,620</b>	<b>56,736</b>	<b>859</b>	<b>823</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**Separate financial statements**

	Type of Business	Ownership interest		Paid-up capital		Cost		Impairment		Cost – net of impairment		Dividend income	
		2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
		(%)		(in thousand baht)									
<b>Related party</b>													
Panivara Co., Ltd.	Real estate	18.66	18.66	284,000	284,000	50,286	50,286	-	-	50,286	50,286	-	-
<b>Other parties</b>													
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	72	36
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	250	1,000	-	(634)	250	366	-	-
American Food Co., Ltd.	Producer ice cream products												
<b>Related party</b>		3.00	3.00	140,000	140,000	4,200	4,200	-	-	4,200	4,200	-	-
<b>Total</b>						<b>59,695</b>	<b>60,445</b>	<b>-</b>	<b>(634)</b>	<b>59,695</b>	<b>59,811</b>	<b>859</b>	<b>823</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

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**12 Investment properties**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Cost</b>		
At 1 January	72,295	87,728
Disposals	-	(15,433)
<b>At 31 December</b>	<b>72,295</b>	<b>72,295</b>
<b>Accumulated depreciation</b>		
At 1 January	-	12,043
Depreciation charge for the year	-	503
Disposals	-	(12,546)
<b>At 31 December</b>	<b>-</b>	<b>-</b>
<b>Net book value</b>		
<b>At December 31,</b>	<b>72,295</b>	<b>72,295</b>

Investment properties as at December 31, 2019 comprise land at appraised value totaling Baht 306.9 million (2018: Baht 306.9 million). The appraised value of land was got from Government agency, which is categorized into level 2 of fair value.

In September 2018, the Company sold condominium to a 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.

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**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**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)
<b>Cost</b>						
At January 1, 2018	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)	-
<b>At December 31, 2018</b>	<b>7,480</b>	<b>24,675</b>	<b>221,217</b>	<b>15,187</b>	<b>29,744</b>	<b>298,303</b>
Additions	-	-	6,153	2,799	2,730	11,682
Disposals	-	-	(1,121)	(7,966)	-	(9,087)
Transfer	-	22,290	8,731	-	(31,021)	-
<b>At December 31, 2019</b>	<b>7,480</b>	<b>46,965</b>	<b>234,980</b>	<b>10,020</b>	<b>1,453</b>	<b>300,898</b>
<b>Accumulated depreciation</b>						
At January 1, 2018	-	24,675	173,779	13,920	-	212,374
Depreciation charge for the year	-	-	15,032	850	-	15,882
Disposals	-	-	-	(640)	-	(640)
<b>At December 31, 2018</b>	<b>-</b>	<b>24,675</b>	<b>188,811</b>	<b>14,130</b>	<b>-</b>	<b>227,616</b>
Depreciation charge for the year	-	281	15,451	668	-	16,400
Disposals	-	-	(205)	(7,471)	-	(7,676)
<b>At December 31, 2019</b>	<b>-</b>	<b>24,956</b>	<b>204,057</b>	<b>7,327</b>	<b>-</b>	<b>236,340</b>

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**NOTES TO FINANCIAL STATEMENTS**

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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)					
<b>At December 31, 2018</b>						
Owned assets	7,480	-	32,406	193	29,744	69,823
Assets under finance leases	-	-	-	864	-	864
	<u>7,480</u>	<u>-</u>	<u>32,406</u>	<u>1,057</u>	<u>29,744</u>	<u>70,687</u>
<b>At December 31, 2018</b>						
Owned assets	7,480	22,009	32,923	-	1,453	61,865
Assets under finance leases	-	-	-	2,693	-	2,693
	<u>7,480</u>	<u>22,009</u>	<u>32,923</u>	<u>2,693</u>	<u>1,453</u>	<u>64,558</u>

The gross amount of the Company's fully depreciated property, plant and equipment that was still in use as at December 31, 2019 amounted to Baht 192.0 million (2018: Baht 180.9 million).

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED****NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2019****14 Leasehold rights**

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

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
At 1 January	9,140	11,650
Amortisation for the year	(2,506)	(2,510)
<b>At 31 December</b>	<b>6,634</b>	<b>9,140</b>

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 (2018: Baht 48.6 million).

**15 Deferred tax**

Deferred tax assets and liabilities as at December 31, 2019 and 2018 were as follows:

	<b>Financial statements in which the equity method is applied / separate financial statements</b>			
	<b>Assets</b>		<b>Liabilities</b>	
	2019	2018	2019	2018
	(in thousand Baht)			
Total	14,651	14,090	(98)	-
Set off of tax	(98)	-	98	-
<b>Net deferred tax assets</b>	<b>14,553</b>	<b>14,090</b>	<b>-</b>	<b>-</b>



**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

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Movements in deferred tax assets and liabilities during the year 2019 were as follows:

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

(Charged) / Credited to:

	At January 1, 2019	Profit or loss (in thousand Baht)	Other comprehend- sive income	At December 31, 2019
<b>Deferred tax assets</b>				
Trade accounts receivable (allowance for doubtful accounts)	347	697	-	1,038
Inventories (allowance for decline in value)	1,299	(725)	-	504
Computer software (allowance for impairment)	-	2,447	-	2,447
Other long-term investments (allowance for impairment and valuation adjustment)	1,326	(97)	-	1,342
Provision for employee benefit obligations	1,339	3	-	8,091
Difference from recognition of revenue and cost of sales	9,809	(1,718)	-	8,091
<b>Total</b>	<b>14,050</b>	<b>601</b>	<b>-</b>	<b>14,651</b>
<b>Deferred tax liabilities</b>				
Finance lease liabilities	40	(138)	-	(98)
<b>Total</b>	<b>40</b>	<b>67</b>	<b>-</b>	<b>(98)</b>
<b>Net</b>	<b>14,090</b>	<b>450</b>	<b>-</b>	<b>14,553</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**16 Other non-current assets**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Deposit	56,053	68,051
<b>Total</b>	<b>56,053</b>	<b>68,051</b>

**17 Interest-bearing liabilities**

		<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	Note	2019	2018
		(in thousand Baht)	
<b>Current</b>			
Bank overdrafts			
Unsecured		33,587	20,247
Short-term loans from financial institutions			
Unsecured		90,000	150,000
Liabilities under trust receipts		1,338	1,895
<b>Bank overdrafts and short-term loans     from financial institutions</b>		<b>124,925</b>	<b>172,142</b>
Short-term loans from related parties			
Unsecured	4	39,000	-
Current portion of finance lease liabilities		245	1,065
<b>Total current interest-bearing liabilities</b>		<b>164,170</b>	<b>173,207</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

	Note	Financial statements in which the equity method is applied / separate financial statements	
		2019	2018
		(in thousand Baht)	
<b>Non-current</b>			
Finance lease liabilities		1,955	-
<b>Total non-current interest-bearing liabilities</b>		<b>1,955</b>	<b>-</b>
<b>Total interest-bearing liabilities</b>		<b>166,125</b>	<b>173,207</b>

As at December 31, 2019, bank overdrafts bear interest at rates ranging from 6.87% to 7.67% per annum (2018: ranging from 6.87% to 7.67% per annum). Liabilities under trust receipts bear interest at the rate of 2.50% per annum (2018: 2.50% per annum). Loans from financial institutions as at December 31, 2019 bear interest at rates ranging from 3.50% to 5.50% per annum (2018: 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, 2019 the Company had unutilised credit facilities totaling Baht 422.0 million (2018: Baht 277.5 million).

**18 Trade accounts payable**

	Note	Financial statements in which the equity method is applied / separate financial statements	
		2019	2018
		(in thousand Baht)	
Related parties	4	13,761	52,980
Other parties		2,766	464
<b>Total</b>		<b>16,527</b>	<b>53,444</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**19 Other payables**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Accrued operating expenses	15,666	23,137
Others	2,542	2,135
<b>Total</b>	<b>18,208</b>	<b>25,272</b>

**20 Other current liabilities**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Advance received from customers	4,004	7,263
Withholding tax payable	650	674
Others	1,277	1,331
<b>Total</b>	<b>5,931</b>	<b>9,268</b>

**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.

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

Movement in the present value of the defined benefit obligations:

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
At 1 January	6,692	6,983
<b>Included in profit or loss:</b>		
Current service cost and Interest on obligations	1,224	1,038
	<b>1,224</b>	<b>1,038</b>
<b>Recognised in other comprehensive</b>		
·		
Actuarial losses (gains)	(1,073)	-
<b>Other</b>		
Receipt transferring	1,239	-
Benefits paid	(134)	(1,329)
<b>At 31 December</b>	<b>7,948</b>	<b>6,692</b>

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

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Demographic assumptions	(911)	-
Financial assumptions	(162)	-
<b>Total</b>	<b>(1,073)</b>	<b>-</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED****NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2019**

## Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages):

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(%)	
Discount rate	1.47	2.25
Future salary growth	-	1.00

Assumptions regarding future mortality have been based on published statistics and mortality tables.

**Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amounts shown below:

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	Increase	Decrease
	(in thousand Baht)	
<b>At December 31, 2019</b>		
Discount rate (1% movement)	(626)	709
Future salary growth (1% movement)	705	-
<b>At December 31, 2018</b>		
Discount rate (1% movement)	(738)	833
Future salary growth (1% movement)	940	(757)

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED****NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2019**

On April 5, 2019, the Labor Protection Act (Issue 7) 2019, which stipulates additional compensation rates in the case of employers terminating employment for employees who have worked for 20 consecutive years or more, they are entitled to compensation of not less than the final rate of 400 days that has already been announced in the Government Gazette. The said law is effective from May 5, 2019 onwards, which will be considered as a revision of the project for post-employment benefits. The Company recorded the effect of such change by recognizing the past service cost as an immediate expense in the profit (loss) for the year of Baht 2.3 million.

**22 Share capital**

	Par value	2019		2018	
	per share	Number	Amount	Number	Amount
	(in Baht)	(thousand shares / thousand Baht)			
<b>Authorised</b>					
At 1 January					
- ordinary shares	10	25,000	250,000	25,000	250,000
<b>At 31 December</b>					
- ordinary shares	10	<u>25,000</u>	<u>250,000</u>	<u>25,000</u>	<u>250,000</u>
<b>Issued and paid-up</b>					
At 1 January					
- ordinary shares	10	12,000	120,000	12,000	120,000
<b>At 31 December</b>					
- 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 2019 and 2018, the Company set up legal reserve in amounting to Baht 0.2 million and Baht 0.6 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, 2019

### Information about reportable segments:

	Financial statements in which the equity method is applied											Total reportable segments	
	Lady Apparel		Men's Clothing		Accessories		Uniforms		Other				
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018			
	(พันบาท)												
External revenue	589,554	641,328	7,976	16,26	2,660	16,001	129,779	142,055	638	-	730,607	815,649	
Cost of sales of goods/ cost of rendering of services	307,168	361,306	6,328	12,57	1,473	9,668	85,979	96,753	556	-	401,504	480,299	
Segment profit before income tax	282,386	280,022	1,648	3,69	1,187	6,333	43,800	45,302	82	-	329,103	335,350	
Unallocated amounts of revenue and expenses:													
Other income											34,485	40,096	
Distribution costs											(282,052)	(300,980)	
Administrative expenses											(60,208)	(53,854)	
Impairment losses on computer software											(12,235)	-	
Finance costs											(6,256)	(7,684)	
Share of profit (loss) of associate											100	46	
Tax (expense) income											49	(1,975)	
Profit (loss) for the period											2,986	10,999	
Segment assets as at 31 December											670,725	728,987	
Segment liabilities as at 31 December											216,189	269,777	

### Geographical segments

The Company operates principally in Thailand.

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**25 Other income**

	Note	<b>Financial statements in which the equity method is applied</b>		<b>Separate financial statements</b>	
		2019	2018	2019	2018
		(in thousand Baht)			
Rental income		8,559	7,462	8,559	7,462
Compensation from insurance policy		3,947	3,209	3,947	3,209
Gain on sale of investment in associate	10	11,593	9,829	12,245	10,171
Gain on disposal of equipment		1,991	100	1,991	100
Gain on exchange rate		1,477	872	1,477	872
Dividend income		859	823	859	823
Compensation income		346	1,182	346	1,182
Tuition fee income		102	127	102	127
Gain on disposal of investment properties	12	-	11,413	-	11,413
Others		5,611	5,079	5,611	5,951
<b>Total</b>		<b>34,485</b>	<b>40,096</b>	<b>35,137</b>	<b>40,438</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**26 Expenses by nature**

	<b>Financial statements in which the equity method is applied/ separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
Purchases of finished goods	401,504	480,299
Rental expenses	155,084	181,490
Employee benefit expenses	82,982	65,573
Sales supporting expenses	45,830	45,461
Sales promotion expenses	7,157	9,671
Depreciation	16,401	16,385
Utility expenses	7,384	8,868
Credit card fee	7,090	7,882
Property tax expenses	6,848	5,648
Supply expenses	4,497	5,009
Others	8,987	8,846
<b>Total</b>	<b>743,764</b>	<b>835,132</b>

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

**27 Income tax expense**

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

2019 2018

(in thousand Baht)

**Income tax recognised in profit or loss**

**Current tax expense**

Current year	598	2,426
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**Deferred tax expense**

Movements in temporary differences	(647)	(450)
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<b>Total</b>	<b>(49)</b>	<b>1,976</b>
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**Income tax recognised in other comprehensive income**

Fair value changes in available-for-sale investments	(30)	(150)
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Defined benefit plan actuarial gains (losses)	215	-
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<b>Total</b>	<b>185</b>	<b>(150)</b>
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**Reconciliation of effective tax rate**

**Financial statements  
in which the equity method is applied**

2019

2018

Rate	(in thousand	Rate	(in thousand Baht)
(%)	Baht)	(%)	

Profit before income tax expense		2,936	12,974
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Income tax using the Thai corporation tax rate	20	587	2,595
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Dividend income not subject to tax		(172)	(165)
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Additional expenses for tax purposes		(1,079)	(1,009)
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Expenses not deductible for tax purposes		29	114
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Others		586	441
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<b>Total</b>	<b>1.7</b>	<b>(49)</b>	<b>15.2</b>	<b>1,976</b>
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**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

	<b>Separate financial statements</b>			
	2019		2018	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit before income tax expense		3,489		13,270
Income tax using the Thai corporation tax rate	20	698	20	2,654
Dividend income not subject to tax		(172)		(165)
Additional expenses for tax purposes		(1,079)		(1,009)
Expenses not deductible for tax purposes		29		114
Others		475		382
<b>Total</b>	<b>1.4</b>	<b>(49)</b>	<b>14.9</b>	<b>1,976</b>

**28 Earnings per share**

The calculations of basic earnings per share for the years ended December 31, 2019 and 2018 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:

	<b>Financial statements in which the equity method is applied</b>		<b>Separate financial statements</b>	
	2019	2018	2019	2018
	(in thousand Baht / thousand shares)			
<b>Profit for the year attributable to ordinary shareholders of the Company (basic)</b>	<b>2,986</b>	<b>10,999</b>	<b>3,538</b>	<b>11,294</b>
<b>Number of ordinary shares outstanding</b>	<b>12,000</b>	<b>12,000</b>	<b>12,000</b>	<b>12,000</b>
<b>Earnings per share (basic) (in Baht)</b>	<b>0.25</b>	<b>0.92</b>	<b>0.29</b>	<b>0.94</b>

**29 Dividends**

At the annual general meeting of the shareholders of the Company held on April 22, 2019, the shareholders approved the appropriation of dividend of Baht 0.70 per share, amounting to Baht 8.4 million. The dividend was paid to shareholders in May 2019.

## **BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

### **NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

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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.

#### **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 December 31, and the periods in which those liabilities mature were as follows:

**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

	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)		
<b>2019</b>				
Bank overdrafts	6.87 - 7.17	33,587	-	33,587
Short-term loans from financial institutions	3.20 - 5.50	90,000	-	90,000
Short-term loans from related parties	3.60	39,000	-	39,000
Liabilities under trust receipts	2.50	1,338	-	1,338
Finance lease liabilities	8.94	245	1,955	2,200
<b>Total</b>		<b>164,170</b>	<b>1,955</b>	<b>166,125</b>
<b>2018</b>				
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
<b>Total</b>		<b>173,207</b>	<b>-</b>	<b>173,207</b>

**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, 2019**

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

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Ringgit Malaysia</b>		
Trade accounts receivable	244	1,792
<b>Gross exposure</b>	<b>244</b>	<b>1,792</b>
<b>Euro</b>		
Trade accounts payable	66	35
<b>Gross exposure</b>	<b>66</b>	<b>35</b>
<b>Total exposure</b>	<b>310</b>	<b>1,827</b>

**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.

**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.



**BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED****NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2019****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.

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

	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
		(in thousand Baht)			
<b>December 31, 2019</b>					
<b>Financial assets measured at fair value</b>					
Equity securities available for sale	614	614	-	-	614
<b>December 31, 2018</b>					
<b>Financial assets measured at fair value</b>					
Equity securities available for sale	762	762	-	-	762

Fair values of short-term loans approximate to the carrying amounts due to interest rates referencing to market 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, 2019**

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**31 Commitments with non-related parties**

	<b>Financial statements in which the equity method is applied / separate financial statements</b>	
	2019	2018
	(in thousand Baht)	
<b>Future minimum lease payments under non-cancellable operating leases</b>		
Within one year	93,419	93,622
After one year but within five years	120,948	90,574
<b>Total</b>	<b>214,367</b>	<b>184,196</b>

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, 2019, the Company has guarantee for overdraft lines to two local financial institutions for several related companies amounting to totaling Baht 36.0 million (2018: Baht 36.0 million).

**32 Contingent liabilities**

32.1 As at December 31, 2019, 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 12.1 million (2018: Baht 12.7 million).

32.2 On July 9, 2015, the Company has entered into the service agreement with a local company in order to get provision of consulting services on implementation and integrating programs development, total fee of this agreement is Baht 13.1 million. Presently, the Company paid up fee and other service together of Baht 12.2 million. This amount was recorded under intangible assets.

On August 31, 2018, the Company as a plaintiff sued a counterparty and another company as defendants, the allegation about service provider has breached of contract. The Company claimed for return all paid up amount and recover damages totaling of Baht 35.2 million, plus interest 7.5% of Baht 33.1 million since prosecution date till the claim amount is fully paid.

## **BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED**

### **NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**

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On January 29, 2019, defendants entered a plea and counterclaimed the Company, the allegation about plaintiff intended to do infringement. Defendants requested plaintiff to withdraw the prosecution and claimed for Baht 48.7 million plus interest 7.5% of this amount since prosecution date till the claim amount is fully paid.

On April 2, 2019, the Company submitted the requisitions to the Civil Court to withdraw the counterclaim from defendants.

At present, the case is in the Civil Court proceeding.

According to the mentioned lawsuit, the Company fully provided impairment on the computer software and recognized as expense of Baht 12.2 million in the financial statements for the year ended December 31, 2019.

#### **33 Financial statements approval**

Board of Directors of the Company has approved these financial statements on February 25, 2020.

## Summary on the Company's Financial status

(Thousand Baht)

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
For the year ended 31st December				
Total assets	670,725	728,987	808,463	805,859
Total liabilities	216,189	269,777	353,649	349,511
Shareholder's equity	454,536	459,210	454,813	456,348
Income from sales	630,608	815,649	780,742	890,844
Total income	765,092	855,745	815,979	941,132
Gross profit	363,588	375,446	340,275	433,076
Net profit	2,986	10,999	8,642	22,692
Earning per share (Baht)	0.25	0.92	0.72	1.89

## Financial Ratio

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
For the year ended 31st December				
Net Profit margin	0.39	1.29	1.06	2.41
Return on asset	1.31	2.69	2.49	4.78
Return on equity	0.65	2.41	1.90	5.12
Earnings per share	0.25	0.92	0.72	1.89
Dividend per Share	0.15*	0.70	0.50	0.75
Book Value per Share	38.02	38.29	37.57	35.86

## **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 2019, as for the separate financial statement, the Company gained total income in the amount of 765.74 Million Baht decreased from the preceding year by 10.55% and net profit in the amount of 3.54 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 765.09 Million Baht and net profit in the amount of 2.99 Million Baht.

### **2. Result of operation**

As regards the Company laid down a sale goal for 1,161.5 Million Baht, the actual income was in the amount of 765.09 Million Baht, decreased from the preceding year by 90.65 Million Baht or 10.59%.

The revenue from sales of the Company was 600.83 Million Baht, decrease from the preceding year by 72.77 Million Baht or 10.80%, the revenue from services of the Company was 129.78 Million Baht, decrease from the preceding year by 12.27 Million Baht or 8.64% due to the economic situation is not growing and the purchasing power of both domestic and tourist consumers which continuously decreased from the 3<sup>rd</sup> quarter, resulting in the sales decline. The company has other income 34.48 Million Baht decrease from the preceding year by 5.61 Million Baht or 13.99% due to the preceding year had profit from the sale of investment properties and investments in the total amount of 21.03 Million Baht while the year 2019 the Company had profits from sales of assets and investment of 14.23 Million Baht.

The company's gross profit was 329.10 Million Baht, decrease from the preceding year by 6.25 Million Baht or 1.86% due to the decrease of sales. At the same time, the gross profit margin was 45.05%, an increase of 3.93% from the preceding year due to the company there are more sources of production, resulting in lower product costs.

The total selling and administrative expenses of the Company were 342.26 Million Baht, a decrease from the preceding year by 12.57 Million Baht or 3.54% Since the company has considered closing stores with loss and consolidating branches within the same shopping center, resulting in reduced venue costs. The company had continuously increasing use of social media

marketing budgets and the structure of sales personnel has been improved. In order to increase sales efficiency, resulting in increased personnel costs.

The Company has set up impairment of computer software during installation that cannot be used as intended. As there has not been a complete delivery of work from the employer, in which the lawsuit and the case are being considered by the court in the amount of Baht 12.24 million.

The total financial cost of the Company were 6.26 Million Baht, a decrease from the preceding year by 1.43 Million Baht because the Company acquired source of funding whose interest rate was lower than the overdraft.

The Company's financial statement showed profit for the year in the amount of 2.99 Million Baht decrease from the preceding year by 72.85%.

The rate of remuneration to the shareholders in this year was at 0.25%, in comparison to 0.92 in 2018.

### **3. Financial status**

#### **Assets**

As of the year-end of 2019, total assets of the Company were in the amount of 670.73 Million Baht, a decreased from the preceding year by 58.26 Million Baht or 7.99%. The Company had the current assets decreased for 11.92 Million Baht, the non-current assets decreased for 46.34 Million Baht.

The current assets decreased mainly due to the decrease in the trade accounts receivable decreased by 14.17 Million Baht due to payment from trade accounts receivable. Average debt collection period was 36.44 days, in comparison to 39.37 days in 2018.

The non-current assets declined by a major reason was on March 2019 the Company sold 985,000 shares of Choksamakee Company Limited to a shareholder of company, representing 8.49% of the total equity interest, 27.76% 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 10.8 Million Baht and 10.3 Million Baht for the separated financial statement method. Total sell price 19.70 Million Baht. On September 2019, the Company sold 300,000 shares of Choksamakee Company Limited, representing 2.59% of the total equity interest, 19.27% 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 3.3 Million Baht and 3.1 Million Baht for the separated financial statement method. Total sell price 6.00

Million Baht. And decreased due to the return of deposit from Shopping Centre because shop closed in the amount of 12 million baht

#### **4. Liquidity and sufficiency of capital**

In 2019, cash and equivalent to cash of the Company were for 7.86 Million Baht, an increase 4.27 Million Baht in the preceding year as appeared in the following essence.

Cash flow receivable from the Company's operation was at 7.73 Million Baht, cash flow derived from the sale of capital invested in associated company was at 25.70 Million Baht and also sold equipment and vehicles was at 3.40 Million Baht. which included cash flow derived for Dividend was at 0.86 Million Baht. While Cash flows used for purchase equipment 8.88 Million Baht. The fund-raising activities decrease 24.54 million baht, mainly from repayment bank overdraft and short-term loans from the financial institutions total 47.22 Million Baht and repayment short-term loans from related parties total 26.00 million baht, cash paid to the financial cost in the amount of 6.23 million baht, and dividend payment 8.40 million baht. Cash flow received from short-term loans from related parties total 65.00 Million Baht. The company had the liquidity ratio and cash cycle by 1.84 times, at 266.91 day in comparison by 1.49 times, at 221.56 days in 2018, the quick turnover ratio was at 0.44 time and in comparison to 0.38 times in 2018. The overall liquidity ratio in 2019 improved from the preceding year.

#### **Source of capital**

##### **Total liabilities**

As of the year-end of 2019, total liabilities of the Company were at 216.19 Million Baht, decreased from the preceding year by 53.59 Million Baht or 19.86%. Such decreased liabilities include current liabilities decreased by 56.36 Million Baht due to bank overdraft and short-term loans from financial institutions decreased by 47.22 Million Baht, trade account payables decreased by 36.92 Million Baht. While the overdraft and short-term loan from related parties increased by 39.00 Million Baht, other account payables decreased by 7.06 million baht and other current liabilities decreased by 3.34 Million Baht, the non-current liabilities increased by 2.77 Million Baht. The ratio of liabilities to shareholders' equity was 0.48 times, in comparison with 0.59 times in 2018. Accordingly, the Company had capability to repay the debt.

### **Shareholders' equity**

As of the year-end of 2019, the Company had total shareholders' equity at 454.54 Million Baht, decrease from the preceding year by 4.67 Million Baht or 1.02% because in 2019 the Company gained profit for the year for 2.99 Million Baht and paid dividend 8.40 Million Baht, 5% legal reserve, amount of 0.18 Million Baht and change on valuation of available-for-sale investments of (0.12) Million Baht.

### **Suitability of the capital structure**

The ratio of liabilities to shareholders' equity in 2019 was better at 0.48 times, in comparison with 0.59 times in 2018. The financial institution approved a credit limit in total amount of 547.50 Million Baht and credit limit from related parties total amount of 39.00 Million Baht. As of 31 December 2019 such credit limit has been used in the amount of 163.93 Million Baht and its balance was for 422.57 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 commitments as specified in the agreements. The Company has entered into lease and service agreements with many local companies. The rental period is scheduled for the year 2022 in the amount of 214.37 million baht (2018: 184.20 million baht).
- The company has contingent liabilities

1. As of December 31, 2019, the company has contingent liabilities from the Bank letter guarantees, most of which are guarantees of lease contracts with a company and the performance of contracts with customers and the payment of debts from the use of petrol credit cards totalling 12.10 million baht (2018: 12.7 million baht)

2. On 9 July 2015, the company entered into an agreement with a local company. To receive services and advice regarding the installation of the web application system (Software contract) agreed to pay the service fee in the amount of Baht 13.1 million. Currently, the company has paid according to the contract and others In the total amount of 12.2 million baht. The Company recorded all intangible assets.



On 31 August 2018, the Company filed a lawsuit against the contracting party of a service provider and another domestic company. Because the service provider broke the contract Causing the company to be damaged The company claims to pay back all the damages together with damages from both the defendants in the amount of 35.2 million baht and interest of 7.5 percent per annum from the principal of 33.1 million baht from the date of the lawsuit until the day the defendants paid the company completely.

On January 29, 2019, the defendant submitted an answer and counterclaim the company. By claiming that the company intentionally breached the contract and requested the court to dismiss the case And the company is responsible for damages to both the defendants in the amount of 48.7 million baht including interest at 7.5 percent per annum from the said principal From the counterclaim to the date the company paid all the defendants.

On 2 April 2019, the company submitted an answer to counterclaim the two defendants by rejecting the counterclaims of both defendants altogether and asked the court to adjudicate lifting the counterclaims of both defendants.

At present, the said case is pending the consideration of the Civil Court.

From the dispute regarding the above agreement the company therefore considered to set up an allowance for impairment of the program and recorded expenses in the amount of 12.2 million baht in the financial statements for the year ended 31 December 2019.

#### **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.

- Interest rate change affect the financial costs and cash flow of the company.

#### 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  
Fax. 0-2009-9991

**(b) Auditor**

Mr.Jadesada Hungsapruet,  
CPA Registration No.3759  
Ms.Kannika Wipanutrat,  
CPA registration No.7305  
Mr.Jirote Sirirorote,  
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Bangrak, Bangkok 10500 Thailand  
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## **Related parties**

- Juristic persons that have benefits and connected transactions

Refer to Note 4 to the financial statements

- Major shareholders of juristic persons having interests and connected transactions

(Attachment 5.5 in Form 56-1)

- Information on the position of executives in associates and related companies

(Attachment 2 in Form 56-1)

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 and etc. Which has been approved by the board of director.

# BOARD OF DIRECTORS

คณะกรรมการ บริษัท บุตคนิวชิตี้ จำกัด (มหาชน)

นายปณิธาน ปวโรฬารวิทยา  
Mr. Panitarn Pavarolavidya  
ประธานกรรมการ  
Chairman



นายประเสริฐ ภัทรดิลก  
Mr. Prasert Patradhilok  
กรรมการอิสระ  
ประธานกรรมการตรวจสอบ  
Independent Director and  
Chairman of the Audit Committee



นางประวรา เอครพานิช  
Mrs. Pravara Ekaraphanich  
กรรมการผู้จัดการ  
Managing Director



นายภูษงค์ วณิชจักรวงศ์  
Mr. Puchchong Vanichjackvong  
กรรมการตรวจสอบ  
Independent Director/  
Audit Committee



นางสุพร ภาสันต์  
Mrs. Suporn Pavasanta  
กรรมการ  
Director



นายเสริมวงศ์ ธนสารศิลป์  
Mr. Sermwong Dhanasamsilp  
กรรมการอิสระ  
กรรมการตรวจสอบ  
Independent Director/  
Audit Committee



นางกัลยา ไวยานนท์  
Mrs. Kanlaya Waiyanont  
กรรมการ  
Director



นายกฤษณ์ ณ ลำเลียง  
Mr. Kris Nalamlieng  
กรรมการอิสระ  
Independent Director



นางกัญญาма โนนคำ  
Mrs. Kanyuma Noncome  
กรรมการ  
Director



น.ส. ดวงทิพย์ ณ นคร  
Miss Tuangtip Nanakorn  
กรรมการ  
Director





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