



Golden Lime Public Company Limited
2018 ANNUAL REPORT

- **Customer focus**
- **Long term**
- **Responsibility**
- **Respect**
- **Efficiency**

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Scope of the Report

Golden Lime Public Company Limited has prepared the annual report for the sixth consecutive year to report and disclose important information on performance, good corporate governance as well as the implementation of corporate social responsibility and sustainability policies. This presentation period of the Company and its subsidiaries is from 1 January 2018 to 31 December 2018 include the significant updated and it includes the comparison of significant financial data reported to the stakeholders for acknowledgment.

Reporting Guidelines

In this report, the guidelines for information disclosure are laid out by formulating the structure of the presentation of content development to present information in the framework of Form 56-1, including development of the presentation of social responsibility and sustainability reports which is collected within this report.

Sustainable Management

Starting from the internal and external stakeholders' information framework in matters that are important by establishing guidelines for the presentation framework according to the Company's sustainability index.

The Confidence in the Report

This report has reviewed the important content by senior executives of the group and has sent draft to auditor of the Company before submitting to the Board of Directors for consideration to ensure that the information provided is complete, accurate, and comprehensive for the relevant stakeholders.

Enquiry

For more information, please contact the Office of Administration or the Company Secretary Department, Golden Lime Public Company Limited; E-mail: glmis@goldenlime.co.th Tel: 0 201 7461-3

Message from the Chairman

Dear Customers, Business Partners, Employees and Shareholders,

2018 was a year that marked improved results and major advance - including multiple key milestones in the execution of our strategic objectives – underlying that the turnaround program launched in 2016 sets the Company on a path of sustainable growth.

Major advance in the top line of SUTHA

The overall the total revenue growth reached 24% while the core business (Lime and Limestone) revenue improved with over 30% that is the highest ever year on year advance in the history of SUTHA driven by three major contributing factors

- **Startup** of the Huai Pa Wai facility in January added production capacity with an additional production unit, this enabled the company to valorize the growth on key markets
- **Acquisition** of Saraburi Quicklime in March added further capacity and markets, cementing SUTHA's position as the lead in player on the domestic market
- **Organic grow** of the domestic Thai and certain export markets, especially in the sugar, nonferrous, and steel segments, driven by stable growth of the Thai economy

However, we experienced also some setbacks in the non-core Engineering subsidiary as, despite promising negotiations with new customers, no new order was booked in 2018.

The topline growth translated into a 30% improvement of operational performance (EBITDA), while due to added depreciation and financing cost not yet fully translated into net result growth of 20% consolidate.

Operational excellence

We continue to invest heavily in upgrading our management practices resulting in operational cost savings and rationalizations, improved the reliability of our production infrastructure, and developed further our logistics services for enhanced customer service levels.

The focus (to the level of obsession) on continuous improvement of quality, is in the very center of all our operational activities, a driver we consider the single most important factor to fuel our future growth.

Organization development

In 2018 the challenges our team was facing grew along with the company as a whole. To master these challenges, we continued to systematically strengthen our leadership team and the middle management level and invested heavily in education programs. Along with the integration of Saraburi Quicklime a new organization structure was rolled out, with three key executive management position for operations, sales, and finance that lays the basis to maximize future opportunities and execute our strategy of profitable growth.

Our long-term vision remains the same: we will bring SUTHA to a leading South East Asian lime producer

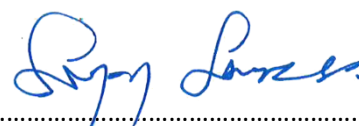
In the year ahead in 2019, we will continue on the path, adding further growth drivers including new product development, and focus on selected export markets.

I look forward together with the entire SUTHA team to making 2019 a successful year and create value for customers and stakeholders alike.

Date: 26 February 2019



.....
Mr. Geza Emil Perlaki
Managing Director and
Chairman of the Executive Committee



.....
Mr. Sripop Sarasas
Chairman of the Board of Directors

The Board of Directors



Mr.Sripop Sarasas



Ms. Kristel Verleyen



Ms. Nishita Shah



Mr. Krishnan Subramanian Aylur



Board of Directors



Mr. Geza Emil Perlaki



Mrs.Ladda Chatchaluay



Mr. Rodolphe Marie R. Collinet (Baron)



Mrs.Vannee Abakaz

No.	Directors' Names	Position
1	Mr. Sripop Sarasas	Independent Director /Chairman of the Board
2	Ms. Kristel Verleyen	Director
3	Ms. Nishita Shah	Director
4	Mr. Krishnan Subramanian Aylur	Director
5	Mr. Geza Emil Perlaki	Director and Managing Director
6	Mrs. Ladda Chatchaluay	Independent Director
7	Mr. Rodolphe Marie R. Collinet (Baron)	Director
8	Mrs. Vannee Abakaz	Independent Director

Sub-Committee

Audit Committee		
No.	Name-Surname	Position
1	Mr. Sripop Sarasas	Independent Director/ Chairman of Audit Committee
2	Mrs. Ladda Chatchaluay	Independent Director/Audit Committee
3	Mrs. Vannee Abakaz	Independent Director/Audit Committee

Executive Committee		
No.	Name-Surname	Position
1	Mr. Geza Emil Perlaki	Chairman of the Executive Committees
2	Mr. Rodolphe Marie R. Collinet (Baron)	Executive Directors
3	Ms. Nishita Shah	Executive Directors
4	Mr. Krishnan Subramanian Aylur	Executive Directors

Authority of the Authorized Directors

“Any two of Mr. Geza Emil Perlaki, Ms. Nishita Shah, Mr. Krishnan Subramanian Aylur and Mr. Rodolphe Marie R. Collinet (Baron) are authorized as joint signatories with the affix of the Company's common seal”

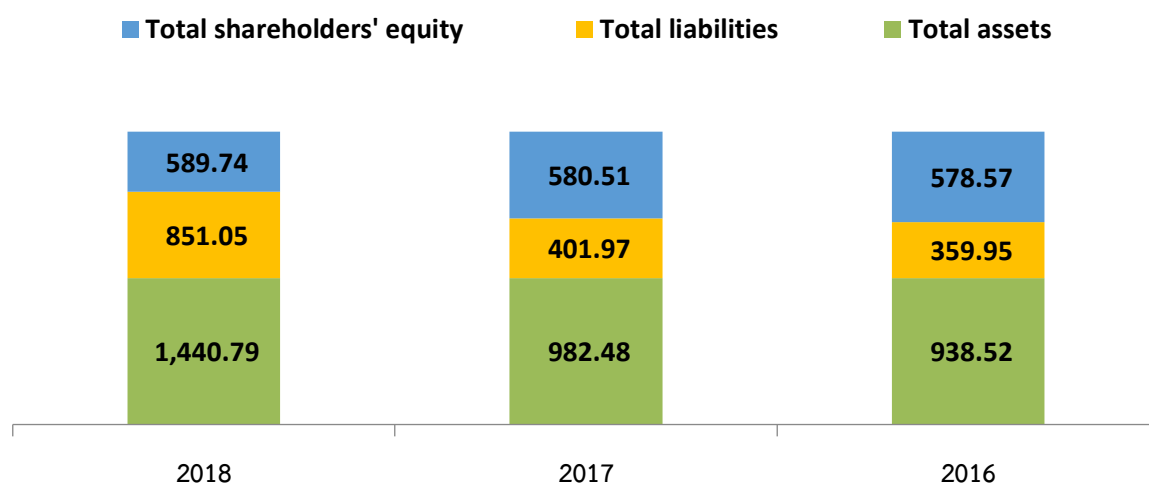
Nomination and Remuneration Committee		
No.	Name-Surname	Position
1	Mrs. Ladda Chatchaluay	Chairman of the Nomination and Remuneration Committees
2	Ms. Kristel Verleyen	Nomination and Remuneration Director
3	Mr. Krishnan Subramanian Aylur	Nomination and Remuneration Director
4	Mrs. Vannee Abakaz	Nomination and Remuneration Director

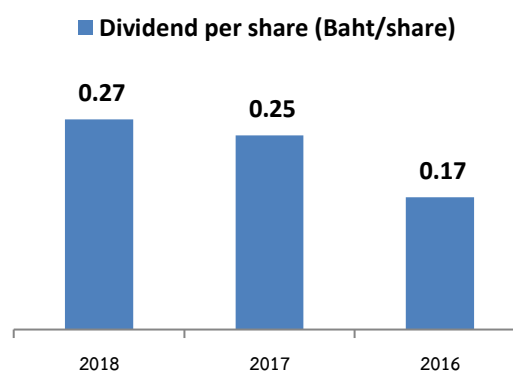
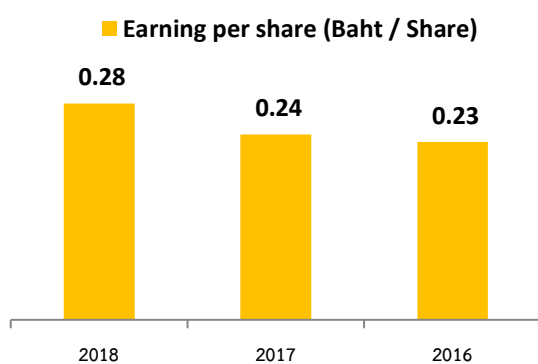
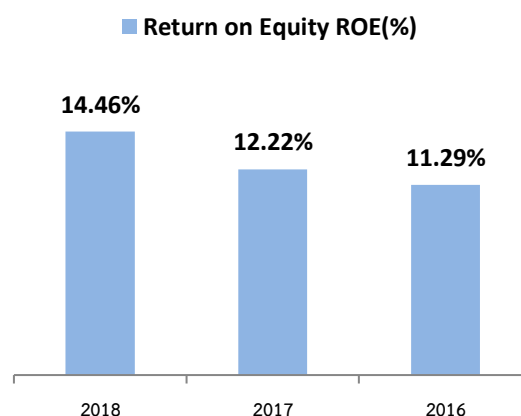
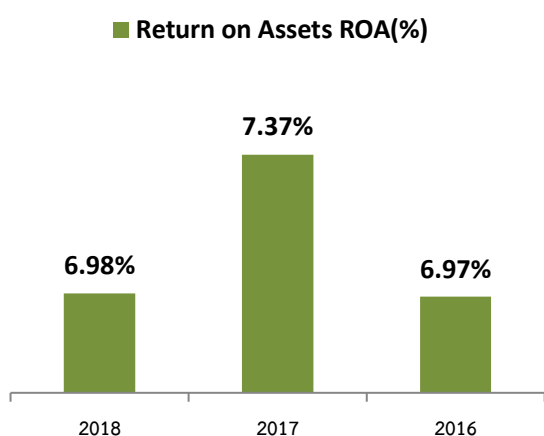
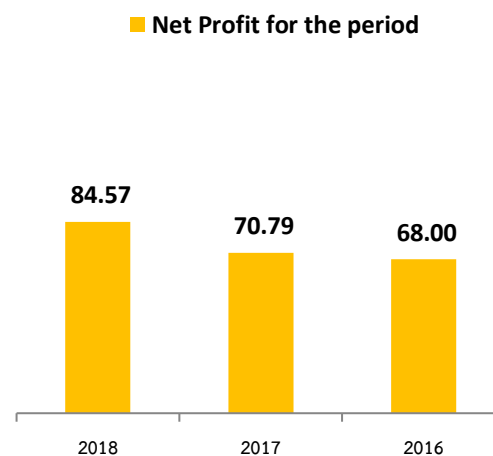
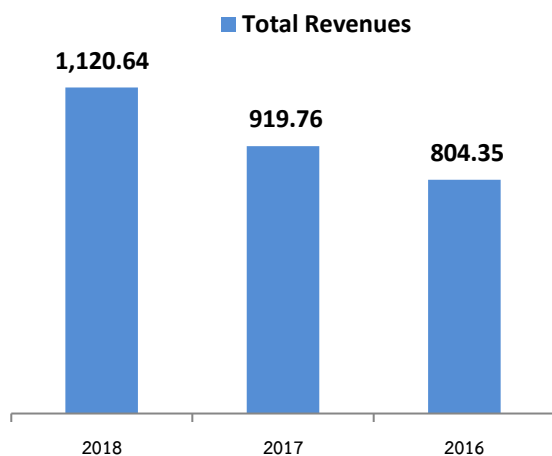
The list name of directors who have been longest in office since their last election, shall retire by rotation in the year 2019, and will propose to the 2019 AGM to approve the reappointment of directors.

No.	Name-Surname	Position	In position since on
1	Mr. Krishnan Subramanian Aylur	Directors Executive Directors Nomination and Remuneration Director Authorized Directors	29 Sep 2016
2	Ms. Kristel Verleyen	Directors	11 Nov 2016
3	Mr. Geza Emil Perlaki	Directors Chairman of the Executive Committees Authorized Directors	5 Apr 2017

Financial Data

Financial Highlight Unit : Million Thai Baht (THB)	Year		
	2018	2017	2016
Total assets	1,440.79	982.48	938.52
Total liabilities	851.05	401.97	359.95
Total shareholders' equity	589.74	580.51	578.57
Weighted average number of ordinary shares (shares)	300.00	300.00	300.00
Total Revenues	1,120.64	919.76	804.35
Net Profit for the period	84.57	70.79	68.00
Earnings per share (Baht / Share)	0.28	0.24	0.23
Return on Assets ROA (%)	6.98%	7.37%	6.97%
Return on Equity ROE (%)	14.46%	12.22%	11.29%
Net Profit Margin (%)	7.55%	7.70%	8.45%
Number of Share (Million share)	300	300	300
Par value (Baht/share)	1	1	1
Dividend per share (Baht/share)	0.27	0.25	0.17





Ratio	Audit Statement For the year end 31 December		
	2018	2017	2016
1. Liquidity ratio			
Current Ratio (Times)	0.99	1.11	1.47
Quick Ratio (Times)	0.43	0.59	0.85
Cash Flow Liquidity Ratio (Times)	0.22	0.18	0.94
Accounts Receivable Turnover Ratio (Times)	6.82	6.91	5.73
Average Collection Period (Days) ^{3/}	54	53	64
Inventory Turnover (Times)	41.23	41.83	31.89
Sales Turnover Ratio (Days) ^{1/3/}	9	9	11
Account Payable Turnover (Times)	10.16	8.99	5.72
Average Payment Period (Days) ^{3/}	36	41	64
Cash Cycle (Days) ^{3/6}	26	21	11
2. Profitability ratio			
Gross Profit Margin (%)	28.67%	28.18%	30.16%
Operating Profit Margin (%) ^{/6}	10.64%	9.49%	10.14%
Operating Cash Flow to Operating Profit(%) ^{/6}	77.77%	62.98%	328.16%
Net Profit Margin (%)	7.55%	7.70%	8.45%
Return on Equity (%) - ROE	14.46%	12.22%	11.29%
3. Efficiency ratio			
Return on Assets (%) - ROA	6.98%	7.37%	6.97%
Return on Fixed Assets (%) - ROFA ^{/5}	29.17%	27.68%	31.92%
Asset Turnover (Times)	0.92	0.96	0.82
4. Financial ratio			
Debt to Equity (Times)	1.44	0.69	0.62
Net debt to Equity (Times) ^{/4}	1.18	0.44	0.19
Interest bearing debt to Equity Ratio (Times)	2.99	0.53	0.35
Net debt to EBIDA (Times)	1.25	1.48	0.60
Interest Coverage Ratio (Times) ^{/6}	6.60	8.60	29.11
Operating Cash Flow to Total Cash Outflow Ratio (Times) ^{/6}	1.26	1.66	6.97
Dividend Payout Ratio (%) ^{2/}	89%	101.71%	167.65%

1/ Calculate based on finish goods only

2/ Dividend Payout ratio of the year is calculated from the amount of dividend paid in the accounting period compared to the net profit from the same period.

3/ In 2015 the Company changed the formula from 360 to 365 days per year

4/ Net Debt = Interest bearing liabilities - cash and cash equivalent

5/ ROFA=Net profit for the period + Depreciation/Average of (Property, plant and equipment + Intangible assets)

6/ Formula has adjusted follow method in the appendix of the ratio method of 56-1 form.

Policy and Business Overview



(Propose to the Board of Directors Meeting No.5/2018 held 14 November 2018)

Business Objective and Goals

BUSINESS STRATEGIC

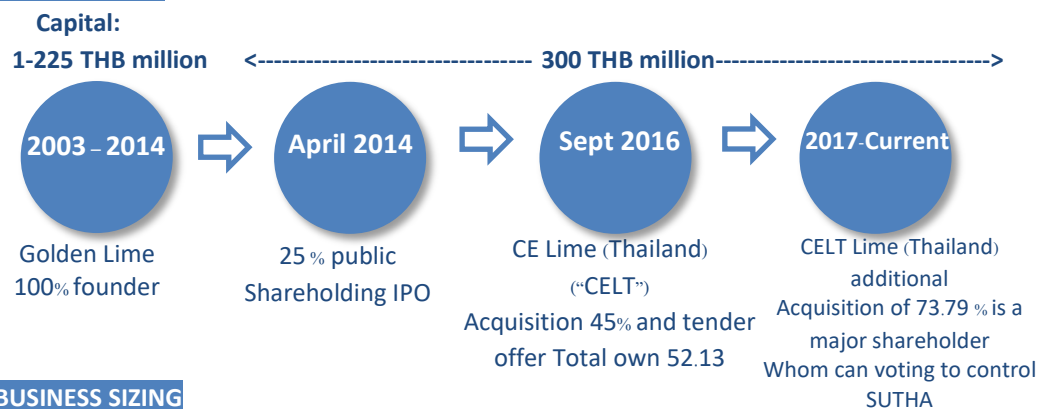
3 STRATEGIC PRIORITIES	7 STRATEGIC PILLARS
1. Stop the decline (2017-2018)	1. BRING LIME QUALITY TO INDUSTRY STANDARDS and close the gap with competition
	2. RESTORE TOPLINE GROWTH of burnt product and fight price erosion
2. Fix the Basics (2018-2019)	3. BUILD AND DEVELOP A SUSTAINABLE ORGANIZATION to drive future growth
	4. PURSUE OPERATIONAL EXCELLENCE with a focus on health & safety, consistent quality, productivity, reduce energy consumption and waste elimination
	5. SECURE LONG-TERM SUPPLY OF HIGH CAL LIME STONE
3. Accelerate Profitable Growth (2019 & Beyond)	6. BUILD A REGIONAL STRONGHOLD IN THAILAND through the execution of a consolidation strategy
	7. GROW OUR BUSINESS IN SOUTH EAST ASIA through export of burnt products and the creation of a network of low-cost, small lime plants

Important transition and development

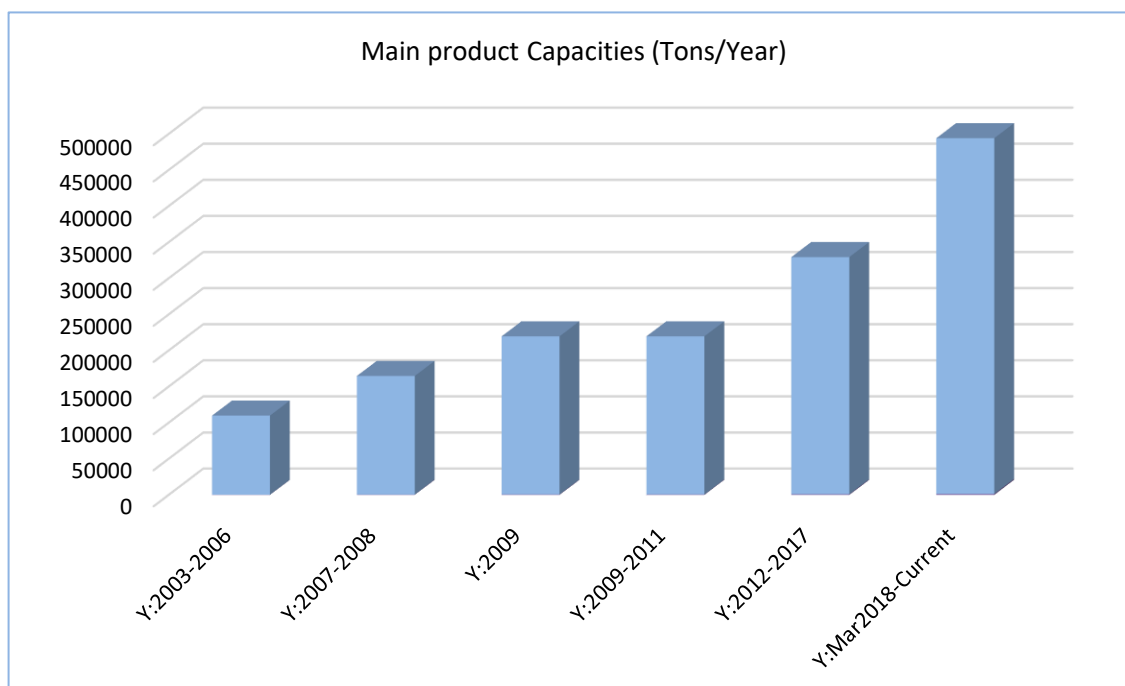
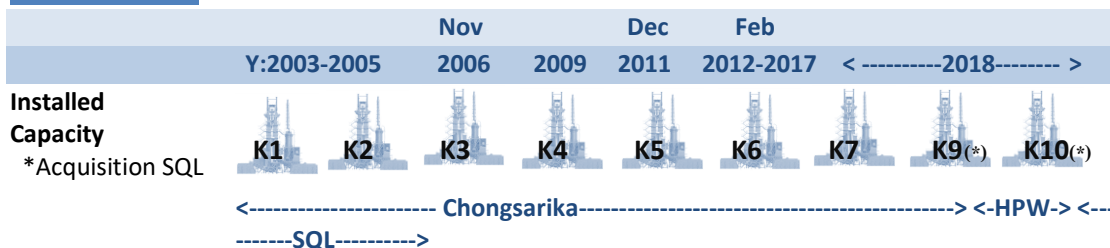
Golden Lime Public Company Limited was established on 2 October 2003 with a registered capital of THB 1.00 million. In 2005, the Company increased its registered capital to THB 90.00 million and on 2 April 2014, the Company has listed on the Stock Exchange of Thailand (SET) with current registered and paid-up capital of THB 300 million.







The followings are important change and development:

SHARE HOLDER



BUSINESS SIZING



Important Developments	2018
<ul style="list-style-type: none"> On 19 March 2018, the Company has successfully closed the acquisition of entire equity interest in Saraburi Quicklime Co., Ltd. ("SQL") comprising 48,500 fully paid ordinary shares from all existing shareholders who are not related person to the Company for total consideration of THB 320 million. On 20 April 2018, the Division of the Industrial factory to approve the factory permit at Huai Pa Wai to was running the factory operation with Kiln 7 (EOD™ Lime Kiln) complete the test commissioning and running on the production. On 15 May 2018, the Board of Directors approve the organization chart that integrated between Golden Lime Public Company Limited and Subsidiary (Saraburi Quicklime Co., Ltd.) and approved appointment the Executive to administration according to the integration planning. On 5 October 2018, the Company was awarded the Innovation Organization Award from the National Innovation Agency (Public Organization) and the Stock Exchange of Thailand. According to the innovative program for entrepreneurs in the Stock Exchange of Thailand. 	
Important Developments	2017
<ul style="list-style-type: none"> The Company has successfully registered a subsidiary named Golden Lime Engineering Company Limited on 15 March 2017 and has the shareholding of 99.99%. The business is mainly focused on engineering consulting services and engineering design, including the production and distribution of machinery and equipment under the trademark EOD™ Lime Kiln. Received the certificate of the Registration of the trademark no. 171102641 on 2 October 2017  for the trading of products and services of the lime kiln machinery for the general chemical industry, under the company name Golden Lime Engineering Company Limited, a subsidiary company. Received the certificate of the Registration of the trademark no. Bo71433 on 26 July 2017  for the trading product and services of Program development and designed for the control system of Limekiln machinery for the general chemical industry, under company the name Golden Lime Engineering Company Limited, a subsidiary company. The Board of Directors appointed Mr. Geza Emil Perlaki as the new Managing Director. Relocation of the head office of the Company to No. 89 Cosmo Office Park, 6th Floor, Unit H, Popular Road, Banmai Sub-district, Pakkret District, Nonthaburi Province 11120, the system of the value-added tax effective on 1 December 2017. 	
Important Developments	2016
<ul style="list-style-type: none"> The Company received the promotion certificate no. 59-0430-100-1-0 for Calcium Hydroxide products with have capacity of 116,800 tons. (January 2019, the Company submitted a request to cancel this promotion certificate because the production capacity has not been increased for this product at Huai Pa Wai branch) The Company received the Thai Industrial Standard symbol for industrial lime; license no. 1240-7/319 issued on 4 July 2016 under the trademark of RHINOCEROS BRAND  and MOUNTAIN BRAND  The Company registered the trademark  no. 161104081 on 13 September 2016. On 29 September 2016, the Company's shareholder structure changed when CE Lime (Thailand) Co., Ltd purchased 45 percent of the Company shares. The purchase has affected the Company's board of director and executive structure. On 10 October 2016 – 15 November 2016, CE Lime (Thailand) Co., Ltd. submitted a tender offer for and 7.13 percentage of total issued and paid-up shares were acquired. As a result, CE Lime (Thailand) Co., Ltd owns 52.13 percent of company share after the tender offer was made. The Company received Halal certificate for Lime and Calcium Carbonate product sold under the trademark of RHINOCEROS  certificate no. HL 70/2559 registration date: October 31, 2016. The Company launched the first machines and equipment sales project in Indonesia. The first project started production in November 2016. 	

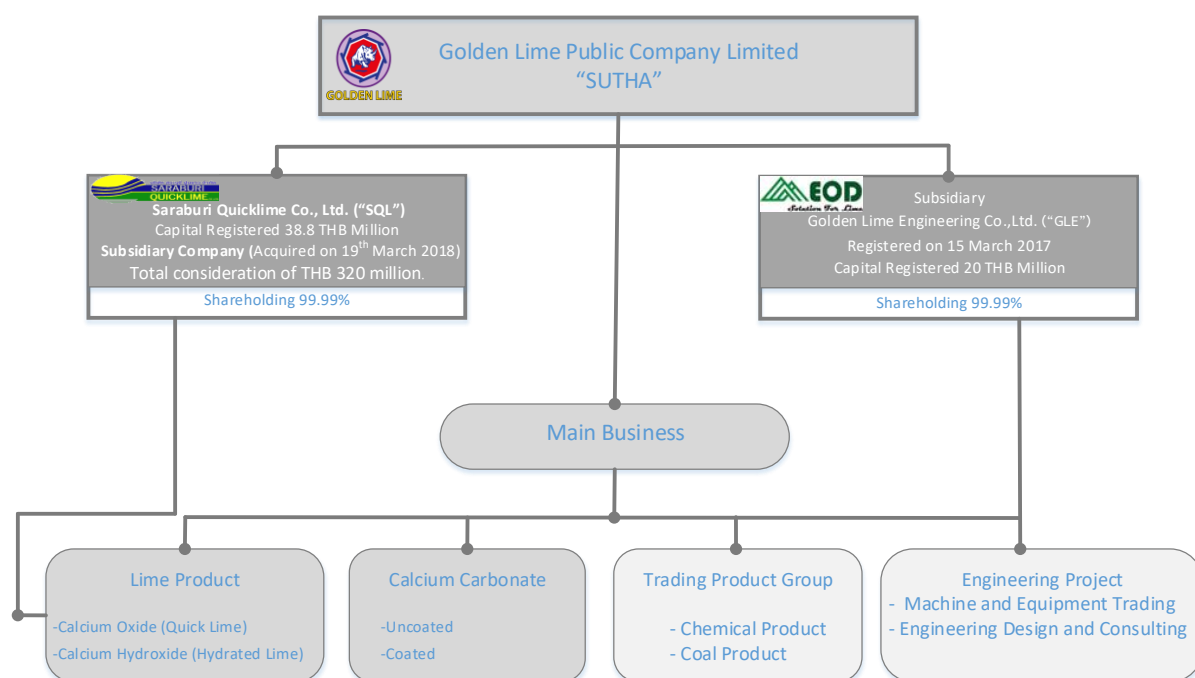
Saraburi Quicklime Co., Ltd. from the acquisition on 19 March 2018



Photo at the Innovation Organization 2018 event held on 5 October 2018



The Shareholding Structure



Golden Lime Engineering Company Limited ("GLE")

The Board of Directors' Meeting of Golden Lime Public Company Limited (the "Company") No. 1/2017 held on 22 February 2017 has passed the resolution to approve the setting up of a subsidiary company for the expansion of the Engineering Business and Equipment Supply. The Company successfully registered the new subsidiary with the Ministry of Commerce. Details are summarized as follows:

Company Name	Golden Lime Engineering Company Limited ("GLE")
Date of Registration	15 March 2017
Business operation	Engineering Consulting Services and drawing designs Production and distribution of the Machinery and equipment
Location	89 Cosmo Office Park, 6th Floor, Unit H, Popular Road, Banmai, Pakkret, Nonthaburi 11120, Thailand
Registered Capital	THB 20,000,000, number of shares 2,000,000 Ordinary shares with par value of THB 10
Paid-up Capital	THB 20,000,000
Name of Directors as on 31 December 2018	1. Mr. Bernard Jules A Maiter 2. Mr. Krishnan Subramanian Aylur 3. Mr. Geza Emil Perlaki 4. Mr. Ishaan Shah
Authority of the authorized Directors of the Company	Any two of Directors jointly sign with company seal affixed

Saraburi Quicklime Company Limited ("SQL")

The Board of Directors' Meeting of Golden Lime Public Company Limited (the "Company") No. 1/2018 held on 23 February 2018 resolved to approve the Company's initial plan on acquisition of entire equity interest in Saraburi Quicklime Company Limited ("SQL"). The Company entered into a share purchase agreement dated 19 March 2018 with the Sellers to acquire the entire equity interest in SQL comprising 48,500 fully paid ordinary shares and paid consideration to the Sellers in the total amount of Baht 320 million as well as successfully completed the registration with the Ministry of Commerce for changing of SQL's new directors and authorized signatories together with banking signatories to be persons designated by the Company. Summary detail as follow:

Company Name	Saraburi Quicklime Company Limited ("SQL")
Date of Acquisition of Share on	19 March 2018
Cash payment for purchase of investment in subsidiary	THB 320,000,000 (More information available on the note no.1.3 in Financial statement)
Location	39/2 Moo. 9, Pukkgrang Sub-district, Phabudhabaht district, Saraburi 18120.
Business operation	Manufacturer and distributor of Lime (Calcium Oxide and Calcium Hydroxide)
Registered Capital	THB 38,800,000 number of shares 48,500 Ordinary shares with par value of THB 800
Paid-up Capital	THB 38,800,000
Name of Directors as on 31 December 2018	1. Miss Kristel Verleyen 2. Mr. Krishnan Subramanian Aylur 3. Mr. Geza Emil Perlaki
Authority of the authorized Directors of the Company	Any two of Directors jointly sign with company seal affixed



Business Operation

The Company main products are Lime (i.e., Calcium Oxide (CaO) and Calcium Hydroxide) and the Company has 4 factories located in Lopburi province and Saraburi Province:

<p style="text-align: center;">Grinding Plant</p>  <p>Branch 1 : Nha-Pralan Sub-district, Saraburi ML Capacity : 48,000 tons per annum HL Capacity : 78,000 tons per annum</p>	<p style="text-align: center;">Lime Production Plant (6 Kilns : K1-K6) Lime Capacity : 328,500 tons per annum</p>  <p>Branch 2 : Chongsarika Sub-district, Lopburi ML Capacity : 48,000 tons per annum HL Capacity : 78,000 tons per annum CaCO₃ Capacity : 15,000 tons per annum</p>
<p style="text-align: center;">Lime Production Plant (1 Kiln : K7) +(1 Kiln K8 in future)</p>  <p>Branch 3 : Huai Pa Wai Sub-district, Saraburi Capacity : 54,000 tons per annum</p>	<p style="text-align: center;">Lime Production Plant (2 Kilns : K9-K10)</p>  <p>Subsidiary : Pukkrang Sub-district, Saraburi Capacity : 110,000 tons per annum</p>

We have nine kilns for burnt lime production operating 24 hours a day with a production capacity of 492,500 tons per annum. Our Kilns are automatically control by modern computerized systems and closely monitored by experienced and skilled staff. In addition, the Company also has a factory at Na Phralan Sub-district, Saraburi which is a factory with grinding machines and machines for processing lime and mineral products. The Company also has products that are purchased for both domestic and international sales and engineering business which sells machinery and equipment including engineering consulting. The revenue structures of the Company are consisting of:

1) Lime Product

- Calcium Oxide (CaO) or Quicklime

Quicklime is derived from burning limestone, containing mostly Calcium Carbonate (CaCO₃), at approximately 900 degrees Celsius. Limestone turns into Calcium Oxide (white-burnt limestone sized 1.5-4"). A lump of quicklime can be ground into smaller size pebbles or powder. The Company supplies quicklime in the form of lump, pebble and powder depending on customers' specific needs.

- Calcium Hydroxide (Ca(OH)₂) or Hydrated Lime

Hydrated Lime is a downstream production process from quicklime production. Burnt lime (Quicklime) is crushed and treated with water (H₂O). After a chemical reaction (Quicklime and water), Calcium Hydroxide is derived, in a powder form.

2) Calcium Carbonate (CaCO₃)

Calcium Carbonate is the product resulting from grinding calcite (with high degree of whiteness) into very small particles. The Company supplies as Uncoated Calcium Carbonate or Coated Calcium Carbonate (Calcium Carbonate coated with stearic acid).

3) Trading products and other products and services

Products are purchased for resale both locally and internationally consist of both lime and calcium carbonate products, other chemicals used in the food and plastic industry, and the sale of fuel (The type of business currently in use).

4) Sales and installation of machinery and equipment

The Company sells, assembles and installs machinery and equipment relating to the production of lime, including lime kilns, Calcium Oxide conveyance systems, fuel burning machinery as well as providing advisory services to clients on procurement, installation, production and maintenance of equipment and machinery.

Revenue Structure:

Revenue of the Company and subsidiaries for period end of 31 December has detail as follows:

Unit: THB mn	For the year end as of 31 December		
	2018	2017	2016
Revenue Structure			
LIME (Calcium Oxide and Calcium Hydroxide)	880.13	747.68	685.74
Domestic	762.99	648.09	571.50
Export	117.14	99.59	114.24
Calcium Carbonate	33.38	41.95	50.60
Domestic	33.38	41.95	50.18
Export	-	-	0.42
Trading Products	24.25	34.66	43.94
Domestic	24.25	23.59	32.72
Export	-	11.07	11.22
Machine and Equipment sales and installation	5.51	87.90	10.92
Gain/Loss from foreign currency exchange	1.06	0.44	0.57
Other revenue ^{1/}	7.91	7.13	12.58
Total	952.24	919.76	804.35

Remark: ^{1/} Other revenue include rental fees, interest, and gain from sales of properties, including scrap from the production process.

Products and/or Services Features

The Company produce and supplies the main product consist of lime and Calcium Carbonate for both domestic and overseas customers. Including the business to distribute trading products and the business in the Engineering design and distribution of the Machine part and Equipment Categories as follows:

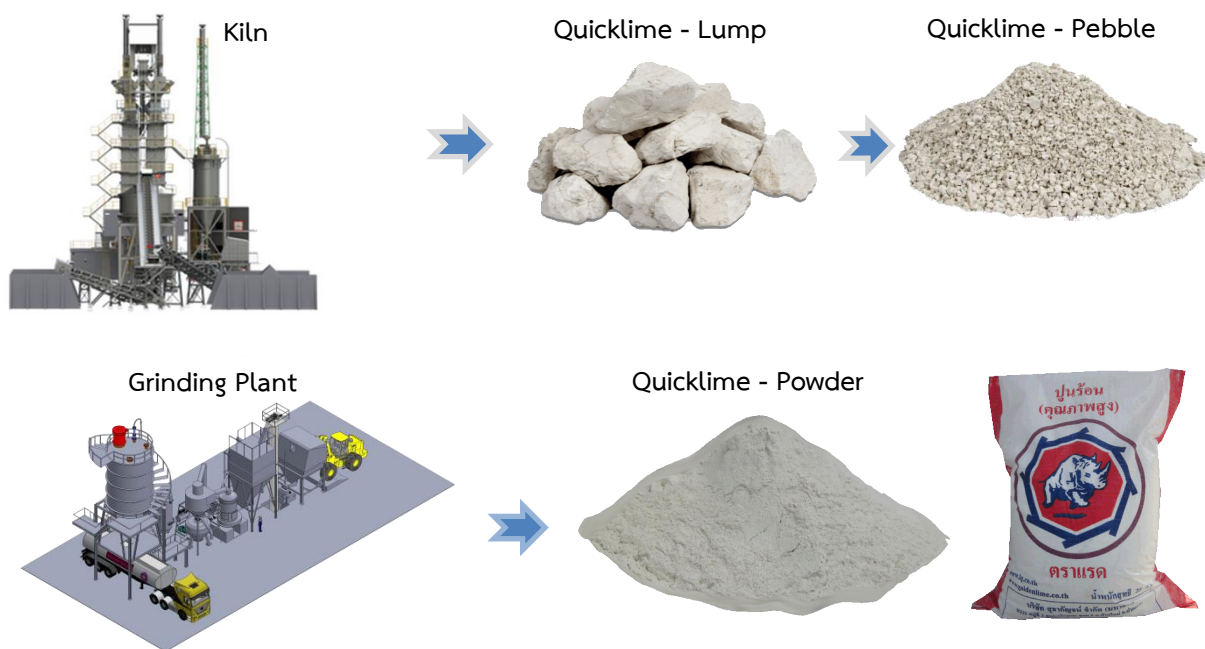
1) Lime

Calcium Oxide (CaO) or Hot Lime

Calcium Oxide is obtained by burning limestone, a sedimentary rock that consists mostly of calcium carbonate (CaCO_3), to a temperature when the carbon dioxide (CO_2) gas is released. This burning process is called calcination. Our lime production burns limestone at 900° Celsius for 18 hours in a closed system, obtaining 1.5 to 4-inch white lumps consisting of 85% or more CaO and some magnesium oxide (MgO) and ferric oxide (Fe_2O_3). Being alkaline (pH 12.2), they react violently with water releasing a large amount of heat. At the end of the reaction, only a few small cores are left.

The composition of calcined limestones—such as available CaO, MgO, Fe_2O_3 , SiO_2 , moisture content and the remaining amount of small cores after reaction with water, reactivity, and particle size—vary depending on raw material, burning fuel, and burning procedure and technique.

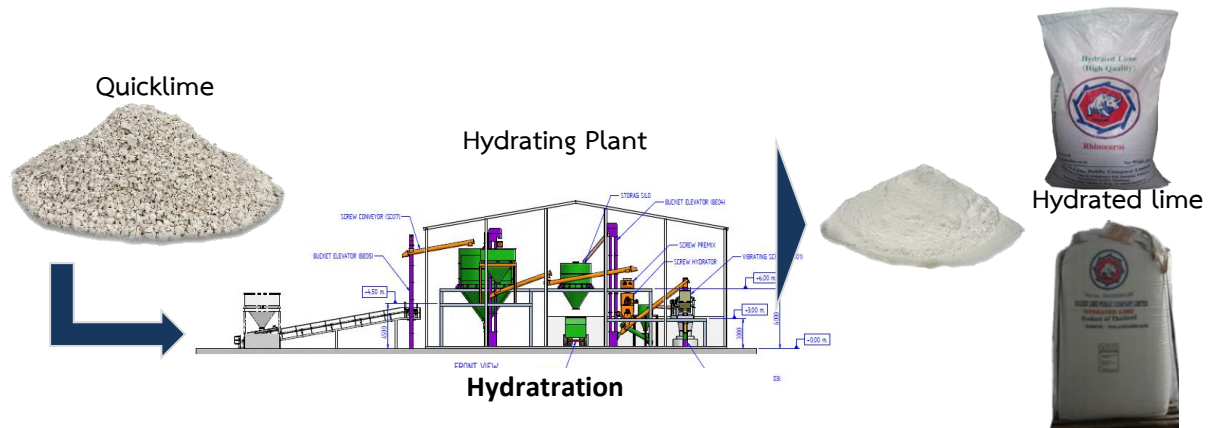
We deliver lime for the following sizes: medium-sized (1.5-4 inches), small-sized (0.1-10.1 millimeters), and finely-ground (100-200 mesh). The small-sized and finely-ground lime products are obtained from grinding medium-sized lime particles in a grinder to the desired size. All products are either put into packages or transferred directly to transport vehicles that deliver them to customers, branded as 'Rhinceros'.





Calcium Hydroxide ($\text{Ca}(\text{OH})_2$) or Hydrated Lime

Calcium hydroxide or hydrated lime are products of a chemical reaction between ground CaO and water. They are produced in a mixture tank, ground into powder (170-230 mesh), then put into packages or transferred to bulk trucks, and delivered to customers branded as 'Rhinceros'.

The composition and properties of the product, such as available $\text{Ca}(\text{OH})_2$, MgO, Fe_2O_3 , SiO_2 , moisture content, and particle size, vary depending on lime raw material, reaction with water, and production process.

Packing: Bag and truck bulk

Lime product from SUTHA has passed the certification by the product standard consist of:

	Thai Industrial Standard of the Lime products from the Ministry of Industry that certified according to the standard of the Lime product for the industrial reference TIS 319 Book 2-2551.
	Standard certification for products manufactured and packaged for distribution to consumers in accordance with the conditions for requesting halal reception.

The product line provides various types of quality lime to meet customer needs.

Industry	Usage
Steel	- Fluxing agent for steel purification
Chemicals	- pH regulator - Filtering aid - Wastewater treatment
Sugar	- Filtering aid - Refining agent
Pulp & Paper	- Re-Causticizing agent - Wastewater treatment
Mining	- Re-Causticizing agent agent - Filtering aid - Depressant in ore floatation - pH regulator - Wastewater treatment - Cyanidation of ores
Agriculture	- Adjusting pH in soli/water - Wastewater treatment
Construction	- Asphalt paving ant-stripping agent and additive - Autoclaved Aerated Concrete (AAC) - Mixture in soil stabilization - Cement/Brick - Glass manufacturing
Water Supply	- Water softening - pH regulator - Purification - Sludge conditioning - Wastewater treatment
Waste Water Treatment	- Wastewater treatment - Filtering aid - pH regulator


2) Calcium Carbonate (CaCO₃)

Calcium Carbonate produced by grinding Calcite (sand size) into powder. Calcite is also the most stable among the rock-forming minerals with CaCO₃ structure. It is glassy luster, transparent to translucent, white or colorless.

The Company produces two types of calcium carbonate production, which are coated and uncoated form, approximately 1.5 to 4.0 microns. The uncoated calcium carbonate is processed by grinding calcite (sand size) and screening the specific size, then packing for sale. For the coated calcium carbonate, it is processed by grinding calcite (sand size) and coating with stearic acid, then packing for sale. Calcium carbonate can be used in various industries such as a filler and extender in paint, rubber, plastic, PVC, paper industries, or used as an ingredient in toothpaste, detergents, drugs, unshielded telephone cable, insulated wire, pen, eraser, gloves, glasses among others. It is distributed domestically and internationally under the registered Rhinoceros trademark.

Calcium Carbonate (COATED)	Calcium Carbonate (UN COATED)
 	 

The product from Calcium Carbonate has passed the certification by the product standard consist of:

	Standard certification for products manufactured and packaged for distribution to consumers in accordance with the conditions for requesting halal reception.
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The product from Calcium Carbonate provides various types of quality lime to meet customer needs.

Industry	Usage
Pipe and PVC	Uses as a filler to improve the following plastic properties: - Sheen and shine - Electrical resistance - Compression force resistance - Shrinkage - Temperature and humidity resistance
Pulp & Paper	- Increases pulp opacity - Enhances pulp consistency and homogeneity - Improves printing and ink-absorbing properties of paper - Enhances pulp and paper structure by filling in the spaces inside it - Improves water-draining property, essential during the production process - Reduces needed energy to dry paper because it holds less water since calcium carbonate takes up space inside it
Rubber	- Improves rubber electrical resistance - Enhances compression force resistance
Ink and Paint	- Improves ink and paint consistency and homogeneity
Animal Feed	- Raw material for animal food supplement pellets

Calcium Oxide (Quicklime), Calcium Hydroxide (Hydrated lime) and Calcium Carbonate Product of Golden Lime in recognition of the organization's Quality Management System, which complies with ISO9001



3) Trading products

The Company has imported some product to distributed and distributed on the main product and trading product and petcoke trading to the domestic customers and our subsidiary company when the production of the subsidiary had not enough delivery to customers.

4) Sales and installation of machinery and equipment

The Board of Directors of Golden Lime Public Company Limited at the meeting No. 1/2017 held on 22 February 2017 has passed the resolution to approve the setting up of a subsidiary company as name Golden Lime Engineering Company Limited has holding share 100%. The capital registered and paid-up total of THB 20 million for the expansion of the Engineering Business and Equipment Supply.

Marketing and Competition

Competitive Strategy

The Company is experienced and expert in the production and distribution of lime products (calcium oxide and calcium hydroxide) as well as calcium carbonate used in various industries. The majority are large industries of the country. Throughout the duration of business operation for more than 10 years, the Company has developed its production process and increased a variety of products continue to meet more demands as well as a diversity of customers. Emphases are placed on improving the efficiency, building and maintaining good relationships with the customers all along. Therefore, the Company has established a competitive strategy to distribute its distribution base to all customer groups by targeted maintenance and expansion to increase its customer base as follows;

- o **Customer focus to create values for domestic and international customers**

The Company focuses customer and create the value of the product to ensuring customer satisfaction in studying the market and product usage to ensure the met of each customer in each industry get in according to the quantity, quality and usage specification are met. The company has main sales total of 90 % in the domestic and the rest is sold to overseas customers. However, the Company's has the strategic goal to focus that to increases on the new customers in the same industrial and increase the proportion of sales to new customers in the new industry. Including increasing to selling more in the new customers to new target country and with the knowledge and experience as well as the expertise from the team supported by the main shareholder group who is the world class leading lime producer that ensure to the values creation to customers.

- o **Focus on quality accordance in the industry standard**

With a focus on quality in continuous improvements in the with long experience in Golden Lime and the one hundred and sixty years in Carmeuse, the Company is now on the Thai industrial standard in quality terms. We are confident that the continued investment in improvements will bring a best in class quality standard in the

current and future. The Company has a quality assurance team to explore limestone mines and collect samples of limestone for quality testing before ordering. When placing orders, random inspection is always performed, resulting in the ability to control the quality and the costs of raw materials.

o **On time delivery**

The Company is committed to meeting customer requirements in terms of on-time delivery. Controlling our fleet of vehicles equipped with GPS systems to be able to check the routes and track the status of the vehicles at any time gives our customers the certainty and reliability required. The management of third-party transportation is done through trusted partners who have demonstrated their reliability over the long relationship with the Company.

o **Production flexibility and efficiency**

The Company has a total of 9 kilns operate 24 hours a day with a total capacity of 1050 tons per day. Due to the relatively small size of the kilns flexibility is maximized. Any supply disruption can be managed through the portfolio of tools available. Automation in the kilns allows for maximum efficiency and ensures issues are detected early.

o **Golden Lime Engineering leveraging the knowledge in the lime industry with the development of the technology and innovation**

The Company has installed the lime kiln and tested the work of the related machinery to expand the production capacity. In 2013, the engineering business was developed to increase the potential and opportunity in the competition, and enhancing opportunities in the business of consulting lime production. In the year 2016, the Company has registered the trademark for the EOD™ kiln which is a trademark for the Company's lime kiln machinery. The EOD™ kiln will begin the experiment at the end of 2017 and is considered to create growth opportunities especially in the Asian region, which has a tendency to develop lime production industry. In 2018, Golden Lime Public Company Limited has joined through a project organized by the National Innovation Agency (Public Organization) (NIA) together with the Stock Exchange of Thailand by submitting a portfolio of development of Lime Kiln engineering in Brand EOD that has been received certifications on innovation ability and innovation organization. The portfolio submitted for consideration is the development of Lime kiln engineering and control system in Brand EOD, which the Company has developed the design along with the production of such kiln system parts for sale in the name of Golden Lime Public Company Limited and has sale record of 2 kilns to abroad as well as the installation of an EOD kiln at Kiln 7 of Golden Lime Public for self-use. This has been considered to be awarded for the innovation ability and innovation organization.



The Company aims to develop the design of a lime kiln 300 ton per day which will be a new innovation of the Company and to increase the number of products sold to customers in the future. Presently the Company has only lime kiln 150 ton per day in sale portfolio. By new innovation, besides kiln is being a larger capacity, there is also an improvement in the production control system. By a larger kiln capacity, it can allow customers to receive economies of scale. The significant advantage is that the customers can produce higher output per day, decreasing average production cost per ton of product. Incidentally, this innovation can remote to control from a far distance which can greatly reduce the production cost of the factory and at the same time improve quality of lime better compared to the conventional production control system.



In 2018, the Company provided engineering services to various companies, namely;

- 1) The lime kiln which Golden Lime Public Company Limited sold to customers in Indonesia, (Project 2nd –BAM): The Company has dispatched a technical team to supervise the installation, test-run and commissioning

entire kiln system. The commissioning was successful and achieved the guaranteed capacity. The plant was hand-over to the customer in August 2018.

2) Coal grinding system at the Huay Pa Wai factory: The Company has designed the complete dedusting system and dispatched a technical team for supervision of installation the dedusting system and test-run the entire grinding system completed in August 2018.

3) LKD system for feeding LKD automatically back to the kiln at the Huai Pa Wai factory: The Company has designed the system and dispatched a technical team for supervising the installation and testing the entire system. The work was completed in August 2018.

4) Developing the production control systems to increase the production capacity of each kiln at the Huai Pa Wai factory, the Chong Sarika factory and the Saraburi Quick Lime Company Limited.

5) Improve the electrical system to Prem Thai Energy Company Limited.

In the year 2019, the Company will expand services of engineering to other companies, such as supervising and maintenance PLC system and automation system, which is an annual service contract to facilitate the client for using of automation systems and increasing efficiency of the production process.

Development of lime kiln market: The Company has discussed with the group of customers to expand the lime kiln market to other countries besides Indonesia. The Company is generally during negotiations for new lime kiln projects with customers in South East Asia. For China market, the company is discussing with existing lime kiln plant to upgrading their kiln by our technology for improving pollution condition. Nowadays, the largest market segment in China is to improve some of the lime kilns which the technology is not up to date, improving pollution condition. For India market. the company is during negotiations to find a new agent to increase the marketing channels in India.



Sales and distribution channels

The Company distributes its products through two channels as follows:

1) Direct selling to the customers (90% of sales)

Marketing staff will understand the customer needs and cater products for use by customers according to requirements.

2) Selling through distributors (10% of sales)

Particularly customers such as state enterprises or government organizations or customers in the agricultural sector and some industries situated far from the factories' locations to streamline the distribution and increase the distribution channels.

Market competitiveness

Product	Distributed to the industries	Competitive Situation
Lime Product	Steel	High
	Chemicals	High
	Sugar	High
	Pulp and Paper	Medium
	Mining	High
	Agriculture	Medium
	Construction	Medium
	Water Supply	Medium
	Waste Water Treatment	Medium
	Leather and tanning	Medium

Product	Distributed to the industries	Competitive Situation
	Oil Drilling	Medium
Calcium Carbonate	Pipe and PVC and Electric Cable	High
	Pulp and Paper	High
	Rubber	High
	Ink and Paint	High
	Animal Feed	High

Competition in lime industry

At present, there are many manufacturers and distributors of lime and calcium carbonate. of them are located near limestone mines such as in Saraburi Province, Lopburi Province, Nakorn Ratchasima Province and Ratchaburi Province. Out of the total number of manufacturers in the country, only seven companies have the investment of more than 20 million baht or have a capacity of more than 1,00k mt/year.

No	Factory Name / Factory Registration ^{1/}	Number Factories ^{1/}	Location ^{1/}	Registered Capital ^{2/}	Revenue from Sell ^{2/}	Net Profit ^{2/}	Profit Margin/ Income Ratio	HP ^{1/}
1	Chememan Public Company Limited ^{4/}	3	Saraburi, Rayong	720	2,198.12	105.5	4.80	96,376.06 HP
2	Golden Lime Public Company Limited	3	Lop Buri and Saraburi	300	912.19	79.73	8.74	37,609.33 HP
3	Lime Master Company Limited	1	Saraburi	140	303.51	3.18	1.05	3,238.80 HP
4	Bangkok C. A. O. Company Limited	2	Saraburi	100	248.04	13.78	5.56	1,964.75 HP
5	United Lime Company Limited	1	Nakhon Ratchasima	100	206.1	27.59	13.39	2,934.30 HP
6	Saraburi Quick Lime Company Limited (Subsidiary ^{5/})	1	Saraburi	38	259.21	17.28	6.67	4,488.75 HP
7	Siam Lime Products Co.Ltd.	1	Saraburi	27.88	105.43	6.47	6.14	982.65 HP

Information Sources: ^{1/} Department of Industrial Works, Information as of 9 January 2018

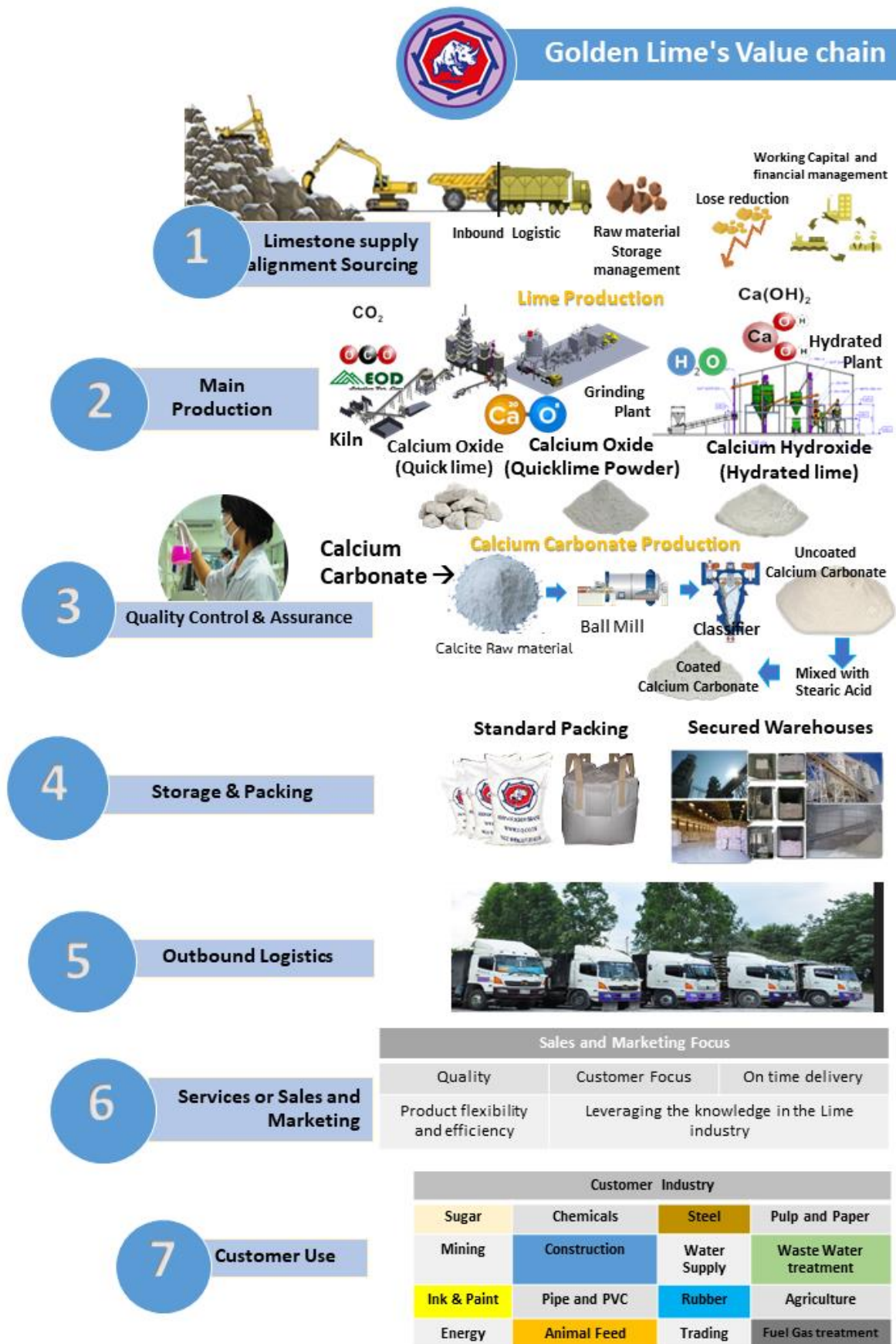
^{2/} Financial statements of the year 2016 from the survey of financial data of the Business Development Department, Ministry of Commerce as of 9 January 2018

^{3/} Information/ Website of the Company

^{4/} Chememan Co., Ltd. was registered as a public company on 10 August 2017 and IPO in the SET on 21 March 2018.

^{5/} The subsidiary company of Golden Lime Public Company Limited was an acquisition transaction on 19 March 2018.

Supply Chain Management



1 Raw Material supply alignments and Sourcing

1.1) Sourcing of raw material, fuel and products/service (Supply alignment & Sourcing)

The main raw materials for lime production are limestone and fuel. The major raw material for calcium carbonate production is calcite. At present, the Company sources limestone from sources in Saraburi Province and Lopburi Province with quality which meets the Company's requirements. The Company purchases limestone from up to 10 suppliers. Limestone is stored for about up to three months. Also, a team of geologists, along with control and quality assurance team are dispatched to explore limestone quality and collect samples from both current and new sources of purchases.

o Limestone

Limestone is the main raw material for the production of calcium oxide and calcium hydroxide. Limestone is a sedimentary rock mostly composed of calcium carbonate (CaCO_3) probably in the form of calcite mineral and other substances, e.g. Magnesium oxide (MgO), silica (SiO_2) etc. Limestone is formed by the deposition of carbonate sediments, inorganic and organic substances. Its texture is tight, fine, dense, white, gray, pink or black. This stone is soluble in water well. Limestone is widely available in Thailand apart from the Northeast. The common sources in the country are such as limestone mountains in Saraburi Province, Nakhon Sawan Province, Kanchanaburi Province, Ratchaburi Province, Phetchaburi Province, Nakhon Si Thammarat Province, Krabi Province, Nakhon Ratchasima Province, Mae Hong Son Province, and Lampang Province. ^{1/}



o Calcite

Calcite is the most stable carbonate mineral in the mineral group with chemical formula, i.e. calcium carbonate (CaCO_3). This is the crystalline rock with non-toxic properties, normally white or colorless, shiny like transparent to translucent glass, highly bright and can disperse well. In Thailand, calcite is common in limestone provinces and prevalent in Lopburi Province, Saraburi Province, Chanthaburi Province, Kanchanaburi Province, Chumphon Province, Surat Thani Province, Nakhon Sawan Province and Phetchaburi Province ^{2/}



^{1/} Information from the Department of Mineral Resources, Ministry of Natural Resources and Environment and Wikipedia.

^{2/} Mining operators must request patents and relevant licenses such as licenses for purchase, use, and transport of explosives.

The Company uses calcite crushed into flakes as raw material to produce Uncoated Calcium Carbonate and Coated Calcium Carbonate. This is suitable for use as Filler in the rubber and plastic industry or as the whitening enhancer. The Company orders calcite from about 3-5 domestic suppliers. Selection is based on the quality of calcite rock, whiteness, price and service of suppliers. The Company is responsible for the costs of goods and transportation. The Company dispatches a geological and quality assurance team to randomly check the quality of calcite rock at the quarries regularly to ensure the quality of calcite ordered.

o Fuel – Coal

The Company has purchased fuel which is a fuel source that has better thermal properties and will help achieve better combustion efficiency for use in production. The Company has purchased from two overseas manufacturers on a regular basis, including procurement from other sources. There will be a process to collect the prices that are offered for sale each time from 5 to 10 quotations before selecting the vendor for the next delivery. In addition, in order not to delay the delivery of fuel imported from abroad, the Company has prepared to reserve fuel by conducting inventory management according to the needs of the Company for a period of not less than 3 - 8 months, depending on the management of the working capital of the Company which the Company has managed the risk from managing working capital by choosing to use the capital with low financial cost including having to manage fixed and floating interest rate risks to be appropriate and regularly monitor interest rate trends.

o Finish Good for Trading Products

As to trading products group bought by the Company for selling, e.g. calcium hydroxide, calcium oxide, calcium carbonate, and dolomite the Company orders from lime manufacturers from abroad or in close proximity to the Company in case of its insufficient products for delivery.

o Machinery and Equipment

For the sale and installation of equipment including engineering and design services, the Company procures parts, machinery, and equipment from suppliers - distributors both in the country and abroad. In order to deliver to the customers in accordance with the contract of sale that has been agreed, in the process of producing parts and equipment will be submitted to the engineering team to check for the production of the machine parts to be correct according to model including when checking the accuracy in the installation process of machinery and equipment. In 2018, the Company delivered machinery and recorded revenue for the installed project including the start-up of a kiln in the Second project finished. Consultancy work remains for this project and the warranty period will end in 2019. Future projects for engineering business, as well as the sale of machinery and equipment, will be undertaken by Golden Lime Engineering Co., Ltd, wholly owned subsidiary.

1.2) Inbound Logistic

The Company owns a fleet of trucks for inbound logistics. A management process is available to control transportation in compliance with the law and so as not to affect the environment and the communities.

1.3) Raw Material Storage Management

The Company manages the main raw materials of fuel and limestone using stockpiles as a reserve for continuous production without disruptions to its production process or business

Limestone inventory is kept for approximately 1.5 - 3 months to meet the demand.

Fuel is bought in bulk shipments and stored for 3 -8 months in a contained area. The storage is maintained in a way so as to not impact the environment.

1.4) Waste Reduction

Lime production involves the loss of limestone smaller than 12.5 mm. Waste material smaller than 12.5 mm but larger than 5 mm will be injected back into the production process. Raw material smaller than 0.5 mm (sand fill) is used for land fill or donated to the communities for public benefit, e.g. roads, temples, and recreational areas.

1.5) Working Capital and Financial management

From the management of the storage of raw materials and fuel, there is a need to manage the working capital of the Company to be sufficient for the raw materials that are reserved. The Company has managed the risk from managing working capital by choosing to use low-cost capital or have financial costs with low-interest rates by managing fixed and floating interest rate risks appropriately and regularly monitoring interest rate trends.

2 Production Process

The Company is the largest manufacturer of calcium oxide and hydrated lime in Thailand and a major calcium carbonate producer. The Company also has a subsidiary that the lime manufacturing in Saraburi and a subsidiary that engages in engineering and trade in lime kiln equipment and machinery.

Currently, the Company and its subsidiary (Saraburi Quicklime Co., Ltd.) has 4 main factories in Saraburi Province and Lopburi Province. The head office is located in Nonthaburi Province.



o Main Production and capacity

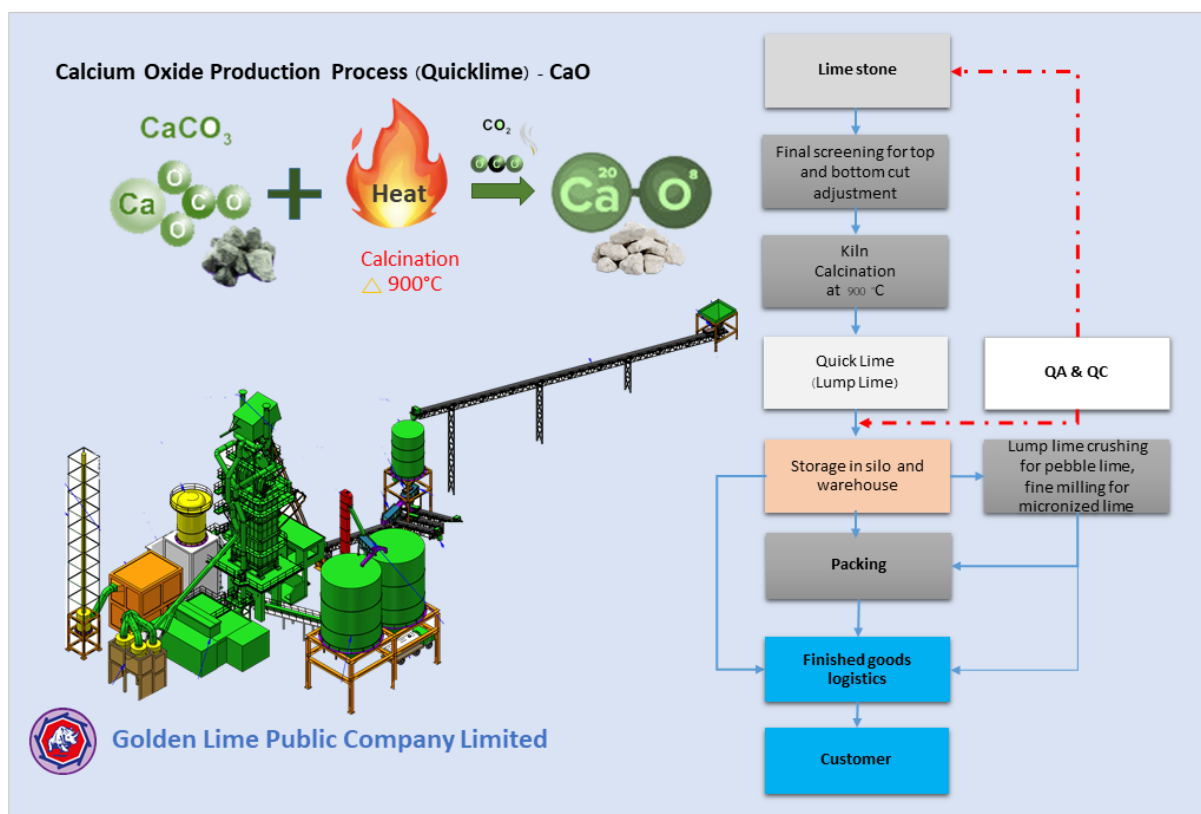
Major Machine	Capacity (Ton/years)	Main Product
9 Lime Kiln	492,500	Quick lime
Hydrator Machine	156,000	Hydrated Lime

At present, the Company and its subsidiary have 4 manufacturing plants, namely Chong Sarika factory, Na Phralan factory, a new factory at Huai Pa Wai and Saraburi Quick Lime Factory. Chong Sarika factory located at Chong Sarika Subdistrict, Phatthana Nikhom District, Lop Buri Province, with a factory area of approximately 151 rai, Na Phralan factory located at Na Phralan Subdistrict, Chaloem Phra Kiat District, Saraburi Province which has an area of approximately 29 rat and factory at Huai Pa Wai has an area of approximately 96 rai. Each factory consists of important machineries, such as lime kiln and equipment. In 2018, there will be a total of 9 kilns for production (with a production capacity of 493,000 tons per year), calcium hydroxide production machine (with over 100,000 tons of hydrated mortar production per year), calcium carbonate production machine, cement-lime grinding machine, and fuel grinders, etc.

The main production process is the operation of lime kilns with continuous production 24 hours per day. The lime kiln is a closed system that requires maintaining heat for burning to get the right temperature. Therefore, disruptions to kilns for a long time require taking time to light the kilns for working and heating the kilns to increase the temperature inside to around 900 degrees Celsius. The Company plans regular maintenance and repairs stops the kilns for this planned maintenance however apart from this the process is continuous. Major refractory (brick) maintenance is normally carried out every 5 years depending on the condition of the brick wall, types, and properties of raw materials, and fuels.

O Manufacturing and production process

Calcium Oxide Production Process



1. Limestone stored in the stone hopper will be transported into the sizing machine to get the desired stone size. Water is also sprayed to clean the stone for removing soil. Limestone in the production process will go through a quality inspection by the QA & QC Department to select quality limestone for production.

2. Limestone will be conveyed through the belt and put in the bucket by automatic limestone handling system to convey limestone to the kiln.

3. The limestone is then burned by heating at a temperature of around 900 degrees Celsius in a closed kiln. The burning process is controlled by software and takes approximately 18 hours.

4. Upon completion of the limestone burning process, the next step is air blowing to reduce the temperature of quick lime. Then, lime with physical properties not meeting the requirements will be sorted out. Solubility in water is initially checked. Samples of calcium oxide from the conveyor belt are collected and given to the QA & QC

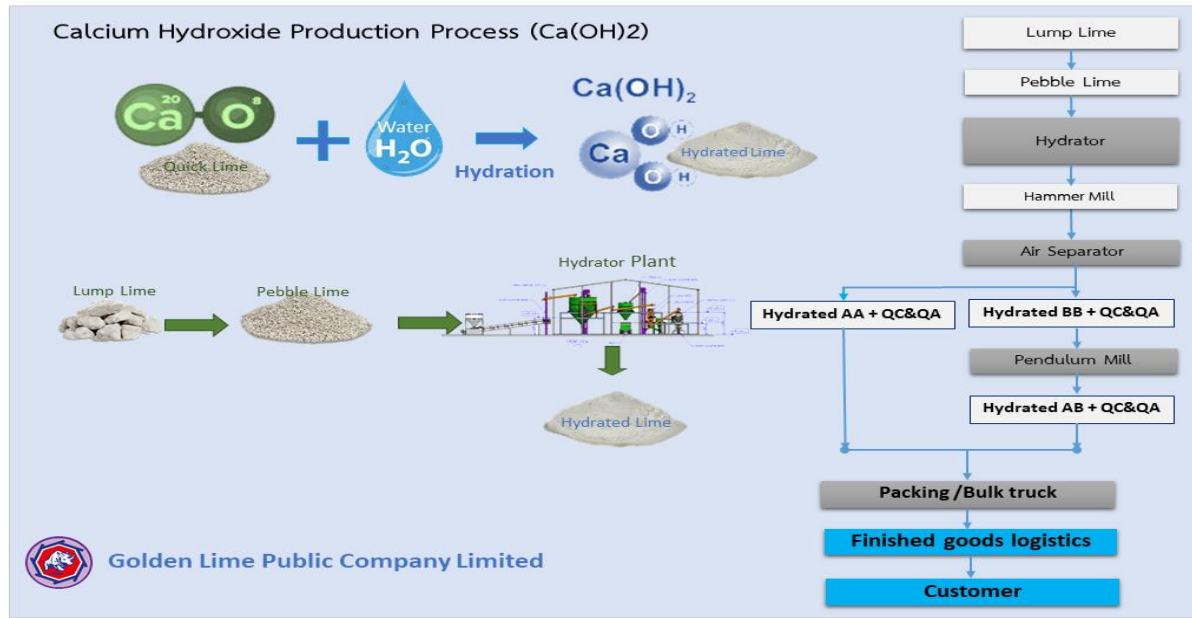
Department. The QA & QC Department has a process of quality inspection and sampling from the production process for analysis and verification, including inspection before storing the products in silos or warehouses.

5. Calcium oxide is conveyed for storage in silos and/or warehouses.

6. In a customer demands pebble lime, lime will be reduced in size by the machine to produce pebble lime. Or if the lime powder is required, lime will be sent to the mill for grinding to get the desired size.

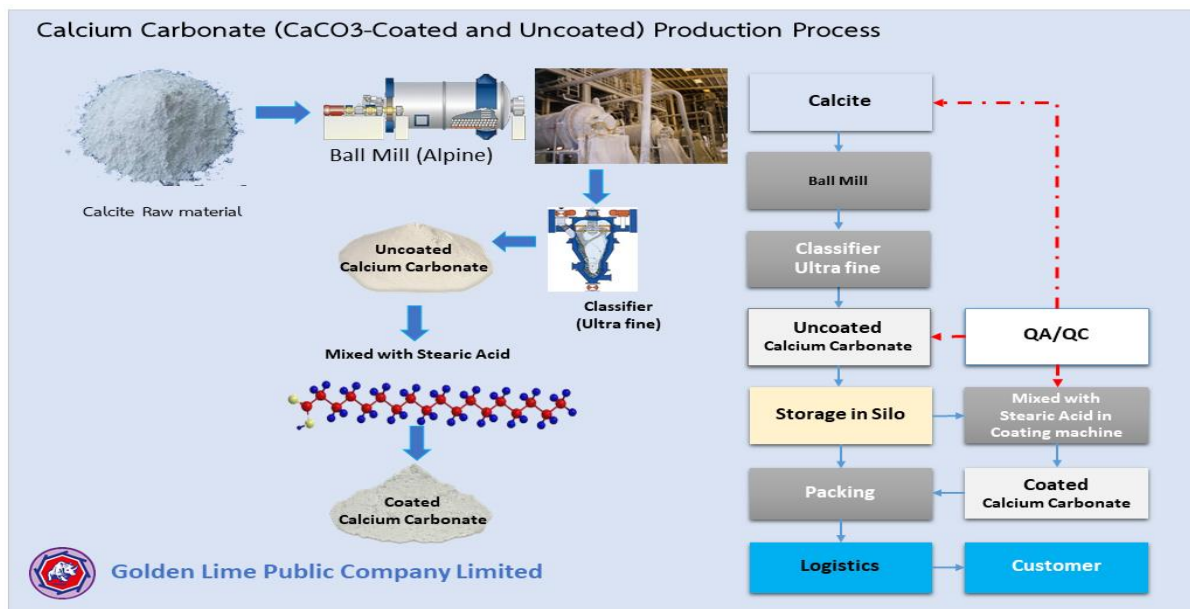
7. The calcium oxide/flake lime/lime powder packaged in bags as required by customers or put in truck /bulk vehicles for delivery. In addition, the Certificate of Analysis (COA) will be issued (if requested by the customer).

Calcium hydroxide production process (Ca (OH)₂)



1. Crushing calcium oxide from calcium oxide production.
2. Bring Crushing calcium oxide to react with water in Hydrator.
3. Go through the machine to beat the product finely to get the required size. Samples of the product are randomly collected and sent to the Quality Control Department for quality inspection.
4. Package according to the customer need or store in silos for loading onto trucks /bulk vehicles for delivery to customers. The Certificate of Analysis (COA) will be issued (if required by customer).

Calcium carbonate production process (CaCO₃)



1. Check the quality of calcite in physical terms.
2. Grind calcite finely by Ball Mill to get the desired size.
3. Random sampling for sending to the Quality Control Department (QC).
4. Uncoated Calcium Carbonate will be packaged as required and delivered to customers.
5. For Coated Calcium Carbonate, ground calcium will be coated with fatty acids through the mixer. Then packaged as required by the customer.

3 Quality control and assurance process (Q.C & QA)

The Company has a check process to control the quality of goods up until finished products. Management manage to meet ISO9001 international standard system for checking raw materials before use by a team dispatched to explore the mines, a process of quality inspection during production, a post-production quality check process and a finished product management process, including checking the quality of products purchased from external manufacturers. The objective is to control all processes for quality assurance of products before delivery to customers.

4 Storage and packing

The Company has a storage and packing process, which is managed according to ISO9001 international standard from the receiving of raw materials, packaging inspection, reject data transmission for packaging not up to standard, random inspection of packaging in stock.

5 Outbound Logistics

The Company manages Outbound Logistics in conformity with ISO 9001 international standard. The Company uses both its own internal fleet and external logistics companies. Transport vehicles are classified as follows: ten-wheeler, single bulk truck, bulk trailer, dump ten-wheeler, dump-trailer, pick-up trailer, and trailer. The purpose is to classify the vehicles to suit the type of freight, packing, including the access area for each customer to be able to accept the goods. Weighing is controlled according to industry standards.

6 Sales and marketing services

Golden Lime Public Company Limited

The Company's sales and marketing management are intended to serve all customers thoroughly according to ISO9001 international standard. In addition, the Company to support the sales and logistics process for its subsidiary (Saraburi Quicklime Co., Ltd.) by the sales and logistics the same team to arrangement delivery product to the customers.

Golden Lime Engineering

The Company has created its own engineering and trading business called Golden Lime Engineering (GLE), a fully owned subsidiary. GLE provides machinery and electrical engineering solutions internally as well as to external customers in South East Asia. The Company started to market its 150tpd Easy Operation Double shaft (EOD) PFR type of kilns in 2014. The advantages of an EOD kiln are:

- o Lowest operational cost due to minimize fuel consumption and high level of automation
- o High-value preservation over 20 years
- o Minimal environmental impact, compliance with present and any future regulations
- o High-quality lime and dolime, low residual carbonates, high reactivity

7 Customer use (Product End-use)

Overall, lime is a highly versatile product that is broadly used in many different industries and for many different applications. Steel manufacturing, chemical industry, sugar industry, pulp and paper manufacturing, fuel gas desulfurization, water and wastewater treatment, environmental treatments, construction, agriculture, glass making, energy exploration, and recreational applications comprise the key markets that the Company supplies and serves.

Many industrial uses of lime and limestone greatly benefit the environment. From clean air and water to soil remediation, lime and limestone affect the world in which we live in a positive way.

- o AIR-the treatment and removal of harmful flue gas emissions from boilers, steam generators, process furnaces, and incinerators.
- o WATER-the purification of liquid runoffs and discharges from many industrial manufacturing processes.

o SOIL- treating soils that have been contaminated by industrial generated by intensive agricultural production.

Lime is used to remove impurities from the ores of non-ferrous metals such as gold, copper, and aluminum. In agriculture and in the Agrofood industry, calcium carbonate and lime product are widely used as a soil stabilizer and as an additive in animal feed and human food. Lime also eliminates the mineral and organic impurities in the production of sugar. In addition to such benefits, in commercial, lime and calcium carbonate are also products that are supported by the main objects of industrial products in a variety of industries, which are considered economic support and development and continuous growth in many businesses, services, and communities.

Sustainability management to reduce environmental impact throughout the supply chain

The Company attaches importance to the impact of management processes throughout the supply chain by taking account of the environment and stakeholders. Apart from managing operational systems in accordance with the ISO9001 quality control international standard, additional management is aimed at compliance with the ISO14001 environmental standard. Also, the process control conforms to OHSAS 18001 Occupational Health and Safety Management System. Besides, the Company has measures to control dust and waste from the factories. The Company has installed a system for leaching dust and soot from combustion before emissions from limestone burning. Water is also sprayed around the factories every day to help reduce dust inside and around the plants. The trees are also planted around the factories to create a good environment and help prevent the spread of dust. As to water consumption in the factories to wash the stone, treatment is available in the factories with recycling. As a result, the factories have no wastewater discharge, which will affect the environment. Each process is controlled, including air quality measurement to meet the standards required by environmental laws and regulations. The sewage or waste disposal system is available, including the control of air released from the factories in compliance with notification of the Industry Ministry. Additional action is also taken as follows:

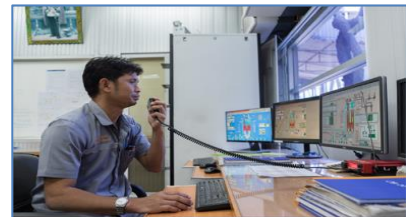


o A Never-Ending Pursuit

The Company incorporates the best possible practices in our industrial processes in a way that respects the well-being of human health, natural resources, and our environment.

o Accountability

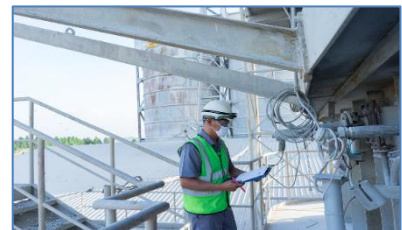
A genuine concern for the environment around us, combined with integrating proven and reliable processes in the production of lime and calcium carbonate in order to preserve the environment, is at the very heart of our values and at the very height of our goals. We believe that careful, considerate, and responsible actions towards human health, natural resources, and the environment, is one of our greatest obligations as a company towards current and future generation.



o Best Practices

Subsequent to our strong sense of commitment and unyielding pursuit of excellence towards environmental conservation, some of our best practices include:

- Long-lasting controls focused on our energy efficiencies.
- Using the best available technologies.
- Managing carbon emissions.
- Reducing our water consumption by re-cycle water to use.



o Maximizing Resource efficiency

We use and transform natural resources-limestone, fuels, and water- in order to efficiently maximize their functional purpose, while at the same time minimizing waste. Our plant operations are highly experienced and skilled in using all raw materials extracted from the earth. The production of lime requires generating high temperatures for a calcining process using vertical lime kilns. Our process management results in a careful consumption of energy, water, and stone.

o Always Advancing

Throughout every production phase, we strive to implement and apply the best technology and practices towards energy use, air emissions, alternative fuels, and carbon emissions. In all of these practices, we constantly monitor the overall consumption of resources and output of emissions in order to continuously improve and advance our operations towards optimum environmental efficiencies. One of the best examples of our monitoring practices is in our kiln operations. We have monitored the emissions for control to constantly assure conformance to industry and government regulations and to provide the cleanest condition for the communities around us.

o Product End-Use

Finally, the end-use of lime and calcium carbonate in all of the different markets previously mentioned, greatly affects the quality of our lives every day, in a very positive way, with useful and essential products and services.



Risk Factor

At present, the Company has analyzed various risk factors that may affect the Company's business operations. While the identified risk factors have not yet had the material impact on the current business operation of the Company, they are presented to shareholders in order to exercise prudence in such matters. In addition, the information is presented as a Forward-Looking Statement and uses language such as "believe", "expect", "plan to", "intend to", and "approximate". The presented business, industry, performance and other operational forecasts are expectations of events that may happen in the future, and therefore may vary materially from our forecast and speculation.

1. Business Risks

1.1 Risk Relating to raw materials

The main raw material in lime production is limestone. At present, the Company procures limestone from suppliers holding concessions to operate limestone quarries in nearby areas e.g. Saraburi and Lopburi, which can provide the required quality limestone. The Company purchased limestone from around 6 to 10 suppliers, with continuous procurement with some supplier for more than 5 to 10 years without entering into long term contractual obligations.

The Company can neither guarantee nor forecast whether it can continue to buy limestone from each and every supplier quarry in the quantity and quality as it is currently. A change in supplier portfolio may affect the Company's cost in a non-predictable fashion. On the other hand, the Company has never encountered a situation where it is lacking in limestone supply, and the probability that such a large sphere of suppliers would encounter permitting or operational issues that leads to supply interruption is highly unlikely. Furthermore, the Company has an inventory and budgeting controlling system that keeps a minimum stock of limestone for use enough around 1.5 to 3 months of operations to bridge any supplier issue.

The Company is employing a geologist team along with the quality assurance team to survey and collect limestone samples for quality testing both from present and potential supply sources. With the Company's 10-year experience in calcination of limestone, it can utilize limestone from different sources, enabling it to diversify its product range, to deliver lime quality which meets its customers' needs in all the market segments supplied currently.



1.2 Risk relating to fuel price and supply

At present, the Company procures petcoke for use in its production from 2-3 overseas suppliers on a regular basis, while occasionally also from other sources. Overall, in the tendering process, 3-5 suppliers are collected before selecting the supplier for the next shipment. Additionally, to prevent the risk of delay of fuel shipment from overseas, the Company has prepared fuel reserves with inventory management which will meet the Company's fuel requirement of minimum 3 months up to maximum 8 months taking also working capital management into consideration. Since fuel is considered the primary cost of limestone, if the purchase price of fuel has increased, it will directly affect the reduction of the Company's profitability and may have a negative impact on business operations, financial status, and operating results of the Company. However, the past portions of fuel prices have not yet significantly changed the volatility that has affected the Company.



1.3 Risk relating to the environment and personal safety and Risk relating to changing environmental laws

Due to the nature of the Company's operation, there may be adverse effects to the surrounding environment or to the safety of its personnel. The Company is under the supervision of the Department of Industrial Works, Ministry of Industry, meaning that it must follow environmental laws and regulations, including the disposal of waste or unused materials, the regulation of factory exhaust air, submitting reports on the types and volumes of pollutants that are emitted from the factory, etc. The aforementioned regulations may be subject to changes or additions in the future.

In any case, the Company places great importance on managing its environmental impact in order to adhere to the laws and controls its production process according to the safety standard and environmental standard as specified in OHSAS18000 standards for Health and Safety practice and ISO14001 for environmental management practice. In addition, the Company has proactive management with various measures as follows:

1. Determining the performance indicators for safety, health and environment in order to be implemented and monitored on such matters, developed and cultivated as a safety consciousness.
2. Development of work processes that focus on reducing environmental impacts, selection, and provide equipment with regard to safety and protection.
3. Risk point analysis, checking the work environment for information in determining correct and appropriate measures to prevent or solve problems.
4. Development of work safety manual Promoting knowledge and correct understanding of quality matters security and safety, health and environment for employees, business partners, and stakeholders with the organization. As well as emphasizing the importance of mass-related activities for the relationship with neighboring communities in exchange and listening to find ways to manage the operations of the Company to affect nearby communities, participation in the development of communities and cooperation with activities in the community and society.



2. Financial Risks

2.1 Risk relating to exchange rates

At present, the Company has imported fuel from overseas and also exported goods, using the USD as the primary currency. By buying fuels from abroad, the Company is exposed to a 30-day exchange rate fluctuation risk, which is the amount of time from when the debt is incurred to the Company's account in foreign currency to when financial institutions settle with the Company's supplier on behalf of the Company (via trust receipts) and the debt is converted into THB. In any case, the Company maintains its assessment on foreign currency risk, closely monitors the movement of the USD against the THB and continuously studies ways in which such risks could be mitigated. This is done via consultations with partner banks. Up until now, the Company has never been materially affected by exchange rate volatility.

2.2 Risks relating to interest rates

The Company has interest-bearing debt-to-equity ratios of 2.99, 0.53 and 0.35 at the end of 2018, 2017 and 2016 respectively. Furthermore, interest rates of the Company's short- and long-term institutional borrowings are floating, and hence if institutions decide to adjust their interest rates upwards, the Company's interest burden will also increase respectively, which would adversely affect the Company's profits and returns to shareholders. However, the Company manages the interest rate risk by appropriately allocating fixed-rate and floating-rate debts and constantly monitoring interest rates. The Company procures credit by selecting low-interest financial institutions to appropriately allocate fixed or floating interest rates and regularly monitor interest rate trends.

2.3 Risks in liquidity, debt repayment ability, and dividends payment ability if the results of the Company and its subsidiaries are not as expected or if the Company is faced with an economic crisis

Due to the investment and business expansion of the Company which has invested to buy ordinary shares of Saraburi Quicklime Co., Ltd. (subsidiary) from the existing shareholders on 19 March 2018, as well as the procurement of fuel for use as raw materials for products which are many investments. At present, most sources of funds come from the use of partial working capital and loans. Therefore, the Company currently has the obligation to pay interest and return the loans to financial institutions according to the schedule and having

to comply with the financial conditions as specified in the loan agreement. Therefore, if the Company and its subsidiaries do not perform as expected and cannot repay the loan according to the amount and schedule or if the Company has to face an impact on the economic crisis, these may affect the management of working capital in the business and affect the financial liquidity management because the Company has to allocate cash flow from operations to repay the loan which will affect the ability to pay dividends to shareholders as well. However, in order to prevent the Company from being exposed to risks or impacts on the matter, the Company is therefore strict in budgeting and management to find measures to increase revenue, finding ways to reduce costs and expenses, and accelerating debt collection to allow the Company and its subsidiaries to maintain liquidity, ability to pay interest and repay loans, as well as, maintaining the ability to pay dividends to shareholders regularly.

3. Management Risks

3.1 Risk from having major shareholders influencing the Company's policies

On December 2018, the Company's shareholder structure has major shareholder is CE Lime (Thailand) Co., Ltd. owns 73.79 percent of the issued and paid-up capital. Therefore, CE Lime (Thailand) Co., Ltd. has an influence on the selection of persons to serve as directors. The number of votes of those directors can be controlled to set management policy including the appointment of executives. As the proportion of shares of CE Lime (Thailand) Co., Ltd held nearly three-quarters of the total number of shares sold, can control almost all shareholders' resolutions and can control the policy including the determination of management practices in the Company. Therefore, other shareholders may not be able to gather votes to check and balance the matters that have been proposed by directors or executives from the major shareholders with control power.

However, the Boards of Directors recognized the importance of transparent operation and management by establishing good business procedure policies. The Board of Directors has appointed an audit committee that is competent and independent to balance out on decision and consideration before presenting them in general meeting in order to prevent the conflict. The independent audit committee has also promoted an independent internal auditor and a financial auditor to examine internal administration systems, conduct risk assessment, and check whether financial accounts are correct and meet the required standards and also to developing good corporate governance guidelines in accordance with standards, rules, and procedures as well as standards that are reliable in order for shareholders to be confident and transparent in the operation and management of the Company.

4. ASEAN Economic Community - AEC Impact of Business Risks

The Company has analyzed the impact of trade liberalization policies of the AEC, which may affect the business result, therefore, the possible business impact or risk factor, or the possibility of future direct or indirect business impact, should be export because of the opportunities of foreign investment, the relevant production relocation including lime, calcium carbonate production relocated to the CLMV countries. The CLMV consists of four countries, namely Cambodia, Laos, Myanmar, Vietnam, the ASEAN member countries, that have abundant raw materials and minerals, as well as low wage labor. This risk may result in intense competition for export markets which are currently doing business with the Company, or competition in distribution to the Company's trading partners, such as Indonesia, Laos, and Philippines, as well as other neighboring countries. However, the Company has provided the guideline to prevent such risks; for example, continuous improvement in product development in order to increase product diversity and demand in major industries. This is another way to reduce the risk of export dependence. In contrast, there is also the positive impact of AEC, that is from the increasing migration of foreign labor from ASEAN to support the growth of primary industries, resulting in raising the demand for domestic products. Such an impact can create growth opportunities for domestic businesses and industries as well.

Operating Assets

The Main Operating Assets

The Main Asset

As of December 31, 2018, Golden Lime Public Company Limited and its subsidiaries "The Group" has fixed assets including (Value according to separate financial statements) can be summarized as follows:

Asset of Golden Lime Public Company Limited	Usage objective	Ownership	Net book value (THB Million)	Obligation
Land in Lopburi Province to consist of Land area 127 - 2 - 106 rai Land area 5-0-0 rai Land area 75 - 8 - 135 rai Located at Chongsirika Sub-district, Pattananikom District, Lopburi	The location of Chong Sarika Channel factory, which is the location of 6 kilns, calcium hydroxide production plant, Grinding Plant, Calcium carbonate production plant and Related equipment inclining Warehouse and Inventory storage	Own	36.62	At present, the land is mortgaged as collateral with commercial banks. Mortgage limit THB 520.00 Million.
Land area 24 rai Located at Chongsirika Sub-district, Pattananikom District, Lopburi	Land around Sarika channel factory and raw material storage	Own		At present, the land is mortgaged as collateral with commercial banks. Mortgage limit THB 330 Million.
Land area 31-2-120 rai Khok Tum Sub-district, Lopburi	Land which is an area that contains limestone and Calcite raw materials	Own		
Land in Saraburi Province to consist of Land area 29 - 1 - 42 rai Na Phralan Sub- district, Muang District, Saraburi Land area 18 - 1 - 170 rai Khun Khon Sub- district, PraBuddhabaht District, Saraburi	Location of Na Phalan Factory Lime grinders and warehouse for inventory storage The location of the staff house	Own	20.48	At present, the land is mortgaged as collateral with commercial banks. Mortgage limit THB 385.00 Million.
Land in Saraburi Province Huai Pa Wai Sub-district Land area 67-2-71 rai Huai Pa Wai Sub- district, PraBuddhabaht District, Saraburi	Plant 3 at Huai Pa Wai Sub-District, PraBuddhabaht District, Saraburi	Own	27.81	At present, the land is mortgaged as collateral with commercial banks. Mortgage limit THB 330.00 Million.
Land area 36-1-71 rai Huai Pa Wai Sub- district, PraBuddhabaht District, Saraburi	Plant 3 at Huai Pa Wai Sub-District, PraBuddhabaht District, Saraburi	Own		
Buildings and building improvements	Used in business	Own	67.34	Some buildings are used as collateral with commercial banks along with land.

Asset of Golden Lime Public Company Limited	Usage objective	Ownership	Net book value (THB Million)	Obligation
Machinery and equipment	Used in business	Own	375.63	Some machines are mortgaged as collateral with commercial banks. Mortgage limit THB 330.00 Million.
Office supplies	Used in business	Own	2.51	No obligation
Vehicle	Used in business	Own / Hire- Purchase	7.42	Some vehicles Pledged lease / Leasing made with financial institutions.
Building during construction and machinery during installation	Used in business	Own	39.14	No obligation
Assets used in business operations			576.95	

Asset of Saraburi Quicklime Co., Ltd. (Subsidiary)	Usage objective	Ownership	Net book value (THB Million)	Obligation
Land in Saraburi Province Phuk Krang Sub-district, PraBuddhabaht District, Saraburi Land area 55-0-120 rai	Saraburi lime plant Phuk Krang Sub- district, PraBuddhabaht District, Saraburi Used in business	Own	20.07	At present, the land Is mortgaged as collateral with commercial banks. Mortgage limit THB 24.00 Million.
Land in Saraburi Province Phuk Krang Sub-district, PraBuddhabaht District, Saraburi Land area 28-2-84 rai	Saraburi lime plant Phuk Krang Sub- district, PraBuddhabaht District, Saraburi Used in business	Own		At present, the land Is mortgaged as collateral with commercial banks. Mortgage limit THB 30.00 Million.
Buildings and building improvements	Used in business	Own	5.81	
Machinery and equipment	Used in business	Own	77.69	Some machines are mortgaged as collateral with commercial banks. Mortgage limit THB 97.50 Million.
Office supplies	Used in business	Own	0.27	No obligation
Vehicle	Used in business	Own / Hire- Purchase	0.87	
Assets used in business operations			104.71	

Note: As of 31 December 2018, the Company have the investment in subsidiaries THB 340 Million, consists of investments in Golden Lime Engineering Co., Ltd amount of THB 20 Million and investment in the acquisition of the ordinary share in Saraburi Quicklime Co., Ltd of THB 320 Million.

Investment property

As of 31 December 2018, the Company There are investment properties (According to the separate financial statements) as follows:

Asset	Ownership	Net book value (THB Million)	Holding objective	Obligation
Land area 3 - 0 - 0 rai Klong Nueng Sub-district, Klong Luang District, Pathum Thani And buildings	Own	6.08	To other companies to rental agreement and the rental agreement terminate on 30 November 2018 and preparing for sale	Mortgage land as collateral with commercial banks, The mortgage of 10 million baht and to Cancel the credit facilities and proceed to release the mortgage in January 2019
Land CERTIFICATE UTILISATION [NS. 3K.] area 56 - 2 - 12 rai Thap Tai Sub-district, Hua Hin District, Prachuap Khiri Khan	Own	2.00	Have not yet implemented plans	Mortgage land as collateral with commercial banks. Mortgage limit THB 11.96 Million.
Total		8.08		

Important contract of the Company

Lease and service agreement

<u>Counterparty</u>	Bangkok Airport Industry Co., Ltd.
<u>Contract date</u>	12 October 2017
<u>Contract period</u>	Start 1 November 2017 - 31 October 2020
<u>Rent Condition</u>	Pay monthly rental at a fixed rate. Within 5 days of every month

Summary of the contract

The Company rent the place to use for the Head Quarter Office Located at No. 89 Cosmo Office Park 6th floor, Unit H, Popular Road, Ban Mai Sub-district Parkkret District, Nonthaburi 11120, the total area of 298.93 square meters with a number of parking spaces.

Product purchase agreement with customers

<u>Contract nature</u>	The buyer agrees to buy lime products according to the number of products and the period specified in the contract. Mostly, the average quantity of orders per month or per year is determined. (Indicative quantity)
<u>Pricing</u>	The product price is divided into 2 types which are; <ol style="list-style-type: none"> 1. Variable according to the fuel price that has been agreed with the customer, the price is adjusted according to the market price trend, the fuel price that has been agreed with each customer, and in the case of the selling price including the transportation cost with adjusted by varying according to diesel price and transportation distance as agreed with each customer. 2. Fixed price throughout the contract period.

Quality and characteristics of the product (Specification)

Product features are defined Such as the amount of calcium oxide or calcium hydroxide contained (Available CaO, Available Ca(OH)₂) moisture, the compounds are additives, heat and time to react (Reactivity), the size of the left (for lime before), the size of the product (product type: powder) etc.

Term of payment The buyer agrees to pay the goods to the seller according to the contract period (most 30 - 60 days) since receiving the product completely and correctly according to the contract

Important conditions In the event that the seller is unable to deliver the product or deliver the product to the buyer in full amount or time lapse or the quality is not correct as specified The seller allows the buyer to have the right to proceed as follows

- Quantity and delivery: Adjust the seller on a daily basis at a percentage according to the agreement between the product price that cannot be delivered or cannot be not late.
- Terminate the contract in whole or in part: Adjust the seller's amount to no more than a percentage in accordance with the agreement between the prices of goods traded in the contract termination and allow the seller to compensate the buyer for all additional products if the buyer has purchased the product type size quality and the same amount from other people.

Fuel purchase agreements from abroad

Contract nature A fuel purchase contract that will be contracted each time that the product is ordered once.

Pricing Is an agreement for the purchase price, the purchase price will depend on the trend of such fuel prices in the world market. By price in FOB terms or price includes freight CFR term within the specified period or price including freight and insurance CIF term, which depends on the agreement with each seller.

Term of payment Fuel payment via bank using available credit and trust receipts (Trust Receipt: T/R) to import fuel or prepayment depending on the agreement with each seller.

The joint venture agreement (Joint Venture Agreement - JVA)

Counterparty PT Krakatau Industrial Estate Cilegon ("KIEC") and Golden Lime Ltd. (Thailand)

Contract date 26 November 2013

Summary of the contract*Objectives of the joint venture:*

Development engineering, construction, hold shares, production, and maintenance the Lime Factory Project and related machinery which will be located in Indonesia with a capacity of about 450 tons/day (limestone kiln size 150 tons/day, 3 burners)

The main business of the joint venture:

Manufacture and sell lime

Capital structure: Parties will jointly invest with a registered capital 70.81 Billion Indonesian Rupiah ("IDR") which the Company will invest 10% and KIEC will invest 90% of the said registered capital. Establish a joint venture company ("JVC") namely "PT' KRAKATAU GOLDEN LIME"

Project development period:

About 18 months after hiring a construction contractor and the supply of equipment

Duties of the parties:

Golden Lime Public Company Limited ("the Company") is a consulting and engineering services including the procurement of machinery and equipment related to the project and KIEC will provide assistance in obtaining permits or various relevant authorization documents associated

Entering the relevant contract:

With conditions that comply with regulations and laws, each of the parties will make JVC enter into a contract related to either party or affiliated company as follow;

- Construction management contract with affiliates companies of PT Krakatau
- Machinery, factory equipment, and technology agreement with Golden Lime Public Company Limited
- Raw material procurement contract with affiliated companies of PT Krakatau

This joint venture company, PT. Krakatua Golden Lime (" KGL "), was incorporated in Indonesia.

Note: 1. The Board of Directors, Meeting No. 1/2015, held on February 25, 2015 has approved the Company to sign the agreement to change the agreement "Memorandum of Agreement" with PT Krakatau Industrial Estate Cilegon by entering the transaction to sign in "First Amendment to the Joint Venture Agreement" according to the original agreement that signed a joint venture agreement with PT Krakatau Industrial Estate Cilegon ("KIEC") on November 26, 2013 and is currently establishing a joint venture company called PT KRAKATAU GOLDEN LIME ("KGL") with a registered capital of 70.81 Billion Indonesian Rupiah. The Company has an investment proportion of 10 percent of the registered capital. The investment value of the Company equivalent to 7.081 Billion Indonesian Rupiah. The changing of the agreement for raising capital cause the new registered capital is 156,590 Million Indonesian Rupiah which the Company is having a shareholding of 5 percent of the registered capital, or equal to 7.829 Billion Indonesian Rupiah. The Company made payment of paid-up capital of 1,770 Million Indonesian Rupiah. The Board of Directors resolved to approve the investment in the amount of 6.059 Billion Indonesian Rupiah (approximately THB 2.7 per 1000 Indonesian Rupiah for exchange rate, representing approximately THB 16.4 Million).

By the essence of the contract to change in the joint venture objectives include production capacity has changed from the original of 3 Kiln 450 ton/day to 2 Kiln 300 ton/day. Currently, the project has no progress because the counterparty is facing a problem in applying for a loan by the shareholder meeting of a joint venture company which has been established, namely PT. Krakatua Golden Lime ("KGL") resolved to suspend the operation of PT. Krakatua Golden Lime ("KGL") is effective from May 2015 and is currently considering a new business plan by the investment that the Company has been paid according to the agreement. Details appear in "Investment in subsidiaries"

2. The shareholders' meeting of PT. Krakatua Golden Lime ("KGL") resolved to suspend the operation effective from May 2015 and is currently considering a new business plan.

Technical Service Agreement (Service Agreement)**- Companies that are connected**

The Board of Directors' Meeting No. 6/2016, held on 11 November 2016, resolved to approve the Company to enter into a service agreement with CARMEUSE RESEARCH AND TECHNOLOGY S. A. ("CRT"), which later changed its name, according to a notice requesting the agreements to TECforLime SA ("TFL") which is a group of Carmeuse that is established under the laws of Belgium. TFL is an indirect merger of the Company's major shareholding and the contract party, which is considered a connected transaction in which the Company. It has been revealed that the transaction based on the book (SUTHA - SET) 036/2016 dated 14 November 2016 to the Stock Exchange of Thailand. The details of the essence of the contract are as follows:

Day Month Year that has entered into the transaction

On 11 November 2016, the Board of Directors' Meeting No. 6/2016, approved to enter into a service contract in which the said service contract is scheduled to be completed by 30 November 2016.

Time limit

This service contract will be effective on 1 January 2017, with no expiration of the contract. However, the conditions during the contract are effective. The parties may terminate the agreement at any time without any conditions by giving written notice to the parties 3 months in advance.

Related parties

Provider: CARMEUSE RESEARCH AND TECHNOLOGY S.A. ("CRT") or TECforLime SA ("TFL")
Client: Golden Lime Public Company Limited ("the Company")

General characteristics of the transaction

Transaction is a transaction with the Company, which has a CRT or TFL is provided. CRT or TFL are those whose expertise will provide service and support and technical knowledge covering a wide range, such as geology, mining, engineering, manufacturing, process management, transportation, automation and other things to various companies in Carmeuse Group. To enter into a contract for such services, CRT will be the service provider and support in the process to develop the business of the Company to be flexible which is beneficial to the Company.

Details of connected persons

The Company and the counterparty are considered as affiliated companies of the CARMEUSE group, which are the major shareholders. Both parties have no controlling person.

- Subsidiaries

The Board of Directors' Meeting No. 5/2017, held on 9 November 2017, resolved to approve the related party transactions with subsidiaries which the Company holds 99.99 % of shares.

Day Month Year that has entered into the transaction

On 9 November 2017, the Board of Directors' Meeting No. 5/2017 resolved to approve the transaction between the Company and its subsidiaries for technical services.

Time limit

This service contract will be effective on 1 September 2017, with no expiration of the contract term. However, the conditions during the contract are effective. The parties may terminate the agreement at any time without any conditions by giving written notice to the parties 3 months in advance.

Related parties

Provider: Golden Lime Engineering Co., Ltd. ("GLE")
Client: Golden Lime Public Company Limited ("the Company")

General characteristics of the item

Transaction is a transaction with the Company, which has GLE is provided by GLE are those whose expertise will provide service and support in engineering design and providing services and consulting on the system used, installation of electrical systems and related to the production process and production process development commissioning.

Details of connected persons


GLE is considered a subsidiary. Both parties have person who are directors and executives which are the controlling person.

Trademarks used in business operations

The Company has registered the trademark with the following details;

Trademark	
Mark owner	Golden Lime Public Company Limited
Category	Class 1 ^{/1}
Trademark age	10 years since 3 June 1994 License to 161104081 dated 19 June 2013 (Ending on 18 June 2023) License dated 13 September 2016
Renewal of registration	Next time, renew in advance 90 days before expiration on 18 June 2023

Note: ^{/1} Product Class 1 refers to chemicals used to adjust the pH and alkalinity of water in shrimp ponds. Chemical additive to increase the amount of color, used in the paint industry, except for the paint, chemical additives used to increase the amount of rubber used in the rubber industry. Chemical additive to increase the amount of clay used in the oil industry. Chemical additive to increase the amount of creepy meat used in the photo frame industry. Chemicals used to hold dirt in the furnace in the steel melting industry. Chemicals used to separate dirt and treat water in the zinc smelting industry. Chemicals used to separate dirt and treat water in the copper smelting industry. Chemicals used to separate dirt and treat water in the gold smelting industry. Chemicals used to adjust the pH and alkalinity of water in the wastewater treatment industry. Chemicals used to clean and make suede in the tanning industry Chemicals used to adjust the acidity and alkalinity of tap water

Trademark	
Mark owner	Golden Lime Public Company Limited
Category	Class 1 ^{/1}
Trademark age	10 years since 3 June 1994 license At Kor.34590 dated 9 March 2015 (Ending on 2 June 2024)
Renewal of registration	Next time, renew in advance 90 days before expiration on 2 June 2024


Note: ^{/1} Product Class 1, according to the Ministry of Commerce: Defining products and services on 21 March 2003 represents the chemical products used in industry of science and photography including agriculture, gardening and forestry, artificial resin that has not yet passed, natural fertilizers, fire-fighting compounds, things that are prepared to change the properties of an object or in soldering, chemicals used to store food products, tanning agents, industrial adhesives.

Trademark	
Mark owner	Golden Lime Public Company Limited
Category	Class 1 ^{/1}
Trademark age	10 years from 5 July 2013 license At Kor.405488, dated 9 December 2015 (Ending on 4 July 2023)
Renewal of registration	Next time, renew in advance 90 days before expiration on 4 July 2023

Note: ^{/1} Product Class 1, according to the Ministry of Commerce: Defining products and services on 21 March 2003 represents the chemicals used in the agricultural industry, on shrimp farms to adjust water conditions in shrimp


ponds, soil to adjust soil conditions, chemicals used in the paint industry, increase the amount of color, chemicals used in the rubber industry, increase the amount of rubber, chemicals used in the plastics industry, added plastic texture, chemicals used in the glass, chemicals used in the clay industry, added meat to the clay, chemicals used in the photo frame industry, mixed with sawdust to increase the amount of chemicals, used in the animal feed industry, used to mix with animal food to help digestion, chemicals used in the steel melting industry, used to hold dirt in the furnace, chemicals used in the zinc smelting industry, used to separate dirt, water treatment, chemicals used in the copper smelting industry, used to separate dirt, water treatment, chemicals used in the gold smelting industry, used to separate dirt, water treatment, chemicals, used in the wastewater removal industry, adjusted pH, chemicals used in the tanning industry, clean the leather to soften, chemicals used in the plumbing industry, adjusted pH.

Golden Lime Engineering Co., Ltd. (subsidiary) has registered the trademark with the following details;

Trademark	
Mark owner	Golden Lime Engineering Co., Ltd. (subsidiary)
Category	Class 7 ^{/1}
Trademark age	10 years since 7 May 2014 License to 171102641 dated 2 October 2017 (Ending on 6 May 2024)
Renewal of registration	Next time, renew in advance 90 days before expiration on 6 May 2024

Note: ^{/1} Product Class 7, according to the Ministry of Commerce: Defining products and services, on 21 March 2003 refers to machinery and lime kiln for use in the chemical industry in general.

Golden Engineering Co., Ltd. (subsidiary) has registered the trademark with the following details;

trademark	
Mark owner	Golden Lime Engineering Co., Ltd. (subsidiary)
Category	Class 42 ^{/1}
Trademark age	10 years since 7 May 2014 license At Bor.71433 dated 26 May 2017 (Ending on 6 May 2024)
Renewal of registration	Next time, renew in advance 90 days before expiration on 6 May 2024

Note: ^{/1} Product Class 7, according to the Ministry of Commerce: Defining products and services, on 21 March 2003 means design, development of computer program to control lime kiln for use in the chemical industry in general.

Investment policy in subsidiaries and associates

Investment policy and administration

The Company has the policy to invest primarily in strategic investments in order to expand the engineering business development to create their own technology and production innovation and investment to generate returns in a growing business. The subsidiary company under the investment of the Company must strictly comply with the good corporate governance policy of the Company. The policy covers the corporate governance structure, business strategy and management, risk management and internal control, as well as, supporting other tasks as defined by the Company.

Investment in associates

The Company has paid the investment for the joint venture project in PT. Krakatua Golden Lime ("KGL") in the amount of Baht 5.418 Million with the investment value after calculating the value in accordance with the criteria of valuation of securities that are impaired. The maintain investment value as of 31 December 2015 in the amount of THB 3,342,000. Such investment is a partial payment of the capital according to the joint venture agreement -JVA.

The Company will consider investing in businesses that support and benefit the business of the Company or business which the Company considered that there is a growing trend. It takes into account the rate of return earned on investment is significant. The Company will take any action according to the regulations and notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand including related laws.

Board of Directors' Meeting No. 1/2017 of the Company held on 22 February 2017

Investment in subsidiaries

1. Approve the operation to establish a subsidiary of the Company

The Board of Directors' Meeting No. 1/2017 of the Company held on 22 February 2017 approved to establish a subsidiary of the Company namely Golden Lime Engineering Co., Ltd with registered capital of THB 20 Million (the Company holds 99.99% of paid-up capital) in order to expand investment in engineering and distribution of machinery and equipment. The details are as follows;

Company Name	Golden Lime Engineering Company Limited	
Business nature	Engineering consulting and design services Production and distribution of machinery and equipment of machinery spare parts, including consulting and installation services	
day Month year The resulting item	After the Board of Directors resolved	
Registered capital	THB 20,000,000 Divided into 2,000,000 ordinary shares at the par value of THB 10 per share	
Paid Capital	THB 20,000,000 representing the paid-up capital of THB 10 per share	
Shareholder structure	Golden Lime Public Company Limited	99.99%
	Other minority shareholders	0.01%
Current Director	Mr. Bernard Jules A. Mythers Mr. Krishnan Subramanian Aylur Mr. Geza Emil Perlaki Mr. Isan Shah According to the resolution of the Board of Directors' Meeting No. 1/2018 on 23 February 2018	
Authorized director	"Two of these four directors signed together And the Company's seal" According to the resolution of the Board of Directors' Meeting No. 1/2018 on 23 February 2018	
Money supplied	Working capital of Golden Lime Public Company Limited	

2. Acquisition of shares in Saraburi Quicklime Co., Ltd (subsidiary)

The Board of Directors' Meeting No. 1/2018 held on 23 February 2018 to consider and approve the preliminary plans to acquire all the shares in Saraburi Quicklime Co., Ltd ("SQL") The transaction on the acquiring ordinary shares which have been fully paid in the amount of 48,500 shares from all existing shareholders who are not connected persons with the Company ("Seller") by entering into a transaction to acquire SQL has paid compensation to the seller in the amount of THB 320 Million and authorize Mr. Geza Emil Perlaki and Mr. Krishnan Subramanian Aylur to consider and perform any relevant acts which is necessary and appropriate in relation to the acquisition of shares in SQL within the approved scope, including but not limited to further negotiating with the Sellers, considering and determining the details, revision and amendment of, and executing, the share transfer agreement and relevant documents as well as contacting any governmental authorities and relevant persons, including performing any necessary and relevant acts necessary for completion of the transaction.

On 19 March 2018, the Company entered into an acquisition of shares in Saraburi Quicklime Co., Ltd. This transaction is considered an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board Notification No. TorJor. 20/2008 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (the “Major Transaction Rules”). When considering the size of the acquisition pursuant to each calculation method prescribed under the Major Transaction Rules and based on the audited consolidated financial statements of the Company for the fiscal year ended 31 December 2017, the transaction size is of the highest value when calculated based on the total value of consideration basis, which equals 32.57 per cent of the total assets of the Company and its subsidiaries and the Company did not enter into any acquisition transaction during the past six months. The transaction is classified as Class 2 pursuant to the Major Transaction Rules having transaction size between 15 percent and 50 percent. Please kindly consider further details of the transaction as set out in the enclosed Information Memorandum Concerning the Acquisition of Assets disclosed to the Stock Exchange by the letter no. (SUTHA-SET) 005/2018/EN and send the circulated letter to inform to its shareholders already.

Legal Disputes

There are no legal disputes that may have a negative impact on the assets of the Company or its subsidiaries that are higher than 5 percent of the shareholders' equity according to the financial statements for period ending 31 December 2018 and there is no legal dispute affecting the business operations of the Company or its subsidiaries as at 31 December 2018.

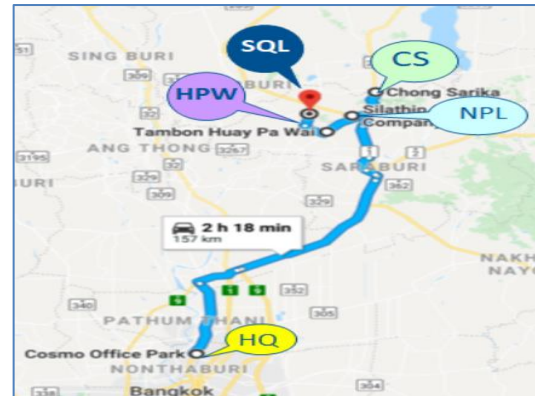
General Information about SUTHA

Corporate Information

Company Name: Golden Lime Public Company Limited
Business: Manufacturer and distributor of

- 1) Lime (Calcium Oxide and Calcium Hydroxide)
- 2) Calcium Carbonate
- 3) Trading Products and Services
- 4) Sales of equipment and machines

Registration Number: 0107556000248



Location

Head Quarter: (HQ) 89 Cosmo Office Park, 6th Floor, Unit H, Popular Road, Banmai, Pakkret, Nonthaburi 11120, Thailand

Telephone: +66(0) 2017 7461 - 3
Fax: +66(0) 2017 7460
Website: <http://www.goldenlime.co.th>
Email: sales@goldenlime.co.th
glmis@goldenlime.co.th



Factory Location

Branch 1: (NPL) 61 Moo 1, Phaholyothin Road, Nha-Pralan, Chalerm-Prakiat, Saraburi 18240



Branch 2: (CS) 7 Soi 11 Sai 3 Moo 12, Saraburi Iomsak-saimai, Chongsarika, Pattananikom, Lopburi 15220



Branch 3: (HPW) 11 Moo 11, Huai Pa Wai, Prabuddhabaht, Saraburi 18120



Subsidiary: (SQL) Saraburi Quicklime Co., Ltd.
 39/2 Moo 9, Pukkgrang Sub-district, Phabudhabaht district, Saraburi 18120



Subsidiary: (GLE) Golden Lime Engineering Co., Ltd
 89 Cosmo Office Park, 6th Floor, Unit H, Popular Road, Banmai, Pakkret, Nonthaburi 11120, Thailand



Registration Information

Listing Date	: As at 3 rd April 2014 Symbol "SUTHA"
Listing Securities	: 300,000,000 Common shares with a par value of THB 1 per share totaling THB 300,000,000
Capital	: As at 31 st December 2018
Registered Capital	: Common Shares THB 300 Million (300 million shares)
Paid-up Capital	: Common Shares THB 300 Million (300 million shares)

Reference Parties

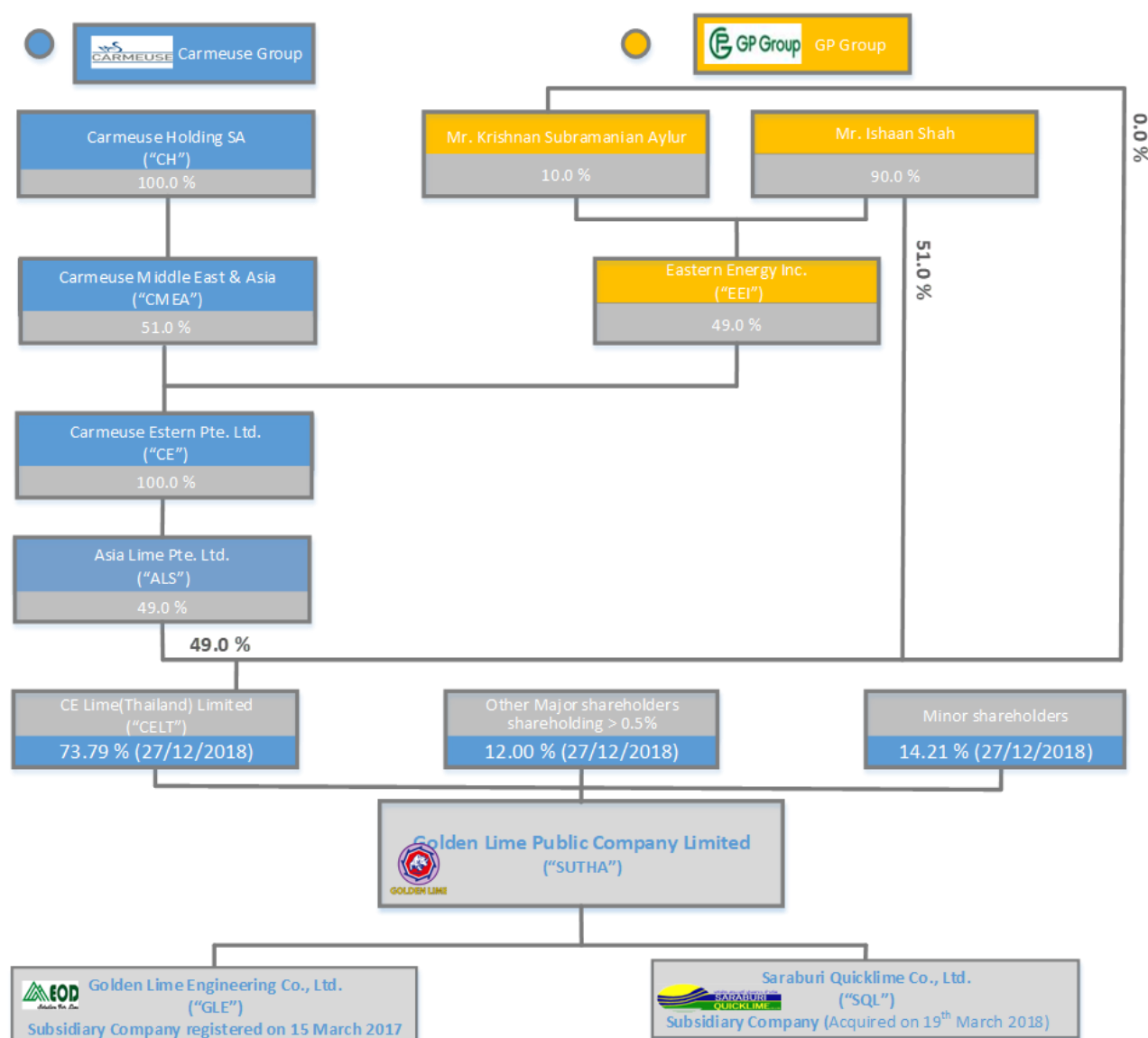
Securities Registrar

Company Name	: Thailand Securities Depository Co., Ltd.
Company Address	: The Stock Exchange of Thailand Building 93 Rajadapisek Road, Dindaeng, Bangkok 10400 Telephone 0-2 009 9385 Fax 0-2009 9476

Auditor

Company Name	: EY OFFICE LIMITED
Auditor	: Mr. Chayapol Suppasdtanon, Certified Public Accountant No. 3972 or Mrs. Gingkarn Atsawarangsali, Certified Public Accountant No. 4496 or Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 or Ms. Orawan Techawatanasirikul, Certified Public Accountant No. 4807 or Ms. Rosaporn Decharkom, Certified Public Accountant No. 5659 -
Company Address	: 33 rd Floor Lake Rajada Office Complex 193/136-137 Rajadapisek Road Klong Toey, Bangkok 10110 Telephone 0 2264 9090 Fax 02 264 0789

The Shareholders Structure



Data source: The shareholder structure of CE Lime (Thailand) Company Limited from the tender offer on 10 October 2016 and from the book closing information on 27 December 2018.

Note: *The description of more detail set out available on the Company's website: www.goldenlime.co.th > About us > Shareholder's structure.*

Shareholders Structure: The Company has closed the book for the share registration as on 27 December 2018, total shareholders were 1,424 persons. The shareholders who have shareholdings more than 0.5% of total shares were 10 persons, and the shareholders who have shareholdings less than 0.5% of total shares were 1,414 persons. the Company has only 4 foreign shareholders. The Article of Association of the Company chapter 3 section 11, imposed restrictions on foreign shareholding as follows: "The Company's shares can be liberally transferred, except in the case of any share transfer that causes the foreign shareholding to exceed forty-nine percent (49%) of total paid-up share capital of the Company".

List name of the Major Shareholders of the Company

As of 27 December 2018, details are below:

	Name	Number of share	% Shares
1	CE Lime (Thailand) Limited	221,380,460	73.79
2	Thai NVDR Co., Ltd.	8,068,900	2.69
3	Mr. Sompoch Pluemponprom	6,873,300	2.29
4	Miss Tongrak Kijwatanachai	4,256,000	1.42
5	Miss Sarinee Nerngchamnon	4,254,000	1.42
6	Mr.KunPhet Sarasas	3,900,000	1.30
7	Mr.Pun Sarasas	3,019,000	1.01
8	Mr.Kitisak Piyaphatthana	2,120,000	0.71
9	Mr.Natthaphan Thanangtanurak	2,000,000	0.67
10	Mr.Monthon Phasomdi	1,509,700	0.50
11	Other Shareholders (Shareholding < 0.5%)	42,618,640	14.21
		300,000,000	100.00

The Company's Major Shareholder and relation

CE Lime (Thailand) Limited ("CELT") is a major shareholder, holds 221,380,460 shares of the Company or 73.79% of the total issued shares of the Company. CELT is a juristic person registered in Thailand and established by Mr. Ishaan Shah or the G.P. Group (Website: <http://premjee.com>), G.P. group is the investor in a variety of businesses with expertise and business experience for over 150 years and Carmeuse Group (Website: <http://www.carmeuse.com>), Carmeuse Group is a global expert in lime business with over 150 years of lime business experience. CELT is a holding company primarily for investing in lime and lime related businesses.

Registered and paid-up capital

CELT has total registered and paid-up capital of THB 175,000,000, comprising an aggregate number of 1,750,000 shares, 857,500 of which are ordinary shares and the rest 892,500 are preferred shares, with par value of THB 100.

Shareholders of the CELT

List of shareholders of CELT as of 31 December 2018

No	Name	No. of shares	% comparing to the total paid-up shares	% comparing to the total voting rights
1	Mr. Ishaan Shah	892,499	51.00	34.23
2	Asia Lime Pte. Ltd.	857,500	49.00	65.77
3	Mr. Krishnan Subramanian Aylur	1	0.00	0.00
	Total	1,750,000	100.00	100.00

Notes: 1) 892,499 shares of Mr. Ishaan Shah and one share of Mr. Krishnan Subramanian Aylur are in form of preferred shares. Two preferred shares are entitled to one voting right.
2) 857,500 shares of Asia Lime Pte. Ltd. are in form of ordinary shares. Each ordinary share is entitled to one voting right.

The Board of Directors of the CELT

Members of the Board of Directors of CELT as at 31 December 2018.

No	Name	Position
1	Mr. Ishaan Shah	Director
2	Mr. Krishnan Subramanian Aylur	Director
3	Mr. Shiraz Erach Poonevala	Director
4	Mr. Timothé Arthur Maria Van Den Bossche	Director

More information about relationship of shareholder structure is available on company website www.goldenlime.co.th > About Us > Shareholder's structure or more information on G.P. Group (website: <http://www.premjee.com>) or more information on Carmeuse Group (website: <http://carmeuse.com>)

CELT nominated persons and received an approval to appoint by the Board of Directors Meeting and Shareholder Meeting as the Company's Board of Directors. The details are as follows:

Name	Date of appointment	Position
1. Mr. Krishnan Subramanian Aylur	29 September 2016	Executive Director
2. Ms. Nishita Shah	29 September 2016	Executive Director
3. Miss Kristel Verieyen	11 November 2016	Director
4. Mr. Geza Emil Perlaki	5 April 2017	Managing Director and Chairman of the Executive Committee
5. Mr. Rodolphe Marie R. Collinet (Baron)	23 February 2018	Executive Director

Dividend Policy

Articles of Association in chapter Dividend and Reserve

o No dividend shall be paid other than out of profit. In the case where a Company has accumulated losses, no dividend shall be paid.

A dividend shall be equally paid according to the number of shares, except the case where the Company has issued preferred stocks and required the different dividend payment from ordinary stocks, and the payment of dividend shall require the approval of the Shareholder's Meeting.

The Board of Directors may pay the shareholders such interim dividends as may be justified by the profits of the profits of the Company. When these dividends are paid, such dividend payment shall be notified in the next meeting of shareholders.

Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. Notice of distribution of dividend in writing must be sent to the shareholders and publication of the notice of the payment of dividend shall also be made in a newspaper not less than three (3) consecutive days.

o The Company shall retain the proportion if net profit as a reserve not less than five (5) percent of the annual net profit deducted with the accumulated loss carried forward (if any) until such reserve reaches not less than ten (10) percent of the total capital.

The Company has a policy to pay dividend to its shareholders at not less than 40% of net profit after corporate income tax, legal reserve and other reserves (if any). However, such dividend payment maybe subjected to changes, based on operating performance, financial position, economic condition, future investment and business expansion plan, and other rationales and factors as deemed appropriate by the Board of Directors and/or the shareholders of the Company.

For Year 2018 the Board of Director had pass the Resolution of Interim Dividend Payment as details below:

Approved Date	Paid from Period of Financial Statement	Baht/Share	Total (THB million)	Paid Date
14/8/2018	1 January – 30 June 2018	0.08 Baht/Share	24.00	13/9/2018
14 /11/ 2018	1 July – 30 September 2018	0.07 Baht/Share	21.00	14/12/2018
Total payment of Interim Dividend	1 January – 30 September 2018	0.15 Baht/Share	45.00	

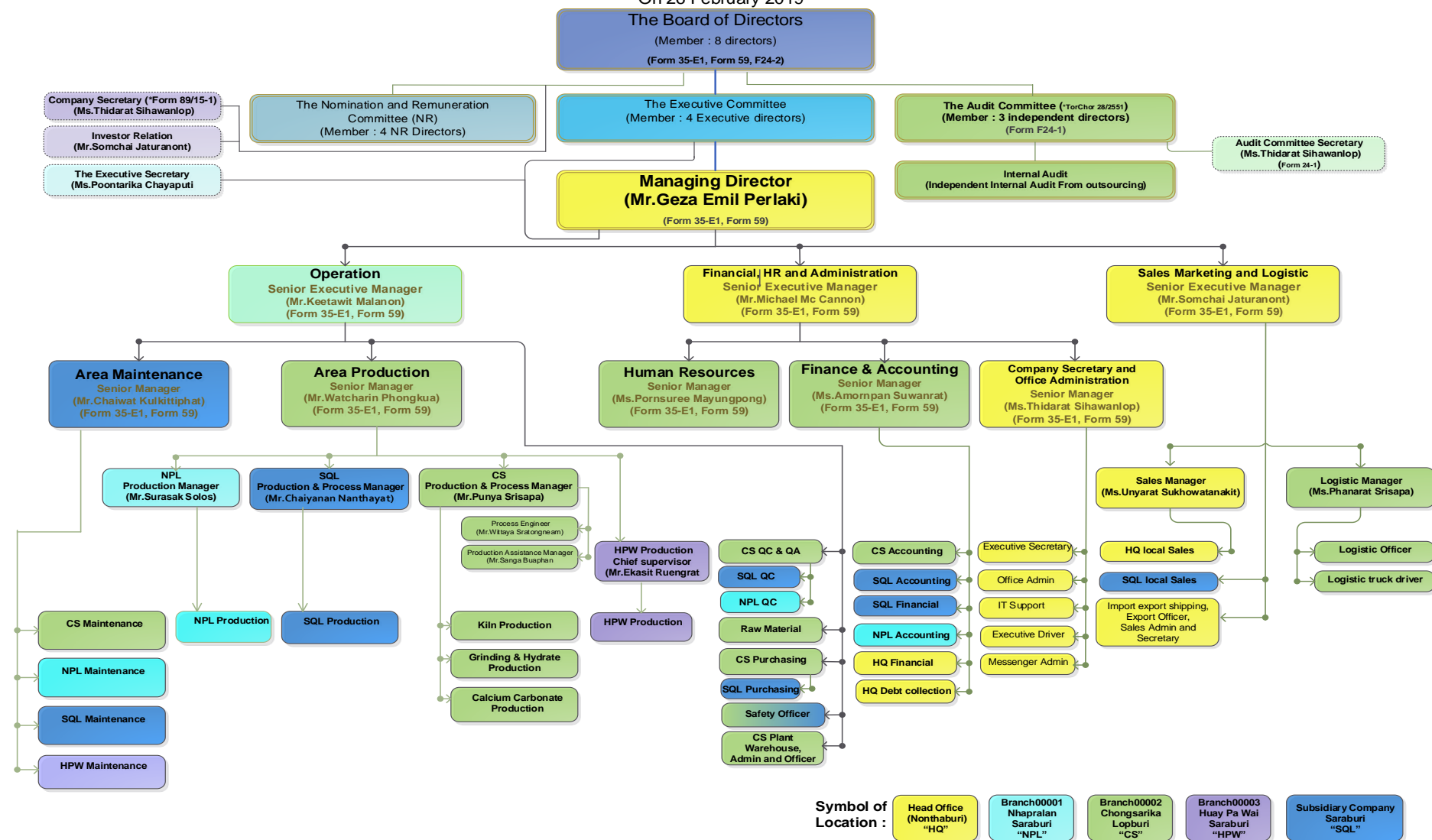
Dividend payment in the past 3 years as the following details:

Dividend payment	Unit (Baht/Share)						Unit (THB million/Year)					% per Net Profit
	Interim Dividend				AGM	Dividend Baht/ Share/ Year	Net Profit (THB million)	Interim Dividend			AGM	
Year	Quarter				Quarter							
	1	2	3	4	1			2	3	4		
2016	-	0.08	-	0.09	0.17	66.90	-	24.00	-	27.00	51.00	76%
2017	-	0.15	-	0.10	0.25	73.91	-	45.00	-	30.00	75.00	101%
2018*	-	0.08	0.07	0.12	0.27	63.48	-	24.00	21.00	36.00	81.00	128%

Note: The Board of Directors' Meeting No.1/2019 hold on 26 February 2019 has approved to propose to the Shareholders' Meeting of the Year 2019 to approve the dividend payment to shareholders at the rate of THB 0.27 per share and total dividend payment of THB 81.00 million. When deducted from the interim dividend at the rate of THB 0.15 per share, which was already paid to shareholders on 13 September 2018 at rate of THB 0.08 per share and paid on 14 December 2018 at rate of THB 0.07 per share. The remaining dividend will be THB 0.12 per share or a total of THB 36.00 million. The grant of this dividend payment is subjected to the approval by the Shareholders' Meeting of the Year 2019 which will be held on 3 April 2019.

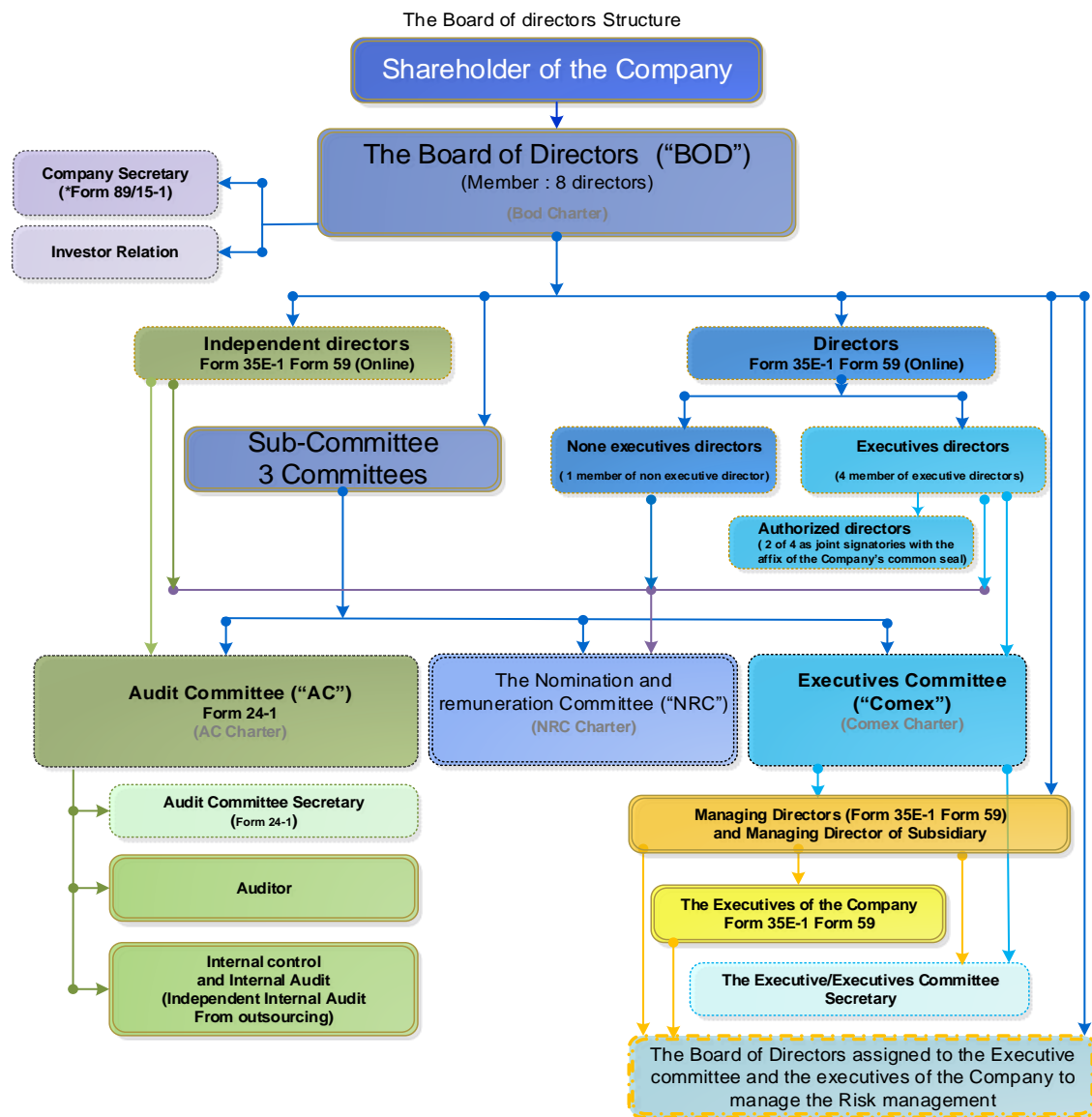
Management Structure

Golden Lime Public Company Limited and subsidiary (Saraburi Quicklime) Organization Chart
On 26 February 2019



The Board of Directors as the representative of shareholders of Golden Lime Public Company Limited ("the Company") is responsible for the success of the Company and its subsidiaries. By participating and being a leader in determining direction and overseeing operations of management in the Company that to be in accordance with laws, notifications, rules, regulations and other relevant laws as well as in accordance with objectives and regulations of the Company by supervising the management to operate under the corporate governance policy with responsibility to shareholders, society and all groups of stakeholders.

Management Structure




Updated : 26 February 2019


The management structure of the Company for the year 2018 consists of the Board of Directors and 2 sub-committees in which the Board of Directors is appointed, including the Audit Committee and the Executive Committee. On 26 February 2019, the Board of Directors Meeting No. 1/2019 resolved to appoint 1 additional sub-committee, namely the Nomination and Remuneration Committee. As of 31 December 2018, the Company has a total of 8 directors, consist of:


The Board Diversify Structure																								
No.	List name of the Board of Directors as shown in the certificate of the Company		Chairman of the Board	Sub Committee						Authorized Director	Male	Female	Nationality	Residence in Thailand	Executive Management	None Executives directors	Relation with the major shareholder		Skill matrix Expertise and Knowledgebase					
				Audit Committee		Executives Committee		Nomination and Remuneration Committee									Relation	Not relation	Industries as relevant business	Business Administration	Financial and Audit	Business Consult in Tax, Finance, and Accounting	Accounting	Legal
				Chairman	Member	Chairman	Member	Chairman	Member															
1	Mr.Sripop Sarasas	Independent Directors	1	1						1		Thai	1		1		1			1				
2	Ms. Kristel Verleyen	Director						1			1	Belgian	-		1	1							1	
3	Ms. Nishita Shah	Executive Director				1			1		1	Thai	1		1	1			1					
4	Mr. Krishnan Subramanian Aylur	Executive Director				1		1	1	1		Indian	1		1	1			1					
5	Mr. Geza Emil Perlaki	Executive Director				1			1	1		Hungarian	1	1		1		1						
6	Mrs.Ladda Chatchaluay	Independent Directors			1		1				1	Thai	1		1		1			1				
7	Mr. Rodolphe Marie R. Collinet (Baron)	Executive Director				1			1	1		Belgian	-		1	1		1						
8	Mrs.Vanee Abakaz	Independent Directors			1			1			1	Thai	1		1		1				1			
			1	1	2	1	3	1	3	4	4	4		6	1	7	5	3	2	2	1	1	1	
				3		4		4																


The names and number of the authorized directors who have authority to sign on behalf of the Company are: Any two of Mr. Geza Emil Perlaki, Ms Nishita Shah, Mr. Krishnan Subramanian Aylur and Mr. Rodolphe Collinet are authorized as joint signatories with the affix of Company's common seal.


History of the Board of Directors


	Mr. Sripop Sarasas Chairman of the Board of Directors Chairman of the Audit Committee	
	Expertise: Finance and Banking and Audit	Age: 61 years
Education: <ul style="list-style-type: none"> o Bachelor of Science in Medical Technology, Chulalongkorn University o Master of Business Administration, University of Southern California, USA 		Nationality: Thailand Residence: Thailand
Training Course: <ul style="list-style-type: none"> o Director Certification Program (DCP) Year 2002 o Director Examination 2002 (Diploma) o Audit Committee Program (ACP) 2004 		Shareholding (%): Beginning of year: -None- End of year : -None- Changed : -None-
		Personnel Relationship with the Management: -None- Illegal Record: -None-
		Position date in position to Director: 2 May 2011
		Term of Directorship after registered to the SET: 6 Years
Present position in other: <ol style="list-style-type: none"> 1) Listed Companies in the Stock Exchange of Thailand: 4 Companies (*) : 2) Other Organization / Companies (Non Listed in the Stock Exchange of Thailand): 4 Companies (**) 3) Other Organization that may have conflict of interest with the Company: -None- 		
Work experience in previous 5 years :		
10 Jul 2018-Current	Director	BDMS Training Company Limited (*1)
5 Jun 2018-Current	Director	BDMS Property Management Company Limited (**2)
23 Feb 2018-Current	Chairman of the Board Directors	Golden Lime Public Company Limited
15 Jan 2018-Current	Chief Administrative Officer	Bangkok Dusit Medical Services Public Company Limited (*1)
2011 - Current	Independent Director and Chairman of the Audit Committee	Golden Lime Public Company Limited
Current	Independent Director and Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee	Bangkok Airways Public Company Limited (*2)
Current	Independent Director/ Chairman of the Audit Committee	Kiattana Transport Public Company Limited (*3)
Current	Member of the Nomination and Remuneration Committee/ Member of Risk Management Committee/ Member of Corporate Government Committee	Bangkok Dusit Medical Services Public Company Limited (*1)
Current	Independent Director/ Member of the Nomination and Remuneration Committee / Member of the Audit Committee	Advance Information Technology Public Company Limited (*4)
2007 - Current	Director	Khan Company Limited (**3)
2007 - Current	Director	Parute (2008) Company Limited (**4)
2003 -1 Feb 2016	Independent Director	The Royal Ceramic Industry Public Company Limited
2003-Mar 2014	Member of the Audit Committee	The Royal Ceramic Industry Public Company Limited
2008-2012	Director and member of the Audit Committee	Living Land Capital Public Company Limited

	<p align="right">Miss Kristel Verleyen</p> <p align="right">Director</p> <p align="center">Nomination and Remuneration Committee</p>	
	<p>Expertise</p> <ul style="list-style-type: none"> o Legal counsel Carmeuse Group (October 2001 – current) o Lawyer at the law firm Clifford Chance in Brussels (May 1999 -September 2001) o Lawyer at the law firm Stibbe in Brussels (July 1996 – May 1999) 	
<p>Education:</p> <ul style="list-style-type: none"> o Master in law 1994 – University of Ghent, Belgium o Special degree in Economics and Finance law (1996)- Université Libre de Bruxelles, Belgium 	<p>Age: 47 years</p>	<p>Nationality: Belgium</p> <p>Residence : Belgium</p>
<p>Training:</p> <ul style="list-style-type: none"> o 2017 Completed “Director Accreditation Program” (DAP), Class 135/2017 of Thai Institute of Directors (IOD). 	<p>Shareholding (%):</p> <p>Beginning of year : -None-</p> <p>End of year : -None-</p> <p>Changed : -None-</p>	<p>Personnel Relationship with the Management: -None-</p> <p>Illegal Record: -None-</p>
	<p>Position date in position to Director:</p> <p>11 November 2016</p>	
	<p>Term of Directorship: 2 years</p>	
<p>Present position in other:</p> <p>1) Listed Companies in the Stock Exchange of Thailand: -None-</p> <p>2) Other Organization / Companies (Non Listed in the Stock Exchange of Thailand): 9 companies (*)</p> <p>3) Other Organization that may have conflict of interest with the Company: Director mandates and position of Legal Counsel within various companies at Carmeuse Group (all as listed below).</p>		
<p>Work experience in previous 5 years :</p>		
26 Feb 2019 - Current	Nomination and Remuneration Committee	Golden Lime Public Company Limited
May 2018 – current	Director	Carfin SA(*)
May 2018 – current	Director	Carmeuse Coordination Center SA(*)
July 2018 – current	Director	Carmeuse Europe SA(*)
May 2018 – current	Director	Carmeuse Research & Technology SA(*)
May 2018 – current	Director	Immobilière Athéna SA(*)
19 Mar 2018 - Current	Director	Saraburi Quicklime Co.,Ltd
11 Nov 2016 - Current	Director	Golden Lime Public Company Limited
June 2013 - current	Director	Carmeuse Invest SPRL (Belgium) (*)
December 2014 - current	Director	Carmeuse America Holding SPRL (Belgium) (*)
December 2014 - current	Director	Carmeuse America SPRL (Belgium) (*)
October 2001-current	Legal counsel	Carmeuse Group (*)
May 1999-September 2001	Lawyer	The law firm Clifford Chance in Brussels
July 1996 – May 1999	Lawyer	The law firm Stibbe in Brussels

	Ms Nishita Shah Director Executive Director Authorized Director	
	Expertise: Business Administration	Age: 38 years
Education: <ul style="list-style-type: none"> o Bachelor of Science in Business Administration; concentration in Finance and Business Law, Boston University, School of Management. 	Nationality: Thailand Residence : Thailand	
Training: <ul style="list-style-type: none"> o 2007 Completed “Director Certification Program” (DCP) Class 83/2007, Thai Institute of Directors (IOD). o 2006 Completed “Director Accreditation Program” (DAP), Class 57/2006, Thai Institute of Directors (IOD). o 2004 Completed “Anatomy of Shipping” course, Seatrade Academy/Cambridge Academy of Transport. 	Shareholding (%): Beginning of year: -None- End of year : -None- Changed : -None-	
	Personnel Relationship with the Management : -None- Illegal Record: -None-	
	Position date in position to Director: 29 September 2016	
	Term of Directorship: 2 Years	
Present position in other: 1) Listed Companies in the Stock Exchange of Thailand: 1 Company (**)		
2) Other Organization/Companies (Non Listed in the Stock Exchange of Thailand): 6 Companies at (*)		
3) Other Organization that may have conflict of interest with the Company : -None-		
Work experience in previous 5 years :		
29 Sep 2016 - Current	Director and Executive Director	Golden Lime Public Company Limited
2011- Current	Director	Precious Shipping PCL (**)
	Director	Globex Corporation Limited. (*)
	Director	Graintrade Limited. (*)
	Director	Unistretch Limited. (*)
	Director	Ambika Tour Agency Limited. (*)
	Director	Maestro Controls Limited. (*)
	Director	Maxwin Builders Ltd. (*)

	Mr. Krishnan Subramanian Aylur Director Executive Director Nomination and Remuneration Committee Authorized Director	
	Expertise: Business Administration	Age: 50 years
Education: <ul style="list-style-type: none"> o Master of Business Administration – International Trade, Indian Institute of Foreign Trade, India o Bachelor of Technology (Mining Engineering), Indian Institute of Technology (Indian School of Mines), India 		Nationality: India Residence : Thailand
Training: <ul style="list-style-type: none"> o 2017 Completed “Director Accreditation Program” (DAP), Class 135/2017 of Thai Institute of Directors (IOD). 		Shareholding (%): Beginning of year : -None- End of year : -None- Changed : -None-
		Personnel Relationship with the Management: -None- Illegal Record: -None-
		Position date in position to Director: 29 September 2016
		Term of Directorship: 2 Years
Present position in other: <ol style="list-style-type: none"> 1) Listed Companies in the Stock Exchange of Thailand: -None- 2) Other Organization / Companies (Non Listed in the Stock Exchange of Thailand): There are positions at 10 Companies (*) 3) Other Organization that may have conflict of interest with the Company : Director at CE Lime (Thailand) Limited (**) 		
Work experience in previous 5 years :		
26 Feb 2019 - Current	Nomination and Remuneration Committee	Golden Lime Public Company Limited
19 Mar 2018 - Current	Director	Saraburi Quicklime Co.,Ltd
15 Mar 2017 - Current	Director	Golden Lime Engineering Co., Ltd
29 Sep 2016 - Current	Director and Executive Director	Golden Lime Public Company Limited
2016-Current	Director	CE Lime (Thailand) Limited (*) (**)
2015-Current	Director	Associated Industries Limited (*)
2015-Current	Director	Carmeuse Siam Limited (*)
2015-Current	Director	Carmeuse Eastern Pte Limited (*)
2013-Current	Director	Eastern Energy Chartering Pte Limited (*)
2006-Current	Director	Majan Mining Co LLC Limited (*)
2004-Current	Vice President	Premthai International Limited (*)
2003-Current	Director	Sila Eastern Ltd (*)
2002-Current	Director	Eastern Energy Pte Limited (*)
2001-Current	Director	Eastern Energy Inc (*)

	Mr. Geza Emil Perlaki	
	Managing Director Chairman of Executive Committee Authorized Director	
	Expertise: Lime Product Industry	Age: 48 years
Education: <ul style="list-style-type: none">Master of Business Administration, CENTRAL EUROPEAN UNIVERSITY.Master of Engineering Technical University of Budapest. Training	Nationality: Hungarian Residence : Thailand	
	Shareholding (%): Beginning of year : -None- End of year : 100,000 Shares Changed : 100,000 Shares	
Training: 2018 Completed “Director Accreditation Program” (DAP), Class 146/2018 of Thai Institute of Directors (IOD).	Personnel Relationship with the Management: -None-	
	Illegal Record: -None-	
	Position date in position to Director: 5 April 2017 Term of Directorship: 2 years	
Present position in other: 1) Listed Companies in the Stock Exchange of Thailand: - None- 2) Other Organization / Companies (Non Listed in the Stock Exchange of Thailand): 1 company (*) 3) Other Organization that may have conflict of interest with the Company: 1 company (*)		
Work experience in previous 5 years :		
19 Mar 2018 - Current	Director	Saraburi Quicklime Co.,Ltd
23 Feb 2018 - Current	Chairman of the Executive Committee	Golden Lime Public Company Limited
11 May 2017- Current	Managing Director	Golden Limp Public Company Limited
5 April 2017 - Current	Director	Golden Lime Public Company Limited
15 Mar 2017 - Current	Director	Golden Lime Engineering Co., Ltd (*)
Jan 2016-May 2017	Deputy Managing Director	Golden Limp Public Company Limited
Jan 2011-Jan 2016	M&A(EU/ME/SE-Asia)	Carmeuse Group (*)
Jan 2009-Jan 2011	Sale Manager Central Europe (CZ/SK/HU/RO/YU)	Carmeuse Central Europe
Jan 2008-Jan 2009	Managing Director	Carmeuse Bosnia
Jan 2007-Jan 2008	M&A South East Europe (SL/CR/BH/SR/BG)	Carmeuse Group
Jan 2001-Jan 2007	Managing Director	Carmeuse Hungary
April 2000-Jan 2001	Sales Manager	Carmeuse Hungary
Jan 1997 – March 2000	Sales Manager	REHAU Kft
June 1993 – Dec 1996	Site Engineer	RENOVA GmbH

	Mrs. Ladda Chatchaluay Independent Director Audit Committee Chairman of Nomination and Remuneration Committee	
	Expertise: Consulting in Business, Taxation, Finance	Age: 60 years
Education: <ul style="list-style-type: none"> Master of Accounting, Thammasart University, Thailand Bachelor of Business Administration, Majoring in Accounting, Chulalongkorn University 	Nationality: Thailand Residence : Thailand	
Training <ul style="list-style-type: none"> 2017 Graduate member of Thai Institute of Directors (IOD) - Completed "Director Certification Program" (DCP) Class 246/2017. Project Management, USA Project Sponsor Training, USA Continuous Improvement Training, Singapore Deployment Leader Training, Singapore 	Shareholding (%): Beginning of year: 140,000 shares (0.04%) End of year : 140,000 shares (0.04%) Changed : -None-	
	Personnel Relationship with the Management : -None- Illegal Record: -None-	
	Position date in position to Director: 5 April 2017	
	Term of Directorship: 1 Year 9 months	
Present position in other: 1) Listed company in The Securities Exchange of Thailand: -None- 2) Non-listed organization/department/other businesses: 1 companies (*) 3) Competition/Associate Company which could lead to conflict of interest: -None-		
Work experience in previous 5 years :		
26 Feb 2019 - Current	Chairman of Nomination and Remuneration Committee	Golden Lime Public Company Limited
April 2017 - Current	Audit director and independent director	Golden Lime Public Company Limited
2016 - Current	Director and Independent Auditor	Vachirachat Co., Ltd. (*)
2013 - 2015	Enterprise Excellence AVP-Asia Pacific	Ecolab Limited, a subsidiary of Ecolab Inc, USA
2005 - 2012	Managing Director	Ecolab Limited, a subsidiary of Ecolab Inc, USA
1991 - 2015	Director	Ecolab Limited, a subsidiary of Ecolab Inc, USA

	Mr. Rodolphe Marie R. Collinet (Baron) Director Executive Director Authorized Director	
	Expertise: Lime Manufacturing and Business Administration	Age: 56 years
Education: <ul style="list-style-type: none"> 1994 – 1995 Master of Business Administration (MBA), University of Chicago (USA) 1980 – 1985 Master in in Economics - University of Namur (Belgium) 		Nationality: Belgium Residence : Belgium Shareholding (%): Beginning of year: -None- End of year : -None- Changed : -None- Personnel Relationship with the Management : -None- Illegal Record : -None- Position date in position to Director: 23 Feb 2018 Term of Directorship: 1 Year
Present position in other: <ol style="list-style-type: none"> Listed Companies in the Stock Exchange of Thailand: - None - Other Organization / Companies (Non Listed in the Stock Exchange of Thailand): <ul style="list-style-type: none"> Carmeuse Holding SA and various subsidiaries of Carmeuse Group DZH SPRL EPM (Ecole d'Entreprises pour le Perfectionnement au Management) Réseau Entreprendre Wallonie Bruxelles Other Organization that may have conflict of interest with the Company: <ul style="list-style-type: none"> Director of Carmeuse Middle east and Asia SA 		
Work experience in previous 5 years :		
23 February 2018-Current	Director and Executive Directors	Golden Lime Public Company Limited
Since 2003 - Current	CEO Group	Carmeuse Holding S.A.

	Mrs.Vanee Abakaz Independent Director Audit Committee Nomination and Remuneration Committee	
	Expertise: Consulting in Business, Taxation, Finance	Age: 59 years
Education: <ul style="list-style-type: none">Master of Accounting, Thammasart University, ThailandBachelor of Business Administration, Majoring in Accounting, Chulalongkorn University	Nationality: Thailand Residence : Thailand	
	Shareholding (%) : Beginning of year: None End of year : None Changed : -None-	
Training <ul style="list-style-type: none">2018 Graduate member of Thai Institute of Directors (IOD) - Completed “Director Certification Program” (DCP) Class 263/2018.	Personnel Relationship with the Management : -None- Illegal Record: -None-	
	Position date in position to Director: 15 May 2018	
	Term of Directorship: 8 months	
Directors/Executive in other business 1) Listed company in The Securities Exchange of Thailand: -None- 2) Non-listed organization/department/other businesses: 1 companies (*) 3) Competition/Associate Company which could lead to conflict of interest: -None-		
Work experience in previous 5 years :		
15 May 2018 - Present	Independent Director/ Audit director	Golden Lime Public Company Limited
2014 - present	Director	Unity Percussion Co., Ltd. (*)
2007 2012	Director	MSD (Thailand) Ltd., Subsidiary of Merck & Co., Inc
2000 - 2005	Financial Controller	Bristol – Myers Squibb (Thailand) Ltd./ Mead Johnson Nutrition
1989 - 1999	Country Lead - Finance	Monsanto Thailand Co., Ltd.
2014 - present	Director	Unity Percussion Co., Ltd.

The Composition of the Board of Directors

The 8 members of the Board of Directors are knowledgeable and capable and have relevant experience with the business of the Company. There are variations in terms of age, gender, nationality, knowledge, and experience. The directors are consisting of 4 females and 4 males, 4 Thai nationalities and 4 foreigners. They have knowledge and experience in various fields such as business administration, finance, accounting, tax, law, as well as various lime related industries. The election of directors is in accordance with the resolution of the meeting of shareholders including in accordance with the rules and procedures under the law and the regulations of the Company.

Chairman of the Board of Directors

At the Board of Directors Meeting No. 1/2018 held on 22 February 2018, the Board of Directors appointed Mr. Sripop Sarasas, Independent Director to be the Chairman of the Board of Directors.

The Articles of Association regarding Chairman of the Board.

- 1) The Board of Directors shall elect one of the Directors to be the Chairman of the Board.

In case the Board of Directors deems it appropriate, the Board may elect one or several directors as Vice Chairman who shall have the duties according to the Articles of Association in the business assigned by the Chairman of the Board.

The Chairman will take a position of Chairman of the Board as from the resolution of the Board of Director meeting to perform according to the Articles of Association as follow;

The Chairman of the Board shall act as a Chairman of the meeting

If at any time, Chairman is absent or is unable to perform the duty and the Vice Chairman is absent or unable to perform the duty, the meeting shall elect one of the Directors to act as a Chairman of the meeting.

Decisions of the meeting shall be made by a majority vote. Each Director shall have one (1) vote, but the Directors who have interests in any matters shall have no right to vote on such matter. In case of a tie the Chairman of the meeting has a casting vote.

- 2) The Chairman or other person assigned shall be the person to call a meeting of the Board of Directors and shall send notices calling a meeting to Directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the company, a meeting may be called by other means and the date of the meeting may be fixed on a shorter notice period.
- 3) The Board of Directors shall hold a meeting at least once in three (3) months at the province of the Company's head office location, nearby provinces, or at any other place as the Chairman of the Board deems appropriate.
- 4) The Chairman of the Board shall be the Chairman of the Shareholders' Meeting. If at any time Chairman is absent or is unable to perform the duty and there is a Vice Chairman, Vice Chairman shall act as a Chairman of the meeting. If there is no Vice Chairman or Vice Chairman is absent or is unable to perform the duty, the meeting shall elect one of the shareholders presents in that meeting to act as a Chairman of the meeting.
- 5) To vote for a resolution in the Shareholders' Meeting, one share shall equal one vote. If any of the shareholders has interest in any matter, that shareholder has no right to vote on such matter except the case of voting to select the Directors. The resolution of the Shareholders' Meeting shall be supported by the following votes.
In an ordinary event, the majority vote of the shareholders present at the meeting and casting their votes shall be required. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- 6) In order to practice good corporate governance policy, the Chairman's duties should at least cover the following matters:
 - a) Oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the Company's objectives.
 - b) Ensure that all directors contribute to the Company's ethical culture and good corporate governance.
 - c) Set the board meeting agenda by discussing with the chief executives' officer so as to include important matters.

- d) Allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. Encourage directors to exercise independent judgment in the best interest of the Company.
- e) Promote a culture of openness and debate through ensuring constructive relations between executive directors, and between the board and management.

Qualifications of Independent Directors and Audit Committee

Qualifications of Independent Directors

The Company's Board of Directors will preliminarily consider together regarding the qualifications of the persons who will take the office as an Independent Director taking into account the qualifications and prohibitions of the director in accordance with the Limited Public Company Act., Laws on securities and securities exchange, and Announcement of the Capital Market Supervisory Board as well as related announcement, regulations and/or rules. In addition, the Company's Board of Directors shall consider and select the Independent Director from the experts, taking into consideration the working experiences and other suitability, and then it will propose to the Shareholder's meeting for consideration and appointment to be the Company's director. The Company has the policy of appointing Independent Director at least one-third of all directors and the number of independent Directors shall not be less than 3 persons, the qualifications of whom shall conform to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, dated 15 December B.E. 2551 (including its amendment).

3 Independent Directors of the Company, namely, Mr. Sripop Sarasas, Mrs. Ladda Chatchaluay, and Mrs. Vannee Abakaz, are fully qualified according to the requirements of the Securities and Exchange Commission and according to the definition of independence that the Company has defined as follows;

Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay	Mrs. Vannee Abakaz
1.	Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent company, a subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director. - Number of shares - Proportion of shares with total voting rights	- -	140,000 0.04%	- -
2.	Neither being nor used to be an executive director, employee, staff, advisor who receives salary or controlling person of the Company. Its parent company, a subsidiary company, associate company, a same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission. Such prohibitions shall not include the case where the independent director used to be a government officer or an advisor of the government sector, which is the major shareholder, or the controlling person of the Company.	No	No	No
3.	Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including	No	No	No

Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay	Mrs. Vannee Abakaz
	spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company.			
4.	<p>Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.</p> <p>The term business relationship' as mentioned above shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.</p>	None	None	None
5.	Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to	No	No	No

Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay	Mrs. Vannee Abakaz
	the date of filing an application with the Office of Securities Exchange Commission.			
6.	Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.	No	No	No
7.	Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.	No	No	No
8.	Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.	None	None	None
9.	Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.	None	None	None
10.	Not being a director appointed by the board of directors to decide upon the business operation of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person.	No	No	No

Qualifications of the Audit Committee

The Audit Committee consists of Mr. Sripop Sarasas, Mrs. Ladda Chatchaluay and Mrs. Vanee Abakaz which are qualified in accordance with the Notification of the Securities and Exchange Commission No. Tor Chor. 28/2551 Re: Application for and Approval of the Offer for Sale of Newly Issued Shares dated 15th December 2008 (including amendments) as follows;

Independent Directors Qualification		Name of the Independent Directors		
		Mr. Sripop Sarasas	Mrs. Ladda Chatchaluay	Mrs. Vanee Abakaz
1.	Not being a director who is appointed by the Board of Directors to make a decision in the operation of the Company and its affiliated companies; not being a major shareholder or a company's controlling person.	No	No	No
2.	Not being a director who takes part in the management; not being an employee, staff member or advisor who receives a regular salary or company's controlling person and its affiliated companies which are listed.	No	No	No
3.	Having fully qualifications in accordance with the regulatory requirements defined by the Capital Market Supervisory Board, the Stock Exchange of Thailand and other regulatory bodies; being independent and having no direct or indirect benefit or interest in the manner which may affect the performance of duties and the giving of independent opinions.	Having fully qualifications	Having fully qualifications	Having fully qualifications
4.	Being capable of performing duties, giving opinions and reporting the results of performance of work according to the duties delegated by the Board of Directors without the control of the management or the major shareholders of the Company including related persons or close relatives of the said persons.	Capable	Capable	Capable
5.	Being able to contribute sufficient time and opinion to perform the duties of the member of the Audit Committee	Capable	Capable	Capable
6.	Shall receive regular and continuing education opportunities in areas related to the Audit Committee duties in order to stay relevant in the changing business environment; shall gain knowledge of the Company's operation consistently to enhance the effectiveness of the Audit Committee.	Participants regularly	Participants regularly	Participants regularly

Note: Mrs. Ladda Chatchaluay has knowledge and experience in accounting and finance and have experience in reviewing financial statements.

The Board of Directors' Meeting

- 1) The Board shall meet at least four (4) times in a financial year, although additional meetings may be called at any time at the Chairman's discretion.
- 2) The quorum of the Board of directors meeting is not less than one half (1/2) of the total number of directors attending the meeting.
- 3) The Chairman of the Board shall act as a Chairman of the meeting. If at any time Chairman is absent or is unable to perform the duty and there is a Vice Chairman, the Vice Chairman shall chair the meeting. If the

Vice Chairman is absent or is unable to perform the duty, the meeting shall elect one of the Directors to act as a chairman of the meeting.

Decisions of the meeting shall be made by a majority vote. Each Director shall have one (1) vote, but the Directors who have interests in any matters shall have no right to vote on such matter. In case of a tie vote, the Chairman of the meeting has a casting vote.

- 4) The Chairman or other person assigned shall be the person to call a meeting of the Board of Directors and shall send notices calling a meeting to Directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, a meeting may be called by other means and the date of the meeting may be fixed on a shorter notice period.
- 5) The meeting venue may be at the province of the Company's head office location, nearby provinces, or at any other place as the Chairman of the Board deems appropriate.
- 6) Ensure that all directors receive the meeting agenda and related information support for the meeting in advance, at least 5 days before the meeting date.
- 7) Proceedings of all meetings are minuted and signed by the Chairman of the meeting. Minutes of all Board meetings are circulated to the directors and approved by the Board at the subsequent meeting.
- 8) The Board may invite the relevant executives or external parties such as auditors (both internal and/or external auditors), solicitors or consultants as and when the need arises. Such invited parties may attend part or all of the Board Meeting at the discretion of the Board.

Summary of meeting attendance of the Annual General Meeting of Shareholder (the AGM), the Board of Directors, the Audit Committee and the Executive Committee in 2018

Names of Directors		The 2018 AGM (totaling 1 time)	Board of Directors (totaling 5 times)	Audit Committee (totaling 4 times)	Executive Committee (totaling 4 times)
1.	Mr. Sripop Sarasas	1/1	5/5	4/4	-
2.	Ms. Kristel Verleyen	1/1	5/5	-	-
3.	Ms. Nishita Shah	1/1	3/5	-	2/4
4.	Mr. Krishnan Subramanian Aylur	1/1	5/5	-	4/4
5.	Mr. Geza Emil Perlaki	1/1	5/5	-	4/4
6.	Mrs.Ladda Chatchaluay	1/1	5/5	4/4	-
7.	Mr. Rodolphe Marie R. Collinet (Baron)	1/1	4/5	-	3/4
8.	Mrs.Vannee Abakaz ^{/1}	-	3/5	2/4	-
	Mr. Prapat Vanapitaksa	1/1	1/5	1/4	-

Note: ^{/1} The Board of Directors' Meeting No. 3/2018, held on 14 May 2018, resolved to appoint Mrs. Vannee Apakaz to be an Independent Director and Audit Committee to replace Mr. Prapat Vanapitaksa who resigned effected on 14 May 2018.

Approval Authority of the Board of Directors

The Board of Directors has authority to approve the Company's activities to the extent of its duties prescribed by law, the Company's Articles of Association, Board of Directors Charter and the resolution of the shareholders' meeting. This includes the formulation and review of the Company's vision; mission; operational strategies; operation master plan; governance policies, management policies, annual budget and business plans; long-term and medium-term business plan; performance-based operational goals; monitoring and evaluation of the operational plan. The Board of Directors has delegated certain financial authority limits for a series of operational business matters set out below]:

- 1) Negotiation as well as entering into contracts or agreements, producing letters or documents, and

- procurement related to the Company's business operation such as capital expenditure, and purchase of machinery, equipment, raw materials, fuels, trading, etc.
- 2) The procurement for the general management including selling expenses, marketing expenses, office supplies, traveling, training, donation, etc.
 - 3) Financial transactions including the loan approval, credit contract, and mortgage or pawn contract, applying from a guarantee from a bank or financial institution, letter of credit (L/C) application for the payment for goods or raw material.
 - 4) Approval of the credit loan for customers.

If for any of the above transactions, the transaction limit defined by the Board of Directors is exceeded, the management should propose to the Board of Directors meeting to approve the transaction.

Executives

The Company consists of 14 executives as follow:

No.	Name-Surname	Position
1.	Mr. Geza Emil Perlaki (*)	Managing Director
2.	Mr. Keetawit Malanon (*)	Operation Senior Executive Manager
3.	Mr. Michael Mc Cannon (*)	Financial, HR and Administration Senior Executive Manager
4.	Mr. Somchai Jaturanont (*)	Sales, Marketing and Logistic Senior Executive Manager
5.	Mr. Chaiwat Kulkittiphath (*)	Area Maintenance Senior Manager
6.	Mr. Watcharin Pongkua (*)	Area Production Senior Manager
7.	Ms. Pornsuree Mayungpong (*)	Human Resources Senior Manager
8.	Ms. Amornpan Suwanrat (*)	Finance and Accounting Senior Manager
9.	Ms. Thidarat Sihawanlop (*)	Company Secretary and Office Administration Senior Manager
10.	Mr. Surasak Sorop	Production Manager at Nhapralan Factory
11.	Mr. Chaiyanan Nanthayat	Production and Process Manager at Saraburi Quicklime Factory
12.	Mr. Punya Srisapa	Production and Process Manager at Chong Sarika Factory
13.	Ms. Unyarat Sukhowatanakit	Sales Manager
14.	Ms. Phanarat Srisapa	Logistic Manager

Executives in No.1-9 (*) are Executives or the Management according to the Notification of the Capital Market Supervisory Board No. TorChor.23/2551 the Definition of "Executives" means the manager or the next four executives succeeding the manager, the persons holding equivalent position to the fourth executive and shall include the persons holding the position of manager or equivalent in accounting or finance departments.

Separation of roles between Chairman and Managing Director

1. The Board of Directors defines the roles and responsibilities of Chairman and Managing Director of the Company to ensure that both positions have effective checks and balances of power. The two positions should be held by different individuals.
2. Managing Director is the highest-ranking officer across the Company and its subsidiary Company. He is responsible for the day-to-day business of the Company and its subsidiary companies, within the authorities as delegated by the Board of Director. The primary duties of the Managing Director are as follows;
 - a) Supervise and responsible for the operating results of the Company in profit and loss.
 - b) Supervise the operation and /or daily management of the management department to ensure that it is in accordance with objectives and goals received from the Board of Directors and policies from the group of shareholders, including the implementation of laws, regulations and related laws.
 - c) Control in order to comply with accounting, tax, labor, environment, safety and other matters associated.

- d) Representing the authorized person from the Company in accordance with the law to communicate with external stakeholders (in terms of the environment, departments that are licensed, local government organizations, government agencies, banks, private organizations).
- e) To comply with policies, plans, and budgets approved by the Board of Directors or the Executive Committee including policies from the group of shareholders and the scope of the following matters;
 - 1) Developing strategies, plans, operations, and monitoring.
 - 2) Business development under the coordination of support in licensed businesses, including production, investment, together with environmental responsibility and risk management.
 - 3) Relevant rules and regulations;
 - 4) Human resource administration and responsibility including organizational structure adjustment and human resource management and communication with employees in accordance with labor laws and disciplinary processes and to ensure adequate resource planning.
 - 5) Implementation and management to work in the workplace are professional and effective.
 - 6) Be a leader in negotiating procurement and conducting related activities with managing important assets.
 - 7) Management for stakeholders according to the good corporate governance policy and business ethics.
- 3. Administrate the Company's business in line with the objectives, regulations, policy rules, requirements, orders and resolutions of the General Meeting of Shareholders, or the Board of Directors and the Executive Committee.

However, the authority of the Managing Director does not cover the approval of any transactions likely to cause conflicts or any transactions with which the Managing Director or his related parties may have conflicts of interests with the Company or its subsidiaries according to regulations of the Stock Exchange of Thailand (SET). Approval for such actions must be presented to a meeting of the Board of Directors and/or the General Meeting of Shareholders as required by the Company's regulations or related laws unless the approval is for the regular business operation which has been deliberated and approved by the Board of Directors.

The person taking the highest responsibility in finance and accounting (Chief Financial Officer: CFO) and the person supervising accounting (Chief Accountant)

Responsible Person	Rules of Qualifications for CFO and Chief Accountant		
	Education	Experiences	Training
Mr. Michael Mc Cannon, the 3 rd Executive Officer, appointed on May 15, 2018, is the highest responsibility for accounting and finance, which has been assigned the highest responsibility in accounting and finance reports	- Minimum bachelor's degree or equivalent	- Experiences minimum 3 years in accounting or finance within the last 5 years	- Continuous accounting knowledge enhancement 6 hours/year
Ms. Amornpan Suwanrat, the 8 th Executive Officer, is an accounting supervisor, who was assigned to take responsibility directly in the position of Chief Accountant	- Registration certificate as an accountant with criteria specified by Department of Business Development	- Experiences minimum 3 years in accounting or finance within the last 5 years	- Continuous accounting knowledge improvement training in compliance with the Department of Business Development

Company Secretary

The Board of Director has appointed a Company Secretary in accordance with Article 89/15 of the Securities Exchange and the Stock Exchange Act of B.E. 2535 (Revision of statutes also referred). By this, the secretary is obliged to perform the following tasks:

1. Providing and storing the documents as follow:
 - (A) The Committee Registration
 - (B) The meeting arrangements, the minutes and the annual report
 - (C) The meeting arrangement and the minutes of the Shareholders' Meeting
2. Storing (Keeping) the connected transaction reports by the Board of Directors and its subcommittees
3. Performing any other tasks as required by the capital market committee.

Besides the duties and responsibilities described above, the Company Secretary is to provide legal suggestions concerning various regulations and seek coordination to have the Board of Directors and its subcommittees' resolutions abided by. In order to achieve such goals, the Company Secretary should be continuously trained and developed particularly on the law as well as accounts and the Secretary's duties.

At the Board of Directors Meeting No. 1/2013 held on 28 January 2013, the Board of Directors appointed Ms.Thidarat Sihawanlop to the office of Company Secretary with duties complying with Section 89/15 of the Securities Exchange Act of 2535 (1992), (including amendments). These included qualifications to perform the duties listed below:

1. To be competent and have a good understanding of the Company's business and other related work
2. To have good knowledge about the relevant rules, regulations, and laws
3. To work carefully with high responsibility and honesty
4. To have good communication with other people needed for dealing with many sections
5. Knowledge in Accounting and Finance

Experience, education, and training of the Company Secretary see more detail in the History of the Executives and Company Secretary.

History of the Executives and Company Secretary

No.	Name/Position	Age (Year)	Education and Training Course	Share holding (%)	Personal Relationship with the Management	Work experience in previous 5 years and present position in other companies		
						Period	Position	Organization/Companies
1.	Mr. Geza Emil Perlaki Managing Director Chairman of Executives Committee	48	- Master of Engineering Technical University of Budapest - Master of business administration Central European University <u>Training:</u> - 2018 Completed “Director Accreditation Program” (DAP), Class 146/2018 (English Class)	0.0333%	-None-	19 Mar 2018 - Current 23 Feb 2018 - Current 11 May 2017 - Current 5 Apr 2017 - Current 15 Mar 2017 - Current Jan 2016 - May 2017 Jan 2010 – Jan 2016	Director Chairman of Executives Committee Managing Director Director Director Deputy MD M&A (EU/ME/SE-Asia)	Saraburi Quicklime Co., Ltd Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Engineering Co., Ltd Golden Lime Public Company Limited Golden Lime Public Company Limited Carause Group (See more detail in History of the Board of Directors)
2.	Mr. Keetawit Malanon Operation Senior Executive Manager	41	- Master of Business Administration, Major: Operation – National Institute of Development Administration - Bachelor of Engineering, Major: Mechanical engineering – King Mongkul’s University of Technology North Bangkok	-None-	-None-	15 May 2018 - Current 2002 - 2018	Operation Senior Executive Manager Plant Manager	Golden Lime Public Company Limited Saraburi Quicklime Co., Ltd Guardian Industries Corp Ltd.

No.	Name/Position	Age (Year)	Education and Training Course	Share holding (%)	Personal Relationship with the Management	Work experience in previous 5 years and present position in other companies		
						Period	Position	Organization/Companies
3.	Mr. Michael Mc Cannon Financial, HR and Administration Senior Executive Manager	39	- Master of Business Administration (Full-time China European International Business School (CEIBS), Shanghai, China - Master of Business Administration MBA – Exchange Program IESE, Barcelona, Spain	-None-	-None-	15 May 2018 - Current	Senior Executive Manager Financial, HR and Administration	Golden Lime Public Company Limited and Subsidiaries
						July 2017- Current	Chief Financial & Admin Officer - Middle East & Asia, Singapore	Carmeuse
						Oct 2015 – July 2017	Director & Head of Asia Treasury Centre, Singapore	ArcelorMittal
						Apr 2014 – Sep 2015	Treasury Front Office Asia Desk, Paris, France	ArcelorMittal
						Jun 2010 – Mar 2014	Executive Assistant to Group CFO & CEO Europe, London, UK	ArcelorMittal
						Dec 2008 – May 2010	Finance (Vice-Director level), Hunan Valin, Changsha, China	ArcelorMittal
						Sep 2005 – Aug 2006	Switch Networking Product Marketing Manager	Infineon-ADMtek, Hsinchu, Taiwan
						Apr 2004 – Aug 2005	Product Communications Manager	Infineon-ADMtek, Hsinchu, Taiwan
						Sep 2003 – Mar 2004	Strategy Planning Engineer	ADMtek (IC-Design House Acquired By Infineon)

No.	Name/Position	Age (Year)	Education and Training Course	Share holding (%)	Personal Relationship with the Management	Work experience in previous 5 years and present position in other companies		
						Period	Position	Organization/Companies
4.	Mr. Somchai Jaturanont Sales, Marketing and Logistic Senior Executive Manager, Investor Relation (IR)	48	- Master Degree: MBA Chulalongkorn University, 2002 - Bachelor of Engineering, Prince of Songkhla University , 1992 Training: - 2018 Completed “Director Accreditation Program” (DAP), Class 146/2018 (English Class), IOD - Certificate In Investor Relation 2018, Thai Listed Companies Association - IR Sharing 2018, Technology and IR: How will technology Transform IR Today.	-None-	-None-	2018 –Current 2018-Current 2009-2017 2000-009 1993-1999 1995-1996 1993-1995 1992-1993	Sales, Marketing and Logistic Senior Executive Manager Investor Relation(IR) Export Manager, Technical Marketing Manager, Business Development Manger Sales and Marketing Manager Sales Supervisor Sales Executive Production Engineer Process Engineer	Golden Lime Public Company Limited And Saraburi Quicklime Co., Ltd Golden Lime Public Company Limited Solvay Peroxythai Ltd. Ciba Specialty Chemicals (Thailand) Ltd Bayer Thai Ltd. National Adhesive Ltd. SCG Paper Group. PTT, Gas Separation Plant Rayong.
5.	Mr. Chaiwat Kulkittiphat Area Maintenance Senior Manager	49	- Technology Lawoe Diploma	-None-	-None-	15 May 2018-Current 1993-2018	Area Maintenance Senior Manager General Manager	Golden Lime Public Company Limited And Saraburi Quicklime Co., Ltd Saraburi Quicklime Co., Ltd
6	Mr. Watcharin Pongkua Area Production Senior Manager Training: - 2018 Completed “Director Accreditation Program” (DAP), Class 148/2018. IOD	42	- Bachelor’s Degree in Technical Education in Mechanical Engineering. King’s Mongkut Institute of Technology North Bangkok, KMIT’NB - Suratthanee Technical College, grade, Vocational Certificate in Machine Mechanic. - Sulfuric Acid Seminar Australia 2009 , Zinc College Canada 2010	-None-	-None-	15 May 2018-Current Oct 2014 -2018 2012-2014 2008-2012	Production Senior Manager Plant Manager at Changsarika Plant - Engineering Manager	Golden Lime Public Company Limited And Saraburi Quicklime Co., Ltd Golden Lime Public Company Limited OKUNO-AUROMEX COMPANY LIMITED. PADAENG INDUSTRY (PUBLIC) COMPANY LIMITED.

No.	Name/Position	Age (Year)	Education and Training Course	Share holding (%)	Personal Relationship with the Management	Work experience in previous 5 years and present position in other companies		
						Period	Position	Organization/Companies
7.	Ms. Pornsuree Mayungpong Human Resources Senior Manager	53	- Bachelor Degree of Education From Chulalongkorn University	-None-	-None-	15 May 2018-Current 11 May 2017- 2018 Oct.2014-11 May 2017 2013-Oct 2014 2003-2012	Human Resources Senior Manager Human Resources Manager Human Resources and CSR Manager Plant Manager at Chongsarika Plant Human Resources Manager	Golden Lime Public Company Limited and Subsidiaries Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Public Company Limited
8.	Ms. Amornpan Suwanrat Finance and Accounting Senior Manager	51	-Bachelor of Faculty of Business Administration Major/Accounting Ramkhamhaeng University Training : DAP SEC/2013 Director Accreditation Program, IOD	-None-	-None-	15 May 2018-Current 11 May 2017-2018 2556-May 2017 2546-Mar 2556	Finance and Accounting Senior Manager Accounting and Budgeting Manager Accounting Manager Accounting Manager	Golden Lime Public Company Limited and Subsidiaries Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Co., Ltd
9.	Ms. Thidarat Sihawanlop Company Secretary and Office Administration Senior Manager	47	- Bachelor of Computer Information Management St. John University - Diploma / High vocational Certificate (Dip. / High Voc. Cert.) Computer Business/ Rajamangala University of Technology Phra Nakhon	0.000002%	-None-	15 May 2018-Current 11 May 2017-2018	Company Secretary and Office Administration Senior Manager Office Management Manager and Company Secretary Secretary of the Board Audit Committee Secretary	Golden Lime Public Company Limited and Subsidiaries Golden Lime Public Company Limited

No.	Name/Position	Age (Year)	Education and Training Course	Share holding (%)	Personal Relationship with the Management	Work experience in previous 5 years and present position in other companies		
						Period	Position	Organization/Companies
9.	Ms. Thidarat Sihawanlop Company Secretary and Office Administration Senior Manager (Continue Previous Page)	47	- Vocational Certificate (Voc. Cert.) in Accountancy Rajamangala University of Technology Phra Nakhon <u>Training:</u> - Company Secretary Program (CSP) 47/2012, Thai Institute of Directors (IOD) - EMT 24/2012 Effective Minute Taking, (IOD) - BRP 8/2012 Board Reporting Program. (IOD) - DAP SEC/2013 Director Accreditation Program, (IOD)	0.000002%	-None-	2006-2017 2000-2005 1996-1999 1994-1995 1992-1993	Office Manager Company Secretary and Audit Committee Secretary Managing Director Secretary Head of Management Information System Department Programmer Programmer	Golden Lime Public Company Limited Golden Lime Co., Ltd / Golden Lime Public Company Limited (Register to public Company 27 March 2013) Lime Quality Co., Ltd Lime Quality Co., Ltd Sirathip Saraburi Co., Ltd Clexpert (Thailand) Co., Ltd
10.	Mr. Surasak Sorop Production Manager at Nhaphalan Factory	41	- Bachelor of Industrial Technology, Thepsatri Rajabhat University - Bachelor of Occupational Health and Safety, Sukhothai Thammathirat University	-None-	-None-	15 May 2018 - Current 2017-2018 2015-2016 2012-2014 2006-2011	Production Manager at Nhaphalan Factory Plant Manager at Nhaphalan Factory Head of Maintenance Department The safety officer in professional level Head of Calcium Carbonate Production Plant	Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Public Company Limited
11.	Mr. Chaiyanan Nanthayat Production and Process Manager at Saraburi Quicklime Factory	29	Bachelor of Chemical Engineering, Sirindhorn International Institute of Technology Thammasat University	-None-	-None-	Feb 2019 - Current Feb 2015 – Feb 2019 June 2014 – Dec 2014	Production and Process Manager Production Shift Manager Production Process Engineer	Saraburi Quicklime Co., Ltd Guardian Industries Corp. Mongkey King Food Co., Ltd

No.	Name/Position	Age (Year)	Education and Training Course	Share holding (%)	Personal Relationship with the Management	Work experience in previous 5 years and present position in other companies		
						Period	Position	Organization/Companies
12.	Mr. Punya Srisapa Production and Process Manager at Chong Sarika Factory	47	- Diploma Certificate of Computer / The Language Institute of Lopburi	-None-	-None-	15 May 2018 - Current 2006-2018	Production and Process Manager at Chong Sarika Factory Kiln Manager	Golden Lime Public Company Limited Golden Lime Public Company Limited
13.	Ms. Unyarat Sukhowatanakit Sales Manager	42	- Bachelor of Business Admiration at Chiang Mai University	-None-	-None-	15 May 2018 - Current 2005-2018 16 May1998-Apr 2005	Sale Manager Sale Representative Sales Admin	Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Public Company Limited
14.	Ms. Phanarat Srisapa Logistic Manager	42	- Bachelor of Business Admiration at Sukhothai Thammathirat University	-None-	-None-	15 May 2018-Current 2015- 2017 2006-2014 2002-2005	Logistic Manager Head of Logistic Head of Quality Assurance Head of Quality Control	Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Public Company Limited Golden Lime Public Company Limited

Investor Relation

The Investor Relation (IR) is the representative of the Company in respect of contacts with shareholders, institutional investors, research analysts and other relevant organizations and the goal of his/her duties is to create and strengthen a good relationship. A person who is IR should be trained and developed by participating in training to develop knowledge and exchange of experiences for the good relations by participating in the training Investor Relation Program from the Stock Exchange of Thailand for improve the Communication Skills Development.

At the Board of Directors Meeting No. 1/2018 held on 22 February 2018, the Board of Directors appointed Mr. Somchai Jaturanont, Sales, Marketing and Logistic Senior Executive Manager, to the office of Relation Investor of the Company.

The channel of the communication; The Company shall disclose information about the Company on the Company's website and will arrange the meetings with investors or analysts who are interested or need more information about the Company. The Managing Director or the Executive of the Finance Accounting HR and Administration, and Investor Relations are responsible for answering queries and providing public information under the rules of disclosure. The Company also regularly provides answers and specific information for investors or interested persons via the Company's website, email or by phone, as well as gives information and talk to clarify and update on the most interesting topics for investors. The company provides appointments for a meeting with business analysts and investors who are interested and provides appointments and information to analysts and investors who occasionally request to participate in the meeting.

Directors' and Executives' Remuneration

Directors' Remuneration

The Board of Directors to propose the fair and appropriate remuneration to each director of the Company based on market conditions, business competition, nature of business, operating results, the Company's financial standing as well as responsibilities, duties, and performance of each director and executive. In fixing remunerations, the Company also takes into account the policy of the Carmeuse Group (who, with its local partner the GP Group, acquired an important stake in the Company through CE Lime (Thailand) Ltd on 29 September 2016), according to which any director mandates exercised by a Carmeuse nominee within the Company are being provided on a free basis.

The remunerations of directors other than for representatives of the Carmeuse Group is subject to shareholder's approval, the proposal of the Remuneration for directors as follows:

- 1) Yearly remuneration
- 2) Board of Director Meeting Allowance
- 3) Audit Committee Meeting Allowance
- 4) Bonus considered from yearly performance

During 2016 – 2018 the Company paid remuneration to directors as below:

Director Remuneration	2018	2017	2016
The Board of Director remuneration			
Remuneration – Meeting Allowance			
-Chairman of the Board THB 15,000/meeting	245,000	300,000	460,000
-Directors THB 10,000/meeting			
Yearly Remuneration THB 30,000/person	150,000	172,932	213,617
Bonus considered from yearly performance	-	-	-
Total	395,000	472,932	673,617

Director Remuneration	2018	2017	2016
The Audit Committee Remuneration			
Remuneration – Meeting Allowance			
-Chairman of Audit Committee THB 12,000/meeting	140,000*	118,000	108,000
-Audit Committee THB 10,000/meeting			
Total	140,000	118,000	108,000
Grand Total	535,000	590,932	781,617

The director who mandates exercised by a Carmeuse Group is being provided on a free basis.

Note: * The Audit Committee Remuneration is recorded as actually paid.

Remuneration paid to Director by individual as below:

No.	Name of Director	Position	Remuneration of Directors (Baht)		
			2018	2017	2016
1	Mr. Sripop Sarasas	Chairman of the Board and Chairman of the Audit Committee	165,000	128,000	138,000
4	Miss Kristel Verleyen (*)	Director	-	-	-
2	Miss Nishita Shah	Director	60,000	80,000	27,644
3	Mr. Krishnan Subramanian Aylur	Director	80,000	80,000	27,644
5	Mr. Geza Emil Perlaki (*)	Director	-	-	-
6	Mrs. Ladda Chatchaluay	Independent director/Audit Committee	130,000	92,274	-
7	Mr. Rodolphe Marie R. Collinet (Baron) (**)	Director	-	-	-
8	Mr. Prapat Vanapitaksa	Independent director/Audit Committee	31,014	105,726	-
	Mrs. Vannee Abakaz	Independent director/Audit Committee	68,986	-	-

Note: (*) The director who mandates exercised by a Carmeuse Group is being provided on a free basis.

Executives' Remuneration

The Company has set the remuneration to the Executives individual that shall receive appropriate remuneration, in consideration of their employment agreement as an individual contract and individual duties and responsibilities, knowledge and experience, as well as the executive's performance in conjunction with the company's overall operational performance, according to the remuneration policy. Moreover, the assessment of economic prospects and the Company's plans are also used for determining remuneration for the executives.

During 2016 – 2018, the Company has paid the remuneration to executives as follows:

The Executives Remunerations	2018	2017	2016
The Executive including CEO position (Person)	13	12	9
Salary / Remuneration Monthly	24,412,457	24,418,163	12,488,651
Bonus	695,048	260,198	-
Providence Fund	631,902	178,831	107,040
The remuneration under the employment contract	Paid in each the employment contract		
Total of the Executives Remunerations	25,739,407	24,857,192	12,595,691
The Executive including CEO position (Person)	2	2	2

Compensation or other non-monetary benefits

In addition to paying remuneration to Directors and Executives in monetary terms, the Company also has to pay compensation or other non-monetary benefits as follows;

1. Director & Officers Liability Insurance of Directors and Executives of the Company and subsidiaries, and compensation for the Company (Directors and Officers' Liability Insurance (D&O)) with protection Directors and Executives for managerial liability, careless/unintentional whether it was actually done/claimed to have been done with primary protection (Financial damage and the cost of fighting a limited amount of liability (aggregate) THB 38,466,400 and amount of sublimit inquiry litigation THB 1,000,000, occupation health and safety litigation (which is under the responsibility of the insured) THB 1,000,000, pollution extension litigation THB 1,000,000.
2. Insurance for protection of life and health of the highest management according to conditions that are in accordance with the employment contract.
3. Accommodation fees, medical expenses, tuition fees for children that are paid in the top management according to the conditions agreed with the individual employment contract.
4. Cars for high-level Executives in certain positions which are in accordance with the policy of the Company or subsidiary. The Company is responsible for inspection fee, repair fee, car registration, insurance fees, expressway fee, and all actual fuel costs.
5. Mobile phones and phone expenses, and internet service fees for some senior executives in accordance with the policy of the Company. The Company is responsible for the actual costs incurred.

Personnel

Number of the Executive and employee at on 31 December 2018 the Company had total of personnel 206 person (with the Executive) including total of monthly staff 143 persons and total of daily staff 63 persons consists of the section detail compare during 3 years (2016 - 2018) below:

	2018	2017	2016
Number of Personnel	206	218	219

Human Resources

The Company values its human resources and encourages everyone at the Company to improve their competency, moral, and ethical conduct for the mutual benefit of personnel of the Company. The Company provides opportunities for the Directors, Executives, and Employees to participate in external activities permitted under the scope of the Company's relevant policy.

Human Resource Management Policy

All employees are considered valuable resources and pay a major role in the Company's progress. The Company, therefore, aims to create a good working atmosphere for the employees on the basis of caring as well as understanding of their well-being and career progress.

- o Recruit knowledgeable personnel with competence, responsibility, and morality.
- o Create teamwork as well as unity and provide moral support for employees.
- o Enhance their knowledge, competence, operational and management skills in order to assure stability and progress.
- o Promote and retain capable employees so that they can continue working for the Company for a long time.
- o In order to assure stability and progress for the employees, the Company will encourage them to obtain promotions and through internal recruiting to fill vacant posts.
- o Develop conscience and adherence to the Company's regulations and social rules.

- o Improve and provide remuneration for the employees in line with their positions, experience, and qualifications as well as the Company's business performance and the economic and social environment.
- o Administers in all levels are required to create an atmosphere of understanding among subordinates especially regarding personnel management procedures and including the selection of personnel and remuneration based on anti-fraud and corruption policy.
- o Personnel: The Company aims to recruit a small but sufficient high-quality workforce. Meanwhile, the Company's policy is to put the right person on the right job and continuously consider transferring employees within each career path in order to enhance their competence and progress.
- o Recruitment: The Company aims to firstly recruit insiders. However, outsiders can also be recruited in case the number of required insiders is not enough. This must be conducted by a sufficient and fair recruitment and selection system so that the Company will recruit both knowledgeable and good employees. The Company has specified initial qualifications as follows:

- Good thinking** : Think first about the common interest and organization
- Good speech** : Speak positively for the common interest and harmony of the organization
- Good deeds** : Perform duties for the common interest and organization
- Good attitude** : Be conscientious and friendly, and do not seek to exploit others, exhibit jealousy or engage in prejudice
- Honesty** : Be honest and sincere, not seeking to take advantage of others, defraud or them, but look to your behavior first.
- Responsibility** : Be self-disciplined, responsible and achieve the target
- Good Communications** : Be able to comment as well as suggest and exchange ideas regarding duties and job assignments in order to achieve the ultimate goal of the organization.

- o Payment and Compensation of Management: The Company aims to manage payment and compensation based on fairness in line with the duties, responsibility, and competence of each individual, as well as on being competitive at the leadership level compared to other companies within the same industry. Employees should be continually and fairly evaluated and provided with feedback in order to develop and improve themselves. The Company also realizes that payment and compensation are major factors in motivating the employees and retain them in the Company.

In addition to internal factors for fairness of payment and compensation, external factors such as comparison with other leading businesses in the same industry, the general economic condition of the country, and average wages in the job market are considered. The Company also subsidizes employees' provident funds so that they can accumulate funds toward their retirement.

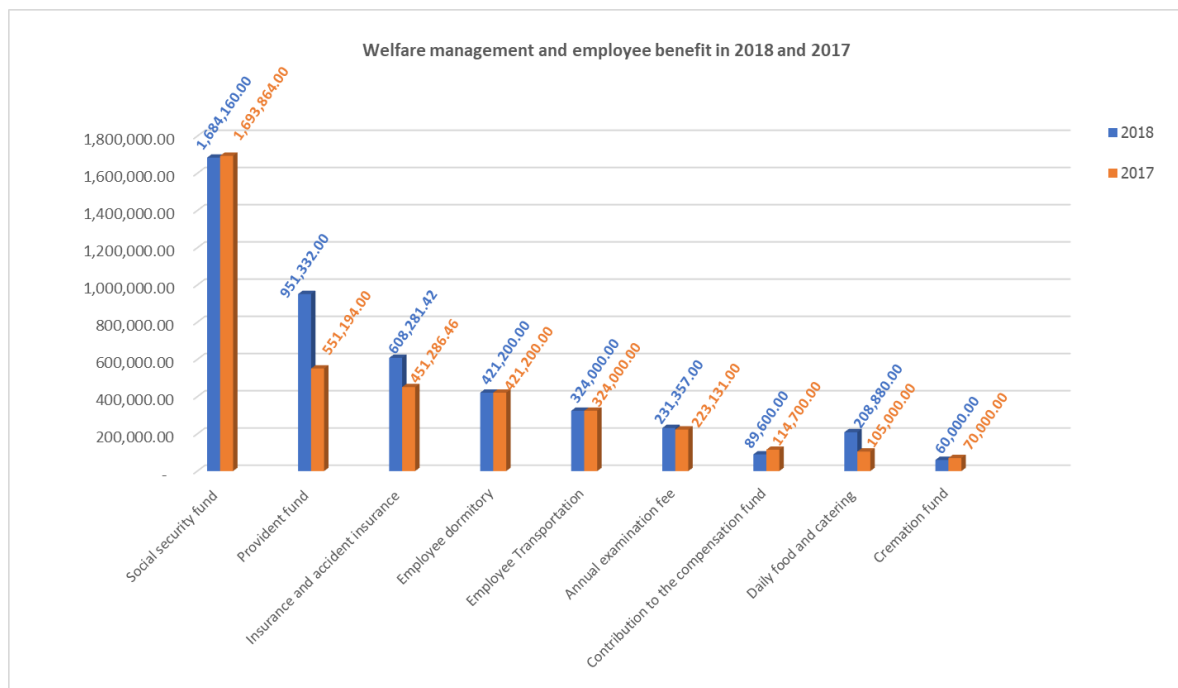
During 2016 - 2018 the Company had the transaction to pay the compensation to the employees, details as follows:

Remunerations of Employees	2018	2017	2016
Number of Employees on 31 December	194	206	210
Salary / Remuneration Monthly	54,204,824	51,257,761	51,899,128
Bonus	1,479,770	1,508,370.00	-
Provident Fund	319,430	379,514	349,882
Grand total Remunerations of Employees	56,004,024	53,145,645	52,249,010

In order to comply with the anti-fraud policy regulated by the Board, administrators and any employees who act against corruption must be provided with protection measures. By this means, they will be exempted from punishment or position downgrade.

- o **Welfare Management and the Consideration of Employee Benefits:** The Company considers providing benefits to employees by evaluating their performance and the overall business outcome. The Company also considers employees' abilities and performance on a departmental and individual level and provides welfare for the employees based on both their benefits and necessities and the Company's capacity. Meanwhile, it is recognized as always of value to improve welfare in line with economic changes and business necessities. The welfare provided will cover the interests and necessities of most employees including a social security fund, workmen's compensation fund, provident fund and annual check-up, in which they will be provided with a lung X-ray. This also includes insurance and accident insurance, work uniforms, transportation, office car or personal car for those whose operation involves travelling by car, dormitory, funeral costs, benefits in case of death, incentive pay, hospital visit gifts, hospital costs, and annual bonuses (which evaluate in base on the company's yearly performance), the details of which are found in the employee handbook.

Comparative information of welfare arrangements for employees in 2017 – 2018



The Company emphasizes and manages the welfare and compensation of employees in the long-term and short term. For short-term benefits include base salary, wages, bonuses and to the contributions to social security fund are recognized as expenses when incurred.

For long-term benefits, employer and employees voluntarily establish the provident fund for employees' benefit plan. The employees' benefits will be recognized as expenses when incurred and pay to employees when retirement.

During 2016-2018, the value of the employee's benefits which recorded in accounting as follows:

Unit (Baht)	2018	2017	2016
Employees benefit			
Employees benefit calculate based on the age of employees and the period of work of employees	1,987,448.00	2,182,368.00	3,373,364.42

- Performance Evaluation Policy of Executives and Employees: The Company requires performance evaluation at the level of senior executives, managers, and employees each year, starting with the determination of work goals, actual operations, problem-solving to achieve the goals. For senior executives will be evaluated by the Managing Director. The manager level will be evaluated by senior executives and staff will be evaluated by the managers of each department. The evaluation will be based on accuracy, reliability, and fairness in order to motivate personnel of all employees' levels of the Company to perform duties for the progress of the Company.

Performance Evaluation of Senior Executives, Managers, and Employees divided into 2 types:

1. Senior Executives of the Company that have employment contracts as agreed which the employment contract specifies subtleties of operations for the Company, such as offering annual plans, indicators and performance evaluation methods.

Evaluation method - Managing Director will be evaluated by evaluating from (Self-Assessment) which will be sent to Senior Executives at the beginning of the year so that the Senior Executives have identified plans for operations throughout the year and weight of importance in each plan. If the Senior Executive is able to work as planned, he or she will be considered compensation and reward.

2. Managers and Employees of the Company that have contracts on a regular basis, the Company will use Key Performance Indicator (KPI) to consider. Each manager and employee will have their own indicators which are based on the nature of work performance of each department.

Evaluation method

2.1 Managers will be evaluated by Senior Executives

2.2 Employees will be evaluated by Managers

Rules for considering paying awards add more to create motivation for work

Criteria for considering paying additional awards to be determined from Financial Performance. The Financial Performance will be the number obtained from Earnings before Interest, Tax, Depreciation, and Amortization (EBITDA) deducted by expenses to keep the business stay in business capital expenditure. At the beginning of the year, the Company will inform the executives and employees to know the Financial Performance numbers. The consideration will occur after the end of the accounting period as of 31 December of each year. If the performance is in accordance with Financial Performance, the Company will consider paying rewards from performance results to all personnel in the Company.

- Provident Fund: The Company and employees together set up a provident fund to provide welfare for employees which have objectives to promote long-term savings of employees. This will allow employees to save money for retirement or when resignation. These consist of the employees' contribution and the Company's contribution in monthly which an employer will deduct from salary depend on the employees' voluntary and then send the contribution to the provident fund at the rate of 2% of salary for the employees who have worked for more than 5 years or at the rate that the employees agreed upon the individual employment contract.
- Training and Development: The Company's employees are considered valuable resources and therefore investing in their development is expected to create competitive advantages for the Company in the long run. All employees will be adequately and continually developed, including in their jobs, duties, business knowledge, as well as their management skills suitable for their duties. Their sense of responsibility and quality assurance will also be developed. The development will be overseen by experienced internal experts, as well as prominent external institutions. The curricular will be continually reviewed and improved to be modern and suitable. The responsibility for training and development of staff will be jointly taken by the employees' supervisors and the Human Resource Department.
- Occupational Progress: The Company will thoroughly and fairly oversee the career progress of each employee, taking into consideration the level of knowledge, skills and the potential of each employee.
- Successions Planning: The Company recognized the importance of continuity of management which leads to sustainable growth and advancement. The Success planning requires collaboration across the organization. It is a process designed to ensure that the company and its subsidiaries identify and prepares employees for high-level management positions through mentoring, training and job rotation to fill vacant positions due to retirement, resignation, death or new business opportunities. A Succession Planning Policy is developed to ensure the stability and accountability of the organization by preparing for an eventual permanent change in

leadership, either planned or unplanned, so as to ensure continuity support in operation and service when a director or senior manager leave their positions.

The Company aims to develop a diverse pool of candidates by developing career paths for employees that will facilitate the Company's ability to recruit, train and retain top performing or highly talented employees.

To develop a diverse pool of candidates, the Company should assess the current and future leadership needs of the Company to ensure the selection of qualified and capable leaders who are a good fit for the Company's mission, vision, and objectives; coupled with the necessary skills for the Company.

Responsibilities for Succession Planning

1) Nomination and election by the Board of Directors

- o Directors
- o Managing Director of the Company and its subsidiaries

The Board is responsible for succession planning for the Directors, Managing Director and Managing Director of the subsidiaries. The Board should consider either to promote either internal persons in the organization or to recruit from outside. The Person proposed to the Board of Directors Meeting should meet the qualifications of directors or qualifications of the Executive for the Listed Company and should not have any prohibited characteristics under the Public Limited Companies Act and the Securities Exchange Act. For new directors, the Board of Directors shall propose the persons to be appointed to the Shareholder Meeting for approval.

2) Nomination and selection by the Managing Director or Head of Department

- o Executive Manager
- o Senior Manager
- o Manager
- o All Head of Divisions

The Managing Director is responsible for ensuring a succession plan is in place for the Head of Divisions in the Company with the assistance from the top Management. In the case the Company does not have a person who has the qualifications internally, on the outside candidate will be considered. The Company may assign the professional recruitment company to find the appropriate person.

3) Succession Planning Progress

- 3.1 The Company should define qualification, ability and skills of personnel required in the key positions according to the Company's vision, mission and strategy.
- 3.2 Determine the required capabilities for critical positions;
- 3.3 List down competency profile of the selected talents or employees;
- 3.4 Analyze and match the competencies between the critical positions and select employee to fill the gaps;
- 3.5 Create high-level development plans for the selected employees to grow into the target positions;
- 3.6 Assess the performance of the selected employees on a periodic basis;
- 3.7 Monitor and track the overall progress.

4) Key Success Factors

The support from the Board of Directors, the Executive Directors, Managing Director and Executive Management are important for the succession planning process. This will give all employees an understanding and emphasis on the importance of succession planning to the Company.

- o Labor, Environment and Working Conditions: The Company is obligated to create a good understanding between the Company and the employees by establishing a welfare committee, wherein representatives of all employee segments jointly manage welfare, as well as in resolving any conflicts that may arise. Moreover, they will cater to the welfare and working environment of the employees without waiting for complaints from the employees. The committee will treat the employees fairly and as a family. Supervisors must strive to set good examples for all employees.
- o Dispute of Labor: In 2018, the Company does not have a dispute of Labor.

Sub-committees and Structure of Directors

The election of the Company's directors is in accordance with the resolution of the shareholders' meeting in accordance with the rules, procedures and laws and the Company's regulations, the terms of the directors are as follows:

a) Pursuant to the Company's Articles of Association, one-third (1/3) of the directors for the time being, or, if their number is not a multiple of three, the number nearest to one-third (1/3) shall retire from office, and an election of directors shall take place at each annual general meeting of the Company. Each director shall retire once in every three (3) years but shall be eligible for re-election.

b) The director(s) to retire each year shall be those who have been longest in office since their last election. However, among persons who became directors on the same day, those to retire (unless they otherwise agree among themselves) be determined by lot.

c) Any director appointed by the Board during the financial year shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.

e) The tenure of an independent director should not exceed a cumulative term of nine (9) years.

Upon completion of nine (9) years, an independent director may continue to serve on the Board subject to the directors' re-designation as a non-independent director. For the Board to justify and seek shareholders' approval for retaining a person who has served in that capacity for more than nine (9) years, as an independent director, the Board must conduct a review to determine whether the Director is independent in character and judgment, taking into account the need for progressive refreshing of the Board.

f) In the case where the whole Board of Directors vacate office, such Board of Directors shall remain in office as long as necessary to operate business of the Company until the new board of directors assume office.

At present, the Board of Directors consists of 8 members:

- Executive directors and directors 5 persons
- Independent directors 3 persons

The Company had 3 sub-committees: The Audit Committee, The Nominating and Remuneration Committee and The Executive Committee.

The members and scope of authority of each committee are as follows:

The Audit Committee

As of 31 December 2018, the Audit Committee consists of 3 directors as follows:

Name-Surname	Position
1. Mr.Sripop Sarasas	Independent Director and Chairman of Audit Committee
2. Mrs.Ladda Chatchaluay ^{/1}	Independent Director and Audit Committee
3. Mrs.Vannee Abakaz ^{/2}	Independent Director and Audit Committee

Ms. Thidarat Sihawanlop is the secretary of the Audit Committee.

- Note:**
1. Mrs.Ladda Chatchaluay has knowledge and experience in accounting and finance and has experience in reviewing financial statements.
 2. Mrs.Vannee Abakaz appointed by the Board of Directors Meeting No. 3/2018 on 15 May 2018, replacing Mr. Prapat Vanapitaksa, Independent Director and Audit Committee member, who resigned on 15 May 2018.

Scope of Duties and Responsibilities of the Audit Committee

1. Review the financial report to oversee that the reports are sufficient and correct.
2. Review the internal control system to oversee that they are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.

3. Review the business operating procedure to oversee that they are in compliance with rules and regulation of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.
4. Recommend to the Board the independent persons to respond the company's auditors and deliberate his or her compensation including to attend a meeting with the auditor without the presence of the management at least once a year.
5. Review the connection transaction or transaction that may have conflict of interest to oversee that they are accurate, complete and in compliance with rules and regulations of the Stock Exchange of Thailand as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the Company.
6. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information:
 - a) Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
 - b) Opinions concerning with the adequacy of the Company's internal control system.
 - c) Opinions concerning with the Company's compliance with the laws and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
 - d) Rules and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
 - e) Opinions concerning with the appropriateness of the auditor.
 - f) Opinions concerning with the transactions that may involve conflict of interest.
 - g) The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
 - h) Opinions or overall observation that the Audit Committee has found during performing its duty according to the Charter of the Audit Committee.
 - i) Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.
7. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.
 The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company's operation to other persons.
 In case have change of duty and scope of work of the Audit Committee, the Company shall submit the resolution to change the duty and scope of work of the Audit Committee report to the Stock Exchange of Thailand (SET) by SET requirement within 3 days from the date of such change.
8. Performance of Audit Committee, if found or suspect in some particulars or any action may be affect significantly to the financial status and operation results of the company, then the audit committee shall report to Board of Directors of the company in order to improve, to revise within the time determined by the Audit Committee.
 - 1) Transaction that involve conflict of interest
 - 2) Fraud or irregularity or material defect in the internal control system
 - 3) Infringement the Securities and Exchange Act, requirements of the Stock Exchange of Thailand.
 If the Board of Directors or management can not to improve, to revise within the time determined, the member of the Audit Committee may report the transaction or activities above to the Security Exchange Commission and the Stock Exchange of Thailand.
9. At least once per year or appropriate time, review the Audit Committee Charter.

The Nominating and Remuneration Committee

The Board of Directors Meeting No. 1/2019 on 26 February 2019 has resolved to appoint the Nomination and Remuneration Committee consists of 4 directors as follows:

Name-Surname	Position
1. Mrs.Ladda Chatchaluay	Chairman of Nomination and Remuneration Committee
2. Ms. Kristel Verleyen	Nomination and Remuneration Committee
3. Mr. Krishnan Subramanian Aylur	Nomination and Remuneration Committee
4. Mrs.Vanee Abakaz	Nomination and Remuneration Committee

Ms. Kristel Verleyen is the secretary of the Nomination and Remuneration Committee.

Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

1. Ensure that the structure, size and composition of the Board of Director are appropriate for the Company and the changing business environment.
2. Develop criteria for the Company's director; Screen and identify, in a transparent way, a qualified candidate to propose for the Board endorsement before proposing to the shareholder meeting for approval of appointment.
3. Screen and identify, in a transparent way, a qualified candidate for the position of Managing Director to propose to the Board for approval and appointment.
4. Develop succession plan for the Managing Director position and regularly revisit the plan and its progress.
5. Design a fair and sensible remuneration plan and related criteria for the Company's directors, members of each committee and the Company's Managing Director by considering referenced information of compensation in other companies in the same or similar industries; propose such remuneration plan for directors and committee members to the Board for endorsement before proposing to the Shareholder meeting for approval
6. Evaluate the performance of the Company's Managing Director in order to assess the adequacy of his/her remuneration package; make recommendations regarding the overall compensation plan and other fringe benefits of the Company's employees proposed by the Managing Directors's preliminary advice.
7. Review, change and amend this Nomination and Remuneration Committee Charter to keep up with the changing situation and submit any proposed revisions to the Board of Directors for consideration and approval.
8. Perform other duties assigned by the Board of Directors.

The Executive Committee

As of 31 December 2018, the Executive Committee consists of 4 executive directors as follows:

Name-Surname	Position
1. Mr. Geza Emil Perlaki ^{/1}	Chairman of Executive Committee
2. Ms. Nishita Shah	Executive Director
3. Mr. Krishnan Subramanian Aylur	Executive Director
4. Mr. Rodolphe Marie R. Collinet (Baron)	Executive Director

Note:

1. Mr. Geza Emil Perlaki appointed by the Board of Directors Meeting No. 1/2018 on 23 February 2018, to be a Chairman of Executive Committee.
2. Mr. Rodolphe Marie R. Collinet (Baron) appointed by the Board of Directors Meeting No. 1/2018 on 23 February 2018, replacing Mr. Timothe Arthur Maria Van den Bossche, Director and Executive Director, who resigned on 23 February 2018.

Scope of Duties and Responsibilities of the Executive Committee

The Executive Committee shall be responsible for operating the business of the Company in accordance with the operational objectives of the Company. Operations of the Company shall be carried on in accordance with the policies, regulations or orders as stipulated by Board of Directors. The Executive Committee shall be also responsible for scrutinizing and screening such agenda that is to be proposed to Board of Directors for consideration and approval.

The main authorities and responsibilities can be summarized as follows:

1. Executive Committee shall prepare the vision, mission including strategy, direction and policy to carry out the business. It set targets, guidelines, operational plan and budget of the Company and its subsidiaries and proposes it to Board of Directors for consideration and approval.
2. Executive Committee shall supervise and control the operations of the Company and its subsidiaries in accordance with the policy, target, strategy and operational plan. Executive Committee is authorized to approve such specific matter or any action that is deemed as normal business of the Company.
 - a) Authorize normal operational expenditures of the Company, within the financial authority limits approved by Board of Directors;

- b) To negotiate and enter into contracts, agreements, instruments and other documents, including those relating to sales, services and procurements that fall within the ordinary course of business of the Company and are within the financial authority limits approved by the Board of Directors.
 - c) To approve the borrowing, conclusion of loan contracts, conclusion of mortgage contracts and/or pledge contracts with the bank and/or financial institution within the financial authority limits approved by the Board of Directors.
 - d) To have the power to approve the opening or closing of deposit accounts, to define the name of the person authorized to withdraw money from the deposit accounts of the Company, and to perform other actions relating to such deposit accounts.
 - e) To approve amendments of location of the head office and branch offices of the Company provided that the amendment of the location of the head office is within Nonthaburi Province only.
 - f) To approve amendments to the conditions of credit limit usage and/or methods of withdrawal from the credit limit that the Company has with the bank and/or financial institution.
3. To consider the investment projects of the Company in order to propose the same to the Board of Directors for approval.
 4. To approve important investment as set out in the annual expenditure budget as assigned by the Board of Directors of the Company or has already been approved in principle by the Board of Directors of the Company.
 5. Implement operational and administrative policies as assigned by the Board of Directors.
 6. To allocate premiums, rewards, and bonuses approved by the Board of Directors of the Company to employees or staff of the Company.
 7. To be the board of consultants to manage the policies relating to finance, marketing, operation, and other management.
 8. Executive Committee shall appoint a working committee and/or other person to scrutinize and screen the matters that are to be proposed to the Executive Committee or to take any action that is useful to the performance of Executive Committee or to take any action as delegated by Executive Committee within the scopes of authorization of Executive Committee.
 9. Executive Committee shall set out the organization structure and efficient administration, covering selection, training, employment and termination of employment of the Company and its affiliates' personnel who are group of management or high-level management. The Managing Director or other suitable position may be authorized to execute the employment contract on behalf of the Company.
 10. Executive Committee shall adopt and revise as appropriate the Charter of Executive Committee Charter in order to propose it to Board of Directors for approval.
 11. Executive Committee shall engage in necessary actions to promote and protect the interests of the Company and shall perform any other duty as assigned to it by Board of Directors.

The power of the Executive Committee shall not include the approval of any transaction wherein the Executive Committee may have a conflict of interest or stand to benefit in any other nature with the Company or the subsidiary company (if any) in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand. Approval of a transaction of such nature is required to be proposed at a meeting of the Board of Directors and/or a Shareholders' Meeting for consideration and approval in accordance with the Articles of Association of the Company or as specified by related laws, unless it is the approval of a transaction that is in the ordinary course of business that the Board of Directors has clearly specified within the established consideration framework.

Nomination of Directors and Executives

Independent Director

Independent Director is a non-executive member and does not have a pecuniary relationship with the Company. He or she must be independent from the major shareholders or a group of major shareholders and company's executives.

The Company's Board of Directors will preliminarily consider together regarding the qualifications of the persons who will take the office as an Independent Director taking into account the qualifications and prohibitions of the director in accordance with the Limited Public Company Act., Laws on securities and securities exchange, and Announcement of the Capital Market Supervisory Board as well as related announcement,

regulations and/ or rules. In addition, the Company's Board of Directors shall consider and select the Independent Director from the experts, taking into consideration the working experiences and other suitability, and then it will propose to the Shareholder's meeting for consideration and appointment to be the Company's director. The Company has the policy of appointing Independent Director at least one-third of all directors and the number of independent Director shall not be less than 3 persons, the qualifications of whom shall conform to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, dated 15 December B.E. 2551 (including its amendment) as follows:

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company. Its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission. Such prohibitions shall not include the case where the independent director used to be a government officer or an advisor of government sector, which is the major shareholder, or the controlling person of the Company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company.
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.
The term business relationship' as mentioned above shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.
5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office of Securities Exchange Commission.
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of

- the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.
 10. Not being a director appointed by the board of directors to decide upon the business operation of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person.

Direct or indirect business relationship or being provider of any professional service by Independent Directors over the past accounting period

All three Independent Directors of the Company do not have either direct or indirect business relationship or being provider of any professional service in accordance with the Company's regularity.

Directors of the Company

The Company's Articles of Association provide the following in respect of the nomination of the Company's Directors:

1. The Board of Directors of the Company shall consist of no less than five members. Not less than one-half (1/2) of the directors shall have residence within the Kingdom of Thailand.
Directors may or may not be the shareholders.
2. Directors of the Company shall be elected by the Shareholder's Meeting in accordance with the following rules and procedures:
 - (1) Each shareholder shall have one vote on each share.
 - (2) Each shareholder shall exercise all votes in accordance to clause (1) to elect one or several nominated person(s) to be the Director(s). However, the shareholder cannot split votes among nominated persons.
 - (3) The candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be appointed as directors in that order as per vacancy or to be elected. Provided that, in the event persons receiving votes in descending order are tied in and exceeds the number of positions required or ought to be filled in that election, the Chairman shall have a casting vote.
3. At every annual Ordinary Shareholder's Meeting, one-thirds (1/3) of the total number of Directors shall retire. If the number of Directors is not a multiple of three, the closest number of one-thirds (1/3) of the total number of Directors shall retire.
The Directors retiring from rotation may be re-elected.
The Directors retiring after the first and second-year cast by draw-lots. After the second year, the Directors who have held office the longest shall retire.
4. Apart from retirement by rotation, the Director shall vacate his/her office upon:
 - (1) Death
 - (2) Resignation
Any Directors wishing to resign from his/her office shall submit his/her resignation letter to the Company, and the resignation shall be effective on the date the resignation letter reaches the Company. The Director whose resignation follows the first paragraph may inform his/her resignation to Registrar for acknowledgement.
 - (3) Lack of qualification, or having prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act.
 - (4) Removal by a resolution of Shareholders' Meeting:
The shareholder's may resolve to remove any director from office before the expiration of his/her term of office by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and are eligible to vote. Provided that the number of shares held by the shareholders attending the meeting and having voting rights is not less than 50% of the total shares of the Company.
 - (5) Removal by a court order
In case any vacancy occurs in the Board of Directors due to reasons other than retirement from rotation and the remaining duration of the vacated office is not less than two (2) months, the Board of Directors shall elect a person who has the qualifications and who does not have any

prohibited characteristic under the Public Limited Companies Act and the Securities and Exchange Act as a replacement of the Director at the following meeting of the Board of Directors. The elected person shall hold office only for the remaining terms of office of the director whom he/she has replaced.

The Board of Directors' resolution under the first paragraph shall be supported by a vote of not less than three-fourths (3/4) of the number of remaining directors.

o **Procedure for resignation of directors**

The company will follow the guidelines of the listed companies when a director resigns.

The Board of Director shall proceed as follows:

- 1) Upon receipt of resignation letter from a Director, the Company shall disclose the information to SET within 3 working days. Also, the company shall notify the change in the list of the Company's directors to the Securities and Exchange Commission within 7 working days from the date of change.
- 2) The board of directors elect any person having qualifications and not prohibited prescribed under the Public Companies Limited Act and the Securities and Exchange Commission as director to fill the vacancy in the next meeting, unless the remaining duration of the director's term of office is less than two (2) months. Any person so appointed shall retain his office during such time only the remaining term of the vacating director. The resolution of the board of directors shall be supported by a vote of not less than three-fourths (3/4) of the number of remaining directors.
- 3) The company shall register the change of director with the commercial registrar within 14 days after the date of director's resignation.

o **The implementation of the new director**

After appointment the new director(s), the Company shall carry out following actions:

- 1) The company shall notify the change in the list of the Company's directors within 7 days according to the operation of the Securities and Exchange Commission and submit the 35E-1 form to the Securities and Exchange Commission (SEC) (for first submitting, within 30 days after the closing date of the securities offering or the date of the appointment). However, in the case of a change in shareholding, director shall always submit the 59 form to the Securities and Exchange Commission (SEC) when purchasing, selling, and transferring to/from the securities within three days after the date of purchasing, selling, and transferring to/from the securities. (More detail the regulation to do register to get the account user and submit the form 59 by the online system, can see more detail link: https://www.sec.or.th/EN/RaisingFunds/EquityDebt/Pages/issuer_59.aspx)
- 2) Submit the conflict of interest statement to the Company Secretary by the Company's schedule.
- 3) If the newly appointed director is an audit committee member, the Company shall submit the F24-1 form (Names of members and scope of work of the audit committee) and the director shall submit the F24-2 form (Certificate and biography of the director / audit committee) to SET. Submit F24-1 form through the Stock Exchange of Thailand's information dissemination system and submit a F24-2 form as a document (not required to submit electronically).
- 4) The company shall register a new director or the change of director with the commercial registrar within 14 days after the date of the Board meeting date to approve the appointment of director. If a director resigns and he/she is one of the listed authorized directors, the company must organize a board of directors' meeting to make a resolution about the change of the director's authority so that change in Director Registration can be processed. Alternatively, if we can find the new qualified director for replacing the resigning director, we can make a resolution to appoint the new director together with the director's authority change at the same time.

o **The guideline practice of orientation the new directors**

The new directors will hold an orientation session for new directors in accordance with Board

Orientation Guideline set forth by the Stock Exchange. The required documents for the orientation session are as follows:

- 1) The latest edition of the good corporate governance and business ethics of the Company document, which contain the corporate governance policy and other policies defined by the board of directors such as anti-corruption policy, internal control, audit, and risk management, corporate social responsibilities, human resource management, etc.
- 2) The Company's latest annual report, which contains the material information of the Company, including financial information for last three years for a new director, introduction of ownership structure, management structures in different areas, the company's history, nature of business, details of remuneration for director, scope of responsibilities of the board of directors, sub-committees and operations of the Company and the Board of Directors last year.
- 3) Memorandum and articles of association of the Company.
- 4) Minutes of Board of Directors meetings for the past year and the annual schedule
- 5) Related party and connected transactions
- 6) Provide a meeting with the Chairman/Managing Director before the first meeting, in order to inform the new director about the important policies and give advice and describe his/her responsibilities.

Authorized Directors

The company shall be legally bound by the signatures of two (2) (from list name as the Board of directors assigned the directors who are authorized directors) with the Company's seal affixed. The Board of Directors has the authorization to stipulate and change the number and the names of the authorized Directors.

Directors Qualifications

To be qualified as a director of a public company, a person shall have qualifications as specified in the Public Company Limited Act B.E 2535 (1992) and perform duties with due care and integrity. All directors shall have equal duties and responsibilities as specified in the Public Company Limited Act B.E.2535 (1992) and the Securities and Exchange Act B.E.2535 (1992).

1. To be a Director, the person must have qualifications as described under Public Limited Company Act (Section 89/3) and Company's Articles of Association and should not have restricted qualification as described by SEC.
2. All Directors must be able to perform their duties and express their opinion freely and dedicate sufficient time to perform their duties.
3. In order to assure that the directors of the company devote themselves to performing their duties completely, it is required that individual directors should not take positions in more than 5 (five) listed companies. However, in case of an excess number of companies in which the Board of Directors takes positions, they are required to publicize such circumstance.
4. The directors of the Company must not operate a business in competition with the Company's business, or be a partner in an ordinary or unlimited partnership or be director of a private company or any other company with the same business operation as the Company regardless of individual or other benefits. Nevertheless, prospective board members may be involved in all of the above in the case that such association are reported at the Shareholders' Meeting prior to the appointment.
5. The directors of the Company must immediately inform the Company if involved directly or indirectly as parties of interest in the Company's contract or hold shares in the Company or affiliated companies.

Number of Directors from Major Shareholder

The Company has CE Lime (Thailand) Co., Ltd. ("CE Lime"), as a major shareholder, holds shares of the Company 221,380,460 shares or 73.79% of the total issued shares of the Company. CE Lime nominated persons and received an approval to appoint as the Company's Board of Directors. The details are as follows:

Name-Surname	Approved by	Date of appointment
1. Mr. Krishnan Subramanian Aylur ^{/1}	Board of Directors' Meeting No. 4/2016	29 September 2016
2. Ms. Nishita Shah ^{/1}	Board of Directors' Meeting No. 4/2016	29 September 2016

Name-Surname	Approved by	Date of appointment
3. Miss Kristel Verieyen ^{/2}	Extraordinary General Meeting of Shareholders No. 1/2016	11 November 2016
4. Mr. Geza Emil Perlaki ^{/1}	Board of Directors' Meeting No. 2/2017	5 April 2017
5. Mr. Rodolphe Marie R. Collinet (Baron) ^{/1}	Board of Directors' Meeting No. 1/2018	23 February 2018

Remarks:

1. Appointed the vacant director for a period equal to the remaining term of the resigned director.
2. The Extraordinary General Meeting of Shareholders No. 1/2016 passed a resolution to increase the number of directors. Miss Kristel Verieyen was appointed to be a new director.

Rights of Minority Shareholders in the Appointment of Directors

The Company has set the criteria for minority shareholders to propose the agenda, nomination of persons to be elected as directors, including questionnaire prior to the Annual General Meeting of Shareholders for the year 2018. The notice and schedule will be provided to the shareholders through the information dissemination system of the Stock Exchange of Thailand (SET) and the website of the Company at [www.goldenlime.co.th/Investor Relations/Download Information and Form](http://www.goldenlime.co.th/Investor%20Relations/Download%20Information%20and%20Form). The announcement published through the website of the SET on 16 October 2018. The timeline for submissions was from 16 October 2018 – 29 December 2018. During such period of time, none of shareholders had made any proposal or nomination.

Nomination of Top Management

Nomination and election by the Board of Directors

- Directors;
- Managing Director of the Company and its subsidiaries;

The Board is responsible for succession planning for the directors' position, Managing Director and Managing Director of the subsidiaries.

The Board should consider either to promote the directors, Managing Director who are the internal persons in the organization and/or do not have the internal person who meets a qualified and capable which suitable or to recruit from outside.

The person that nominated and election can select by:

- The Major Shareholder nominate the person who shall election;
- The Nomination and Remuneration Committee nominate the person who shall election;
- The Company may assign the professional outsourcing company to find suitable person who shall election.

Note: The Person who propose to the Board of Directors Meeting consider the election shall meet the qualification of directors or qualification of the Executive for the Listed Company and does not have any prohibited characteristic under the Public Limited Companies Act and the Securities Exchange Act.

In case, the new director, the Board of Directors shall propose the persons who to be appointed to the director of company to the Shareholder Meeting approve the appointment.

Nomination and selection by the Managing Director or the top of department

- Executive Manager
- Senior Manager
- Manager
- All Head of Divisions

The Managing Director is responsible for ensuring a succession plan is in place to the Head of Divisions in the Company with the assistance from the top Management. Alternatively, the Chief of each division. This will select the internal appropriate person /or in the case does not have a person who has the qualification, shall considering opening the new recruitment the new person from outside.

Note: The Company may assign the professional recruitment company to find the appropriate person sent to the Company to the selection.

Control of Subsidiaries' Business Operations

The Board of Directors is responsible for nominating persons to be appointed as directors and executives in subsidiaries by delegation and responsibilities to the directors and executives of the subsidiaries to control and follow up their operations in accordance with the good corporate governance policy, code of ethics and other relevant laws and regulations.

Directors and Executives of the Company who are Director or Executives in subsidiaries

No.	Names of Directors / Names of Executives	Golden Lime Public Company Limited	Subsidiary Companies	
			Golden Lime Engineering Co., Ltd.	Saraburi Quicklime Co., Ltd.
1.	Mr. Sripop Sarasas	ID/CB/CA		
2.	Ms. Kristel Verleyen	D/NR		D/AD
3.	Ms. Nishita Shah	D/E/AD		
4.	Mr. Krishnan Subramanian Aylur	D/E/AD/NR	D/AD	D/AD
5.	Mr. Geza Emil Perlaki	MD/D/CE/AD	D/AD	D/AD
6.	Mrs. Ladda Chatchaluay	ID/A/CNR		
7.	Mr. Rodolphe Marie R. Collinet (Baron)	D/E/AD		
8.	Mrs. Vannee Abakaz	ID/A/NR		
9.	Mr. Keetawit Malanon	SEM		SEM
10.	Mr. Michael Mc Cannon	SEM	SEM	SEM
11.	Mr. Somchai Jaturanont	SEM/IR		SEM
12.	Mr. Chaiwat Kulkittiphat	SM		SM
13.	Mr. Watcharin Pongkua	SM		SM
14.	Ms. Pornsuree Mayungpong	SM	SM	SM
15.	Ms. Amornpan Suwanrat	SM	SM	SM
16.	Ms. Thidarat Sihawanlop	SM/CS/AS	CS	CS
17.	Mr. Surasak Sorop	M		
18.	Mr. Chaiyanan Nanthayat			M
19.	Mr. Punya Srisapa	M		
20.	Ms. Unyarat Sukhowatanakit	M		
21.	Ms. Phanarat Srisapa	M		
22.	Mr. Punya Kritiyawong		MD	

Note:

D = Director	CB = Chairman of the Board of Directors	A = Audit Committee
ID = Independent Director	CA = Chairman of Audit Committee	NR= Nomination and Remuneration Directors
AD = Authorize Director	CNR= Chairman of Nomination and Remuneration Committee	E = Executive Director
MD = Managing Director	CE = Chairman of Executive Committee	CS= Company Secretary
SEM= Senior Executives Manager		IR = Investor Relation
SM = Senior Manager		
M = Manager		

Prevention of Internal Information Usage and Penalty

The Board of Directors specifies the written guidelines to save and prevent internal information usage in the policy which covers the management of internal information. Everyone in the organization is required to follow these guidelines which will also be announced in the annual report.

1. The directors, executives, employees, and staff of the Company are prohibited to disclose and/or seek to benefit themselves or others with usage of insider information of the Company, either directly or indirectly, whether they receive any benefit in return or not.
2. The directors, executives, and persons who take executive-level positions in the financial or accounting areas and are section managers or the equivalent shall be educated in the duties of preparing and submitting the report of security holdings of themselves, their spouses, and their

- minor children to the Securities and Exchange Commission in accordance with Section 59 and the penalty provisions in accordance with Section 275 of Securities and Exchange Act B.E. 2535.
3. The Company prescribes that the directors, executives, and persons who take executive-level positions in the financial or accounting areas and are section managers or equivalent, as well as related operators, shall cease purchasing and/or selling securities of the Company for a period of one month prior to the Company publishing information regarding its operational results and financial status or information that is essential and affects the price of the securities, until the Company has disclosed such inside information to the public.
 4. The Company prescribes that the directors, executives and persons who take executive-level positions in the financial or accounting areas and are section managers or the equivalent prepare and submit a report of their holdings of securities of the Company held by themselves, their spouses and minor children to the secretary of the Company. The preparation and submission must be made within 30 days after taking the position and the report of new purchase/sale of securities shall be made to the company one day in advance and shall be made to the Office of the Securities and Exchange Commission within 3 working days of making a purchase or sale of securities, as specified by the Securities and Exchange Act. The copy thereof must also be sent to the secretary of the Company on the same date the original is sent to the Office of the Securities and Exchange Commission.

The directors, executives, employees who violate this policy regarding the use of insider information shall receive disciplinary action and/or be punished in accordance with the law, as the case may be, taking into consideration the intent of the act and severity of such guilt.

Auditor's Fee

Audit Fee

Name of Company who paid audit fee	Name of Auditor	Audit Fee (Baht) ^{/1}	
		Fiscal Year Ended 31 December 2018	
		Payment during The Fiscal Year	Payment In the Future
The Company ^{/2}	EY Office Co., Ltd.	2,015,000	-
Saraburi Quicklime Co., Ltd. ^{/3}	EY Office Co., Ltd.	-	760,000
Total Audit Fee		2,015,000	760,000

- Note:**
1. The audit fee includes the review of financial statements for the quarter and for the relevant periods.
 2. The audit fee of 2,015,000 Baht is the total audit fee of the Company and its subsidiaries (Golden Lime Engineering Company Limited).
 3. The Company acquired common shares of Saraburi Quicklime Co., Ltd. on 19 March 2018, the date after the Board of Directors' Meeting No. 1/2018, held on 23 February 2018, proposed the appointment and the remuneration of the auditor. Therefore, the remuneration of 760,000 Baht, the Board of Directors' Meeting will propose to the Annual General Meeting of Shareholders for the year 2019 for approval.

Non-Audit Fee

The Company did not pay any non-audit fee during the fiscal year ended 31 December 2018.

Corporate Governance Policy

The Company has a corporate governance policy, which has been updated to be consistent in writing. In 2017, the Board of Directors No. 5/2017 held on 9 November 2017 has been improved the corporate governance policy for the second time by use the Corporate Governance Code for listed companies in 2017 (“CG Code 2017”) publisher from Securities and Exchange Commission, Thailand (the SEC) apply to determine the corporate governance of the Company based on the main guidelines of CG Code 2017 to adjust with appropriate in line for the Company’s business operation. The Good CG Code principles are as follow;

- Principle 1:** Establish clear leadership role and responsibilities of the board
- Principle 2:** Define objectives that promote sustainable value creation
- Principle 3:** Strengthen board effectiveness
- Principle 4:** Ensure effective CEO and people management
- Principle 5:** Nurture innovation and responsible business
- Principle 6:** Strengthen effective risk management and internal control
- Principle 7:** Ensure disclosure and financial integrity
- Principle 8:** Ensure engagement and communication with shareholders

Good corporate governance Code

1. Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

Principle 1.1

The board should demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the Company, and strengthen good governance, including:

- (1) defining objectives;
- (2) determining means to attain the objectives; and
- (3) monitoring, evaluating, and reporting on performance.

Guidelines

- 1.1.1 To consider and approve of the statement of vision, mission and cooperate values of the Company to ensure that they are effectively applicable and practical.
- 1.1.2 To consider and approve of the Company’s strategic plan, business direction, target, workforce structure, and other significant operations, including regularly monitoring and reviewing operation results to ensure that they are in line with the Company’s as planned.
- 1.1.3 To consider and approve of the overall operation and manage the budget for consider to allocate the significant of all resources that are in line with the Company’s as planned.
- 1.1.4 Consider to follow up and recognize the operation results as well as evaluate and oversee the performance of the management to be in line with the objectives, goals, and work plans.

Principle 1.2

To achieve sustainable value creation, the board should exercise its leadership role and pursue the following governance outcomes:

- (1) competitiveness and performance with long-term perspective;
- (2) ethical and responsible business;
- (3) good corporate citizenship; and
- (4) corporate resilience.

Guidelines

- 1.2.1 In evaluating the performance of the Company, the board should not just consider the Company's financial results but also take into account non- financial performance such as its ethical performance and impact on stakeholders, society and the environment. The board should consider and approve policies on environmental management and social responsibility.
- 1.2.2 The board should assume a leadership role in creating and driving a culture of compliance and ethical conduct throughout the Company, and lead by example. The board should be the leader in implementing and following the guidelines of good corporate governance.
- 1.2.3 The board should ensure the creation of written policies and guidelines, such as a corporate governance policy, codes of ethics, and business conduct, applicable to all directors, executives, employees and staff of the Company. The board should arrange for creating and considering to approve policies of good corporate governance and business etiquettes, etc.
- 1.2.4 The board should ensure effective implementation including regular communication of the Company's policies and guidelines to all directors, executives, employees and staff. The board should ensure adequate mechanisms are in place for monitoring, reviewing and reporting compliance with the Company's policies and guidelines.

Principle 1.3

The board should ensure that all directors and executives perform their responsibilities in compliance with their fiduciary duties, and that the Company operates in accordance with applicable law and standards.

Guidelines

- 1.3.1 In assessing whether directors and executives have performed their fiduciary duties with the required responsibility, due care and loyalty, reference should be made to the applicable law and standards, including those contained in the Securities and Exchange Act of Thailand 1992. For example:

Securities & Exchange Act B.E. 2535 (1992)

SECTION 89/7 In conducting the business of the Company, a director and an executive shall perform his duty with responsibility, due care and loyalty, and shall comply with all laws, the objectives, the articles of association of the Company, the resolutions of the board of directors and the resolutions of the shareholders' meeting.

SECTION 89/8 In performing duty with responsibility and due care, a director and an executive shall act in the similar manner as an ordinary person undertaking the like business under the similar circumstance.

Any matter proven by the director or executive that, at the time of considering such matter, his decision has met the following requirements shall be deemed that the said director or executive has performed his duty with responsibility and due care under the first paragraph:

- (1) decision has been made with honest belief and reasonable ground that it is for the best interest of the Company;
- (2) decision has been made in reliance of information honestly believed to be sufficient; and
- (3) decision has been made without his interest, whether directly or indirectly, in such matter.

SECTION 89/9 In considering whether each director or executive has performed his duty with responsibility and due care, the following factors shall be taken into account:

- (1) position in the Company held by such person at that time;
- (2) scope of responsibility in the position of such person in accordance with the laws or as assigned by the board of directors and;
- (3) qualification, knowledge, capability, and experience including purposes of appointment.

- SECTION 89/10** In performing duty with loyalty, a director and an executive shall:
- (1) act in good faith for the best interest of the Company;
 - (2) act with proper purpose and;
 - (3) not act in significant conflicts with the interest of the Company.

1.3.2 The board is responsible for the implementation of adequate systems and controls to ensure that the Company complies with applicable law and standards for specified matters, including material investment, related party transaction, acquisition/ disposal of assets, and dividend payment decisions.

Principle 1.4

The board should demonstrate a thorough understanding of the division of board and management responsibilities. The board should clearly define the roles and responsibilities of management and monitor management's proper performance of its duties.

Guidelines

- 1.4.1 The board should adopt a written policy (such as a charter) that clearly sets out the roles and responsibilities of the board and management. The board should regularly review the policy.
- 1.4.2 The board is responsible and accountable for the overall affairs of the Company but may delegate day-to-day management duties. The board must provide written directions to management that clearly set out management's responsibilities.

Recommended division of board and management's responsibilities:

Matters for which the board has primary responsibility:
a) Defining objectives and business model.
b) Developing culture of compliance and ethical conduct, and lead by example.
c) Strengthening an effective board structure and practices conducive for achieving the Company's objectives.
d) Ensuring suitable CEO selection, remuneration, development, and performance evaluation.
e) Ensuring appropriate compensation architecture that supports achievement of the Company's objectives.

Matters involving shared responsibility of the board and management:
a) Formulating and reviewing policies and strategies, plans and targets.
b) Ensuring robust system for risk management and internal control.
c) Clearly defining management's responsibilities.
d) Overseeing appropriate policies and plans for resource allocation, including HR, IT, and budgeting.
e) Monitoring and evaluating financial and non-financial corporate performance.
f) Ensuring integrity of financial and non-financial information disclosures.

Matters that the board should delegate or not get involved with:
a) Engaging in activities which under normal circumstances are not expected roles of the board, including day-to-day management and decisions (such as procurement and staffing), ongoing monitoring that conduct and operations are in compliance with the Company's policies, strategies, plans, and applicable law and standards.
b) Not getting involved in or influencing matters in which a director may have vested interests.

Explanation

- (1) Matters for which the board has primary responsibility are matters that the board should fully consider. Some matters may be decided following recommendation by management as appropriate.

- (2) Matters involving shared responsibility of the board and management are matters requiring joint consideration between the board and management. The board must closely monitor these matters and seek regular reports from management.
- (3) Matters that the board should delegate to management are matters in which the board should refrain from active involvement in normal circumstances.

2. **Principle 2:** Define Objectives that Promote Sustainable Value Creation

Principle 2.1

The board should define objectives that promote sustainable value creation and governance outcomes as a framework for the operation of the Company.

Guidelines

- 2.1.1 The board should ensure that the Company has clearly defined objectives that support the Company's business model. The board should ensure company-wide communication of the objectives, for instance, in the form of the Company's vision and values, or principles and purposes.
- 2.1.2 When developing the business model for sustainable value creation, the board should take into consideration the following factors:
 - (1) the Company's environment, including changes to business conditions and opportunities, and the Company's effective use of innovation and technology;
 - (2) customers and other stakeholders; and
 - (3) available resources and competitiveness of the Company.
- 2.1.3 The Company's values should reflect characteristics of good corporate governance, such as accountability, integrity, transparency, and due consideration of social and environmental responsibilities. Responsibilities and support for stakeholders in general are important to make corporate performance in line with the guideline for sustainability.
- 2.1.4 The board should promote a good corporate governance culture and strive to have the Company's objectives embedded in company-wide decision-making and conduct through effective communication and leading by example.

Principle 2.2

The board should ensure that the Company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively.

Guidelines

- 2.2.1 The board should ensure that the Company's annual and medium-term (for example, 3 - 5 years) objectives, goals, strategies, and plans correlate and align with the Company's long-term objectives, while considering the business environment, opportunities, and the Company's risk appetite. The board should ensure that the Company's medium-term objectives, goals, strategies, and plans are annually reviewed and updated as appropriate.
- 2.2.2 The board should ensure that the Company's strategies and plans take into account all relevant factors influencing the value chain, including the Company's ecosystem, risks, resources, competitiveness, and stakeholders. The board should ensure that a mechanism for stakeholder engagement is in place that:
 - (1) Clearly defines stakeholder engagement policies, procedures, and practices that enable the Company to identify and assess the interests of each stakeholder group.
 - (2) Clearly identifies stakeholder groups (internal and external, short term and long term) including individuals, groups, and entities, such as employees and staff, investors, customers, business partners, communities, society, environment, government agencies and regulators.
 - (3) Identifies, prioritises and addresses stakeholder concerns and expectations, considering their level of importance and (potential) impact on the Company.
- 2.2.3 When developing strategies and plans, the board should promote innovation and the use of technology to enhance competitiveness, respond to stakeholder concerns and expectations, and meet social and environmental responsibilities.

- 2.2.4 In considering the approval of the Company's targets (financial and non-financial), the board should ensure that they are suitable to the Company's business profile, and they do not cause the Company to engage in illegal or unethical conduct.
- 2.2.5 The board should ensure effective communication of the Company's objectives, goals, strategies, plans, and targets throughout the Company.
- 2.2.6 The board should ensure proper resource allocation and effective systems and controls, and monitor the implementation of the Company's strategies and plans.

3. **Principle 3:** Strengthen Board Effectiveness

Principle 3.1

The board should be responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the Company's objectives.

Guidelines

- 3.1.1 The board should establish a skills matrix to ensure that the board consists of directors with appropriate and the necessary qualifications, knowledge, skills, experience, character traits, with an appropriate gender and age balance and diversity to achieve the objectives of the Company and stakeholder interests. At least one of the non-executive directors should be experienced and competent in the Company's main industry.
- 3.1.2 The board should determine the proper number of directors to function effectively. It must comprise at least 5 directors and should not be more than 12 directors, depending on the Company's size, type, and complexity of the business.
- 3.1.3 The proportion between executive directors and non-executive directors should support proper checks and balances to prevent unfettered power of decision and authority by any one individual, whereby:
 - a) the majority of the board should be non-executive directors, who exercise objective and independent judgement;
 - b) the number and qualifications of the independent non-executive directors should reflect applicable legal requirements.

The board should ensure that the independent directors and the entire board can fulfil its role and responsibilities efficiently and in the best interest of the Company while exercising objective and independent judgement.
- 3.1.4 The board should explicitly disclose in the Company's annual report and on the website its diversity policies and details relating to directors, including directors' age, gender, qualifications, experience, shareholding percentage, years of service as director, and director position in other listed companies.

Principle 3.2

The board should select an appropriate person as the chairman and ensure that the board composition serves the best interest of the Company, enabling the board to make its decisions as a result of exercising independent judgement on corporate affairs.

Guidelines

- 3.2.1 The chairman of the board should be an independent director. Or should be practiced in line with the Articles of Association of the Company regarding Chairman of the Board as detail bellows;
 - (1) The Board of Directors shall elect one of the Directors to be the Chairman of the Board.
In case the Board of Directors deems it appropriate, the Board may elect one or several directors as Vice Chairman who shall have the duties according to the Articles of Association in the business assigned by the Chairman of the Board.
The Chairman will take a position of Chairman of the Board as from the resolution of the Board of Director meeting to perform according to the Articles of Association as follow;
The Chairman of the Board shall act as a Chairman of the meeting. If at any time Chairman is absent or is unable to perform the duty and there is a Vice Chairman is unable to perform the duty, the meeting shall elect one of the Directors to act as a chairman of the meeting.

Decisions of the meeting shall be made by a majority vote. Each Director shall have one (1) vote, but the Directors who have interests in any matters shall have no right to vote on such matter. In case of a tie vote, the Chairman of the meeting.

- (2) The Chairman or other person assigned shall be the person to call a meeting of the Board of Directors and shall send notices calling a meeting to Directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, a meeting may be called by other means and the date of the meeting may be fixed sooner.
- (3) The Board of Directors shall hold a meeting at least once in three (3) months at the province of the Company's head office location, nearby provinces, or at any other place as the Chairman of the Board deems appropriate.
- (4) The Chairman of the Board shall as a Chairman of the Shareholders' Meeting. If at any time Chairman is absent or is unable to perform the duty and there is a Vice Chairman, Vice Chairman shall act as a Chairman of the meeting. If there is no Vice Chairman or Vice Chairman is absent or is unable to perform the duty, the meeting shall elect one of the shareholders presented in that meeting to act as a Chairman of the meeting.
- (5) To vote for a resolution in the Shareholders' Meeting, one share shall equal one vote. If there is any shareholder having interests in any matters, that shareholders have no right to vote in such matter except the case of voting for Director. The resolution of the Shareholders' Meeting shall be supported by the following votes.

In an ordinary event, the majority vote of the shareholders presents at the meeting and casting their votes shall be required. In case of a vote, the chairman of the meeting shall have a casting vote.

- 3.2.2 The chairman's roles and responsibilities are different from those of the chief executive officer. The board should clearly define the roles and responsibilities of both positions. To ensure effective checks and balances of power, the two positions should be held by different individuals.
- 3.2.3 The chairman is responsible for leading the board. The chairman's duties should at least cover the following matters:
 - (1) Oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the Company's objectives.
 - (2) Ensure that all directors contribute to the Company's ethical culture and good corporate governance.
 - (3) Set the board meeting agenda by discussing with the chief executive officer which important matters should be included.
 - (4) Allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. Encourage directors to exercise independent judgment in the best interest of the Company.
 - (5) Promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors, and between the board and management.
- 3.2.4 If the roles and responsibilities of the chairman and the chief executive officer are not clearly separated, for instance, when the chairman and the chief executive officer are the same person, the chairman is not an independent director, the chairman and the chief executive officer are family members, or the chairman is a member of the management team or has been assigned a management role, the board should ensure the balance of power and authority of the board and between the board and management by:
 - (1) having the board comprise a majority of independent directors, or
 - (2) appointing a designated independent director to participate in setting the board meeting agenda. or All directors and independent directors together consider and set up the board meeting agenda. The agenda should be proposed to the board prior to each meeting except for urgent agenda, which shall be proposed additionally by the management with the meeting invitation provided.
- 3.2.5 The board should establish the policy that the tenure of an independent director should not exceed a cumulative term of nine years from the first day of service. Upon completing nine years, an independent director may continue to serve on the board, subject to the board's rigorous review of his/her continued independence.

- 3.2.6 The board should appoint relevant committees to review specific matters, to screen information, and to recommend action for board approval; however, the board remains accountable for all decisions and actions.
- 3.2.7 The board should disclose the roles and responsibilities of the board and the committees, the number of meetings and the number of directors participating in meetings in the previous year, board and committee performance.

Principle 3.3

The board should ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the board.

Guidelines

- 3.3.1 The board has not established establish a nomination committee. The board shall be responsible for taking nomination committee's role.
- 3.3.2 The board which do duties as the nomination committee shall hold a meeting to consider the criteria and process of selecting a person with qualifications that will make the board have suitable knowledge and skills. The candidate's history shall be considered and the opinion shall be proposed to the board members before presenting to shareholders to appoint the director. Additionally, shareholders must receive adequate information about the nominated candidate for making a decision.
- 3.3.3 The board which do duties as the nomination committee *shall review the nomination criteria and process to give some suggestions to the board before nominating new directors to replace those who completed the full term*. If the nomination committee nominates current directors, their performance should be considered.
- 3.3.4 If the board appoints any person as a consultant to the nomination committee, relevant information about that consultant should be disclosed in the annual report, including information about independence and conflicts of interest.

Principle 3.4

When proposing director remuneration to the shareholders' meeting for approval, the board should consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and company performance, and provide incentives for the board to lead the Company in meeting its objectives, both in the short and long term.

Guidelines

- 3.4.1 The board should establish a remuneration committee. If the appointment has not been done, the board shall consider remuneration together. The majority of members and the chairman, including both board members and independent members, collaboratively consider policies and criteria of determining remuneration.
- 3.4.2 The remuneration of the board should be consistent with the Company's strategies and long-term objectives, and reflect the experience, obligations, scope of work, accountability and responsibilities, and contribution of each director. Directors who have additional roles and responsibilities, such as a member of a committee, should be entitled to additional remuneration, comparable to industry practice.
- 3.4.3 Shareholders must approve the board remuneration structure, including level and pay components (both cash-based and non-cash compensation). The board should consider the appropriateness of each pay component, both in terms of fixed rates (such as retainer fee and attendance fee) and remuneration paid according to the Company's performance (such as bonus and rewards). The remuneration should reflect the values that the Company creates for shareholders taking a long-term perspective on company performance, and the pay level should not be too high so as to avoid the board excessively focusing on the Company's short-term results.
- 3.4.4 The board should disclose the directors' remuneration policy that reflects the duties and responsibilities of each individual, including the pay components and level received by each director. The remuneration disclosed for each director should also include remuneration for what each individual receives from holding directorship at the Company's subsidiaries.

- 3.4.5 If the board appoints any person to consult with the remuneration committee, that consultant's information should be disclosed in the annual report, including information regarding independence and any conflicts of interest.

Principle 3.5

The board should ensure that all directors are properly accountable for their duties, responsibilities and (in-) actions, and allocate sufficient time to discharge their duties and responsibilities effectively.

Guidelines

- 3.5.1 The board should ensure that there is a mechanism to support directors in understanding their roles and responsibilities, and the time commitment expected from them.
- 3.5.2 The board should set and publicly disclose criteria limiting the number of director positions directors can hold simultaneously in other companies, and should consider the effectiveness of directors who hold multiple board seats. The number of companies of which a person can simultaneously be a director should be appropriate to the nature and types of businesses involved but should not exceed five listed companies.
- 3.5.3 The board should arrange for a reporting system of the director's holding other positions and public disclosure in annual report and the Company's website.
- 3.5.4 The board should ensure that the Company's policies prohibit and prevent a director from creating a conflict of interest with the Company, including by using the Company's assets, information or opportunities for his or her own benefit, as a result of having or taking a director or management position, or having or creating vested interests, both directly and indirectly, in other companies. Information about a director's other directorships and positions should be reported to shareholders, as appropriate.
- 3.5.5 Each director should attend not less than 75 percent of all board meetings in any whole financial reporting year.

Principle 3.6

The board should ensure that the Company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.

Guidelines

- 3.6.1 The board should ensure that the Company's governance framework and policies extend to its subsidiaries, including written policies relating to:
- (1) The authority to appoint subsidiary directors, executives, or others with controlling power. Generally, the board should have the authority to appoint those persons, except that for smaller operating subsidiaries, the board may delegate this authority to the chief executive officer.
 - (2) The duties and responsibilities of subsidiary directors, executives and others with controlling power. They are to oversee the subsidiaries' operations to ensure compliance with applicable law and standards, and the subsidiaries' policies. If the Company's subsidiary has investors other than the Company, the board should require the Company's appointed representative to perform his/her role in the subsidiary's best interest and consistent with the governance framework and policies of the Company.
 - (3) The subsidiary's internal control systems are effective and that all transactions comply with relevant law and standards.
 - (4) The integrity and timely disclosure of the material information of the subsidiary, including its financial information, related party transactions, acquisition and disposition of assets and other important transactions, capital increases or decreases, and termination of a subsidiary.
- 3.6.2 For businesses that the Company has or plans to hold a significant investment in (such as between 20 percent and 50 percent of shares with voting rights), other than subsidiaries, the board should ensure that shareholder agreements or other agreements are in place to enable the Company's performance monitoring and participation in the businesses' management, including for approval of significant transactions and decisions. This is to ensure that the Company has sufficient, accurate, and timely information for the preparation of its financial statements that conform with relevant standards.

Principle 3.7

The board should conduct a formal annual performance evaluation of the board, its committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the board.

Guidelines

- 3.7.1 The board's, committee's and individual directors' performance evaluation should be conducted at least once a year to facilitate consideration and improvement of the board's performance and effectiveness and resolution of any problems. Assessment criteria and process for the board's, committees' and directors' performance should be systematically set in advance.
- 3.7.2 The annual assessment of the performance of the board and committees as a whole and on an individual director level should be based on self-evaluation, or alternatively, on cross-evaluation together with self-evaluation. The criteria, process, and results of the evaluation should be disclosed in the annual report.
- 3.7.3 The Company should appoint an external consultant to assist in setting guidelines and providing recommendations for a board assessment at least once every three years. In case have appoint an external consultant to assisting, this information should be disclosed in the annual report.
- 3.7.4 The evaluation results should be used for ensuring that the directors collectively possess the right combination of knowledge, skills, and experience.

Principle 3.8

The board should ensure that the board and each individual director understand their roles and responsibilities, the nature of the business, the Company's operations, relevant law and standards, and other applicable obligations. The board should support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the board and board committees.

Guidelines

- 3.8.1 The board should ensure that newly appointed directors receive a formal and proper induction and all information relevant to their responsibilities and performing their duties, including details about the Company's objectives, the nature of the business, and the Company's operations.
- 3.8.2 The board should ensure that directors regularly receive sufficient and continuous training and knowledge development.
- 3.8.3 The board should have knowledge and understanding of relevant law and standards, and other applicable obligations, risk factors, and the Company's business environment. The board should receive accurate, timely and clear information, including timely and regular updates.
- 3.8.4 The board should disclose in the annual report training and knowledge development of the board.

Principle 3.9

The board should ensure that it can perform its duties effectively and have access to accurate, relevant and timely information. The board should appoint a company secretary with necessary qualifications, knowledge, skills, and experience to support the board in performing its duties.

Guidelines

- 3.9.1 The board's meeting schedule and agenda should be set in advance and each director should receive sufficient notice to ensure attendance.
- 3.9.2 The number of board meetings should be appropriate to the obligations and responsibilities of the board and nature of the business. However, general meetings of the board and sub-committee shall be in accordance with rules and regulations, which should not be less than 6 times per year. If the board meetings are not held monthly, the management is to report the Company's monthly performance to the board via communication technology so that the board can monitor and oversee the management's performance continuously and promptly.
- 3.9.3 The board should have a mechanism that allows each board member and management to propose the inclusion of relevant items on the meeting agenda.
- 3.9.4 Meeting documents should be sent to each director at least five business days before the meeting.
- 3.9.5 The board should encourage the chief executive officer to invite key executives to attend board meetings to present details on the agenda items related to matters that they are directly

- responsible for, and to allow the board to gain familiarity with key executives and assist succession planning.
- 3.9.6 The board should have access to accurate, relevant, timely and clear information required for their respective roles from the chief executive officer, company secretary, or designated executive. If necessary, to discharge their responsibilities, the board may seek independent professional advice at the Company's expense.
 - 3.9.7 Non-executive directors should be able to meet, as necessary, among themselves without the management team to debate their concerns and report the outcome of their meeting to the Company's chief executive officer.
 - 3.9.8 The board should appoint a company secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements, preparing board meetings and other important documents, supporting board meetings, and coordinating the implementation of board resolutions. The board should disclose the qualifications and experience of the Company secretary in its annual report and on the Company's website.
 - 3.9.9 The Company secretary should receive ongoing training and education relevant to performing his/her duties. The Company secretary is also encouraged to enroll on a company secretary certified programme.

4. Principle 4: Ensure Effective CEO and People Management

Principle 4.1

The board should ensure that a proper mechanism is in place for the nomination and development of the chief executive officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the Company to achieve its objectives.

Guidelines

- 4.1.1 The board should establish, or assign the nomination committee to establish, the criteria and procedures for nomination and appointment of a qualified person as the chief executive officer. If the nomination committee is not appointed, the board shall collaboratively consider and perform the role of the nomination committee.
- 4.1.2 The board should ensure that the chief executive officer appoints knowledgeable, skilled, and experienced key executives. The board or the nomination committee together with the chief executive officer should establish the criteria and procedures for nomination and appointment of key executives.
- 4.1.3 To ensure business continuity, the board should ensure that development and succession plans for the chief executive officer and key executives are in place. The board should annually request reporting on the implementation of the development and succession plans from the chief executive officer.
- 4.1.4 The board should promote continuous development and education of the chief executive officer and key executives that is relevant to their roles.
- 4.1.5 The board should establish set clear policies and guidelines for the chief executive officer and key executives serving or wishing to serve as a director in other companies. The policies should set out permissible appointments and the permissible number of companies in which they are allowed to simultaneously serve as a director.

Principle 4.2

The board should ensure that an appropriate compensation structure and performance evaluation are in place.

Guidelines

- 4.2.1 The board should ensure that the compensation structure rewards individual performance, incentivises the chief executive officer, key executives, employees and staff at all levels to act in support of the Company's objectives and values, and fosters long-term commitment by aligning incentives with future company performance through:

- (1) appropriate combination of salary and other short-term compensation (such as bonus), and long-term compensation (such as employee stock ownership plan participation)
 - (2) ensure that the individual total compensation takes into account industry standards and company performance, and
 - (3) predetermined and communicated performance evaluation criteria.
- 4.2.2 Non- executive directors are responsible for determining the total compensation of, and performance evaluation criteria for the chief executive officer. The non- executive directors should:
- (1) ensure that the chief executive officer's performance evaluation is based on pre-determined criteria that have been communicated to the chief executive officer in advance. The performance evaluation criteria should incentivise the chief executive officer to perform his/her duties in support of the Company's objectives, values, and long-term sustainable value creation,
 - (2) conduct or delegate to the remuneration committee or the person approved by the board meeting to conduct the annual performance evaluation of the chief executive officer. The chairman or a designated senior director should communicate the results (including development areas) of the performance evaluation to the chief executive officer.
 - (3) approve total annual compensation of the chief executive officer, taking into consideration the performance of the chief executive officer and other relevant factors.
- 4.2.3 The board should approve the performance evaluation criteria and overall compensation structure of key executives. In addition, the board should ensure that the chief executive officer evaluates the performance of key executives based on clear and predetermined performance evaluation criteria.
- 4.2.4 The board should ensure that clear and predetermined performance evaluation criteria are in place for all employees and staff throughout the Company.

Principle 4.3

The board should consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the Company.

Guidelines

- 4.3.1 The board should understand the Company's shareholder structure and relationships, and consider their impact on the control over the Company, including written and non-written family agreements, shareholder agreements, or group company policies.
- 4.3.2 The board should ensure that the Company's shareholder structure and relationships do not affect the board's exercise of its duties and responsibilities, including in relation to succession planning, in the best interest of the Company.
- 4.3.3 The board should oversee that information is properly disclosed when there are any conditions that have an impact on the control over the Company.

Principle 4.4

The board should ensure the Company has effective human resources management and development programmes to ensure that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

Guidelines

- 4.4.1 The board should ensure that the Company is properly staffed, and that human resources management aligns with the Company's objectives and furthers sustainable value creation. All employees and staff must receive fair treatment.
- 4.4.2 The board should ensure that the Company establishes a provident fund or other retirement plans, and require management to implement a training and development programmes for employees and staff that promotes financial literacy, including on retirement savings, and educates employees and staff on life path investments that are suitable for their age and risk appetite.

5. Principle 5: Nurture Innovation and Responsible Business

Principle 5.1

The board should prioritise and promote innovation that creates value for the Company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the Company.

Guidelines

- 5.1.1 The board should prioritise and promote a corporate culture that embraces innovation and ensure management's inclusion of innovation in corporate strategy, operational development planning, and operation monitoring.
- 5.1.2 The board should nurture innovation that enhances long-term value creation for the business in a changing environment. Such innovation may include designing innovative business models, products and services, promoting research, improving production and operation processes, and collaborating with partners.

Explanation

Innovation should create benefits of the Company, customers, business partners, the community, society and the environment. In addition, innovation should not facilitate or result in unethical, non-compliant or illegal conduct by individuals or the Company.

Principle 5.2

The board should encourage management to adopt responsible operations, and incorporate them into the Company's operations plan. This is to ensure that every department and function in the Company adopts the Company's objectives, goals, and strategies, applying high ethical, environmental and social standards, and contributes to the sustainable growth of the Company.

Guidelines

- 5.2.1 The board should encourage management to ensure that the Company's operations reflect the Company-wide implementation of high ethical, environmental and social standards and ensure that appropriate company-wide policies and procedures are implemented to further the Company's objectives, goals and strategies in support of sustainable value creation. Policies and procedures for running the business fairly and respecting and adhering to stakeholders' rights should at least cover:
 - (1) Responsibilities to employees, staff, and workers at least by adhering to applicable law and standards and providing fair treatment and respect for human rights, including a fair level of remuneration and other benefits, a level of welfare that is not less than the legal limit (but can be over the legal limit where appropriate), health care, non-discrimination and safety in the workplace, access to relevant training, potential skills development and advancement.
 - (2) Responsibilities to customers at least by adhering to applicable law and standards, considering impact on health, safety of products and services, customer information security, sales conduct, after-sales service throughout the lifespan of products and services, and following up on customer satisfaction measurements to improve the quality of products and services. In addition, advertising and public relations should promote responsible consumption and must be done responsibly, avoiding taking advantage of or misleading customers, or causing misunderstanding about the products and services offered by the Company.
 - (3) Responsibilities to business partners by engaging in and expecting fair procurement and contracting, including fair contract or agreement conditions, providing access to training, developing potential and enhancing production and service standards in line with applicable law and standards, and expecting and supervising business partners to respect human rights, social and environmental responsibilities, and treat their employees, staff,

and workers fairly including ensuring that business partners have implemented sustainable and values-based business policies and procedures.

- (4) Responsibilities to the community by applying business knowledge and experience to develop and follow up on the success of projects that can concretely add value to the community while respecting community interests.
- (5) Responsibilities to the environment by preventing, reducing and managing negative impact on the environment from all aspects of the Company's operations, including in the context of raw material use, energy use, water use, renewable resources use, rehabilitating the diversity of biology, waste management, and greenhouse gas emissions.
- (6) Fair competition by promoting ethical business conduct and not using anti-competitive practices to gain or protect a market position.
- (7) Anti-fraud and corruption by ensuring that the Company complies with applicable anti-fraud and corruption law and standards, and implements, announces and reports on anti-fraud and corruption policies and practices to the public, including on its participation in private sector anti-corruption initiatives and certification programmes. The board should encourage the Company to collaborate with other companies and business partners to establish and implement anti-fraud and corruption measures.

Principle 5.3

The board should ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Company to meet its objectives.

Guidelines

- 5.3.1 The board should have a thorough understanding of the Company's resource needs to support its business model, and how available resources correlate.
- 5.3.2 The board should have a thorough understanding of how the business model affects resources optimisation in support of ethical, responsible, and overall sustainable value creation.
- 5.3.3 The board should ensure that management continuously reviews, adapts, and develops the Company's use and optimisation of resources, considering internal and external factors to meet the Company's objectives.

The types of resources that the Company should consider at least 6 types:

- financial capital
- manufactured capital
- intellectual capital
- human capital
- social and relationship capital, and
- natural capital

Principle 5.4

The board should establish a framework for governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.

Guidelines

- 5.4.1 The board should ensure that the Company has an IT resource allocation policy that ensures adequate and optimal investment in and allocation of IT resources.
- 5.4.2 The board should ensure that the Company's risk management includes IT risk management.
- 5.4.3 The board should ensure that IT security policies and procedures are in place. The Company's governance of enterprise IT should cover:
 - (1) Compliance with relevant law and standards.
 - (2) An information security system to safeguard against unauthorized access to information, measures to maintain the integrity of relevant data and ensure availability of critical data.
 - (3) Consideration of IT risks and risk mitigation policies, plans, and measures. For example, business continuity management, IT security, incident management, and IT asset management.
 - (4) Proper allocation and management of IT resources, including criteria to identify IT priorities, that takes into consideration the Company's business model.

6. Principle 6: Strengthen Effective Risk Management and Internal Control

Principle 6.1

The Board should ensure that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals and strategies and comply with applicable law and standards.

Guidelines

- 6.1.1 The board should be aware of and understand the nature and scope of the Company's principal and substantial risks and should approve the risk appetite of the Company.
- 6.1.2 The board should ensure the establishment and implementation of risk management policies that are consistent with the Company's goals, objectives, strategies and risk appetite. The risk management policies should support identification and prioritisation of early warning signals of material risks. The risk management policies should be reviewed regularly, such as annually.
- 6.1.3 The board should ensure that the Company's principal and substantial risks are identified through consideration of internal and external factors.
- 6.1.4 The board should ensure that the impact and likelihood of identified risks are assessed and prioritised, and that suitable risk mitigation strategies and plans are in place.
- 6.1.5 *Considering the size and nature of the Company, the board may establish a risk management committee or assign the responsibility to the audit committee to assist the board in its oversight functions related to guidelines No. 6.1.1 – 6.1.4. If no risk management committee has been nominated, the board and management shall perform such oversight functions in No. 6.1.1-6.1.4.*
- 6.1.6 The board should regularly monitor the effectiveness of the Company's risk management.
- 6.1.7 The board has to ensure and monitor that the Company complies with relevant and applicable law and standards, whether domestic, international or foreign.
- 6.1.8 In assessing the effectiveness of the Company's internal controls and risk management, the board should consider the results of internal controls and risk management at its subsidiaries and businesses in which it has a significant investment (between 20 percent to 50 percent of shares with voting rights).

Explanation

1. For guideline no. 6.1.3, relevant principal and substantial risk categories include strategic, operational, financial, compliance, reputational, environmental, social and ethical risks.
2. For guideline no. 6.1.4, risk response examples are tolerating, treat, terminate, and transfer.

Principle 6.2

The board shall establish an audit committee that can act effectively and independently.

Guidelines

- 6.2.1 The board shall establish an audit committee that comprises at least three directors, all of whom must be independent directors, with required qualifications, and comply with applicable legal requirements, including those promulgated by the Securities and Exchange Commission and Stock Exchange of Thailand.
- 6.2.2 The board should clearly set out in writing the audit committee's duties and responsibilities, and include at least the following:
 - (1) Review the Company's financial reports for accuracy and completeness.
 - (2) Review the Company's internal control and internal audit systems to ensure that they are suitable and effective.
 - (3) Review the Company's operations to ensure compliance with all relevant and applicable law and standards.
 - (4) Review internal auditor's independence, and approve the appointment and termination of the head of the internal audit function. Outsourcing of the internal audit function has to be reviewed for independence and approved by the audit committee.
 - (5) Review, select, and recommend to the board for nomination and shareholder approval an independent party to be the Company's external auditor, consider and recommend the

- auditor's remuneration, and hold a meeting with the external auditor without the presence of management at least once a year.
- (6) Review related party transactions and other transactions that may create conflicts of interest, to ensure that they comply with applicable law, are reasonable, and carried out in the best interest of the Company.
 - (7) Review the Company's compliance with private sector's anti-corruption and certification programmes, including the Collective Action Coalition Against Corruption's Self-Evaluation Tool.
- 6.2.3 The board should ensure that procedures are established that allow the audit committee to fulfill its duties and responsibilities, including by having access to management, employees and staff, professional advisers (such as external auditor), and information relevant and necessary to perform their duties.
- 6.2.4 The board should ensure the designation of an internal auditor or establish an independent internal audit function that is responsible for reviewing and improving the effectiveness of the risk management and internal control systems, and reporting review results to the audit committee. The result of the internal audit review must be disclosed in the Company's annual report.
- 6.2.5 The audit committee should express its opinion on the adequacy of the Company's internal control and risk management systems, and disclose its opinion in the Company's annual report.

Principle 6.3

The board should manage and monitor conflicts of interest that might occur between the Company, management, directors, and shareholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

Guidelines

- 6.3.1 The board should establish an information security system, including appropriate policies and procedures, to protect confidentiality, integrity, and availability of business information, including market-sensitive information. The board should monitor the implementation of the information security policies and procedures and the adherence to confidentiality requirements by insiders, including directors, executives, employees and staff, and professional advisers, such as legal or financial advisers.
- 6.3.2 The board should ensure management and monitoring of conflict of interest situations and transactions. The board should adopt an ethics and conflicts of interest policy consistent with applicable law and standards (including fiduciary duties), and establish clear guidelines and procedures for disclosure and decision-making in conflict of interest situations. For example, any party who has a vested interest in a particular transaction, should disclose that interest, and not be involved in the decision-making.
- 6.3.3 The board should set requirements for all directors to report conflicts of interest in relation to any meeting agenda item at least before consideration of the matter at the meeting and record the reported conflict of interest in the meeting minutes. The board should also ensure that all directors that have a conflict of interest in relation to an agenda item abstain from being present for discussion of or voting on that agenda item.

Principle 6.4

The board should establish a clear anti-corruption policy and practices (including communication and staff training), and strive to extend its anti-corruption efforts to stakeholders.

Guidelines

- 6.4.1 The board should ensure company-wide awareness and implementation of the Company's anti-corruption policy and practices, and compliance with applicable law and standards.

Principle 6.5

The board should establish a mechanism for handling complaints and whistleblowing.

Guidelines

- 6.5.1 The board should oversee that an effective mechanism is in place to record, track, resolve, and report complaints and feedback. The board should ensure the availability of convenient complaint channels (more than one), and that stakeholders are made aware through the Company's website or annual report of all channels available for complaints.
- 6.5.2 The board should ensure that the Company has a clear whistleblowing policy, including designated whistleblowing channels for reporting of suspected wrongdoing, such as through the Company's website, e-mail, designated independent directors or the audit committee. The board should ensure proper and effective handling of whistleblowing complaints, including the investigation, any remedial action, and reporting to the board.
- 6.5.3 The board should ensure that whistleblowers are protected from retaliation as a result of their good faith whistleblowing activities.

The screenshot shows the 'Channel Complaints' section of the Golden Lime Public Company Limited website. The form is titled 'Channel Complaints' and includes a brief explanation of the complaint process. It features a 'Category' dropdown menu, a 'Description' text area with a character limit of 3,000, and an 'Attach File' section with a file upload button and a 'Submit' button.

7. Principle 7: Ensure Disclosure and Financial Integrity

Principle 7.1

The board must ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.

Guidelines

- 7.1.1 The board should ensure that any person (including chief financial officer, accountant, internal auditor, company secretary, Investors Relation officer) involved in the preparation and disclosure of any information of the Company has relevant knowledge, skills and experience, and that sufficient resources, including staffing, are allocated.
- 7.1.2 When approving information disclosures, the board should consider all relevant factors, including for periodic financial disclosures:
 - (1) The evaluation results of the adequacy of the internal control system.
 - (2) The external auditor's opinions on financial reporting, observations on the internal control system, and any other observations through other channels.
 - (3) The audit committee's opinions.
 - (4) Consistency with objectives, strategies and policies.
- 7.1.3 The board should ensure that information disclosures (including financial statements, annual reports, and Form 56-1) reflect the Company's financial status and performance accurately and fairly. The board should promote the inclusion of the Management Discussion and Analysis (MD&A) in quarterly financial reports in order to provide to investors more complete and accurate information about the Company's true financial status, performance and circumstances.
- 7.1.4 For disclosures related to any individual director, that director should ensure the accuracy and completeness of the information disclosed by the Company, including of shareholders' information and any shareholders' agreement.

Principle 7.2

The board should monitor the Company's financial liquidity and solvency.

Guidelines

- 7.2.1 The board should ensure that management regularly monitors, evaluates and reports on the Company's financial status. The board and management should ensure that any threats to the Company's financial liquidity and solvency are promptly addressed and remedied.
- 7.2.2 The board should ensure that it does not consciously approve any transactions or propose any transactions for shareholder approval which could negatively affect business continuity, financial liquidity, and solvency.

Principle 7.3

The board should ensure that risks to the financial position of the Company or financial difficulties are promptly identified, managed and mitigated, and that the Company's governance framework provides for the consideration of stakeholder rights.

Guidelines

- 7.3.1 In the event of financial risk or difficulties, the board should enhance monitoring of the affairs of the Company, and duly consider the Company's financial position and disclosure obligations.
- 7.3.2 The board should ensure that the Company has sound financial mitigation plans that consider stakeholder rights including creditor rights. The board should monitor management's handling of financial risk or difficulties and seek regular reports.
- 7.3.3 The board should ensure that any actions to improve the Company's financial position are reasonable and made for a proper purpose.

The following are examples of indicators of financial risk or difficulties to the Company's sustainability:

- (1) ongoing losses
- (2) poor cash flow
- (3) incomplete financial records
- (4) lack of a proper or incomplete accounting system
- (5) lack of cash flow forecasts and other budgets
- (6) lack of a business plan
- (7) increasing debt (liabilities greater than assets), and
- (8) problems selling stock or collecting debts

Principle 7.4

The board should ensure sustainability reporting, as appropriate.

Guidelines

- 7.4.1 The board should consider and report data on the Company's compliance and ethical performance (including anti-corruption performance), its treatment of employees and other stakeholders (including fair treatment and respect for human rights), and social and environmental responsibilities, using a report framework that is proportionate to the Company's size and complexity and meets domestic and international standards. The Company can disclose this information in the annual report and in separate reports, as appropriate.
- 7.4.2 The board should ensure that the Company's sustainability reporting reflects material corporate practices that support sustainable value creation.

Principle 7.5

The board should ensure the establishment of a dedicated Investor Relations function responsible for regular, effective and fair communication with shareholders and other stakeholders (such as analysts and potential investors).

Guidelines

- 7.5.1 The board should establish a communication and disclosure policy to assist the Company in meeting its disclosure obligations and to ensure that all information relevant and material to the

Company's shareholders, the market and third parties is disclosed in an appropriate, equal, and timely manner, using appropriate channels, while protecting the Company's sensitive and confidential information. The board should ensure company-wide communication and implementation of the Company's communication and disclosure policy.

- 7.5.2 The board should ensure the creation of an Investor Relations function responsible for regular, effective and fair communication with shareholders and external parties. The Company's designated Investor Relations contact should be suitable for the role and have a thorough understanding of the nature of the Company's business, and its objectives and values. Examples of suitable Investor Relations contacts are the chief executive officer, the chief financial officer, and the Investor Relations manager.
- 7.5.3 The board should ensure that management sets clear directions for and supports the Investor Relations function (such as through a code of conduct), and clearly defines the roles and responsibilities of the Investor Relations function, so as to ensure effective communication between the Company, the financial community and other stakeholders.

Principle 7.6

The board should ensure the effective use by the Company of information technology in disseminating information.

Guidelines

- 7.6.1 In addition to the Company's mandatory periodic and non-periodic disclosure of information pursuant to applicable requirements, the board should consider regularly disclosing relevant information in both Thai and in English through other channels, such as the Company's website. Information to be disclosed on the Company's website includes:
- (1) the Company's objectives and values
 - (2) nature of the Company's business and the Company's operations
 - (3) list of the Company's board of directors and of executives
 - (4) financial statements and reports about the financial status and the Company's financial and non-financial performance for current and previous year
 - (5) downloadable version of annual reports and SEC Form 56-1
 - (6) information and documents that the Company discloses to the investment community and other external parties
 - (7) shareholding structure, both direct and indirect
 - (8) the Company's group structure, including subsidiaries, affiliates, joint ventures, and special purpose enterprises/vehicles (SPEs/SPVs)
 - (9) direct and indirect major shareholders, holding at least 5 percent of paid-in capital with voting rights
 - (10) direct and indirect shareholdings in the Company held by directors, major shareholders, and key executives of the Company
 - (11) invitation letters to the shareholders' ordinary and extraordinary meetings
 - (12) the Company's regulations, and memorandum and articles of association
 - (13) the Company's corporate governance policy and related policies including IT governance policy, anti-corruption policy and practices, and risk management policy
 - (14) a charter or statement of duties and responsibilities, directors' qualifications, board composition, terms, and authority of the board and board committees, including audit committee, nomination committee, remuneration committee, and corporate governance committee
 - (15) the Company's code of ethics and conduct applicable to all directors, executives, employees and staff, as well as the Company's Investor Relations code of conduct, and
 - (16) contact information (name of department or relevant person, phone number, and e-mail) for complaints, investor relations and the Company secretary.

8. Principle 8: Ensure Engagement and Communication with Shareholders

Principle 8.1

The board should ensure that shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters.

Guidelines

- 8.1.1 The board should ensure that significant corporate decisions are considered and/ or approved by the shareholders pursuant to applicable legal requirements. Matters that require shareholder approval should be included in the agenda for the shareholders' meeting and shareholders should be provided sufficient notice thereof.
- 8.1.2 The board should support participation of all shareholders through reasonable measures, including:
- (1) Establishing criteria that allow minority shareholders to propose agenda items for shareholders' meetings. The board should consider shareholders' proposals to be included in the agenda, and if the board rejects a proposal, the reasons should be given at the meeting.
 - (2) Establishing criteria for minority shareholders to nominate persons to serve as directors of the Company.
- The board should ensure that measures and criteria are established and promptly disclosed to ensure shareholder engagement and participation.
- 8.1.3 The board should ensure that the notice of the shareholders' meeting (including the Annual General Meeting (AGM)) is accurate, complete, and sufficiently in advance for the shareholders to exercise their rights.
- 8.1.4 The board should ensure that the Company arranges for the notice of the shareholders' meeting and related papers to be sent to shareholders and posted on the Company's website at least 28 days before the meeting.
- 8.1.5 Shareholders should be allowed to submit questions prior to the meeting. The board should therefore ensure that there are clear criteria and a process for shareholders to submit questions. The criteria should be posted on the Company's website.
- 8.1.6 The notice of the shareholders' meeting and related papers should be fully translated into English and published at the same time as the Thai version.

The notice of the shareholders' meeting should comply with applicable legal requirements and include the following:

- (1) Date, time, and place of the meeting.
- (2) Meeting agenda and matters to be proposed for information, consideration or approval.
The agenda should clearly specify each individual matter or item of information to be considered or approved, such as the separate listing of election of directors, and approval of directors' remuneration instead of a general reference to matters related to directors.
- (3) Sufficient information, objectives and reasons, and board of directors' opinions, concerning each agenda item, including as follows:
 - a. Approval or rejection of dividend payment: dividend payment policy, proposed dividend payment rate, including reasons and supporting information, or reasons and supporting information for rejecting a dividend payment.
 - b. Appointment of directors: name, age, gender, education, experience, the number of listed companies and other companies where they each hold directorial positions, the criteria and procedures for selection, and types of proposed directors. Where proposed directors are those who are re-entering the same position, information must be identified about participation in meetings in previous years and the date of original appointment as a director.
 - c. Approval of directors' remuneration: the policy and criteria for determining role-specific director remuneration and all monetary and non-monetary components of a director's remuneration.
 - d. Appointment of external auditors: auditor's name and the name of the auditor's audit firm, auditor's experience, independence, and audit and non-audit fees.
- (4) Proxy form and supporting documentation using the form specified by the Ministry of Commerce.
- (5) Other supporting information, including on voting procedures (such as voting count and verification of voting results criteria, voting rights of each class of shares), details concerning independent directors proposed by the Company to act as proxies for shareholders, and map of meeting venue.

Principle 8.2

The board should ensure that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.

Guidelines

- 8.2.1 The board should set the date, time, and place of the meeting by considering the interests of shareholders, such as allocating sufficient time for debate, and choosing a convenient location.
- 8.2.2 The board should ensure that the Company does not through its meeting attendance requirements or prerequisites prevent attendance by or places an undue burden on shareholders, including as a result of identification requirements that exceed applicable legal and regulatory requirements.
- 8.2.3 In the interest of transparency and accountability, the board should promote the use of information technology to facilitate the shareholders' meetings, including for registration and vote counting.
- 8.2.4 The chairman of the board is the chairman of the shareholders' meeting with responsibility for compliance with applicable legal requirements and the Company's articles of association, allocating sufficient time for consideration and debate of agenda items, and providing opportunity to all shareholders who wish to share their opinions or ask questions related to the Company.
- 8.2.5 To ensure the right of shareholders to participate in the Company's decision-making process in relation to significant corporate matters by participating and voting at shareholder's meetings on the basis of sufficient notice and information, directors who are shareholder should not be allowed to add items to the meeting agenda that have not been duly notified in advance.
- 8.2.6 All directors and relevant executives should attend the meeting to answer questions from shareholders on company-related matters.
- 8.2.7 The attending shareholders should be informed of the number and the proportion of shareholders and shares represented at the meeting in person and through proxies, the meeting method, and the voting and vote counting methods before the start of the meeting.
- 8.2.8 There should not be any bundling of several items into the same resolution. For example, the appointment of each director should be voted on and recorded as separate resolution.
- 8.2.9 The board should promote the use of ballots for voting on resolutions proposed at the shareholders' meeting and designate an independent party to count or to audit the voting results for each resolution in the meeting, and to disclose such voting results at the meeting by identifying the number of "for", "against" and "abstain" votes. The voting results for each proposed resolution should be included in the minutes of the meeting.

Principle 8.3

The board should ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings.

Guidelines

- 8.3.1 The board should ensure that the Company discloses the results of voting on proposed resolutions at the shareholders' meeting through the designated Stock Exchange of Thailand channels and through the Company's website by the next business day.
- 8.3.2 The board should ensure that minutes of the shareholders' meeting is submitted to the Stock exchange of Thailand within 14 days from the shareholders' meeting date.
- 8.3.3 The board should ensure that the Company promptly prepares the minutes of the shareholders' meeting, including the following information:
 - (1) attendance of directors, executives, and the proportion of attending directors;
 - (2) voting and vote counting methods, meeting resolutions, and voting results (" for" , "against", and "abstain") for each proposed resolution; and
 - (3) questions asked and answers provided during the meeting, including the identity of the persons asking and answering the questions.

The Responsibilities of the Board of Directors' Report

An important foundation that the Board of Directors have motivation to set as a guideline for everyone in the organization which is considered an important force to develop the organization to sustainability. The main principles that everyone should be aware and implement as the basis are operating under good governance or corporate governance in accordance with the good corporate governance policy, which the Board of Directors has set guidelines for all parties to abide correctly. The Board of Directors which has 8 members including:

- | | | |
|----|--|---|
| 1. | Mr.Sripop Sarasas | Independent Director, Chairman of the of the Board of Directors and Chairman of the Audit Committee |
| 2. | Ms. Kristel Verleyen | Director, Nomination and Remuneration Director |
| 3. | Ms. Nishita Shah | Executive Director |
| 4. | Mr. Krishnan Subramanian Aylur | Executive Director, Nomination and Remuneration Director |
| 5. | Mr. Geza Emil Perlaki | Chairman of the Executive Committee |
| 6. | Mrs.Ladda Chatchaluay | Independent Director, Audit Committee, Chairman of the Nomination and Remuneration Committee |
| 7. | Mr. Rodolphe Marie R. Collinet (Baron) | Executive Director |
| 8. | Mrs.Vannee Abakaz | Independent Director and Audit Committee |

Ms. Thidarat Sihawanlop is the secretary of the Board of Directors and Company Secretary

In 2018, the Board of Directors together performing duties with the following duties and responsibilities:

- 1) Perform their duties in accordance with the laws, the Articles of Association and the objectives of the Company as well as all legitimate resolutions of the Board of Directors meetings and the shareholders' meetings and in compliance with their duty of care and duty of loyalty (reference Securities and Exchange Act. Section 89/7, Section 89/8, Section 89/9, and Section 89/10)
- 2) Provide a meeting for the Board of Director every three months.
- 3) Hold an Annual General Meeting (AGM) for the shareholders within four months after the end of the period of the Company's yearly accounts.
- 4) Provide a financial statement and a statement of comprehensive income at the end of the period of the company's audited accounts and present them for deliberation and approval at the Shareholders' Meeting. The Board of directors is responsible for the consolidated financial statement of the Company as well as financial information presented in the annual reports.
- 5) Consider and approve the Annual Nomination of Auditor and determination of their remuneration to propose to the shareholders' meeting for approval.
- 6) A single director or numerous directors can be authorized to perform needed tasks under the Board of Directors in the appropriate period. The Board of Directors can revoke, change or correct the authorized director at any particular time.

The Board of Directors may also create any subcommittee at any time. It may thereby authorize an Executive Committee or the executive management to perform the Company's tasks. However, the authorization must not allow the Executive Committee or the executive management to be able to give any consideration or approval to any transaction with which the Executive Committee or the executive management has a conflict of interest or any other conflict, except with prior approval of the Board of Directors under the Company's policies and regulations.

The Board of Directors have formed two subcommittees consisting of the Audit Committee and the Executive Committee. The Board of Directors' Meeting No. 1/2019 on 26 February 2019, approved the appointment the Nomination and Remuneration Committee and defined the scope of power and the responsibilities of each subcommittee.

- 7) Consider and approve the appointment of the other subcommittees; define powers, duties and responsibilities of each committee so that they can properly function and support the Board of Directors. If required, consider and appoint independent external consultants to guide shareholders and investors and give their recommendations. Such evaluations must be disclosed in the Company's annual report.
- 8) Consider and approve the Corporate Governance Policy, Code of ethics and business conduct and the path to a sustainable business. Create written policies, including review and improvement of policies, at least once per year or according to the change in regulations or according to the corporate resilience.

- 9) Together with the management define company's overall objective and strategies in short and long-term, including yearly plan and supervise the implementation through the institution of a good corporate governance policy to produce long-term value for shareholders and stakeholder. Supervise to achieve the good performance, sustainable value creation, and business continuity in changing business environment.
- 10) Consider and give opinion and approve the statement of vision, mission, corporate values, strategic plan, business direction, business model, business policy, target, aim, guidelines, business plan, organization structure and budgets of the company and its subsidiary which are proposed by the management.
- 11) Supervise the implementation of adequate work system, accounting system, internal control and internal audit system, risk management and cooperate governance in order to ensure the accuracy, completion and adequacy of the accounting information. Allocate adequate and appropriate resource for the business. Ensure system controls and safeguard of Information Technology (IT). Supervise and monitor the performance of the managing director and the management or any person assigned to be in such position to ensure that all policies are implemented in accordance with the direction of the Board of directors.
- 12) In case, any vacancy occurs in the Board of Directors due to reasons other than retirement from rotation, the Board of Directors shall elect a person who has the qualifications and who does not have any prohibited characteristic under the Public Limited Companies Act and the Securities and Exchange Act as a replacement of the Director at the following meeting of the Board of Directors, unless the remaining duration of the director term of office is less than two months. The elected person shall hold office only for the remaining term of office of the director whom he/she has replaced.
The Board of Directors' resolution under the first paragraph shall be supported by a vote of not less than three-fourths (3/4) of the number of remaining directors.
- 13) Consider, discuss and select an appropriate person as the chairman, chairman of the subcommittees, chairman of the management including selecting an appropriate person to be assigned to the position of company secretary and investor relation to perform duties assigned by the Board of Directors.
- 14) Shall act as a role model (CG leader) and to perform, encouraging the directors, the executives and all employees to have a strong sense of ethics, and to comply with the good governance, the good CG policy, principles, the company's code of conduct and policies on anti-fraud or anti-corruption. Supervise implementation of sustainable practices to be responsible to stakeholders, environment and social.
- 15) To consider the directors' remuneration to be proposed to the shareholders' meeting for approval. To consider and approve the remuneration policy for the executives and employees, to ensure that the remuneration of directors, executives and employees is in line with the structure of the short and long-term remuneration. Moreover, the remuneration should be commensurate with the type of business operation, the responsibilities and motivate directors, executives and employees to work on their goals in according to the short-term and long-term plans.
- 16) To supervise and direct the Company to conduct its business procedures in accordance to the rules and regulations of the Securities and Exchange Commission (SEC) as well as those of the Stock Exchange of Thailand (SET). Ensure that information regarding related party transactions that may have conflicts of interest, as well as the acquisition of certain assets requiring public disclosure based on the regulations and procedures set by the SEC and SET or other laws relating to the Company's business are reported as required.
- 17) In case of change in members of the Board of Directors, who is also an authorized director, consider and approve alternate Authorized Directors who can sign on behalf of the Company.
- 18) On transactions between the Company and the director, executives, or any related person or related corporate, the Board of Directors shall take care of the matter to ensure conformity to the related party transaction policy, including the laws of securities and securities exchange, regulation, announcements, orders, or the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand. The acquisition and disposal of assets of the Company or its subsidiary companies must comply with the accounting principle specified by Federation of Accounting and Certified Public Accountant of Thailand.
- 19) Consider and approve transactions for which credit limit exceeds the transaction credit limits set by the Board of Directors under Company's authorizations limits, including approve, changes, or amend the authorization tables and financial approvals.
- 20) The Board of Directors should ensure that management regularly monitors, evaluate on the Company's financial liquidity to ensure financial integrity.
- 21) The Board of Directors shall encourage communication with shareholders and stakeholders, oversee timely communication and disclose information in accordance with the rules and regulations described by the Securities Exchange Commission and the Stock Exchange of Thailand using appropriate communication channels.

- 22) The Board of Directors shall perform self-assessment on an annual basis in order to assess their performance and of committee members on an individual basis.
- 23) The Board of Directors shall understand the Company's shareholder structure and relationships, and consider their impact on the Control over the Company, including written and non-written shareholder agreements, or group company policies and ensure that the company's shareholder structure and relationships do not affect the board's exercise of its duties and responsibilities.

Implementation of good corporate governance policy

The Company has established a corporate governance policy to be in line with the good corporate governance principles of listed companies 2017 (CG Code 2017). In 2018, the Company has followed the principles of compliance with good corporate governance policies that have been applied. In 2018, the Company was evaluated for corporate governance as follows:

- 1) The evaluation from a corporate governance survey of listed companies (2018 CGR project) (CGR CHECKLIST)

CGR SCORE 2018	2018	2017	2016
Average of SUTHA	86	82	82
Average of Thai Listed Companies	81	80	78
SET50Index	91	90	88
SET100Index	88	87	86

- 2) The evaluation of the Annual General Shareholders' Meeting Quality Evaluation Outcome.

AGM CHECK LIST Evaluation by THAI INVESTORS ASSOCIATION			
Yearly	2018	2017	2016
Number of Companies	657	618	601
Golden Lime Public Company Limited			
SUTHA AGM Score	98	100	100
Average Score of the Thai Listed Company			
Average SET50	95.34	92.75	95.62
Average SET100	93.64	90.1	92.9
Average SET	92.42	92.17	92.1

The Responsibilities of the Audit Committee's Report

The Board of Directors has appointed an Audit Committee which consists of three Independent Directors. As at 31 December 2018 the Audit Committee including:

- | | |
|---------------------------|---------------------------------|
| 1. Mr. Sripop Sarasas | Chairman of the Audit Committee |
| 2. Mrs. Ladda Chatchaluay | Audit Committee |
| 3. Mrs. Vannee Abakaz | Audit Committee |

Ms. Thidarat Sihawanlop is the secretary of the Audit Committee

It has been concluded that all three of these persons possess the knowledge and experience to serve on the Audit Committee, and Mrs. Ladda Chatchaluay, possesses sufficient knowledge and experience to review the credibility of financial statements according to the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

The Audit Committee has performed all duties assigned to it by the Board of Directors as indicated in the Audit Committee Charter, which completely aligns with the requirements of the SEC and the SET. These include the review of financial reports, internal control and internal audit and risk assessments, the review of connected party transactions and the review of compliance with Securities and Exchange Laws, the regulations of the SET and other relevant regulations or laws, including the appointment of an external auditor for 2018.

The Audit Committee held a total of four meetings throughout 2018, attended by the auditors and relevant parties, to discuss and provide opinions on key issues, such as the preparation and disclosure of financial information, acknowledging the results from reviewing and auditing accounting items and from the management report from the external auditor, including issues and obstacles encountered during the auditing process. The list name of the Audit Committees to attendance of the meeting list in the table:

The main responsibilities of the Audit Committees are as follows:

1. **Review of Financial Statement:** The Audit Committee reviewed quarterly and annual financial statements in 2018 jointly with senior management, the manager of the Accounting and Budget Department and the chief of the Finance Department. It acknowledged reports and remarks from the external auditor to ensure that the Company reports accurate and complete financial statements that are credible, compliant with generally accepted accounting principles, and contain adequate and timely disclosure of information for the benefit of investors and other users of the statement. The external auditor agreed with the Audit Committee that the financial statements are credible and compliant to generally accepted accounting principles.
2. **Review of Internal Control, Internal Audit and Risk Assessment:** The Audit Committee reviewed the internal control system, the internal audit system and risk assessment system to ensure that they are adequate and appropriate. The Audit Committee approved the hiring of KPMG Phoomchai Business Advisory Ltd. (Advisory firm) to conduct an inspection of the internal control systems with report the result proposes to the Audit Committee Meeting. The Audit Committee acknowledged the results and agreed that the internal control and risk assessment systems of the Company are adequate and appropriate.
3. **Compliance with Securities and Exchange Laws, SET Requirements, and Relevant Laws:** The Audit Committee reviewed and supervised strict compliance with Securities and Exchange laws, Securities and Exchange Commission regulations, SET requirements, and relevant laws, as well as provided advice in respect to the Principles of Good Corporate Governance in order to ensure adequate and appropriate operation.
4. **Considering the Appointments of Auditors in 2018:** The Audit Committee considered the selection of appropriate auditors from EY Office Limited. Certified Public Accountants were appointed as Auditors in 2018. The selected auditors do not have relationships or personal interests with the Company, its executives or its major shareholders, or other relevant individuals. A list of the name of the Auditors follows:

Name of Auditors	Certified Public Accountant No.	Auditing years for the Company during the past 5 years		
▪ Mrs. Gingkarn Atsawarangsali	4496	4 Years : (2014-2017)	and/or	
▪ Ms. Pimjai Manitkalohnkit	4521	-	and/or	
▪ Mr.Chayapol Suppasedtanon	3972	1 Year : (2018)	and/or	
▪ Ms. Orawan Techawatanasirikul	4807	-	and/or	
▪ Ms. Rosaporn Decharkom	5659	-		

The Audit remuneration for 2018 compare with the 2017 Audit fees, as below:

Audit Fees	Year 2018			Year 2017			Increase (Decrease)	Change
	Golden Lime	Subsidiaries	Total	Golden Lime	Subsidiaries	Total	(+/-)	%
1. Annual Audit Fees (include audited consolidate financial statement)	1,065,000		1,065,000	1,065,000		1,065,000	-	-
2. Quarterly review fee include audited consolidate financial statement	360,000		360,000	360,000		360,000	-	-
3. Audit of the statutory financial statement subsidiary		120,000	120,000		90,000	90,000	30,000	33%
4. Fee for reviewing the compliance with condition of the BOI promotion certificate	240,000 3 Certificate	80,000 1 Certificate	320,000 4 Certificate	160,000 2 Certificate	-	160,000	160,000	100%
5. Reviewed reporting package according the group audit instruction	150,000		150,000	150,000		150,000	-	-
Grand total	1,815,000	200,000	2,015,000	1,735,000	90,000	1,825,000	190,000	10%
6. Other Expenses which cover miscellaneous expenses during work such as traveling, documentation and facsimile expense , etc.			Actual Paid Year 2017			Actual Paid Year 2017		
			201,656			176,658		
7. Saraburi Quicklime Co., Ltd(Subsidiary) ¹		760,000	760,000					See Note

Note : ¹ The Company acquired common shares of Saraburi Quicklime Co., Ltd. on 19 March 2018, the date after the Board of Directors' Meeting No. 1/2018, held on 23 February 2018, proposed the appointment and the remuneration of the auditor. Therefore, the remuneration of THB 760,000, the Board of Directors' Meeting will propose to the Annual General Meeting of Shareholders for the year 2019 for approval.

5. **Review of related transactions or any transaction that may have a conflict of interest:** The Audit Committee reviewed the disclosure of related transactions of the Company that may have a conflict of interest according to the announcements of the SEC and the SET. The results showed that the Company has conducted its business in accordance to normal business operation conditions with fairness, reasonability, with benefit to the Company, as well as in absence of any cause for conflict of interest. Also, the Company has provided adequate disclosure of information by adhering to the Principles of Good Corporate Governance in compliance with the announcements of the SET.

Responsibilities of the Executive Committee's Report

The Board of Directors appointed the Executive Committee with consists of 4 members including:

1. Mr. Geza Emil Perlaki Chairman of the Executive Committee
 2. Ms. Nishita Shah Executive Committee
 3. Mr. Krishnan Subramanian Aylur Executive Committee
 4. Mr. Rodolphe Marie R. Collinet (Baron) Executive Committee
- Ms. Poontarika Chayaputi is the secretary of the Executive Committee

In 2018, the Executive Committee held a meeting to attend meetings with executives or representatives from major shareholders, totaling 4 times. By jointly considering management of business of the Company including consideration of operating results and important investment projects, monitoring of progress in management of key departments and implementation of any policies, regulations or orders determined by the Board of Directors. In addition, the Executive Committee is responsible for screening various matters which to be proposed to the Board of Directors for approval. The Executive Committee has performed their duties as assigned by the Board of Directors which is specified in the Executive Committee Charter.

Summary of the Board of Directors and Subcommittees' Meeting

The Board of Directors arranges for meeting schedules and meeting agenda in advance. So that directors can arrange time and attend meetings with meeting schedules which has been set in advance. In 2018, the Board of Directors has arranged the following meetings:

The Company's Meeting in the year 2018	Times/Year	% of the attendance
% / The directors attending the AGM	1	100%
% / The Board of Directors' Meeting	5	93%
% / The Audit Committee's Meeting	4	92%
% / The Executive Committee's Meeting	4	88%
Average of % of the proportion of the attendance	14	93%

By each meeting, there are directors attending the meeting to constitute a quorum according to the regulations of the Company and a quorum shall not less than 2 of 3 of the total number of directors. During year 2018, the average of the proportion of the director who attendance is 93 percent. Each director will receive sufficient, complete and timely information. The Secretary of the Company shall be responsible for ensuring that all directors receive an agenda and related information not less than five days before a meeting in order to consider and provide their own comments on the subjects discussed and any votes required. In addition, minutes shall be officially recorded and an approved copy kept, which can be reviewed by the Board or related party if required.

Development Scheme for Directors and Executives

The Board of Directors has a policy to promote and facilitate the directors to hold positions on the board including training and education for directors including people involved in the corporate governance system of the Company. In order to continuously improve operations which at present the directors of the Company will promote to attend training courses from the Thai Institute of Directors Association (IOD).

In 2018, the Directors, the Executives, the Company Secretary and the Investor Relation who are trained as follows:

Directors	
Year 2018	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> • 2018 Completed "Director Accreditation Program" (DAP), Class 146/2018 (English Class) Mr. Geza Emil Perlaki • Completed "Director Certification Program" (DCP) Class 263/2018 Mrs. Vannee Abakaz

Senior Executives / Investor Relation and Company Secretary	
Year 2018	Thai Institute of Directors (IOD)
	<ul style="list-style-type: none"> • 2018 Completed "Director Accreditation Program" (DAP), Class 146/2018 (English Class) Mr. Somchai Jaturanont • 2018 Completed "Director Accreditation Program" (DAP), Class 148/2018 Mr. Watcharin Phongkua
Year 2018	The Stock Exchange of Thailand
	<ul style="list-style-type: none"> • Program 2018: "Why Supply Chain Sustainability Mean New Opportunities" Thai Listed Companies Association ("TLCA") (16 Aug 2018) Mr. Somchai Jaturanont Ms. Thidarat Sihawanlop • Program 2018: GRI Standards Introductory Workshop" THAIPAT (24 Jul 2018) Ms. Thidarat Sihawanlop • Program 2018: "Disclosure by New CG Code" SET , SEC , TLCA (17 May 2018) Ms. Thidarat Sihawanlop

Self-Assessment of directors and the evaluation of the executive officer

The Board has performed a self-assessment on an annual basis in order to assess their performance year to year with the goal of finding ways to further develop and improve their performance, to assess the implementation of anti-corruption guidelines and to assess the implementation of the corporate governance survey of Thai listed companies, etc. The Board of Directors shall perform an annual self-assessment both as a group and as individuals at least one time per year in order to review the Board's performance, analyze the issues and difficulties arising during last year and to increase the effectiveness of the Board's performance. The Company Secretary shall submit an annual performance assessment form to all directors, for both the group and the individuals involved in order to evaluate their performance. After completing the assessment, the directors shall return the evaluation forms to the secretary.

Criteria for the Self-Assessment of the Board of Directors:

"Self-Assessment for the Board of Directors as a whole" uses an evaluation guide to mark the assessment in order to evaluate the overall performance of the board of directors.

The topics for the assessment of the Board of Directors are as below:

1. Board structure and qualifications
2. Roles, duties and responsibilities of the Board
3. Meetings of the Board
4. Duties of directors
5. Relationship with management
6. Directors' self-improvement and management training

"Self-Assessment of the Board of Directors and of committee members on an individual basis" uses an evaluation guide to mark the assessment in order to evaluate the performance of an individual director.

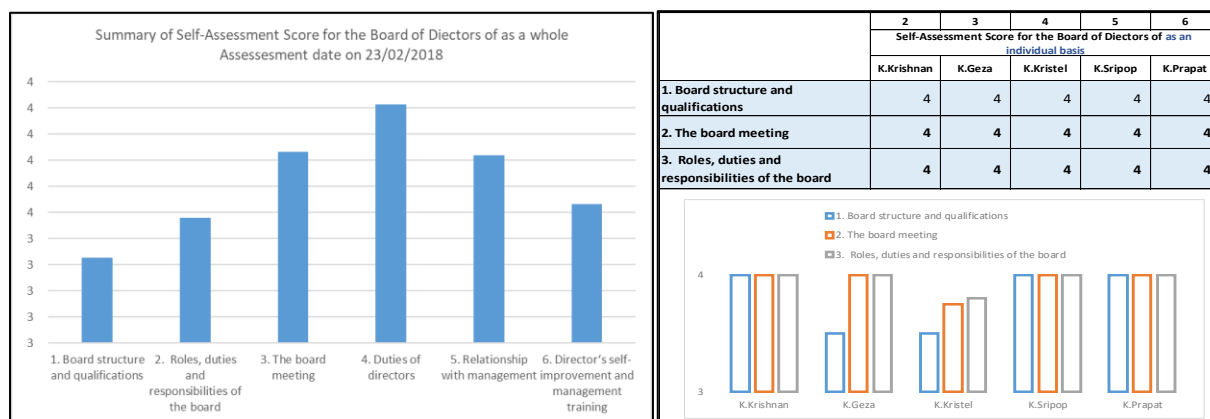
The topics for the assessment for an individual director are as follows:

1. Board structure and qualifications
2. Meetings of the Board
3. Roles, duties and responsibilities of the Board

The scores are evaluated as follows:

- 0 = Strongly disagree or never conducted
- 1 = Disagree or seldom conducted
- 2 = Fair or moderately conducted
- 3 = Agree or well conducted
- 4 = Strongly agree or excellently conducted

In each main topic, details are disclosed in each sub-topic which the Board of Directors use as guidelines and criteria for any assessment related to each issue.



The Board has performed the evaluation practice for the Chief Executive of the Company (CEO or the Managing Director of the Company) by the Board of Directors Meeting No.1/2017 held on 22 February 2017 has the resolution to assigned the Chairman to duty to evaluation the performance of the Chief Executive by the evaluation form which the topics for the assessment are as follows:

Section 1: Status of Achievements

Section 2: Performance Measures

- Leadership
- Strategy execution
- Relationships with the Board
- Human Resources Management/Relations
- Product/Service Knowledge

Section 3: Development needs

- Strategy formulation
- Financial planning/Performance
- External Relations
- Succession
- Personal Qualities

Report of Director and Executive of the Company to changes in securities holdings

No.	Name of Director and Executives who have duties to submit Form 59	Position	Common Shares (Shares)		
			Direct/ Own	Indirect/ Spouse or Underage Child	Increase (Decrease) during Jan- Dec 2018
1	Mr. Sripop Sarasas	Independent Director / Chairman of the Board / Chairman of the Audit Committee	-None-	-None-	-None-
2	Miss Kristel Verleyen	Director /Nomination and Remuneration Director	-None-	-None-	-None-
3	Miss Nishita Shah	Executive Director	-None-	-None-	-None-
4	Mr. Krishnan Subramanian Aylur	Executive Director / Nomination and Remuneration Director	-None-	-None-	-None-
5	Mr. Geza Emil Perlaki	Managing Director, Chairman of the Executive Committee	100,000.-	-None-	100,000.-
6	Mrs. Ladda Chatchaluay	Independent Director /Audit Committee/ Chairman of the Nomination and Remuneration Committee	140,000.-	-None-	-None-
7	Mr. Rodolphe Marie R. Collinet (Baron)	Executive Director	-None-	-None-	-None-
8	Mrs. Vannee Abakaz	Independent Director/Audit Committee	-None-	-None-	-None-
9	Mr. Keetawit Malanon	Operation Senior Executive Manager	-None-	-None-	-None-
10	Mr. Michael Mc Cannon	Financial, HR and Administration Senior Executive Manager	-None-	-None-	-None-
11	Mr. Somchai Jaturanont	Sales, Marketing and Logistic Senior Executive Manager	10,000.-	-None-	10,000.-
12	Mr. Chaiwat Kulkittiphat	Area Maintenance Senior Manager	-None-	-None-	-None-
13	Mr. Watcharin Pongkua	Area Production Senior Manager	-None-	-None-	-None-
14	Ms. Pornsuree Mayungpong	Human Resources Senior Manager	-None-	-None-	-None-
15	Ms. Amornpan Suwanrat	Finance and Accounting Senior Manager	-None-	-None-	-None-
16	Ms. Thidarat Sihawanlop	Company Secretary and Office Administration Senior Manager	5.-	-None-	-None-

Remark :

1. Golden Lime Public Company Limited has registered capital of THB 300,000,000, paid-up capital of THB 300,000,000. On 31 December 2018, the Company has total common share of 300,000,000 shares.
2. The information of shareholding may change, if any director, spouse or underage child buys stock after the date as said.

Corporate Social Responsibilities and Sustainability's Report

The Overview of Corporate Social Responsibilities and Sustainability's Policies

The Company is committed to conducting its business based on CSR practices by providing guidelines for all relevant stakeholder groups, including internal stakeholders such as shareholders, managing directors, employees, and external stakeholders such as customers, partners, providers, society, community and environment, government agencies and nation to ensure all stakeholders are entitled to fair treatment and have equal rights. In accordance with the resolution of the Board of Directors' Meeting No. 5/2017 on 9 November 2017, it has established a social responsibility policy to be a guideline for management and employees of the Company which has an important element that must be adhered to as 8 guidelines:



1. Running the business with fairness

The Company operates and treats other businesses with fairness, ethics and good relationships between businesses that include individuals with government agencies and other related parties which are shareholders, partners, contractors, customers, competitor and encourage all related businesses to treat other businesses fairly as well.

- 1.1 **Fairness.** The Company ensures that all party including its shareholders, customer, vender, creditors, employees and social agencies concerned are fairly treated.
- 1.2 **The Company engages in business based on the required laws and principles.** Moreover, it is determined to inherit the nation's good traditions and oppose to corruption or any immoral conducts.
- 1.3 **Transparency Management.** The Company's management has been set under a clear-cut written policy. The bookkeeping, the financial report and information are properly handled to comply with laws and regulations and meet international standard. Accurate, Clear and timely information is to ensure criteria and terms for information disclosure.
- 1.4 **Responsibility for society environment and good morality.** The Company operates its business on the basis of responsibility for society and environment. It also intends to give a hand to those who are socially disadvantaged.
- 1.5 **Deliberation.** The Company's management is based on responsibility and deliberation in order to avoid any impact and risks.

Role of Stakeholder of SUTHA



Code of Conduct for the Company's stakeholder

The Directors, Executives and Employees are required to follow the code of conduct towards all stakeholders by setting the code of conduct requiring all those concerned to comply with good corporate governance and code of business conduct (document no. CS20150601). They must also follow the anti-fraud and anti-corruption policy regulated by the Board and basic guidelines for the stakeholders as follow;

Practice to Shareholders

1. Adhere to good business management and the equal rights of the Shareholders.
2. Operate with efficient business management in order to create compensation and added value for the shareholders
3. Perform duties based on honesty and transparency as well as providing protection for the shareholder's properties and without causing a conflict of interest likely to lessen the rights of minority shareholders
4. The Company shall facilitate procedures for minority shareholders to propose additional agenda items prior to a Shareholders' Meeting or to nominate candidates for the position of Director in compliance with applicable rules and regulations;
5. In a Shareholders' Meeting, matters will be considered and voted on based on the agenda that was previously determined without changing any important details and information or adding unannounced items during the meeting without any pressing necessity;
6. In order to assist shareholders who are unable to attend the meeting in person, such shareholders may appoint any person or an independent director as his/her proxy to attend the meeting and vote

- on his/her behalf. The names of the independent director(s) who can be authorized as proxies shall be listed in the notice of the Shareholders' Meeting;
7. The Company promotes the use of ballot cards for each important meeting agenda item, such as related parties and transactions and transaction related to acquisition or disposal of the Company assets, in order to ensure transparency and accountability. During the election of Directors, the shareholders may vote to elect each Director individually; and
 8. To provide written guidelines in regard to keeping and protecting the use of insider information and to disseminate such guidelines to everyone in the Company for compliance, as well as requiring each director and executive, who has a duty to report his/her securities holdings according to law, to submit such reports to the Board.
 9. Implementation of practice in accordance with the guidelines concerning shareholders' rights and provide practice with the result that shareholders receive equal rights

Practice to rights of shareholders

1. Information Provided Ahead of the Shareholders' Meeting

- 1.1 Send the meeting schedule with its agenda and the committee's comments to the Stock Exchange of Thailand (SET) and have it publicized on the Company website for at least 30 days before the meeting day and send a meeting appointment letter to every shareholder by registered post 14 – 21 days before a Shareholders' Meeting.
- 1.2 Inform the shareholders about different regulations used in the meeting including procedures on voting, resolution and the right to vote for each type of share.
- 1.3 Make English and Thai meeting invitation letters to invite the shareholders to attend the meeting.

2. The Protection of the Rights of Minority Shareholders

- 2.1 Allow minority shareholders to propose additional agenda items in advance including a list of the persons to act as committee members and questions to be raised. The regulations should be announced on the websites of the Company and Stock Exchange of Thailand (SET).
- 2.2 Criteria for the Right of Minority Shareholders are disclosed on the Company website.
- 2.2 Authorize the shareholders to appoint individual committee members.

3. Prevention of Internal Information Usage

The Board of Directors specifies the written guidelines to save and prevent internal information usage in the policy which covers the management of internal information. Everyone in the organization is required to follow these guidelines which will also be announced in the annual report below.

- 3.1 The directors, executives, employees, and staff of the Company are prohibited to disclose and/or seek to benefit themselves or others with usage of insider information of the Company, either directly or indirectly, whether they receive any benefit in return or not.
- 3.2 The directors, executives, and persons who take executive-level positions in the financial or accounting areas and are section managers or the equivalent shall be educated in the duties of preparing and submitting the report of security holdings of themselves, their spouses, and their minor children to the Securities and Exchange Commission in accordance with Section 59 and the penalty provisions in accordance with Section 275 of Securities and Exchange Act B.E. 2535.
- 3.3 The Company prescribes that the directors, executives, and persons who take executive-level positions in the financial or accounting areas and are section managers or equivalent, as well as related operators, shall cease purchasing and/or selling securities of the Company for a period of one month prior to the Company publishing information regarding its operational results and financial status or information that is essential and affects the price of the securities, until the Company has disclosed such inside information to the public.
- 3.4 The Company prescribes that the directors, executives and persons who take executive-level positions in the financial or accounting areas and are section managers or the equivalent prepare and submit a report of their holdings of securities of the Company held by themselves, their spouses and minor children to the secretary of the Company. The preparation and submission must be made within 30 days after taking the position and the report shall be made to the Office of the Securities and Exchange Commission and to send in advance 1 day before a purchase or sale of securities or sent within 3 working days of making a purchase or sale of securities, as specified by the Securities and Exchange Act. The copy thereof must also be sent to the secretary

of the Company on the same date the original is sent to the Office of the Securities and Exchange Commission.

The directors, executives, employees who violate this policy regarding the use of insider information shall receive disciplinary action and/or be punished in accordance with the law, as the case may be, taking into consideration the intent of the act and severity of such guilt.

Practice to Customers

1. Disclose accurate and complete information on goods and services.
2. Be prepared to provide information as well as requirements and conditions relating to the Company's goods and services to the customers. The information includes the written conditions as follows:
 - 2.1 Cost of goods and services or any related expenses which are not mentioned in the cost conditions of goods or services.
 - 2.2 Quality of goods, packaging and delivery conditions.
 - 2.3 Other information relating to the mutual agreement between the Company and customer.
3. Inform the customer in advance in the case of any changes of terms and conditions relating to the customer.
4. Be prepared to answer the customer's questions including those pertaining to goods, services, complaints, suggestions and the follow-up of the progress of subjects raised by customers. However, this must be carried out in friendly manners and the employees must always be prepared to troubleshoot for the customers.
5. Agencies relating to sales, marketing and services should be equipped with communication instruments to facilitate customers rapidly.
6. Keep confidential information and trading secrets of customers confidential.

Practice to Trading Partners and Creditors

1. Have defined regulations and practices under the Procurement Ethics and guidelines on procurement and selection of trade partner's/business partners.
2. Follow agreements with trading partners and creditors impartially based on fair compensation to both sides.
3. Negotiate with trading partners and creditors in advance in the case that any agreements cannot be followed, in order to find solutions and prevent damage.
4. Provide accurate and complete information on time.
5. Neither request nor offer any dishonest interest to trading partners or creditors. Should such undesirable behavior occur, negotiate with creditors to agree on solutions fairly and rapidly.

Procurement Ethics and Guidelines on Procurement and Selection of Trade Partners/Business Partners

The Company has promulgated a set of guidelines for the procurement process and employment, according to suitability and efficiency, in order to maintain a positive corporate image. The Company has defined the following procurement ethics for the Company to observe:

1. Acceptance of gifts, tokens, entertainment, and preferential treatment

1.1 Acceptance of gifts or tokens

The Company requires that all employees do not accept gifts or tokens that may be perceived as bribes. However, accepting gifts or tokens of low value on traditional occasions, including calendars, diaries, or stationery items normally considered nominal tokens, is not an issue.

1.2 Acceptance of entertainment

Acceptance of entertainment can be considered based on suitability. Nevertheless, the Company advises that it should be avoided unless absolutely necessary. In addition, it is against the Company's ethics to ask trading partners for treatment at parties or other entertainment functions.

1.3 Preferential treatment

In case of a bidding being open to trading partners, the process must be carried out without any preferential or intimate treatment to any particular suppliers or vendors that could be perceived as unequal, leading to misunderstanding with other bidders who may pull out from the bidding. In addition, the image of improper behavior can harm the Company's reputation.

2. Procurement process

- 2.1 Numerous suppliers or venders will be allowed to present their products and services so that the Company can select the best, most appropriate and beneficial suppliers or venders (In the case of a non-specific product).
- 2.2 The selection of bidders should be screened for high quality trading partners who are interested in the particular bidding. Selecting a large number of bidders for the sake of filling numbers without consideration to their capability to fulfill their obligations will result in poor quality of procurement and unfairness to the Company as well as its other trading partners.
- 2.3 All suppliers or venders must be provided with the same written information and conditions.

3. Conduct toward a Supplier or Vender

- 3.1 Both the purchasers and sellers should interact with each other with honesty, fairness and etiquette.
- 3.2 The suppliers or venders should be informed of the Company's procurement process as soon as they apply to be a trading partner of the Company and must be informed immediately if there is any change.
- 3.3 The inspection of a received product and the payment process for Suppliers or Venders should be conducted rapidly, carefully and fairly. Any attempt to slow down the process is considered a violation of the Company's ethics.
- 3.4 Any attempt to help the Company's suppliers or venders avoid tax payment is also a violation of the Company's regulations.

Guidelines on Selection of Trade Partners and Business Partners

Qualification of Trade Partners/Business Partners

1. They must be manufacturers, entrepreneurs, distributors, agents, employees or laypersons who possess references and/or a location which can be investigated.
2. They must own equipment, warehouses, financial status and demonstrate reliable business performance and service.
3. They must cooperate with the Company to complement regulations and guidelines.
4. They must be facilitators or persons who deliver goods together with the after-sales services or process any other conditions as specified by the Company.
5. They must be the trade partner/business partners who do not have business conflicts with the Company.
6. They must not be the trade partners/business partners who have a record of illegal trade due to fraud.

Procedures on Trade Business and Transaction with the Company

1. Trade partners/business partners are required to carry out the next step as soon as they have offered a price, checked price or agreed on the trading.
2. In the case of juristic persons, they are required to present a tax payment identity card (Pho. Po 20), and if they are laypersons, they must present identity cards or tax payment identity cards in order to be registered as the Company's trader or facilitator.
3. Comply with conditions including the procurement system and the payment conditions in line with the Company's procurement system and payment system.
4. The Company's written purchase order and agreement contract are considered business obligations.
5. The trade partners/business partners are also required to put up a guarantee or earnest money in the purchase or contract procedures which will be explained in a written document. The guarantee or the earnest money will be returned to the trade partners when the business obligation has been completed.
6. The trade partners/ business partners are then required to hand over the tax invoice as well as receipt and other related documents in order to receive payment at the place and time scheduled by the Company. The payment for goods/services for the withholding tax and other obligations mentioned in the contract such as guarantee and earnest money will be carried out by means of cheque or transfer to the account of the trade partner/business partner.
7. The trade partners/business partners are able to have information on said trade partners/business partners corrected by contacting the procurement agencies and handing over the correction document which has been approved by the authorities of the trade partners/business partners.

Practice to Business Competitors

1. Compete within a framework of fair competition.
2. Do not search for a competitor's confidential information or secrets through any dishonest or illegal methods.
3. Do not damage the competitor's reputation by means of defamation or releasing any untrue information or through unfair conduct.

Practice regarding Intellectual Property and Avoidance of Pirating Intellectual Property and Copyright.

1. Employees are required to act in accordance with the laws, regulations and obligations pertaining to intellectual property, patent, copyright, trade secrets and other ownership information.
2. Employees are required to examine any externally submitted work or rights information to make sure that it does not pirate others' intellectual property.
3. Employees are required to use software that has been permitted by the copyright owners or as provided by the Company only, in order to prevent intellectual piracy.
4. Employees are required to hand over any intellectual property to the Company when they terminate employment.
5. Any work on intellectual property initiated by Company policy is considered the Company's work and intellectual property.

Practice to Society and the Public

1. Operate the business fairly and follow a code of conduct based on good morality to assure that all stakeholders are fairly treated.
2. Counter corruption, and support, supervise and encourage employees, representatives, trading partners and contract partners to be aware of corruption and anti-corruption measures by performing as a leader and setting an example by acting within an honest and moral framework towards all stakeholders, observe anti-corruption policy and set guidelines to assess the risk of fraud, including implementation with a social responsibility policy.
3. Respect human rights, follow regulations on human rights, and urge all employees to adhere to an international standard of human rights, as well as encouraging co-investors and trading partners to do likewise.
4. Treat labor fairly in accordance to labor law as well as labor welfare and ethics. Create fairness and respect for individual rights in order to assure stability and peaceful relations. Promote opportunity and career progress, as well as enhance employees' potentials and pay attention to their standard of living.
5. Show responsibility to consumers by producing only high-quality goods and services together with efficient management. Create trust and relationship with customers both before and after sales. Provide information technology together with accurate information so that the customers can make informed decision before buying products and service. Conduct research and development to create innovative products and services with importance given to corporate social responsibility.
6. Conserve the environment as well as promote practical environment management and utilization, and implement appropriate measures against pollution for the employees and the community.
7. Develop community and society. Promote and provide cooperation with both public and private sectors in a bid to jointly develop and strengthen a desirable community. By this, the community will be promoted in various fields including education, art and culture and morality as well as employment and skills in order to eliminate and prevent any threats to health, life and assets.
8. Develop and publicize innovation, such as in production technology and production factors which are environmentally friendly. Do the utmost to create value and added value in order to bring about positive changes to the community, culture and environment.

Practice for the Board of Directors, Executives and Employees.

1. Perform duties with responsibility and treat those concerned in line with the Company's ethical guidelines for business operations.
2. Perform duties based on law, regulations and policy. Adhere to requirements to study rationalities and regulations in order to find accurate, appropriate and up-to-date direction in line with changes under

the law, regulations and policy. In addition, understand and acknowledge the impact or damage caused by nonfeasance.

3. Perform duties in line with individual knowledge, competence and skills for the benefit of management and administration. Adhere to requirements to enhance such knowledge, competence and skills in order to assure steady development and progress of the Company's business.
4. Refrain from seeking undue benefits or misappropriating the assets of the Company or its customers. In addition, do not accept any position other organizations which would lead to a conflict of interest.
5. Avoid disclosure or utilization of confidential information.
6. Perform duties with honesty. Do not abuse the position or conduct any dishonest business activity with the Company, including shareholders, customers, trading partners and any stakeholders.
7. Create and maintain a harmonious atmosphere. Participate in creative activities without prejudice or personal opinions which would result in social disharmony. Also avoid any activities which would affect the Company's good image.
8. Do the utmost to prevent the Company's assets from damage or loss. Use these assets efficiently and do not use them for one's own personal benefit or that of others.
9. Do not engage in the following conduct of seeking personal benefits:
 - Request or accept any benefits from customers as well as trading partners, contract partners, brokers and facilitators as compensation for performances.
 - Request or accept any profit from customers, trading partners or contracts or offer them special compensation in return which would be considered a violation of the Company's conditions.
10. Do not publicize internal information regarding investments, which has not been announced for publication, for personal benefit. At all times strictly follow the policy of internal information usage.
11. In regard to relations and contact with internal information on the Company's performance, do not trade in the Company's securities during lock-up periods.

Practice of Directors and Executives in regard to Employees

1. Provide compensation in line with knowledge, competence, responsibility and performances of each employee.
2. Promote, develop and enhance knowledge and competence of employees to ensure their progress and occupational security.
3. Promote participation of employees particularly on the working requirements and the Company's problem solving.
4. Maintain working environment in order to secure the health and safety of the employees and their properties
5. Reward or punishment must be made on the basis of accuracy, justice and honesty.
6. Follow the law and regulations relating to the labor law and welfare of the employee.
7. Avoid unfair administration and management, and incorrect which affects progress and stability of the employee's career.
8. Treat employees on the basis of human dignity and respecting personal rights and duties.

Illegal Drugs, Substance Abuse and Alcohol

(Definition according to the law in each work area)

1. You must not possess, use, sell or distribute, buy or be under the influence of alcoholic beverages, illegal drugs, or narcotics while working or present on Company property. If you need to take narcotic medicine(s), you must obtain a doctor's note explaining explicitly the need to take them while working or on Company property. In addition, if you are required to work in a dangerous condition, you must also obtain approval for the use of the prescribed narcotic medicines from the security officers and your supervisor.
2. You shall agree to be subject to random testing for narcotics, illegal drugs and alcohol while working or at the workplace.

2. Anti-corruption

The Board of Directors' policy aims to comply with the laws and set guidelines to ensure compliance with anti-corruption policies continuously. The Company is committed to support and supervise its executive, employees, agents, partners, and contractors to be aware of potential corruption and anti-corruption policies by showing its leadership in being anti-corruption. As the Company is a member of Partnership against Corruption for Thailand (PACT Network), it thus acts within the scope of definitions given by the Company as follows:

Fraud and corruption include any act for unlawful advantage and any practice or omission of duty and/or abuse of power, violations of law, ethics, regulations or policy of the Company in order to secure any form of unlawful advantage such as soliciting, receiving, offering, or giving cash or any property including cash, goods or other favors, as well as any other benefits, to government officials or individuals who engaged in doing business with the Company for the benefit of the Company, and include:

Political contributions refer to financial aid or otherwise in order to support political activities such as money lending, personnel support, providing goods or services, advertising to promote or support the political parties, buying tickets for raising funds or donating money to an organization with close ties to political parties, and so on. The anti-corruption model with;

Guidelines for Good Practice

1. The Company encourages employees in all levels to realize and be conscious of the anti-fraud and corruption campaign. It also provides an internal control in a bid to prevent corruption and bribery extant in every country in which the Company makes an investment.
2. The Company shall create conscience, instill morality and stimulate a positive attitude among the employees requiring them to honestly adhere to the law and regulations.
3. The Company shall create an efficient and effective internal control system with audits and appropriate use of power to prevent employees from any involvement in corruption.
4. The Company's directors, executives and employees shall refrain from any behavior relating to the demand or acceptance of assets or any other benefit or from condoning corruption for themselves or families, friends and acquaintance or others which may influence toward misconduct, cause dereliction of duties or cause harm to the Company.
5. The Company's directors, executives and employees shall refrain from offering assets or any other benefits to external parties with the intent to influence such parties to engage in misconduct or abandon their duties or to pay a bribe for the benefit of the business.
6. The Company shall report its financial statements accurately and transparently.
7. The Company shall provide communication channels for employees and related parties for whistle-blowing, on the condition that whistle-blowers will be given complete protection. The Company shall also appoint officers to investigate such claims.
8. In order to clarify how the operation is of high corruption risk; the Company stipulates the administrators and all staff members to strictly adhere to the guidelines as follow;
 - 8.1 Political contributions refer to financial aid or otherwise in order to support political activities such as money lending, personnel support, providing goods or services, advertising to promote or support the political parties, buying tickets for raising funds or donating money to an organization with close ties to political parties. However, it does not include the employees who join the activities on their own right; nevertheless, they cannot present themselves as Company representatives or use any Company assets, devices or instruments for political purposes. The Company insists on political neutrality. The Company will never provide a political party, politicians or a party's candidates with financial assistance for the benefits of the Company.
 - 8.2 Charitable contributions, donations and aid grants may result in risk to the Company as such an activity is concerned with payment without obvious profit, used as an excuse to prevent a charitable contribution with concealed purposes. The Company stipulates policy and regulation as follows:
The Company is determined to provide donations for foundations, including associations, public charity, nursing homes, schools, Red Cross society and temples all of which are registered with the government Revenue Department, and these donations can be used as a tax deduction. It also scrutinizes provided donations for annual activities organized by either the Company or the temples under the allocated amount in the budget. In the case of an emergency caused by a

- public hazard or natural disaster, a donation can be made after obtaining approval from the administrators. However, in order to closely monitor and scrutinize the donation, extensive details and photographs must be attached together with the donation proposal.
- 8.3 Sponsorships are a way to publicize the Company's business reputation which is different from donations for charity. This may be done for the purpose of business, brand or reputation of the Company which is risk because it is a payment for services or benefits that are difficult to measure and track. Sponsorships may be linked to bribery. The Company has established policies and guidelines regarding to the sponsorships, process to review and control, details as follows:
 - 8.3.1 The sponsorships must be examined or proved that activities are truly carried out for social benefit or as an act of corporate social responsibility. In this case, various necessary documents including receipts, project details and logo photo must also be attached.
 - 8.3.2 The sponsorships can be calculated, such as a contribution of accommodations and food, which is not related to the benefits for individuals or any agencies except as a decoration of honor traditionally practiced.
 - 8.3.3 The sponsorships can be made only if the payee is specifically identified together with the request document so as to obtain approval from the Company's administration.
 - 8.4 Funding expenses provided to welcome customers and other hospitality expenses. The Company realizes how good relations with its business allies can lead to continual achievement. It therefore allows staff members to either give or receive gifts, hospitality or other benefits within conditions specified by the Company as follows:
 - 8.4.1 The activities are carried out in line with the sales promotion policy, the trade conditions or the counselling service. It also includes the expenses of travelling, accommodations, food or gifts provided by customers or any expenses provided to welcome the customers, the investors or the shareholders who visit and observe the Company's business management. This includes the gifts occasionally provided on annual festivals.
 - 8.4.2 The expense funding is in accordance with related law.
 - 8.4.3 The expense funding is for the benefit of the Company and for not the personal benefit of the employees.
 - 8.4.4 The expense funding is not a kind of cash gift or equivalent to cash such as gifts or present readily exchangeable for cash.
 - 8.4.5 Gifts or hospitality are offered in line with appropriate tradition or festivals.
 - 8.4.6 Gifts or hospitality must not be offered especially during a bidding or procurement.
 - 8.4.7 They are openly offered and not contrary to procurement ethics.
 9. Anti-corruption policy covers the personnel management process including personnel selection, the promotion, the training, the working evaluation and bonus. For this reason, the superiors in all levels are required to create a right understanding among the employees and urge them to strictly adhere to this policy. They also have to closely monitor implementation of the policy to ensure operations are carried out efficiently.
 10. The Company will provide justice and protection for any employee, or others, who provide notification regarding the whereabouts of or evidence related to corruption in the Company and its group company, including any employees who object to said corruption. They will be given protection under the protection measures as regulated in the whistleblower policy.
 11. Those who are involved in fraud and corruption which are considered as offenses within the regulations of personnel management are to face disciplinary punishment or legal punishment if the acts prove to be legal offenses.
 12. The Company will regularly examine the guidelines and operational measures in order to comply with any legal changes and the business conditions.
 13. In order to closely monitor the operations in line with the anti-corruption policy, the Company administration are required to afford an annual self-assessment.
 14. The Company requires all staff members, including the Board of Directors, the executives and employees to strictly adhere to anti-fraud and corruption measures and also urges its business partners to jointly carry out these measures. The co-company or sub-company, if likely to be set up in the future, is also to adhere to this policy.

Responsibilities and Monitor Control

- The Board of Directors is required to comply with anti-corruption policies, and put these policies into practice.
- The Board of Directors has authorized the Managing Director to set up sub-committees. At present, the Managing Director has established sub-committees including a Safety and Health management committee, Energy preservation management committee, Quality management committee, and Management Committee. These committee members are authorized to jointly deliberate different fields of work and assign administrators in each agency to monitor and supervise operations in order to ensure good corporate governance policy.
- The Audit Committee consists of independent directors who are responsible for reviewing internal control system and giving their opinion about internal control system, as well as ensuring that the Company complies with related laws.
- The Audit Committee is in charge of assigning an internal auditor to review the internal control system. If the internal auditor is an external agent, the Audit Committee shall appoint a person who can coordinate with the internal auditor or assign the Committee's secretary to act as the coordinator.
- The Audit Committee is in charge of assigning an internal auditor to review the internal control system. If the internal auditor is an external agent, the Audit Committee shall appoint a person who can coordinate with the internal auditor or assign the Committee's secretary to act as the coordinator.
- The Internal Audit Coordinator shall be responsible for receiving any complaints or any claims and coordinate with the internal auditor to review and report to the supervisor or Manager or Audit committee about complains.

Whistle-blowing or Complaint-making

Establishment of measures for whistle-blowing or complain-making against unlawful or unethical actions or behaviors that may be regarded as malfeasance or fraud by any person in the organization, whether employees or stakeholders including inaccurate financial statement reporting or a faulty internal control system. Establishment of a protection mechanism for whistle-blowing so that stakeholder may contribute to more efficient stewardship for the Company's benefit.

Matters for Whistle-blowing or Complaint-making

1. Unlawful actions, corruption, fraud, or violation of ethics by directors, executives and employees.
2. Inaccurate financial statement reporting, faulty internal control system and other risks.
3. Matters relating to the interests or reputation of the Company.
4. Potential damages to the financial status or assets of the Company
5. Suspicion/fault of the employees' duty performance or any non-transparent activities of the shareholders.

Contact details for Stakeholder / Receipt of Complaint:

Internal Auditor / Internal Audit Coordinator

Golden Lime Public Company Limited
7 Soi 11 Sai 3, Moo 12, Saraburi-lomsaksaimai Road,
Chongsarika, Pattananikom, Lopburi 15220 Thailand
Telephone Number: 66 (0) 36 436 178
Email Address: ac.internal@goldenlime.co.th or

Audit Committee Secretary

Golden Lime Public Company Limited
No. 89 Cosmo Office Park, 6th Floor, Unit H,
Popular Road, Banmai, Pakkret, Nonthaburi 11120 Thailand
Telephone Number: 66 (0) 2017 7461 - 3
Email Address: glmis@goldenlime.co.th

Reports can also be made by means of the whistle-blowing channel on the Company's website, by making an inquiry regarding Company information, at www.goldenlime.co.th

Whistle-blowing Protection Mechanisms

- Set up a database for the confidential information of whistle-blowers and establish punitive measures against the officers in charge of keeping such a database if the confidential information is leaked.
- This database must be made accessible to executives at the level of senior executive management only.
- The Committee is determined to provide protection for the administrators or employees who report corruption or who adhere to anti-fraud and anti-corruption policy, which may otherwise result in the loss of business opportunity. It also seeks prevention for the employees from any penalty or position downgrade as a result of strictly adhering to the guidelines.
- It falls under the authority of the superiors or supervisors of all those accused to give proper directives to protect whistle-blowers, witnesses, and those who provide evidence to the investigation to keep them out of danger, difficulties, or unfairness due to their making complaints, serving as witnesses, or giving information.

Questions or Recommendations

Any question or recommendation on corporate governance and anti-corruption policies should be addressed to the Secretary to the Audit Committee and Secretary to the Board of Directors, Telephone Number 0 2 017 7461-3 or Email: glmis@goldenlime.co.th

Punitive Measures

1. Those found guilty of serious misconduct will be dismissed from the Company and face legal punishment if they are found to be guilty of legal misconduct. Those found guilty of minor offences will face score reduction or a suspension from duties without any wages. They will also face a score reduction for job evaluation as well as the restriction from promotion and the restructure of income rate.
2. The superiors are to reprimand those found in violation of the Company's ethics including by score reduction for job evaluation, restriction from promotion or the restructure of income rate.
3. Those found in violation of the Company's regulation will receive a written reprimand from the Human Resources Department including score reduction for job evaluation, restriction from promotion or the restructure of income rate.
4. In case the offenders are the high-ranking administrators or on a Company committee, findings of the investigation must be forwarded to the Board of Directors in order to determine the penalty. The penalty will be based on legal considerations and good corporate governance.

The Company specifies the guidelines to prevent corruptions as follows:

- 1) Procedure of the assessment of corruption risk
- 2) Guidelines to monitor, supervise, and prevent any involvement in the corruption risk
- 3) Guidelines to follow up and evaluate operations to prevent any involvement in corruption as approved by the Audit Committee and the Board of Directors last update on 9 November 2017 which is part of the handbook of the Company's good corporate governance and ethics

Procedure of the Assessment of Corruption Risk

The Company has regulated the risk management system based on business operation in a bid to prevent and suppress corruption or any activities of high risk from corruption likely to occur as a result of the Company's business operation. It also evaluates the risk level including its chances and effects as well as regulates the anti-corruption measures based on evaluated risk including the achievement evaluation and resources to be used to lessen the risk and follow up on the performance appraisal.

Guidelines to Monitor Supervise and Prevent Any Involvement in Corruption Risk

The Company has regulated guidelines to monitor, supervise and monitor the risk on fraud and corruption as follows:

1. Procedures, including an internal control system and risk management, which cover important work systems such as the sales and marketing system, procurement, control, budget management, account record and payment. This aims to prevent as well as monitor the risk on fraud and corruption and provide appropriate suggestions for solutions.

2. Provide a channel of information including evidence or complaint of a legal offense or a violation of the Company's business ethics, as well as guidelines to prevent any involvement in corruption, suspicions on the financial report or the internal control system. The Company is to provide protection for those who submit information or evidence. The information is to be treated as confidential. The Company must exercise disciplinary or legal punishment. Protection will be granted to those who submit evidence or complaint by means of written statement.

Heads of each department are in charge of monitoring the operations and informing the persons in authority.

3. **Respect for human rights**

The Company will promote the monitoring of observance of human rights requirements within the Company and motivate the observance of human rights principles which are the international standard, covering the corporations in joint venture and partners. In addition, the Company will promote the knowledge in and create awareness of human rights for personnel in the Company so that they adhere to and observe the human rights principles.

The Company conforms to and complies with the human rights principles of the United Nations, which include the prohibition of forced labor and child labor. The Company also complies with the labor laws of all countries where it does business. The Company is committed to providing a safe, healthy and drug-free work environment, and treats all employees equally regardless of their ethnicity, nationality, gender, age, skin color, religion, disability, or any other condition or characteristic that does not interfere with performance. It provides equal employment and career advancement opportunities, and ensures that the workplace is free from all forms of threats, discrimination, harassment and violation of personal freedom for all Executives, Employees and everyone associated with the Company.

The Company respects and understands the right to privacy of the Directors, Executives and Employees. However, the Company reserves the right to inspect all data transmitted on the Group's network, including data on computers, e-mails and telephone calls (under applicable data privacy laws) to ensure compliance with the Group's policies.

Privacy, Equal Treatment and Anti-Harassment

1. You must not disclose the personal information of the Company Employees, or disclose matters that are work-related or personal, or criticise other Employees in a way that may cause damage to their reputation or to the Company's image, except as required by law.
2. You must not discriminate against an individual based on your personal relationship with that individual, or based on his or her ethnicity, nationality, gender (including pregnancy, and sexual preference), age, skin color, religion, disability, personal views or any other condition or characteristic that is not concerned with work.
3. You must not act in any way that may be perceived as a threat, intimidation, aggression, harassment or verbal abuse causing embarrassment or fear, or create a discouraging, harmful, or disruptive workplace environment. This includes sexual harassment, assaults, obscene acts, rude remarks, or sexual abuse, whether verbal or physical, as well as any acts that are considered harassment by law or threats.

On 14 November 2018, the Board of Directors Meeting No. 5/2018 approved the following policy:

Privacy Policy

Golden Lime Public Company Limited and its subsidiaries (collectively known as "the Company") recognize and respect the privacy of Personal Information (as defined below). Therefore, the Company has established a Privacy Policy ("this Policy") to govern its actions in relation to the collection, use and disclosure of Personal Information.

Scope of the policy

This Policy applies to all Personal Information that the Company collects for the purpose of providing an individual with the products and services the Company offers as well as to the Personal Information which is required to be collected from its employees in the context of an employment relationship. In this Policy,

“Personal Information” means any information by which an individual can be identified. This may include but is not limited to, the individual’s name, gender, and age, date of birth, mailing address, e-mail address, and telephone number.

Consent

Personal Information will be collected, used and disclosed only with the individual’s consent. The consent can be given electronically or in writing. In the following circumstances, Personal Information may be collected, used or disclosed without consent:

- (1) When the Company collects Personal Information for study, research or statistical purposes.
- (2) If it is necessary for the Company to prevent occurrence of serious harm to an individual or a third party, or damage to their property.
- (3) When the Personal Information is already publicly known.
- (4) When the Company is in compliance with applicable laws, regulations or notifications.

Collection of Personal Information

The collection of Personal Information shall be limited to that which is necessary for the purposes identified in this Policy or otherwise disclosed to the individual. All Personal Information must be collected by fair and lawful means.

Use of Personal Information

The Company shall identify the purposes for which all Personal Information will be used at the time it is collected. The Company generally uses Personal Information for the following purposes:

- (1) To establish, develop and preserve its business relationships with customers and other individuals with whom it deals.
- (2) To understand customer needs and preferences, and determine eligibility for products and services.
- (3) To respond to any inquiries.
- (4) To send newsletters.
- (5) To administer its websites.
- (6) To conduct market research, surveys and data analysis.
- (7) Other purposes in respect of which the Company is in compliance with related laws, regulations and/or notifications.

Disclosure of Personal Information

The Company may disclose Personal Information to the following third parties:

- (1) The Company’s Major Shareholders and affiliated companies.
 - (2) Service providers and business partners that have been contracted to provide services to the Company or act on behalf of it.
 - (3) Any parties that are involved in a merger, acquisition, or sale of all or a part of the Company’s assets.
- In addition, the aforementioned third parties are required to adhere to this Policy.

Retention of Personal Information

All Personal Information collected by the Company will be retained for as long as it is needed to fulfill its intended purpose or comply with related laws and regulations. When Personal Information is no longer required, the Company will ensure that it is securely deleted or destroyed in full.

Access to Personal Information

An individual may access his or her Personal Information collected by the Company and can alter or delete any of the details he or she has provided by submitting a written request to: glmis@goldenlime.co.th. In order to prevent unlawful acquisition or alteration of Personal Information by third parties, the Company will ask the individual to confirm his or her identity. The Company will respond to every request to access Personal Information in a timely manner. In exceptional and limited circumstances, such as where information contains references to other individuals or cannot be disclosed for legal or security reasons, the Company may deny the request.

The Right to Choose

An individual has the right to choose how information is collected and used or disclosed. This includes "opting out" of some programs, setting privacy preferences, and unsubscribing from certain kinds of emails or letters.

Security

The Company uses appropriate physical and logical security measures to protect all Personal Information. Please be aware that, although the Company takes all reasonable precautions, no security measures are perfect or unbreakable. However, a robust policy is in place to limit any security breaks.

Compliance with Laws and Regulation

The Company strictly complies with all Thai laws and regulations related to the collection, use and disclosure of Personal Information.

Contacting the Company

Any questions, comments or complaints about this Policy should be directed to the Company at: glmis@goldenlime.com

4. Behaving towards labor with fairness

The Company adheres to the practice of behaving towards labors with fairness, complying with the law and ethics, creating fairness, and respecting personal rights to create peace and stability, and will promote opportunity and progression in work as well as develop the capability and take care of the living standard of employees.

Workplace Environment

1. You must not create or contribute to a workplace environment that is unsafe or unhealthy. If you encounter an unsafe or unhealthy workplace condition, please report it to your supervisor or the responsible unit so that measures can be undertaken to remedy the condition.
2. You must not use your professional authority or allow others to exploit your authority to directly or indirectly seek inducements or other improper advantages for business or financial gain for yourself or others.
3. You must not persuade or influence your co-workers or your supervisor to use office hours for activities that do not benefit the Company.
4. You must mentor your subordinates and help them improve their work performance by sharing your knowledge and skills, and providing them with any necessary support and training. You must also assess their conduct and impose any appropriate penalties for violations as outlined by the Company's codes, rules and regulations.
5. You shall cooperate with internal audits by providing information, documents and evidence used in conducting an audit, without withholding, distorting, forging, or interfering with any documents or the auditing process.
6. You shall listen to your supervisor's advice and not overstep your duties or disrespect your supervisor unless necessary or unless you are following the order of someone higher in rank than your supervisor.
7. You shall cooperate with the Company's corporate social responsibility (CSR) activities as you see appropriate.
8. You may not demand or solicit contributions with the exception of charities or not-for-profit entities.
9. You shall wear appropriate attire for your job and the Company's image, as well as being respectful of the traditions of each locality.
10. You must not conduct yourself in any manner that may damage the Company's reputation.

5. Responsibilities towards consumers

The Company will produce goods and services and manage them efficiently to build trust and relationship with the customers both before and after sales. The Company will prepare storage system and give sufficient and true information as well as give knowledge to customers for accompanying their decision to buy the goods and services. In addition, the Company will do research and development to create innovation for goods and services with the emphasis on the processes and activities that benefit the society and environment.

The Company will provide the quality control procedures, test, and agency in order to monitor the quality of goods and services, including delivering goods and services to customers based on Quality Management System, ISO 9001: 2008, including the environment system management, ISO14001 and the occupational health and safety system management, OHSAS18001, and as well as providing details and information of goods and services for customers and interested persons can download it from the Company's website.

The Company has customer satisfaction assessment procedure covered in every aspect of business including product quality and services. The results of the assessment are used as a guideline for the Company development. In the Year 2017, the Company has applied for standard verification and received approval from two government units which are Thai Industrial Standard for industrial lime from Ministry of Industry and Halal Standard from the Central Islamic Council of Thailand.

6. Environment protection

The Company will promote and support the environmental management that is concretely effective, and use the resources with value appreciation for maximum benefit. In addition, the Company will stipulate the preventive measures against pollution for employees and community.

The Environment Responsibility

The Company is one of the country's largest lime producing companies that aims to produce products with high quality. Meanwhile, it understands the importance of managing its impact on the environment. All kinds of activities must therefore be carried out with regard to environment management and consider any impact to the environment. In order to achieve this goal, the Company has issued the following guidelines:

- 6.1 Strictly adhere to official regulations relating to the environment and cooperate with different organizations to preserve the environment.
- 6.2 Be determined to use resources productively and efficiently to lessen the impact on the environment caused by both present and future operation by means of prevention, supervision and continual improvement.
- 6.3 Specify and review objectives and aims of the environment management activities in order to get it systematically improved and corrected.
- 6.4 Be determined to use resources productively in order to reduce the amount of usage as well as recycle and reuse.
- 6.5 Follow up, examine and evaluate the operation of environment management activities in line with the mentioned requirements.
- 6.6 Promote the use of appropriate working instruments in order to lessen the effect as well as organize activities and publicize the environment management activities.
- 6.7 Promote the continual improvement of the environment.
- 6.8 Publicize all environment management activities to the organization and the general public.

7. Community and social development

The Company will promote community and social co-development with objectives to create public participation, promote and support education, art and culture, and ethics in community, create employment and develop skills, eliminate and prevent threat that affects health, and promote good health. In 2018, the Company had activities to develop various communities and societies. More information please see in the topic "**Corporate Social Responsibility (CSR) after Process**"

8. Innovation and its dissemination

The Company will operate the business to create new innovation that are of value and cause positive change so that the corporation, society, community, culture and environment change to be better. The innovation must create productivity, more value, and socioeconomic and environmental wealth.

Corporate Social Responsibility (CSR) after Process

Activities for social and community responsibility and activities to help local communities, societies and government agencies in 2018 are as follows:

- **Chong Sarika Nai Temple, Lopburi:** The Company has provided refrigerators and gifts from merit making of employees of the Company total value of THB 6,000, and gave 60 packs of drinking water (THB 2,100) to contribute to charity activities and gilded with pearl in front of the Buddha image in the temple on 5 February 2018. In addition, the Company has joined the activity of making merit for good relationship with the villagers by donating 40 packs of drinking water (THB 1,400) and collecting money for making merit of the Company and employees in the amount of THB 30,000.



- **Children's Day, Chong Sarika Sub-district, Phatthana Nikhom District, Lopburi:** On 13 January 2018, the Company has provided food and present (bicycle) total value of THB 9,000 to children and attendees for eating during the activity.

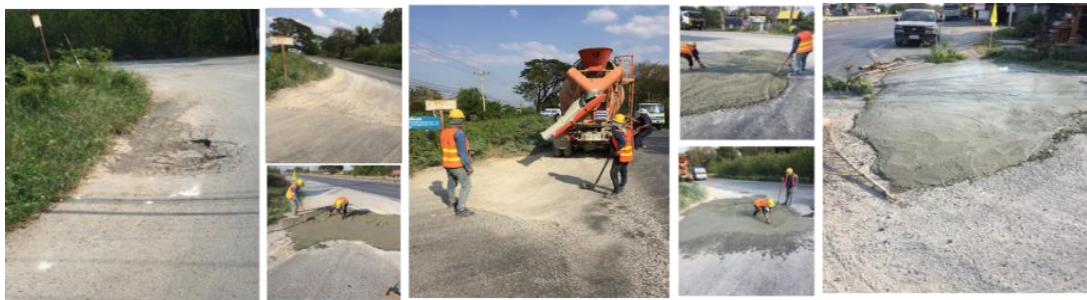


- **Project for improving the quality of life and income by having a school-centered (School Bird Project):** To promote and reform education. Create a school for the community. Applying sufficiency economy principles to make practical use and arrange the school to be a center for providing basic agricultural knowledge. Resulting in the development of economic and social quality. The director of Ban Nong Pho School is having a lemon planting project in the pit pond, making mushroom cultivation for the villagers and those who are interested can apply the knowledge obtained from the school to apply in life according to the principle of sufficiency economy. The Company considers that this project to be a support for agriculture and able to give knowledge to the villagers. Therefore, the Company provided 3 cars of crushed rock (total value of THB 8,100) to adjust the area to Ban Nong Pho School which will facilitate the project.



- **Project for developing and repairing road**

- 1) The main entrance road in front of the factory and the road behind the factory was a pit which may cause accidents. The Company has coordinated to request for permission to repair roads with the Chong Sarika Subdistrict Administration Organization. In the repairing of this road, the Company brought the remaining concrete mortar from the construction work come to fill the road hole. After completion, employees, villagers and route users are more convenient and safer to use the road which can help reduce road accidents.



- 2) Entrance - Exit road of Soi 17 Sai 2 left side, Amphoe Phatthana Nikhom, Lop Buri had a low appearance when it reached the rainy season causing flooding. Students travel to a school difficult. The Company therefore arranged the car and under side stone to the school. With nearby villagers were bringing a tractor to help repairing surface of the road to be able to travel easily and safely.



- **Project for New Year's gift to Phatthana Nikhom Provincial Police:** The Company has supported prize budget as fans and rice cookers in order to participate in the New Year Party event of Phatthana Nikhom Provincial Police. By thanking police officers who had perform their duties during the New Year festival and to take good care of the Company.



- **Project to support an event of King Narai, Lopburi:** For the people of Thailand and both Thai and foreign tourists together to honor the King Narai and conserve the good culture of the local area. The event was held between 10-18 February 2018. The highlight of the event was the dressing of the entire Thai city. An exhibition simulating the atmosphere back to the glory of King Narai. Have organized performances in local arts and culture in order for the people to visit. The Company recognizes the importance of organizing activities of the province and support tourism. Therefore, the Company provide money to support the budget so that the province can continue to organize good activities.



- **Supporting community activities by providing money in appropriate**

- 1) Songkran Festival at Chong Sarika Sub-District Administration Organization, Lopburi: The Company provide money to do activities; Project of development elderly quality of life and inherit the Songkran Festival at the multipurpose building, Chong Sarika Sub-District Administrative Organization.
- 2) Improving the auditorium, Chaloem Phra Kiat District, Saraburi.
- 3) Songkran Festival, pouring scented water onto our parents' and grandparents' hands at Khao Khao Nuea Community, Phra Phutthabat District, Saraburi.
- 4) Songkran Festival, Moo 11 Chong Sarika Subdistrict, Lopburi.



- **Project to helping Khao Khao Nuea Community which living beside the factory of the Company, Na Phralan Branch:** The Company has given rice to the villagers to create a good friendship with communities in the vicinity around our factory.

February 2018 - given rice 15 kilogram, totaling 52 bags (@THB 530/bag), total value of THB 11,960
 August 2018 - given rice 15 kilogram, totaling 52 bags (@THB 530/bag), total value of THB 11,960
 November 2018 - given rice 15 kilogram, totaling 52 bags (@THB 530/bag), total value of THB 11,960



- **Project for the Meeting of the Thai Sustainable Community Project**

The Company went to the Meeting and provided drinking water to villagers who attend the Meeting of the Thai Sustainable Community Project, Huai Pa Wai Sub-district. By the team of operating sets of working groups (12 people) to drive the development of the country according to the Thai Sustainable Community Project, Huai Pa Wai Sub-district, has driven the 1st stage activity, the confession stage, the friendship at the multi-purpose hall, Sri Chom Thong Temple, Baan Tinnon Tai, Moo 11, Huai Pa Wai Sub-district. By the operating team inquired about the life and occupation of people in the area, analysis of problems for households/individuals, find needs of the people/villages as well as exploring needs/problems, prioritize problems to find guidelines/measures/proposals/projects/activities and budget from relevant agencies to solve problems/needs for people in the area. There were 96 people attending the Meeting. The Company provided 30 packs of drinking water (total value of THB 2,000).



○ **Project to support drinking water for other charity work**

- On 10 March 2018: Charity Run Mini Haft Marathon, Phra Ramesuan Stadium, Lopburi. The Company provided 2,400 bottles of water (total value of THB 7,000) for runners and participants. The CSR team participated in this charity run also.



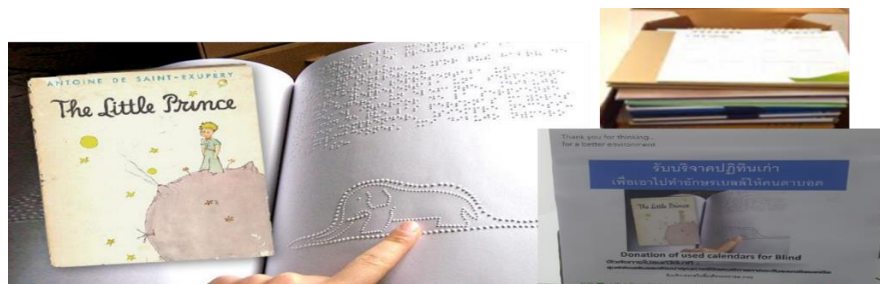
- On 11 April 2018: The Company provided drinking water at public service point, the secondary inspection point in front of the municipal office, Huai Pa Wai Subdistrict and the Sai Si intersection, Chong Sarika Sub-district to support the campaign to prevent and reduce accidents on the road during the Songkran Festival between 12-16 April 2018. The Company provided 90 packs of drinking (total value of THB 3,150).



- **Participate in construction of dam to slow down water, continuing the royal initiative in accordance with the principles of sufficiency economy:** The Company provided 2 cars of underside stone to technician team from Chong Sarika Sub-District Administrative Organization for construction of weir to slow down water at Tor-yang House, Moo 6, Chong Sarika Subdistrict, Lopburi. At the same time, the volunteer staff of the Company joined the construction of the dam with the Chong Sasika Subdistrict Administration Organization, village headman and villagers in the community. In addition, the Company has provided 42 packs of drinking water (total value of THB 1,470) to those who participate with.

○ **Activities for Environment**

- Employees of the Company has compiled old calendars of the year 2017 to Institute for the Promotion and Development of the Blind Northeast to make the bell letter to blind people.



- Employees of the Company has collected glasses of hard plastic used and sent to the Sirinart Rajini Ecosystem Learning Center for use in breeding wetlands.



- Organize a charity event to the King Bhumibol Adulyadej, King Rama IX, on the occasion of the anniversary of the demise on 13 October 2018 and together swept temple yard on Friday 12 October 2018 at Phasukmanee Chak Temple. The Company made merit and purchased cleaning equipment total value of THB 5,258.



○ Activities for Employees

Annual staff health check-ups

Health of staff is important for working effectively and efficiently. Originally, the Company provided annual health check-ups based on risk factors in working. But in this year, the Company added a health check-up program for the employees aged 40 years or more due to possible risk of having underlying diseases because of age such as diabetes, kidney disease, heart disease or certain cancers. The purpose is to allow this staff group at risk to watch over health.

Labor Relations Management.

The Company aims to build a sense of unity among employees and executives to work as a team, love and generosity like a family member, and understanding and positive thought. Particularly, there is a conflict or misunderstanding between colleagues, leaders and followers, executives and employees, this will help reduce such issues. If everyone in the company works together with good attitude and positive thought, care and helping each other, it will create happiness and pleasure at work.

Thus, the Company organizes various activities to build healthy relationships between employees at all levels, include:

We are the same family

Family is the employees' source of happiness, as a part to boost employees' morale. If employees feel safe and secure, the employees will dedicate to produce higher quality work.

- The Company has provided the family welfare for family, who lost a family member (employee), included in the group life insurance. In the event of an employee death, his/her family will receive compensation

from the provided life insurance company. This compensation can be used to support the family, occupational investment for the family security.

- The Company arranges a team to visit their employee whose absence due to illness. The supervisors and their colleagues/HR team will bring some gifts for the patient at home or at the hospital to cheer up and help follow-up the treatment continuously. This will help prevent the feeling of abandonment and create a positive impression with his/her colleagues.

- The Company provided grants for cremation work for family members who died which to bring money to help organize the cremation work.

Building healthy work relationships

In order to successfully create the understanding, positive attitudes and behavior changes in the shared working environment, accept other people difference, develop the potential in people, open up to each other, and build good relationships with colleagues, the employees should have opportunities to participate in the joyful activities to build good relationships with each other. Therefore, the Company provides the “Building healthy work relationships” activities on annual basis, including New Year's Day, Songkran Festival, Outing, to enable employees to join and feel relaxed from their roles and duties.

New Year's Day

The Event of New Year's Day is one of the activities to engage employees from all of departments. This event allows employees get to know each other throughout the following activities;

- o *The Merit Making Ceremony with Monks in the Morning* which all employee can joint to make a merit for their own sake for New Year.



- o **New Year Night Party**, in this year, the activity turns into an evening to match the winter atmosphere. It made happiness, smiles and impresses to all executives, employees and all participants.



Ongoing Training

The Company has provided an annual training plan and domestic and overseas observation tours for employees as necessary and appropriate, in order to enhance their skills needed to execute job duties and increase more training courses for employee improvement.

Type of Training	2018	2017	2016
Public Training (Hours)	690	309	300
Number of Courses	34	16	25
Number of Persons	58	40	41
Average training hours per persons	11.90	8	7
Training Expenses (THB)	200,000	90,300	47,900
In-house training (Hours)	2,349	2,093	2,736
Number of Courses	9	9	9
Number of Persons	212	249	256

Type of Training	2018	2017	2016
Average training hours per persons	11.08	8	11
Training Expenses (THB)	58,500	103,000	70,600
Total Number of Courses	43	25	34
Total Number of Persons	270	289	297
Total of Training Hours	3,039	2,402	3,036
Average training hours per persons	11.26	8	10
Total training Expenses (THB)	258,500	193,300	118,500

Training Course	Training Houses		
	2018	2017	2016
Language and Communication	225	420	570
Productivities & Efficiency	714	12	498
Rules, Regulation and Laws	84	153	51
Health Safety & Environment	762	1092	637
Personnel Management	30	0	339
Preventive Maintenance	0	138	90
ISO standard: Requirement and Risk Assessment	540	12	468
Specific on the job skill via purchasing, Forklift	552	12	324
Accounting & Financial & BOI tax benefit	36	15	30
Directors Course, CG, Anti-corruption, IR, Disclosure, CSR, DAP, DCP etc.	96	36	28.5
Others (Specific on the job skill)		512	
Total Hours of Training	3,039	2,402	3,036

○ Organization and Innovation Development

The Company has the vision to be a leader in production and distribution of lime and calcium carbonate by developing technology and manufacturing innovation knowledge management in the organization to meet the needs of customers. On the basis of giving importance to society and environment including the interests of those who have been involved.

The elements of driving the organization into an organization of innovation comprising the following 5 important dimensions:

Dimension 1: Strategic Dimension

Focus on clear perspectives in setting goals for innovation including strategies for transferring innovation goals to internal departments to understand the importance and be able to formulate guidelines for innovation development in line with the business goals of organization.

Dimension 2: Structures

Focus on strategies for learning and commitment to building a mutually beneficial business including cooperation in the operation, communication between personnel and decentralization in administration and operation within the organization.

Dimension 3: Support

Focus on supporting innovation development in terms of finance, time, technology as well as creating and distributing knowledge and skills for people in the process of innovation management.

Dimension 4: Climate

Focus on the process of managing and developing human resources in order to support the perspective and understanding of the connections of job characteristics in different departments in the organization by nurturing

the development of models for assessing the potential of human resources and creating an atmosphere that is conducive to the development of creativity within the organization.

Dimension 5: Culture

Focus on encouraging employees in the organization to think outside the box and focus on creating new ideas, such as setting challenging goals, dare to accept risks and can accept errors arising from the development of innovation, considered as part of the learning process, accepting comments and feedback from employees and rational arguments along with the preparation process for future changes.

The Company has been promoted and sponsored by Carmeuse and GP Group, a group of major shareholders of the Company in the functional structure. By exchanging knowledge with each other including working with affiliates of the Company and various external agencies

The Company promotes innovation development which can be summarized as follows:

- Reducing gas and waste generation from the lime production process by burning lime with high temperature (Hard Burnt Lime)
- Develop new product to create value added for the lime by applying lime kiln dust which is a waste from the production process to develop into a brick.
- Improving and modifying autoclaved aerated bricks to meet the needs of customers.

In addition, the Company has established a subsidiary company, Golden Lime Engineering Company Limited (GLE) for engineering consulting services and drawing designs production and distribution of the machinery and equipment including advisory services and advice to customers in order to generate income other than the production and distribution of lime only.

In 2018, the Company joined project organized by the National Innovation Agency (Public Organization) together with the Stock Exchange of Thailand which the project submitted for consideration is the development of lime kiln in the brand EOD, which the Company has developed the design including the production of such kiln parts for sale on behalf of Golden Lime Public Company Limited and has already sold 2 kilns, including the development of parts production and the installation of the EOD (K7) 1 kiln to use inside the plant, which has been considered to be awarded with the certificate of innovation development ability and innovation organization.



In addition, the Company aims to develop a design of 300 tons of lime kiln per day which will be a new innovation for the Company and to increase the number of products sold to customers in the future from the past that the Company having only 150 tons of kilns per day. By this new innovation, in addition to being a larger size kiln, there are also improvements in the production control system. Which a larger furnace can allow customers to receive economies of scale, which is an advantage that occurs when customers are able to produce a greater number of products, resulting in higher average production costs lower units can be added. This innovation will also increase the remote control, which can greatly reduce the production cost of the factory and at the same time improve the quality of the lime compared to the conventional production control.



The Path to a Sustainable in Business and Sustainability Report 2018

Overview Policy

The path to a sustainable in business of SUTHA is commonly defined as an integrated management of economic, social and environmental aspects of a business. When the SUTHA to join with the Carmeuse Group, the sustainability policies and approach is translated into three words:

PROSPERITY, PEOPLE & PLANET

In order to achieve clarity in the business operation according to the sustainability policy and able to supervise the business in the same direction, the Company therefore reviews the vision, mission, values by setting the framework for sustainability in economic, society and environment for use as filling for both internal and external stakeholders as a way to develop sustainability.



Sustainability Management Significance in the operation to achieve concrete driving, the Company has set up a working group to determine the direction by setting policies and plans to be implemented as follows:

Policy Level

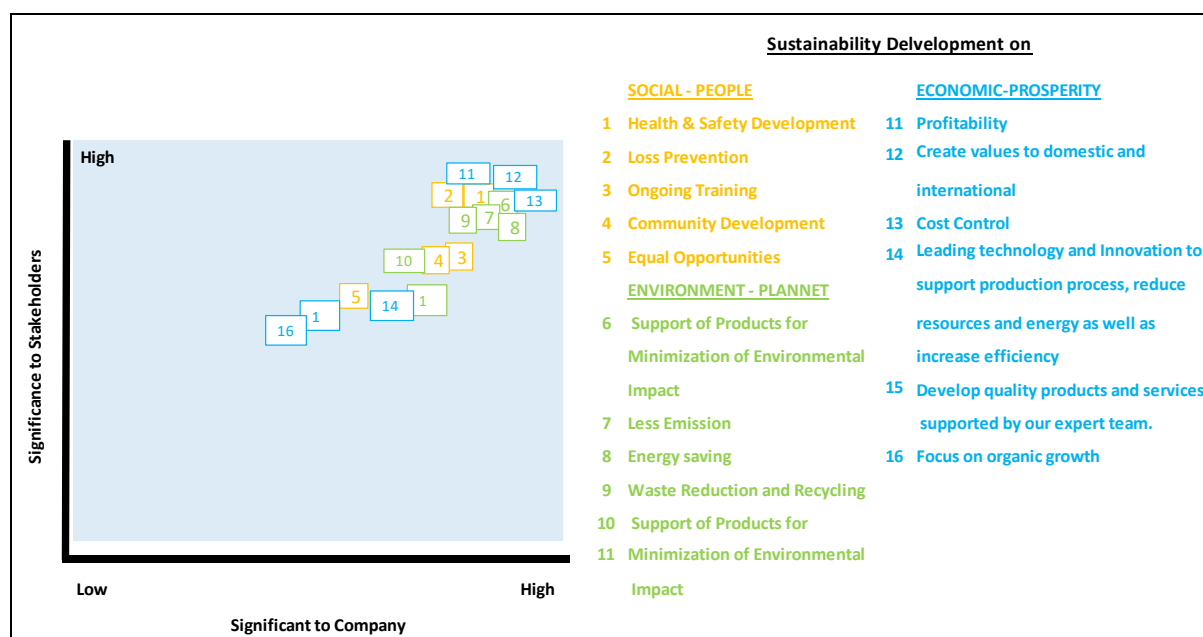
Sustainability Policy Team Leader of SUTHA, with the Managing Director as the President and the Senior Executives, is responsible for setting the policy. SUTHA, which embraces the commitment and direction to Sustainable from the Carmeuse Group and applied to define SUTHA's sustainability policy to propose to the Board of Directors for approval.

Management Level

Sustainability Management of SUTHA consisting of executives, managers and the head of all departments are responsible for managing and implementing the sustainability policy and to practice and measure the progress of the organization development to sustainability.

Identifying issues and frameworks for stakeholder groups and organizations and prioritizing

Consideration for selecting issues to be used as a framework for the beginning of sustainability development, including the presentation of sustainability reports by using the topic framework to rank according to importance for selection or as a measure for the goal of starting sustainability development.



The working group and the management team, which received the Sustainability Policy from the Carmeuse Group, considered key indicators or KPIs for assessing the progress of sustainability management as follows:

Safety Recordable accidents frequency rate	The recordable accidents frequency rate is the safety KPI (under the social pillar) that echoes Carmeuse's leadership principle of "safety first" and our commitment to "zero accidents". This KPI includes all recorded work-related accidents diagnosed by a medical practitioner or other licensed healthcare professional. In particular, it includes lost-time accidents and medical treatment accidents.
Environment CO₂ emitted/burned and blended product sold	CO ₂ emitted/burned and blended product sold has been chosen as a key environmental performance indicator. Measuring CO ₂ emissions is especially important for energy intensive industries. The indicator includes the CO ₂ emitted in our kilns from fuels and raw materials. The whole range of burned derived products put on the market are covered.

Energy Kiln fuels plus electricity / products sold	<p>Kiln fuels plus electricity/ products sold reflects the Carmeuse commitment to continuous improvement on energy efficiency. Kilns' fuels have the highest impact on the overall energy consumed, at around 80%. All other sources of electricity (from quarry, manufacturing sites and headquarters) are accounted for. The indicator represents the energy intensity in relation to the volume of all products sold.</p>
Customer Focus Claims recorded /products sold	<p>Claims recorded/product sold emphasizes our customer focus. This indicator accounts for all product-related claims received from customers and registered, regardless of whether the claim is accepted or not, as the result of the analysis of the claim.</p>
Prosperity Earnings before interest, taxes, depreciation and amortization (EBITDA) on limestone purchased	<p>EBITDA/stone purchased is the prosperity indicator that expresses the Company's financial results compare to the use of natural resources that is the extraction of stone. The Company is committed to use all natural resources in an efficient manner and to ensure the long-term profitability and viability of the company.</p>

To link the issues of action with relevant stakeholders by identifying relevant stakeholders and analyzing the impact, expectations and responses to expectations which has the following details

Analyze the stakeholders by link to the importance of sustainability management					
Pillars	PEOPLE	PLANET	PROSPERITY		
Focus on	Safety	Environment	Energy	Customer Focus	Prosperity
Effect	Internal and external accident from the transportation and travel	The impact of the process on the environment or the community	The amount of use and the value of purchasing energy, affecting the cost of goods and profit	Customer satisfaction and long-term relationships	Stability and financial status, investor compensation and return to the stakeholders
Stakeholders that linked to important issues	<ul style="list-style-type: none"> - Executives, employees, workers - Contractor - Partners or agents - Visitors - Villagers in nearby communities - Communities in transportation routes 	<ul style="list-style-type: none"> - Employees, workers - Partners, Contractors - Customers, Sale agent - Villagers, communities, society, environment - Environmental and government regulatory agencies 	<ul style="list-style-type: none"> - Employees, workers - Partners, contractors transportation - Customers, sale agent - Competitors - Community, society, environment, government 	<ul style="list-style-type: none"> - Customers - Executives, employees - Raw material supplier 	<ul style="list-style-type: none"> - Shareholders/ Investors - Directors, Executives, employees - Customers - Partners, counterparty, financial institutions that provide credit - Government organization - Community, society, environment

Analyze the stakeholders by link to the importance of sustainability management					
Pillars	PEOPLE	PLANET	PROSPERITY		
Focus on	Safety	Environment	Energy	Customer Focus	Prosperity
Expectations / needs of stakeholders / positive aspects (+)	<ol style="list-style-type: none"> 1. Safety life in workplace and property 2. Safety and no accidents from driving throughout the transportation routes of the Company and partners 3. No accidents in the business of delivering products 4. No accidents and damage within the establishment 	<ol style="list-style-type: none"> 1. Air pollution does not affect and cause annoyance to the community 2. No pollution affecting health of Executives employees and community 3. Able to control the process and minimize the impact 	<ol style="list-style-type: none"> 1. Able to use energy for maximum efficiency 2. Can use energy in reduced quantities 3. Have energy or renewable energy at a reduced cost 4. Have sufficient energy for the needs and for production plans 	<ol style="list-style-type: none"> 1. Quality products that meet the requirements 2. Enough quantity 3. Enough delivery cars 4. Delivery on time 5. Packaging can meet the standard required 6. Production and packing standardization which not affecting the customers 7. Standard control and guarantee the product and deliver the product to the customers exactly the quality that must be used 8. Satisfied service 	<ol style="list-style-type: none"> 1. Profitable and stable financial position 2. Profits and growth in a better direction 3. Consistent returns 4. Increased returns
Responding to expectations	<ol style="list-style-type: none"> 1. The importance and supervision according to the policy and safety and occupational health and safety system, such as periodic and serious 2. Give priority to reduce and control risk points that cause harm 3. Campaigning and cultivating awareness of safety in all aspects 	<ol style="list-style-type: none"> 1. Control process throughout the supply chain / reduce the impact on the environment 2. Implement the system according to environmental standards 3. Air quality measurement and control 4. Build relationships and promote participation with the community 	<ol style="list-style-type: none"> 1. Develop production technology and production innovation to create processes that use energy to achieve maximum efficiency and reduce the amount of energy consumption as much as possible 2. Find a low-cost energy source that is sufficient to use 	<ol style="list-style-type: none"> 1. Find raw materials that can produce products which meet the quality that customers want. 2. Improve the production process to produce quality products according to customers' usage characteristics 3. Procurement of packaging, service, delivery to meet the standard quality 4. Control system management to meet quality standards and reduce complaints 5. Service with care and attention 	<ol style="list-style-type: none"> 1. Control costs and find ways to reduce costs 2. Investment in growing businesses 3. Developing original products, finding new markets and developing new products to increase sales 4. Reduce financial costs, find funding sources with low financial costs

1. Occupational health and safety

All employees are considered to be the heart of each project and valuable resources. As such, the Company will do its utmost to implement effective health and safety measures.

The Golden Lime Public Company Limited shall be a leading company in milling, grinding and lime production. **The Company's goal is 'zero accidents'** that will affect the employees' abilities to work, and has set out the following health and safety measures:



1. The Company requires employees in all levels to jointly operate their tasks in order to assure safety for themselves and others.
2. The Company is to support the improvement of the environment as well as encourage safe operation and usage of safety instruments. It is also to maintain health and sanitation.
3. The Company is to appoint a health, safety and environmental committee for every project.
4. All supervisors must take care and be strictly responsible for the safety of all subordinates in line with safety regulations.
5. The Company is to provide support for all activities relating to safety.
6. The Company is to follow and evaluate the policy on safety and occupational health to ensure that it has efficiently been carried out.
7. The company shall adhere to the law and various regulations on safety and occupational health.
8. The Company is to publicize the policy to its employees and the general public.

Occupational health and safety management.

Appoint an occupational health and safety committee to be responsible for monitoring and giving suggestion in order to improve safety in all operational areas, in cooperation with the related working groups, safety personnel, and all employees under the strong support from the management. This will focus on prevention and reduction of workplace accidents through the risk identification processes and require control measures, as well as promoting the concept of behaviour based safety under the project "identification of unsafe conditions", which will allow all employees to help investigate the potential dangers or hazards in their own areas. Then the responsible person will arrange the risk assessment along with the preventive measures proposed to the occupational safety and health committee to be considered, amended or approved as appropriate, and establish a safety standard operating procedure, as well as provide personal protective equipment, carry out modifications to protect workers from unsafe working conditions. The goal is to reduce work-related injuries and accidents. In case of workplace accidents, it will be investigated by the safety professional and discussed by the occupational safety and health committee, in order to resolve the issue and provide an effective measure to avoid the further duplicate issue.

Emergency preparedness and response

The Company recognizes the importance of preparing for emergencies and disasters mitigation plans that may arise from the operation. Therefore, there are appointed emergency preparedness and response teams for this purpose, including fire response team and chemical spill response team. Furthermore, the emergency scenarios are prepared to train internal teams together with the local government agencies and private organizations, including subdistrict administration organization, municipality, hospital, police station, etc. Such emergency preparedness and response teams will receive training and practices on annual basis, with essential emergency equipment such as fire extinguisher, firefighting tank, firefighting and rescue vehicle, etc.

Safety Mind

According to the accident statistics, the potential accidents have decreased. However, the Company has launched a campaign of safety bulletin board contest under the subject of "Safety mind built by yourself" to achieve zero accidents, improve employees' knowledge and understand operational safety, and promote safety awareness. In the part of bulletin board contest, each party will create one bulletin board raising safety awareness, which should be composed of safe operation images, safety information and knowledge, and campaign slogan. The occupational safety and health committee will give scores categorized by topic; including beauty, creativity, informativeness, impressive slogan, and material utilization.

In 2018, in addition to managing security in the organization, the Company also gives importance to participation with stakeholders by sending truck drivers to participate in activities organized to promote safe driving organized by Hino Motors Sales (Thailand) Co., Ltd. ("Hino") to develop driving and find the best drivers. Hino divides the competition into 2 categories: semi-trailer trucks (with a weight truck tail), there are 27 contestants and ten-wheel trucks (loading weight), there are 26 contestants. All 53 contestants have to pass 3

tests to provide safe transportation services to customers. The Company therefore recognizes the importance of creating professional driving leaders and encourages truck drivers of the Company to compete in the project which joins the Company's partners.

Hino Smart Drive Contest 2018, the prestigious award, the royal cup from Her Royal Highness Princess Maha Chakri Sirindhorn at TPRO Training Center, Chachoengsao Province on 28 - 30 September 2018 and the driver of the Company was one of the top truck drivers.



Sustainability KPIs focus on Safety

Indicators that are used to indicate progress or results of operations to identify important progress in social or demographic management, including employee safety, which the Company places utmost importance and the indicators that have been defined are recordable accident rate (accidental rate that caused to stop working) includes accidents caused by all recorded work which must be diagnosed by a medical professional or a licensed health professional especially accident to stop working and accidents that require medical treatment.

Year	2018			2017		
Branch/Subsidiary (S)	No of Lost Time Accidents	No of Medical Treatment Accidents	No of lost days	No of Lost Time Accidents	No of Medical Treatment Accidents	No of lost days
1. Head Office	0	0	0	0	0	0
2. Nha Pra Lan (Saraburi)	0	0	0	1	0	2
3. Chongsarika (Lopburi)	1	1	14	6	0	96
4. Huai Pa Wai (Saraburi)	0	0	0	0	0	0
5. Saraburi Quicklime (S)	1	0	7	0	0	0
6. Golden Lime Engineering (S)	0	0	0	0	0	0
Total	2	1	21	7	0	98

2. Environment

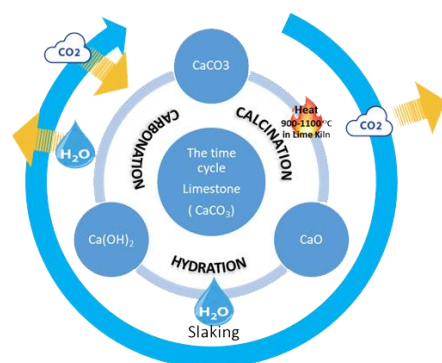
The Golden Lime Public Company Limited is one of the country's largest lime producing companies that aims to produce products with high quality. Meanwhile, it understands the importance of managing its impact on the environment. All kinds of activities must therefore be carried out with regard to environmental management and consider any impact on the environment. In order to achieve this goal, the Company has issued the following guidelines:

1. Strictly adhere to official regulations relating to the environment and cooperate with different organizations to preserve the environment.
2. Be determined to use resources productively and efficiently to lessen the impact on the environment caused by both present and future operation by means of prevention, supervision and continual improvement.
3. Specify and review objectives and aims of the environmental management activities in order to get it systematically improved and corrected.
4. Be determined to use resources productively in order to reduce the amount of usage as well as recycle and reuse.
5. Follow up, examine and evaluate the operation of environmental management activities in line with the mentioned requirements.
6. Promote the use of appropriate working instruments in order to lessen the effect as well as organize activities and publicize the environmental management activities.
7. Promote the continual improvement of the environment.
8. Publicize all environment management activities to the organization and the general public.

To control and manage the environment along the path of sustainability, the Company pays attention to the approach to sustainability, including the product supply chain management process, to analyze the impact and reduce the environmental impact caused by the process to a minimum by considering the life cycle of the product which is the main product of the Company, including Lime, cement and hydrated lime products by studying the information to cover the cycle of lime products under the production process of the main products, ranging from the management of raw materials that are factors of import, transportation, and production until the end of life.



A Life Cycle Inventory for Lime: Lime is a product derived from limestone in an industrial process. Naturally occurring limestone, which is composed almost exclusively of calcium carbonate (CaCO_3). It May be in the form of calcium carbonate that is calcite. In the industrial process, the chemical name is Calcium Carbonate (CaCO_3) which passes through the burning process in the furnace with high heat at a temperature of 900-1100 degrees Celsius. The calcium carbonate is converted to calcium oxide (CaO) from the chemical reaction which requires high heat (Calcination) until the cement or Quicklime, which can be sold in cubes or to be produced as a continuous product in the process of crushing to powder (quicklime



powder) which can be sold by packing or distributed by carriage in the form of a bulk car or the production of lime flakes to be produced as a continuous product, which is processed through hydration by mixing water. The lime reacts exothermically when combined with water (slaking) and transforms into hydration, which is a dry powder, or a compound that has a chemical name of calcium hydroxide $[Ca(OH)_2]$ through the selection of the desired size.

When time passed, water that are gathered in the product that causes the reaction to be hydrated and then evaporate and when the cement is formed and absorbed by carbon dioxide in the air or in the environment until accumulation and precipitation is converted into limestone (Calcium carbonate) by circulating as a cycle according to the limestone cycle which is considered the main raw material used in the production of lime.

Controlling the impact of the production process

In order to conduct an environmental control and management in accordance with international standards ISO14001, the Company has an analysis of the impact from the production process to place environmental and provided an internal environmental management in process and cultivated the employees' awareness on the environmental impact that may happen in all processes; for example, in the production processes, there are the installation of dust and gas control systems and use of water spray for cleaning the area around the plant instead of sweeping, use the street cleaner sweeper truck which may result in the spread of dust. Furthermore, the use of circulating water system in the plant with water recycling and reuse it in the process for cleaning raw materials, as well as the implementation of air quality and pollution monitoring system in accordance with legal requirements.

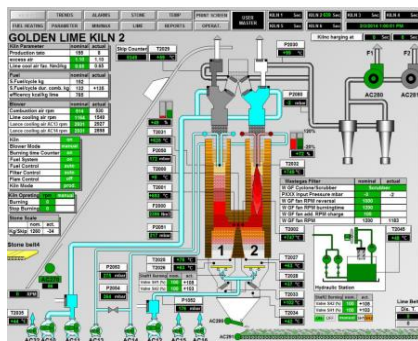


Controlling the impact of air quality

The Company has a procedure for controlling and reducing the impact of production process, namely installation of dust, smoke and gas removal systems in the production process of all lime kilns, including cyclone, Setting Chamber Wet Scrubber and Bag Filter, which are the systems for removing dust and exhaust gas from using coal as fuel in the burning process. The purpose is to ensure no pollution, which will affect the environment from the production process. The pollution control systems can control dust and gas generated by the operation of kilns not to exceed the standard prescribed by law and not affect the atmosphere, including:

- 1) **Setting chambers** mainly act to separate dust from the production process by dust weight to filter, sort out large dust.
- 2) **Cyclone-Centrifugal Separators** are primarily used to separate smaller dust to filter, sort out the dust larger than 10 microns.
- 3) **Wet Scrubbers** system is used to spray water droplets to impact on dust particles to trap exhaust gas. The gas control method by Absorption is coupled with the control of the properties of lime products to help trap gas for exhaust gas sedimentation before emitting the smoke from the production process, released from Kiln Stack at a height of 39 meters into the atmosphere.

- 4) **Bag filters** for removing dust in general production areas, e.g. calcium hydroxide and calcium carbonate factory, etc.




Additionally, the operation of the machines has been controlled by PLC and Visualization system that can set the parameters to control the operation of the machines with advanced technology for controlling the burning and Combustion process in the lime kiln process. This can be used to control the amount of oxygen and temperature sufficient for the burning process. The system will control and reduce the amount of carbon dioxide (CO₂) after burning limestone with the temperature higher than 900 degrees Celsius ($\text{CaCO}_3 + \text{Heat} = \text{CaO} + \text{CO}_2$).

Controlling the impact by the Factory Management

- o Create the closed system under silo, at warehouse and goods lift to control dust, which may affect the environment.
- o Plant fast-growing trees, which help dust control, avoid dust floating away from the production area. Lines of over a hundred thousand trees have been planted in order to protect the surrounding area.
- o Control over pouring concrete in the area and beside the street for easy cleaning. Use water spray for cleaning instead of sweeping in order to avoid spreading dust.
- o Clean machines and buildings to prevent dust buildup as well as check and maintain machines and equipment regularly.
- o Solve transportation problems by using canvas to cover truck complete in order to prevent falls when transporting goods, and determine the weight of the load is not excess of the standard legal limit.
- o Tree planting around the factory area and production area.
- o The other process to control the impact, the closing warehouses, and water spray to reduce the dust on the ground in the inside and external area.



Measurement of Air Quality from the Stack

		Year/ Parameter	Total Suspended Particular (TSP)	Carbon monoxide (CO)	Oxides of Nitrogen (Nox)	Sulfur Dioxide (SO ₂)
		Standard	320	690	400	700
		2561-2018	106	291	201	43
		2560-2017	87	190	157	24
		2559-2016	225	404	148	13

Measurement of Air Quality in the work area

Location	Parameter	Standard	#1/2018	#2/2018	#1/2017	#2/2017	#1/2016
			(11-12/06/2018)	(26-27/11/2018)	(24-25/05/2017)	(20-21/11/2017)	(17-18/06/2016)
1. Maintenance Area	Benzene	10 ppm	0.030	<0.001	<0.001	<0.001	<0.001
	Iron Oxide Fume	10 mg/m ³	0.012	0.002	0.010	0.004	0.003
2. Calcium Plant	Respirable Dust	5 mg/m ³	0.591	0.560	1.034	1.400	1.161
3. Calcium Plant	Total Dust	15 mg/m ³			1.169	4.760	1.236
4. Hydrate Plant	Respirable Dust	5 mg/m ³	0.304	0.577	27.805	4.228	5.402
5. Hydrate Plant	Total Dust	15 mg/m ³			61.620	7.560	1.283
6. Kiln Area	Total Dust	15 mg/m ³	0.500	0.174	1.042	0.040	0.550
7. Lab	Hydrochloric acid	7 mg/m ³	3.832	2.638	5.118	0.980	0.018
8. Grinding Plant	Total Dust	15 mg/m ³	0.690	2.160	0.214	1.087	3.698

Quality of effluent from the water recycle system in the factories

For the Company's activities, water is used for the production process, including spraying water to wash stone before entering the burning process in the kilns. A water consumption system includes the pit and installation of piping system to circulate the used water back to the cesspit by sedimentation in the pit. After going through a sedimentation process, the water is reused. Sludge in the pit, which includes bits of earth, mud from washing stone mixed with the dust of lime from the production process, will be dumped, scooped out for utilization such as use to adjust the factory areas, donation to the temples, the schools, the villagers for land fill, etc.

As to Water recycle system based on the standard of industrial wastewater according to notification of the Ministry of Industry No. 2 1996 (B.E. 2539) issued under the Factory Act 1992 (B.E. 2535), the Company has measured the quality of used water as follows:

Measurement	Method	Standard	2018	2017	2016
			(11-12/6/2018)	(24-25/05/2017)	(17-18/06/2559)
pH*	pH Meter	5.5-9	7.300	11.770	12.470
Suspended Solids	Dried at 103-105 °C	50 mg/l	<2	25.000	17.500
Total Dissolved Solids	Dried at 103-105 °C	3000 mg/l	520.000	3472.000	1702.000
BOD5	Azide Modification	20 mg/l	<2	<2	<2
COD	Closed Reflux	120 mg/l	12.000	5.560	11.650
Oil & Grease	Partition & Gravimetric	5 mg/l	<5	<5	<5

(*) **Acidity, alkalinity (pH):** The standard values are between 5.5 - 9.0. From checking the properties of water used in the system, the pH values are between 11 - 13, which are highly alkaline. Lime products as main products in the process involve the use of water with high alkalinity properties. When using the water recycle system in the production process, so the quality of measured water is high alkalinity.

Control of noise impact from the production process.

There are the points that cause noise in the production process, including the operation of Blower System installed in the closed concrete wall building and other noise-causing systems which are not heavy machines. Besides, control equipment in the process is installed to minimize the impact of noise pollution in order to meet the noise pollution control standards.



Measurement Area	2018 (11-12/06/2018)		2017 (24-25/06/2017)		2016 (17-18/06/2016)	
	Standard	Standard	Standard	Standard	Standard	Standard
	(Leq. 8 hrs. : dBA = 85)	(Lmax : dBA = 140)	(Leq. 8 hrs. : dBA = 90)	(Lmax : dBA = 140)	(Leq. 8 hrs. : dBA = 90)	(Lmax : dBA = 140)
Lime handling Kiln 1	90.5	102.7	83.8	102.0	89.5	101.4
Lime handling Kiln 2					84.1	98.1
Lime handling Kiln 3	87.0	103.0	83.7	137.3		
Lime handling Kiln 4						
Lime handling Kiln 5	84.0	101.5	85.8	101.1	82.5	96.0
Lime handling Kiln 6	90.1	102.7	84.9	98.3	89.1	101.6
Packing Area Hyd Plant 1	85.4	95.2	84.2	91.7	88.5	99.1
Packing Area CaCO ₃ plant	90.7	100.6	92.0	97.0	92.9	99.5
Packing Area Grinding Plant RM-3	71.8	94.8	66.7	84.3	97.1	108.2
Packing Area Grinding Plant RM-4	77.6	102.1	66.9	92.0	97.3	101.8
Control room Grinding Plant	60.8	86.0	59.8	80.3	74.6	87.7
Average	82.0	98.7	78.6	98.2	88.4	99.3

Controlling the impact of temperature and heat from the production process

Heat generated by the burning process does not affect the environment in any heat-related way because the kiln system is closed with brick insulation to prevent heat from leaking out of the kilns. Furthermore, the points with possible impact are controlled by measuring the temperature of heat in the areas with possible impact.

Measurement Area	2018 (11-12/06/2018)	2017 (24-25/05/2017)	2016 (17-18/06/2016)
	Standard (34°C)	Standard (34°C)	Standard (34°C)
1. Conveyor K2	28.8	30.4	26.3
2. Conveyor K5	30.2	31.7	28.9
3. Maintenance Shop	29.8	30.8	27.5
Average	29.6	31.0	27.6

Control of toxic effects

For the process of lime and calcium carbonate production: No toxins appear in this process. No other toxic chemical components are used at all stages of the production process.

Waste and sewage disposal management

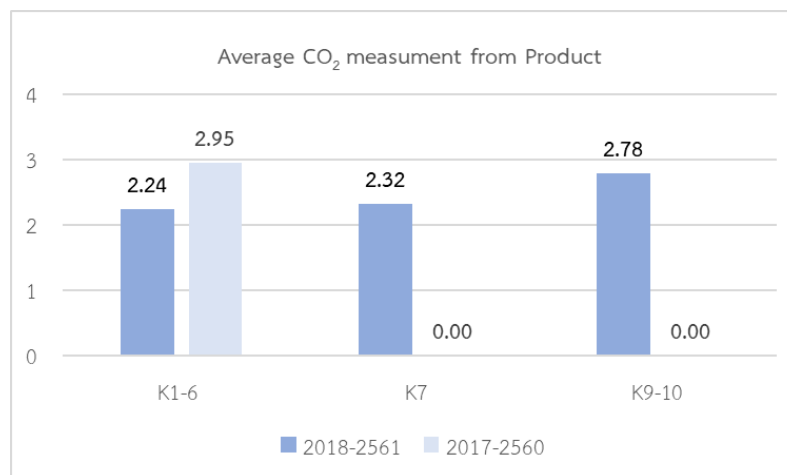
There are bits of waste or sewage, dust and ash from the lime production process. Some parts, which can be sorted out for selling, will be sold. Some of them will be transported for use within the factory areas or the communities by request, for example, to adjust, fill the areas as requested by the communities and the villagers. Permission has been sought from the government authorities for transporting wastes out of the

factories, transporting wastes for the villagers by request at the points that do not cause any trouble to nearby areas by the proper landfill and using wastes to fill the authorized points only.



Environmental performance indicators

Carbon dioxide emissions (CO_2), burning, mixing in products sold, are selected as an important environmental performance indicator. Measuring CO_2 emissions is extremely important for energy-intensive industries. The strategy and management of CO_2 is important to the decision of the group that accepts the policy from Carmeuse, whether it is production, sales and investment projects. This indicator consists of CO_2 emitted from the furnace of the group of the Company, from fuel and raw materials covering both products obtained from burns that are already sold.



Note: 1. Kiln No. 7 (K7) started production in 2018
 2. Kiln No. 9-10 (K9-10) is the kilns of Saraburi Quicklime Co., Ltd. (SQL), which the Company has acquired the SQL on 19 March 2018

3. Energy

The Company is a regulated structure under the energy and saving resource management into practice. In order to implement this requirement, the Company has set out energy preservation guidelines requiring those concerned to jointly carry out as follows;

1. The Company shall operate an appropriate energy management scheme and consider energy preservation as part of the Company's work. It also requires all levels of executives and employees to cooperate on its implementation.
2. The Company shall preserve energy in line with suitability and the amount of energy used by each section.
3. The Company is determined to comply with the law related to energy preservation and energy management.
4. The Company aims to improve the efficiency of the organization's energy use continuously in line with good performance.

In a bid to achieve such improvement the Company is prepared to provide necessary resources including personnel, budget, working time, training and participation which can ensure efficient energy management.

Energy

The Company has used three major types of energy as follows.

1. Coal for the lime production process: In 2017, the Company managed to control coal fuel consumption so as to use the fuel for maximum efficiency.
2. Electricity from the Provincial Electricity Authority for operation of the production machines and the office in each establishment
3. Solid Fuel for the process of freight transport and production support vehicles.

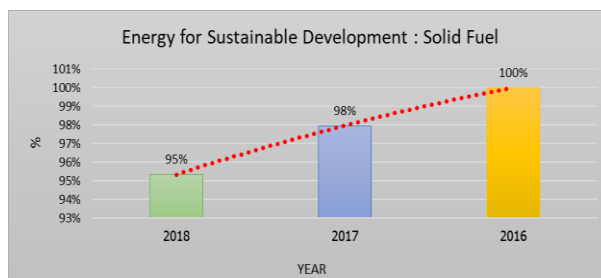
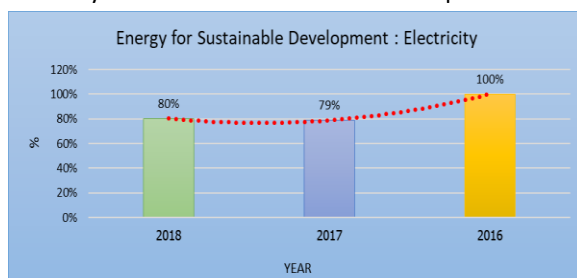
Other resources

The Company has used the main resources from natural sources, including:

1. Limestone for the lime production process. The Company's management to use limestone is aimed at reducing the amount of loss in the process as much as possible. The Undersize Stone is sorted out in a size that can be reused in the production process in order to manage resources for maximum benefit.
2. Calcite stone for the process of calcium carbonate production
3. Water for the production process and public utilities within the factories by using groundwater and management to use the recycling system. The objective is to manage the use of resources from water sources for maximum benefit.

Indicators for energy management operations

By determining indicators for the main energy management, including fuel costs for furnaces, including electricity divided by products sold. This reflects the group of the Company to continuously improve energy efficiency. The fuel used in the kiln affects approximately 80% of the total energy consumption. All other energy sources (production plants and offices) will also be taken into account. These indicators show the energy intensity associated with the number of products that we sell.



4. Customer Focus

The Company will produce goods and services and manage them efficiently to build trust and relationship with the customers both before and after sales. The Company will prepare storage system and give sufficient and true information as well as give knowledge to customers for accompanying their decision to buy the goods and services. In addition, the Company will do research and development to create innovation for goods and services with the emphasis on the processes and activities that benefit the society and environment.

The Company will provide the quality control procedures, test, and agency in order to monitor the quality of goods and services, including delivering goods and services to customers based on Quality Management System, ISO 9001: 2008, including the environment system management, ISO14001 and the occupational health and safety system management, OHSAS18001, and as well as providing details and information of goods and services for customers and interested persons can download it from the Company's website.

The Company has customer satisfaction assessment procedure covered in every aspect of business including product quality and services. The results of the assessment are used as a guideline for the Company development. This year, the Company has applied for standard verification and received approval from two

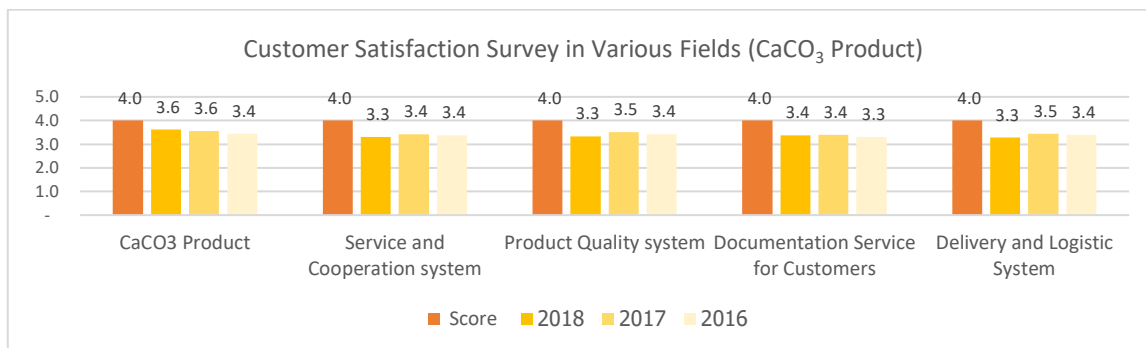
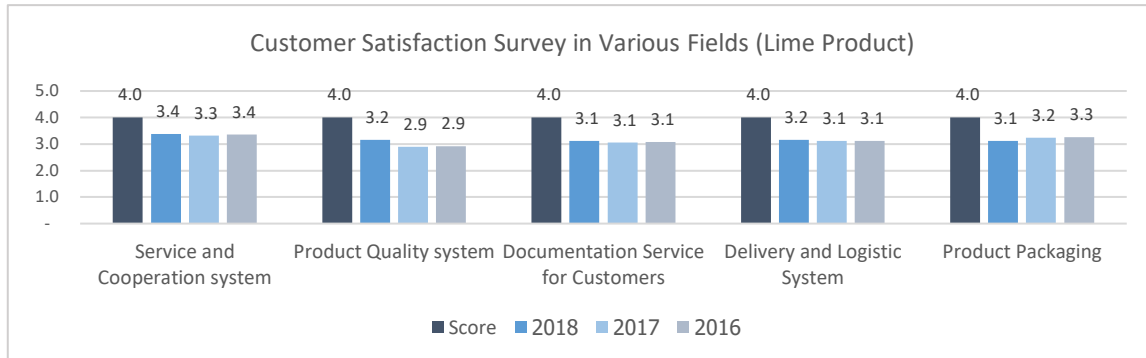


government units which are Thai Industrial Standard for industrial lime from Ministry of Industry and Halal Standard from the Central Islamic Council of Thailand.

The standard verification the Company has received more trust and confidence from our customers. Therefore, the Company can expand its market especially customers who produce food for countries with Muslim population which have to use ingredients that received Halal standard.

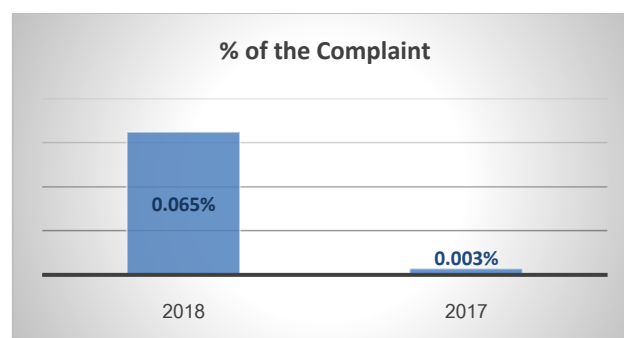
In addition, the Company welcomes groups of customers who are interested in our business and production process to build the confidence in the products, exchange the production process, and customer's advice to develop our products.

The Company has conducted a customer satisfaction survey among the customers in various fields who purchase in each major product groups. Survey results are as follows:



Indicators to measure the operation by focusing on creating value for customers

By setting a goal for recording complaints / selling products which help focus on what the customers of the group of the Company want. This indicator discusses all complaints related to products received from customers and is registered. Regardless of whether the claim is accepted by the results of the analysis of the complaint or not.



5. Prosperity

Business growth is a key factor in economic development, which will be the base for business development to sustainability. The Company has set guidelines for operation to drive the business to progress which consisting of:

1. Marketing By aiming to create value for customers industries both domestic and international customers in order to increase or expand the customer base in order to sell products to customers in a variety of industries both domestic and international customers. A diverse customer base will be the foundation to create a business that can continue without interruption if any industry faces problems. This will help the Company to secure its revenues.

2. Products and Services With quality products that meet standards, as well as providing services that are accepted by customers, will be an important factor for easier development and competition in the market. As such, the Company aims to improve the quality of the main products including developing new products that can be marketed and sold. The Company has joined with the Carmeuse Group, the world's leading lime production specialist, who sends a team of experts with product knowledge, including the transfer of production techniques that help improve the production process to get quality products that meet the standards and requirements of customers in each industry. A team of experts together with all work units in the Company push to develop a source of raw materials, develop production technology to make product quality more promising, including allocating an adequate marketing representative to provide various services for the ultimate goal of satisfying customers.

3. Technology and Innovation By focusing on being a leader in bringing technology and innovation to develop production processes to reduce the amount of resources and be able to use energy for maximum efficiency.

4. Competitive Ability Driving business to tend to grow both in profitability, cost and expense control, as well as creating a production network with lower production costs. This is the main goal that the Company focuses on to create a growth trend for the business.

Growth indicators

Indicators that are used to indicate the progress or implementation of economic sustainability or business rises, assessed by EBIDA or income before interest, taxes, depreciation (EBIDA) / value of purchased stones. This is to be used as a growth indicator that represents the financial position of the Company compared with the use of natural resources which is the purchase of limestone. The group of the Company is determined to use all-natural resources efficiently and to build confidence in long-term profitability and continue the Company's operations.

KPI on Prosperity	Unit	2018	2017	2016
EBITDA	THB million	189.83	177.66	179.14
Limestone purchased	THB million	164.12	156.46	111.55
EBITDA / Limestone purchased		1.16	1.14	1.61

Internal Control, Risk and Risk Management

Internal Control

The Company has a policy and a goal to manage the organization effectively with good corporate governance, internal control audit and management process to minimize various risks. The Board of Directors of the Company has appointed the Audit Committee. The Audit Committee resolved to approve the selection of internal control auditor and risk assessor. KPMG Phoomchai Business Adviser Co., Ltd. was hired to audit the internal control systems of the year 2018. The internal control system of the process of Order to Cash was mainly examined. The policy on internal control audit and risk assessment as well as risk management approach of the Company are as follows:

Internal Audit Control and risk assessment best practices are as follows:

The Board of Directors of the Company has required the Audit Committee to oversee the internal control systems, corporate governance and provide advice on the management of risks under responsibility of the executives. The purpose is to ensure that the systems are adequate, appropriate and effective. Additional responsibilities include supervision of the Company's compliance with relevant laws and regulations, ensuring no conflict of interest, listing the links, proper care and use of resources. Also, there is a mechanism to prevent corruption or misbehavior. A check and balance mechanism are available. The Audit Committee agreed to assign the Company to hire the external consultancy with expertise and experience as an independent agency to review the internal control systems of the Company's key operational processes to be in line with Best Practice. Besides, the Company could use recommendations from experienced people to streamline the internal control process and risk management for adequacy and more efficiency.

As to the plan and procedure for internal control audit and risk assessment, the consultancy has taken action within a framework of internal control systems according to international standards of COSO (the Committee of Sponsoring Organizations of the Tread Way Commission) and Risk-Based Approach by using basic ideas that the audit resources are limited and the audit should focus on high-risk operational processes mainly. This includes the following methods.

1) Risk evaluation of the Company's business processes

To support the planning of the auditing processes to cover important main business operations, and prioritize the auditing processes

Important main business operations are as follows:

- 1.1 Production
- 1.2 Inventory Management and Product Costing
- 1.3 Order to Cash
- 1.4 Purchase to pay
- 1.5 Account Closing and Financial Reporting
- 1.6 Fixed Assets Management
- 1.7 Human Resource Management and Payroll

2) Guidelines for the Internal Auditing Planning

- 2.1 Interviewing the Executives and operations in various units of the Company
- 2.2 Examination of operational documents by the executives and operators in various units to assign the control priority as defined by the Company
- 2.3 Evaluation of risk by categories and prioritization of the risk obtained from the evaluation
- 2.4 Discussion with each unit's executives to confirm the list of risks and evaluated scores
- 2.5 Draft of the internal audit plan from the evaluation results obtained from the discussion
- 2.6 Presentation of the annual audit plan to confirm the sequence and time period for the operational audit process
- 2.7 Seek approval of the audit plan from the Audit Committee and the Board of Directors and inform all executives

3) Internal Audit Process

- 3.1 Study and understand the business and the scopes of the works to be audited.
- 3.2 Interview, observe and examine the operational document in order to study and understand the operational process in line with the audit scope.
- 3.3 Identify the current risk and internal control and design the Audit Program.
- 3.4 Test the internal control points by means of the test methods mentioned in the audit guidelines.
- 3.5 Summarize the audit result and the preliminary information to confirm with the executives and operators, after which the summarization will be used for making the complete audit report before forwarding to the Audit Committee of the Company.

The Adequacy of Internal Control Assessed by the Board of Directors of the Company

In the Audit Committee's meeting and the Board of Directors' meeting No. 4/2018, held on 14 November 2018, the Audit Committee attended and assessed the internal control system through inquiries of the management and the Executives and consideration regarding to internal control system in the following five categories:

- 1) Control Environment,
- 2) Risk Assessment,
- 3) Control Activities,
- 4) Information & Communication,
- 5) Monitoring Activities

The Audit Committee has agreed with the Board of Directors of the Company, as below:

1) The adequacy and appropriateness of the Company's internal control system

After the assessment, the Audit Committee has considered that the Company has an appropriate internal control system for transactions with major shareholders, the Directors, the Executives or related parties. There are internal control systems divided into five areas, which are appropriate and adequate to protect property caused by abuse or unauthorized use of the executive, including the internal control system with the independent audit and assessment. In addition, the Company also has an archival storage system so that the Directors, auditors and person in authority can examine within a reasonable time.

2) The implementation of the internal control of the company

The Company gives priority to the appropriate and adequate internal control system, as it will improve the operational effectiveness. The Company has prepared comprehensive operational policy, regulations, and procedures. Furthermore, the separation of powers has been also provided in accordance with check and balance. In addition, the Company has improved the business operation in every department suggested by the internal control auditors regularly.

3) Observations of internal control auditors

For the year 2018, KPMG Phoomchai Business Adviser Co., Ltd. audited the internal control systems and proposed the plan for internal control audit, which was approved by the Audit Committee's meeting and presented to the Board of Directors' meeting to approve the audit plan of the year 2018. The Audit Committee and the Board of Directors agreed that the internal control auditor proceeded to audit the process of Order to Cash. The findings include:

1. Policy and operation manual also have policies and guidelines not covered and customer credit review.
2. Collecting data from receiving orders from customers regarding the determination of use rights and making backups.
3. The order processing process should contain evidence of purchase orders, such as purchase orders or quotations signed by the buyer.
4. The reservation system should be compared to confirm the number of inventories. Products in production are sufficient to be sold.
5. Review of credit limit with customer database.
6. Analysis of the difference between the weight from the Company and Customer scales.

Which the internal auditor has taken the essence to clarify to the management and the responsible person for the improvement and have corrected according to the recommendations of the internal control system auditor to ensure that the internal control system is in compliance with the standards and has been effective and concise.

4) Observations of auditors regarding to the Company's internal control system.

- None -

The Audit Committee's Opinion in addition to the Opinion of the Board of Directors.

- None -

Head of Internal Audit and Head of Compliance of the Company

KPMG Phoomchai Business Advisory Ltd. (Advisory firm) is responsible for performing audit of the internal control involving the process of Order to Cash in 2018, the audit and coordinating teams include:

Engagement Partner	Khun Supachate Kunaluckkul (CIA, CPA)
Project Manager	Khun Meesit Maedee (CPA)
Project Team Member	Khun Sorrachai Kittiganchanagul (Assistant Manager)
And Internal Audit Co-coordinator of the Company	Khun Kayarat Srinnil

Related Party Transactions

Pricing Policy for subsidiaries and related companies

The Company may enter into related party transactions with other companies in the future, as it deems appropriate. The transaction shall be made in the course of ordinary business operations and the Company shall clearly specify the policy thereof. The transaction shall involve the same price and trade conditions as those in the normal course of business specified for unrelated individuals and/or companies. In each case, the Company shall obtain the Audit Committee's comment on the appropriateness of such transaction. If the Audit Committee does not have any expertise to consider the relevant related party transaction, the Company shall call upon experts with special knowledge, such as auditors or appraisers, for such related party transaction. Such expert's opinions shall be used to supplement the views of the Audit Committee for their proposal to the meeting of Board of Directors or the shareholders, as the case may be, to ensure that such transaction will not remove or transfer the interests between the Company or its shareholders but for the maximum benefit of all shareholders.

The Board of Directors of the Company shall enter into such related party transaction that may occur in the future to ensure the conformity to the laws on securities and securities exchange, regulations, announcements, orders, or the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand, and shall observe the requirements regarding the disclosure of related transactions and the acquisition or distribution of major assets of the Company or its subsidiaries, as well as the accounting principles specified by the Federation of Accounting and Certified Public Accountants of Thailand.

Scope

This policy is applicable to intercompany transactions involving subsidiaries or related companies (i.e. having mutual shareholders or directors).

Transfer Pricing Policies

1. Pricing Policy for Subsidiaries and Related Companies in Thailand.

- 1.1 Purchase/sales prices of raw materials, supplies and other items are determined based on agreed price but not lower than the cost of raw materials or supplies plus 5 percent profit. However, the pricing policy is subject to change depending on the market competition at the time of the transaction.
- 1.2 Purchase/sale prices of finished goods are determined based on agreed prices but not lower than the minimum selling price of the same goods sold to other customers minus 3 percent of discount. However, the pricing policy is subject to change depending on the market competition at the time of the transaction.
- 1.3 Consultant fees, both receivable and payable, are charged based on agreed price.
- 1.4 Service charges, both receivable and payable, are charged based on agreed price.
- 1.5 Transportation costs, both receivable and payable, are charged based on agreed price.
- 1.6 Guarantees, both receivable and payable, are charged at the rate of 1.5 percent per annum of the guarantee amount and the duration of the guarantee period.
- 1.7 Fixed asset purchases / sales prices are charged based on agreed rate based on the value of the assets appraised by the independent appraiser.
- 1.8 Intercompany loan interest is charged at an average interest rate plus 0.5 percent, based on the cost of loan of the lender.
- 1.9 Dividend income is recognized as revenue on announcement of dividend, provided has the rights or is entitled to receive it.

2. Pricing Policy for Foreign Subsidiaries and Related companies.

- 2.1 Selling finished goods are determined based on agreed price but not higher than market price.
- 2.2 Service charge is based on agreed price but not higher than market price.
- 2.3 Dividend income is recognized to have the right to receive after the disclosure the dividend payment.

3. Necessity and Rationality of Transactions

The Company and its subsidiaries have a policy to conduct any related party transactions in a transparent manner with emphasis on fairness and achieving maximum benefits to the Company and its subsidiaries in the same manner as general practice applied to external parties in accordance with the rules and regulations of the Office of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand. The related party transactions are summarized as follows:

3.1 Purchase of Products, Raw Materials and Others

The purchase of products must be for certain products insufficiently produced or supplied by the Company and its subsidiaries but required by customers. The policy for such purchase was established in accordance with the resolution of the Board of Directors' meeting no. 5/2018 on 14 November 2018 and it must apply to product pricing between the Company and its subsidiaries. In addition, the pricing is subject to the policy and market competition without benefit for any related individual or company. The quarterly summary report must be prepared for consideration of the Audit Committee and the Board of Directors. Such policy also applies to any future related individual or company.

3.2 Loan Transactions

For purpose of transparency, the Company and its subsidiaries will use credit lines from financial institutes. However, the Company and its subsidiaries may occasionally borrow from one another when necessary.

3.3 Collateral of Transactions

The collateral for related party transactions must be between the Company and its subsidiaries only.

3.4 Consultant Fees

Consultant fees are charged based on agreed price.

3.5 Transportation cost

Transportation costs are charged based on agreed prices.

4. Guidelines for Approval of Related Party Transactions or Transactions with Related Individual or Juristic Person.

The Board of Directors has approved the policy and procedures for related party transactions. Therefore, the transactions with related individual person or juristic person which may have a potential conflict are done transparently and such that the interests of the Company are protected. The policy is summarized as follows:

Transactions between the Company and any of its directors, executives, or other related persons shall be approved by a shareholder's meeting, unless such transactions involve a trade agreement in the manner that an ordinary person shall generally make with his contractual party in the same situation with the trade negotiation power that he has from the position of director, executive, or related person, as the case may be, and is a trade agreement that is approved by the Board of Directors or conforms to the principles previously approved by the Board of Directors.

In order to approve the related party transaction between the Company and person who may have a conflict of interest or is it holds a stake in the Company, The Audit Committee will provide counsel regarding the necessity for the transaction and appropriateness in terms of the price of the transaction, taking into consideration various conditions to ensure the conformity to the ordinary course of business in the industry, and the Audit Committee will compare the price with a third party's price or the market price. If the Audit Committee does not have any expertise to consider the transaction that may occur, the Company shall provide persons who have knowledge and specialized expertise, such as an auditor, appraiser, or law firm, which is independent from the Company and the person who may have a conflict of interest to provide consultancy on such related party transactions, which shall be used to supplement the consideration of the Audit Committee for their proposal to the meeting of the Board of Directors or shareholders, as the case may be; in which case, the director who holds the interest shall not have the right to vote on the transaction. In addition, there will be a disclosure of related party transactions in the Notes to Financial Statements that are examined or audited by the Company's auditor. The Board of Directors of the Company shall take care of the matter to ensure the conformity to the laws on securities and securities exchanges, regulations, announcements, orders, or the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand and shall observe the requirements regarding the disclosure of connected transactions and the acquisition or distribution of major assets of the Company, or its subsidiaries, as well as the accounting principles specified by the Federation of Accounting and Certified Public Accountant of Thailand.

The Company shall prepare a report for any related transactions and present it in the Audit Committee and the Board of Directors' meeting on a quarterly basis.

Related Party Transactions for the Period

The Company had related party transactions with certain individuals and corporations with whom it may have conflicts of interest. Below is a summary of the relationship status of the parties involved in such transactions for the year period ended 31 December 2018, together with an indication of the transaction value for the calendar years 2017.

Individual/Corporation	Type of Transaction/ Rationale / necessity
<p>1. Mr.Kitimethee Monsereenusorn ("KM")</p> <p>Note: None transaction 2018</p>	<p><u>Office Rental Fees</u></p> <ul style="list-style-type: none"> Former director of the Company, resigned on 29 September 2016. Shareholder in the Company, with holdings totaling of 49,000,000 shares representing 16.33% of the paid-up capital. On 22 December 2017, C. E. Lime (Thailand) Co., Ltd had purchased an aggregated number of 49,000,000 shares from Mr. Kitimethee Monsereenusorn. In the currently Mr. Kitimethee Monsereenusorn is not a shareholder. <p><u>Necessity entering a connected transaction</u></p> <p>The property includes components that were built for the purposes to be used as corporate offices. The location provides convenient transportation due to proximity to Sri Samarn Road and the Sirat Expressway connecting central Bangkok with Saraburi and Lobburi provinces where the production facilities of the company are located. The rental fee compared with similarly located properties is very competitive and provides maximum benefit for the company.</p> <p>The Audit Committee, taking into consideration the available information about this Related Transaction, came to the conclusion that it is appropriate and beneficial for the Company. The Board of Directors approved the extension of the lease for an additional 36 months period in its meeting no.4/2016 held on 29 September 2016.</p> <p>On 1 September 2017, the Company sent the lease notification letter to Mr. Kitimethee Monsereenusorn which effective date on 1 December 2017 in accordance with the terms of the rental termination which is subject to 90 days prior notice.</p>
<p>2. Carmeuse Majan LLC ("SFZ")</p>	<p><u>Product Purchase – Related Party</u></p> <ul style="list-style-type: none"> Carmeuse Majan, located in Oman's Salalah Free Zone, is a joint venture operated by affiliated companies of the Carmeuse Group, the GP Group and certain other local shareholders. There are common indirect shareholders, which is Carmeuse Holding SA, and common directors. <p><u>Necessity entering a connected transaction</u></p> <p>The Company occasionally needs lime as raw material for hydration and milling processes, to produce blends for certain customers, as well as quantity supplements to its own production in the peak periods of the sugar season when demand for milled and hydrated lime is occasionally above production capacity. The lime from Carmeuse Majan LLC has quality that is higher than that was available from any domestic vendor, yet the purchase price was the same or even below of domestic lime as raw material purchases in the same period. The reuse of the plastic bags in which the lime from Carmeuse Majan is delivered offers further cost advantages.</p> <p>The Board of Directors Meeting No.6/2016 held on November 11, 2016, authorized the management of the Company to enter into a raw material purchase agreement for burnt lime with Carmeuse Majan LLC (SFZ) at a price that is below of other comparable foreign vendors. The Audit Committee in its meeting No.4/2016 held on 11 November 2016 suggested that the Company should compare the price from other domestic offering at the same time as well. The comparison showed that the price offered by domestic suppliers is comparable, but for a lower quality, while the alternative foreign suppliers offer both higher price and a lower quality. Also, the</p>

Individual/Corporation	Type of Transaction/ Rationale / necessity
	<p>transaction provided an additional layer of supply security to the customers of the Company in the sugar peak periods of December 2016 and January 2017</p> <p>And for the purchasing during the year 2017 to support production to produce quicklime powder and hydrated lime when the kiln to shut down to maintenance and the lump lime from kiln do not enough to delivery to the contract customer.</p>
<p>3. Carmeuse Coordination Center</p> <p>Note: None transaction in 2018</p>	<p><u>Other creditors - with related entities</u></p> <ul style="list-style-type: none"> o Carmeuse Coordination Center (CCC) is a Carmeuse Group affiliate company. o There are common indirect shareholders, which is Carmeuse Holding SA. <p><u>Necessity entering a connected transaction</u></p> <p>CCC is a member of the Carmeuse Group specialized in providing strategic management and a variety of expertise and support services in various areas related to lime production and marketing. Having an experienced CCC executive in a managerial position within the Company targets to transfer CCC's accumulated lime production and marketing expertise, as well as management systems and decision making processes into the daily management practices of the Company. It also builds a bridge between CCC and the Company to the benefit of the latter.</p> <p>CCC has recharged to the Company an insurance premium advance made by CCC on behalf of the Company in connection with the performance by a CCC executive of a full time managerial position within the Company. The premium relates to health insurance coverage which is part of the executive's remuneration package.</p>
<p>4. CARMEUSE RESEARCH AND TECHNOLOGY S.A. ("CRT") and change the company name to Tec for Lime ("TFL")</p>	<p><u>Purchase Raw Material / Account Payable – Related Party</u></p> <p>For Service fee for a consultant</p> <ul style="list-style-type: none"> o Carmeuse Research and Technology S. A. (CRT) or Tech for Lime (TFL) is a Carmeuse Group affiliate company. o There are common indirect shareholders. <p><u>Necessity entering a connected transaction</u></p> <p>On the date of 11 November 2016, the Company's Board of Directors no. 6/2016 has resolved to approve that the Company enters into a Service Agreement. This Service Agreement is scheduled to be signed before 30 November 2016.</p> <p>The Service Agreement will enter into effect on 1 January 2017 for an indefinite duration. Either Party may however terminate this Agreement at any time, without cause, upon three (3) months' written prior notice to the other Party.</p> <p>This transaction is a connected transaction through which certain services will be provided by CRT or TFL to the Company. CRT or TFL is more specifically specialized in providing technical services, support and know-how covering areas such as geology, mining, engineering, production, logistics, process automation etc. to the various companies within the Carmeuse Group. Through the Service Agreement, CRT or TFL will extend the benefit of these services to the Company in support of the development and be streamlining of the Company's business and processes.</p> <p>The Company will clearly benefit from improvements to its Engineering Process, Technical Process, Lime Stone Sourcing process, Automation and Quality Management process. Through this Service Agreement, the Company's technical employees will be further trained so as to support the Company better in its technical and operational challenges. As a member of the Carmeuse Group, CRT or TFL is bringing know-how and support of a lime player with 155 years of experience in a large number of working environments.</p>
<p>5. Eastern Energy Chartering Pte Ltd. ("EEC")</p>	<p><u>Transportation - the Related Party</u></p> <ul style="list-style-type: none"> o There are common directors.

Individual/Corporation	Type of Transaction/ Rationale / necessity
	<p><u>Necessity entering a connected transaction</u></p> <p>This transaction is a connected transaction in which EEC assist in negotiating the price and contractual terms with petroleum coke (the raw material for the Company) vendor; finding and chartering a suitable ocean vessel at a competitive freight rate to transport the purchased petroleum coke to Koh Si Chang.</p> <p>The Company will clearly benefit as the purchasing of petcoke is done directly from the producer, at the lowest price. EEC has experts to charter ocean vessels at competitive rates reducing the overall purchase cost for the Company.</p>
<p>6. PREMTHAI LOGISTICS CO., LTD. (“PTL”)</p>	<p><u>Transportation - the Related Party</u></p> <ul style="list-style-type: none"> o There are common directors. <p><u>Necessity entering a connected transaction</u></p> <p>This transaction is a connected transaction in which PTL transports and delivers the Company’s products to customers. This transaction was conducted in accordance with terms and conditions of the procurement of general contractor for transportation by comparing the prices with other contractors of transportation companies.</p>
<p>7. Golden Lime Engineering Co., Ltd. (“GLE”) Subsidiary Company</p>	<p><u>Service Agreement –Other service - Short-term loan</u></p> <ul style="list-style-type: none"> o Subsidiary Company that the Company is the shareholding 99.99%. o There are common directors. <p><u>Necessity entering a connected transaction</u></p> <p>The Service Agreement through which certain services provide by GLE that more specifically specialized in providing engineer design services and supporting know-how of the EOD lime kiln with the commissioning work until the production to the running process. Including the project to improving the production process and installation machine and equipment.</p> <p>The Company will clearly benefit from improvements to its Engineering Design, Technical Process Service and Support of EOD lime kiln running of the production process at Huay Pai Wai Plant through this Service Agreement, the Company’s will be further received the engineering support better in its Engineering Design, technical and operational challenges.</p> <p>On the date of 9 November 2017, the Company’s Board of Directors no.5/2017 has resolved to approve the transaction.</p> <p>Other service items, Golden Lime PCL will be providing services in accounting and other management support to its subsidiaries and loan transactions between each other. With a policy of borrowing between the Company and its subsidiaries, it will use credit facilities from financial institutions transparently with only the inter-company loan remaining and subsidiaries as necessary.</p>
<p>8. Saraburi Quicklime Co., Ltd (“SQL”) Subsidiary Company from the acquisition asset on 19 March 2018.</p>	<p><u>Sales of Goods / Purchase Product and raw material , transportation service , other service and short-term loan</u></p> <ul style="list-style-type: none"> o Subsidiary Company that the Company is the shareholding 99.99%. o To have jointly of three directors. <p><u>Necessity entering a connected transaction</u></p> <p>SQL is the manufacturing and distributor of Lime and sales the same product of lime to customer and when the production produces the product do not enough to deliver to the customer, SQL will purchase the product from Golden Lime PCL and delivery to the customers.</p> <p>Including the purchase of products which is the purchase of goods and raw materials such as lime or fuel for use in production. For other service items, Golden Lime PCL will be providing services in accounting and other management support to its subsidiaries and loan transaction for re-payment short-term loan to financial</p>

Individual/Corporation	Type of Transaction/ Rationale / necessity
	institutes of the subsidiaries which have an interest rate expense higher than the credit lines of the Company.
9. Premthai Energy Co.,Ltd (“PTE”)	<p><u>Product Purchase / Engineering Service – Related Party</u></p> <p>o There are common directors.</p> <p><u>Necessity entering a connected transaction</u></p> <p>This transaction is a connected transaction in which PTE to sell the coal for Saraburi Quick lime Co., Ltd. (Subsidiary Company), This transaction was conducted in accordance with terms and conditions of the procurement of the coal energy by comparing the prices with other Supplier or Traders of Coal companies.</p> <p>Other transaction, PTE enters to the transaction of the engineering service with GLE.</p>
10. CARMEUSE SA (“CM SA”)	<p><u>Consulting Fee</u></p> <p>o There are common indirect shareholders and common directors</p> <p><u>Necessity entering a connected transaction</u></p> <p>CM SA disposes of a specialized laboratory which performs from time to time various quality tests on the limestone used by Golden Lime in its production process. The tests are performed based upon pre-defined laboratory services rates.</p>

The related party transactions for the year period ended 31 December 2018 as the summary follows:

Item	Type of Transaction	Parties	Balance Amount (Unit: THB Million) For the year ended 31 Dec 2018				Transfer pricing policy
	Unit : THB Million		Consolidated		Separate		
			Year 2018	Year 2017	Year 2018	Year 2017	
	The related party transactions with the subsidiary companies						
1	Purchase of goods	SQL	-	-	4.38	-	At agree upon price
2	Sale of goods	SQL	-	-	37.78	-	At agree upon price
3	Consulting fee	GLE	-	-	6.01	-	At the rate specified in the agreement
4	Transportation Expense	SQL	-	-	0.78	-	At agree upon price
5	Service Fees	GLE	-	-	1.11	-	At the rate specified in the agreement
6	Interest expense	GLE	-	-	0.17	-	
7	Income Interest	SQL			0.16		
	Total transaction with the subsidiary companies		-	-	50.39	-	
	Transaction with the related company						
8	Purchase of Goods	SFZ	0.77	6.36	0.77	-	At agree upon price
		GL/PTL	0.98	-	0.98	-	At the rate specified in the agreement
		GL/PTL	0.29	-	0.29	-	At agree upon price
		SQL/PTE	2.12	-	-	-	
	Total of Purchase of Goods		4.16	6.36	2.04	-	

Item	Type of Transaction	Parties	Balance Amount (Unit: THB Million) For the year ended 31 Dec 2018				Transfer pricing policy
	Unit : THB Million		Consolidated		Separate		
			Year 2018	Year 2017	Year 2018	Year 2017	
9	Consulting Fees	GL/TFL	9.58	11.28	9.58	-	At the rate specified in the agreement
		GL/ SA CM	0.01	-	-	-	At agree upon price
		SQ/TFL	-	-	-	-	
		GLE/SA CM	0.00	-	-	-	
		GLE/SQ	0.62	-	-	-	
		GLE/PTE	0.13	-	-	-	
	Total of Consulting Fees		10.34	11.28	9.58	-	
10	Transportation Expense	GL/PTL	2.34	-	2.34	-	Good
		GL/EEC	-	10.58	-	-	Coal
	Total Transportation Expense		2.34	10.58	2.34	-	
	Transaction with the related person						
11	Rental Expense	KM	-	0.25	-	0.75	At the rate specified in the agreement
	Total Rental Expense		-	0.25	-	0.75	
Grand total			16.84	28.47	64.35	0.75	

The outstanding balance of accounts with subsidiaries and related companies for the year end 31 December 2018 consists of

Item	Type of Transaction	Parties	Balance Amount (Unit: THB million) For the year ended 31 Dec 2018				Transfer pricing policy
			Consolidated		Separate		
	Unit : THB million		Year 2018	Year 2017	Year 2018	Year 2017	
1	Trade and other receivables-Subsidiaries	SQL	-	-	16.90	-	Sales of goods and transport Services
		GLE	-		0.13		
			-	-	17.03	-	
	Trade and other receivables-related Companies	PTE	0.14	-	-	-	Service
2	Trade and Payables-Subsidiaries	GLE	-	-	0.43	3.84	Consult fee
		SQL	-	-	0.49	-	Lime Purchased
			-	-	0.92	3.84	
3	Other current liabilities-related Companies	GL/TFL	5.01	2.91	5.01	2.91	Consult fee
		GL/SA CM	0.01	-	0.01	-	Lab Expense
		GLE/TFL	0.00	-	-	-	Consult fee

Item	Type of Transaction	Parties	Balance Amount (Unit: THB million) For the year ended 31 Dec 2018				Transfer pricing policy
			Consolidated		Separate		
	Unit : THB million		Year 2018	Year 2017	Year 2018	Year 2017	
		GL/PTL	0.02		0.02		Transportation expense
		GL/TFL	1.88	-	1.88	-	
			6.92	2.91	6.92	2.91	
4	Short-term loan from subsidiaries	GLE	-	-	8.00	-	Short-term loan from subsidiaries
5	Short-term loan paid to subsidiaries	SQL	-	-	15.00	-	Short-term loan paid to subsidiaries

The Board of Directors of the Company shall enter into such related party transaction that may occur in the future in compliance with the laws on securities and securities exchange, regulations, announcements, orders, or the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand and shall observe the requirements regarding the disclosure of related transactions and the acquisition or distribution of major assets of the Company or its subsidiary companies, and the accounting principles specified by the Federation of Accounting and Certified Public Accountants of Thailand.

Report of Responsibility of the Board of Directors towards Financial Reports

The Company's Board of Directors is responsible for the consolidated financial statements of the Company as well as financial information presented in the annual reports. The consolidated financial statements for the Year ended of December 31, 2018 have been prepared in accordance with Thailand's Generally Accepted Accounting Principles (GAAP). In preparing the financial statements, appropriate accounting policies have been adopted and regularly adhered to, using careful discretion and reasonable estimates. As well, key information has been adequately disclosed in the notes to the financial statements. The purpose is to ensure that the disclosed information rightly reflect the Company's financial status, performance and cash flows in a transparent manner, which are beneficial to the investing public. Importantly, the certified auditor from EY Office Limited has audited the consolidated financial statements and issued an unqualified opinion on them. To enable the auditor to conduct the audit and provide the opinion in line with the audit standards, the Company provides the auditor with its support in terms of information and documents.

The Board of Directors has also provided the appropriate and efficient risk management policy, internal control systems, internal audit systems and corporate governance in order to ensure the accuracy, completion and adequacy of the accounting information. This will lead to the Company's assets were maintained properly and fraud and significant irregular actions are prevented.

In this connection, the Board of Directors has appointed the Audit Committee with all of its members being independent directors. The Committee is responsible for reviewing accounting policies and ensuring the quality of financial reports. It is also responsible for reviewing internal control, the internal audit and Risk Assessment. As well, it is responsible for ensuring that the disclosure of information about related party transactions is complete, adequate and appropriate. The opinion of the Audit Committee is given in its report, which is already included in this Annual Report.

The Board of Directors is of the opinion that the overall internal control systems are adequate and appropriate and gives rise to the reasonable confidence that consolidated financial statements of the Company for the year ended of December 31, 2018 are reliable and in compliance with the Generally Accepted Accounting Principles (GAAP) as well as the related laws and regulations.



Mr. Sripop Sarasas
Chairman of the Board Directors



Mr. Geza Emil Perlaki
Chairman of Executives Committee

Financial Statement

Golden Lime Public Company Limited and its subsidiaries

Report and consolidated financial statements

31 December 2018

Independent Auditor's Report

To the Shareholders of Golden Lime Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Golden Lime Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2018, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Golden Lime Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Golden Lime Public Company Limited and its subsidiaries and of Golden Lime Public Company Limited as at 31 December 2018, their 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* section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. 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 judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for these matters are describe below.

Recognition of revenue from sales

Revenue from sales of chemical products for industrial use is a significant amount. In addition, the Company and its subsidiary have a large number of customers and a variety of terms and conditions of sale. I therefore determined as a key audit matter by focusing on the amount and timing of the recognition of revenue from sales. The accounting policy on the recognition of revenue from sales is disclosed in Note 4.1 to the financial statements.

I performed the audit procedures on the recognition of revenue from sales of the Company and its subsidiary including:

- Assessing and testing of the Company's and its subsidiary's internal controls with respect to the revenue cycle.
- Applying a sampling method to select sales supporting documents to examine whether the revenue recognition was in compliance with the Company's and its subsidiary's accounting policy.
- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the accounting period.
- Performing analytical procedures on disaggregated data of revenue from sales.

Business combination

As discussed in Note 2.2 to the financial statements, during the year 2018 the Company invested in a subsidiary which is engaged in the manufacture and distribution of chemical products for industrial use. As at the date of acquisition, the Company recognised and measured the assets acquired and liabilities assumed at their fair value and recognised goodwill from the business combination by applying the acquisition method. I have focused on this business acquisition since it is material to the financial statements as a whole, and the management was required to exercise substantial judgement when appraising the fair value of the assets acquired and liabilities assumed. Therefore, there is a risk with respect to the recognition and measurement of the assets acquired and liabilities assumed, including recognised goodwill.

I reviewed the terms and conditions of the agreement and inquired with management as to the nature and objectives of the acquisition in order to evaluate whether the acquisition meets the definition of a business combination under Thai Financial Reporting Standard 3 Business combinations. I checked the value of the acquisition against supporting documents and related payments. I assessed the fair value of assets acquired and liabilities assumed specified in the documentation of measurement under the acquisition method by considering the method and significant assumptions used in calculating the fair value of assets and liabilities and testing of the calculation of the fair value. I also assessed the rational of goodwill recognised from the business combination, and reviewed the disclosures related to the business combination in the notes to financial statements.

Goodwill

As discussed in Notes 4.9 to the financial statements, goodwill is assessed for impairment annually and when circumstances indicate that the carrying value may be impaired. I have focused my audit on the consideration of impairment of goodwill because the assessment of impairment of goodwill is a significant accounting estimate requiring management to exercise a high degree of judgement in using the financial model to calculate the realisable values and in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate.

I assessed the identified cash generating units and financial model and gained an understanding of and tested the key assumptions applied by the management in preparing estimates of the cash flows expected to be realised from the group of assets as well as reviewed the discount rate applied by management by making enquiry of responsible executives and comparing details with sources of information of the Group and the industry, and tested the calculation of the realisable values of the assets using the selected financial model.

Impairment of investments in subsidiaries

I have focused my audit on the consideration of the impairment of investments in subsidiaries as discussed in Note 11.2 to the financial statements, because the impairment assessment on investments in subsidiaries is a significant accounting estimate requiring the management to exercise a high degree of judgement in identifying and estimating the recoverable amounts that are expected to be generated from those investments in subsidiaries. Moreover, the amount of the investments in subsidiaries is a significant account presented in the separate statement of financial position. There is thus a risk with respect to the valuation of investments in subsidiaries.

I assessed the identification of the financial models selected by management by gaining an understanding of management's decision-making process. In addition, I tested the significant assumptions applied by management in preparing estimates of the recoverable amounts that are expected to be generated from the investments in subsidiaries, which are considered from estimates of the cash flow projections. I also reviewed the discount rate applied by management by making enquiring of responsible executives and comparing details with sources of information of the subsidiaries and of the industry, and tested the calculation of the realisable values of the investments in subsidiaries using the selected financial model.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, 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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report 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.

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my 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 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.

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

Chayapol Suppasdtanon

Certified Public Accountant (Thailand) No. 3972

EY Office Limited

Bangkok: 26 February 2019

Golden Lime Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2018	2017	2018	2017
Assets					
Current assets					
Cash and cash equivalents	7	38,848,194	50,339,602	23,063,505	38,117,059
Current investment	8	-	2,989,705	-	2,989,705
Trade and other receivables	6, 9	182,932,820	143,594,057	168,461,789	143,594,057
Short-term loan to subsidiary	6	-	-	15,000,000	-
Inventories	10	277,099,504	169,645,609	256,878,346	169,645,609
Other current assets		5,815,407	3,883,282	5,225,983	3,770,140
Total current assets		504,695,925	370,452,255	468,629,623	358,116,570
Non-current assets					
Investments in subsidiaries	11	-	-	340,000,000	20,000,000
Other investment	12	3,164,067	3,296,954	3,164,067	3,296,954
Other non-current receivable		3,227,335	-	-	-
Investment properties	13	8,084,001	8,084,001	8,084,001	8,084,001
Property, plant and equipment	14	714,283,521	585,944,121	576,949,710	588,299,141
Goodwill	2.2, 15	171,599,001	-	-	-
Other intangible assets	16	34,384,801	10,148,381	6,450,448	9,440,202
Deferred tax assets	24	-	1,729,718	1,947,014	1,729,718
Other non-current assets		1,351,180	2,827,177	529,371	2,677,177
Total non-current assets		936,093,906	612,030,352	937,124,611	633,527,193
Total assets		1,440,789,831	982,482,607	1,405,754,234	991,643,763

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

Golden Lime Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2018	2017	2018	2017
Liabilities and shareholders' equity					
Current liabilities					
Bank overdraft and short-term loans from					
financial institutions	17	348,810,875	214,612,234	348,810,875	214,612,234
Trade and other payables	6, 18	81,459,678	74,907,111	70,268,923	78,619,087
Advance received from customers		706,377	4,669,961	76,082	4,669,961
Short-term loan from subsidiary	6	-	-	8,000,000	-
Current portion of long-term loans	19	68,142,000	30,960,000	68,142,000	30,960,000
Current portion of liabilities under finance lease					
agreements	20	1,230,340	622,660	1,230,340	622,660
Income tax payable		6,299,271	3,635,898	3,395,222	3,635,898
Other current liabilities		3,488,116	3,102,036	2,768,973	2,779,583
Total current liabilities		510,136,657	332,509,900	502,692,415	335,899,423
Non-current liabilities					
Long-term loans - net of current portion	19	315,889,400	57,331,400	315,889,400	57,331,400
Liabilities under finance lease agreements - net of					
current portion	20	2,907,092	1,549,448	2,907,092	1,549,448
Deferred tax liabilities	24	8,242,067	-	-	-
Provision for long-term employee benefits	21	13,875,786	10,580,177	9,611,568	10,563,791
Total non-current liabilities		340,914,345	69,461,025	328,408,060	69,444,639
Total liabilities		851,051,002	401,970,925	831,100,475	405,344,062

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

Golden Lime Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2018

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Shareholders' equity					
Share capital					
Registered					
300,000,000 ordinary shares of Baht 1 each		300,000,000	300,000,000	300,000,000	300,000,000
Issued and paid-up					
300,000,000 ordinary shares of Baht 1 each		300,000,000	300,000,000	300,000,000	300,000,000
Share premium		194,175,000	194,175,000	194,175,000	194,175,000
Retained earnings					
Appropriated - statutory reserve	22	30,000,000	30,000,000	30,000,000	30,000,000
Unappropriated		65,563,829	56,212,671	50,478,759	62,000,690
Other component of shareholders' equity		-	124,011	-	124,011
Total shareholders' equity		589,738,829	580,511,682	574,653,759	586,299,701
Total liabilities and shareholders' equity		1,440,789,831	982,482,607	1,405,754,234	991,643,763
		-	-	-	-

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

 Directors

Golden Lime Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2018	2017	2018	2017
Profit or loss:					
Revenues					
Sales and service income		1,113,329,485	912,190,412	943,270,692	912,190,412
Gain on foreign exchange		1,059,601	436,780	1,059,601	436,780
Other income		6,252,343	7,134,826	7,909,527	7,102,081
Total revenues		1,120,641,429	919,762,018	952,239,820	919,729,273
Expenses					
Cost of sales and services		794,094,727	655,122,890	682,808,562	655,122,890
Selling and distribution expenses		135,057,744	113,690,865	118,380,274	113,690,865
Administrative expenses		72,980,701	64,370,892	59,582,325	58,550,128
Total expenses		1,002,133,172	833,184,647	860,771,161	827,363,883
Profit before finance cost and income tax expenses		118,508,257	86,577,371	91,468,659	92,365,390
Finance cost		(18,995,808)	(3,405,766)	(18,304,116)	(3,405,766)
Profit before income tax expenses		99,512,449	83,171,605	73,164,543	88,959,624
Income tax expenses	24	(14,947,595)	(12,377,774)	(9,514,996)	(12,377,774)
Profit for the year		84,564,854	70,793,831	63,649,547	76,581,850
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Gain (loss) on change in value of available-for-sale investment		(155,014)	35,385	(155,014)	35,385
Less: Income tax effect	24	31,003	(7,077)	31,003	(7,077)
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(124,011)	28,308	(124,011)	28,308
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>					
Actuarial gains (losses)	21	(246,332)	3,526,727	(193,559)	3,526,727
Less: Income tax effect	24	32,636	(409,312)	22,081	(409,312)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(213,696)	3,117,415	(171,478)	3,117,415
Other comprehensive income for the year		(337,707)	3,145,723	(295,489)	3,145,723
Total comprehensive income for the year		84,227,147	73,939,554	63,354,058	79,727,573
Earnings per share					
Basic earnings per share	26	0.28	0.24	0.21	0.26

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

Golden Lime Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2018

(Unit: Baht)

Consolidated financial statements						
					Other component of equity	
					Other comprehensive income	
	Issued and paid-up share capital	Share premium	Retained earnings Appropriated - statutory reserve	Unappropriated	Surplus on change in value of available- for-sale investment	Total shareholders' equity
Note						
Balance as at 1 January 2017	300,000,000	194,175,000	30,000,000	54,301,425	95,703	578,572,128
Profit for the year	-	-	-	70,793,831	-	70,793,831
Other comprehensive income for the year	-	-	-	3,117,415	28,308	3,145,723
Total comprehensive income for the year	-	-	-	73,911,246	28,308	73,939,554
Dividend paid	29	-	-	(72,000,000)	-	(72,000,000)
Balance as at 31 December 2017	300,000,000	194,175,000	30,000,000	56,212,671	124,011	580,511,682
Balance as at 1 January 2018	300,000,000	194,175,000	30,000,000	56,212,671	124,011	580,511,682
Profit for the year	-	-	-	84,564,854	-	84,564,854
Other comprehensive income for the year	-	-	-	(213,696)	(124,011)	(337,707)
Total comprehensive income for the year	-	-	-	84,351,158	(124,011)	84,227,147
Dividend paid	29	-	-	(75,000,000)	-	(75,000,000)
Balance as at 31 December 2018	300,000,000	194,175,000	30,000,000	65,563,829	-	589,738,829
	-	-	-	-	-	-

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

Golden Lime Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2018

(Unit: Baht)

Separate financial statements						
					Other component of equity	
					Other comprehensive income	
	Issued and paid-up share capital	Share premium	Retained earnings Appropriated - statutory reserve	Unappropriated	Surplus on change in value of available- for-sale investment	Total shareholders' equity
Note						
Balance as at 1 January 2017	300,000,000	194,175,000	30,000,000	54,301,425	95,703	578,572,128
Profit for the year	-	-	-	76,581,850	-	76,581,850
Other comprehensive income for the year	-	-	-	3,117,415	28,308	3,145,723
Total comprehensive income for the year	-	-	-	79,699,265	28,308	79,727,573
Dividend paid	29	-	-	(72,000,000)	-	(72,000,000)
Balance as at 31 December 2017	300,000,000	194,175,000	30,000,000	62,000,690	124,011	586,299,701
Balance as at 1 January 2018	300,000,000	194,175,000	30,000,000	62,000,690	124,011	586,299,701
Profit for the year	-	-	-	63,649,547	-	63,649,547
Other comprehensive income for the year	-	-	-	(171,478)	(124,011)	(295,489)
Total comprehensive income for the year	-	-	-	63,478,069	(124,011)	63,354,058
Dividend paid	29	-	-	(75,000,000)	-	(75,000,000)
Balance as at 31 December 2018	300,000,000	194,175,000	30,000,000	50,478,759	-	574,653,759

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

Golden Lime Public Company Limited and its subsidiaries

Statement of cash flows

For the year ended 31 December 2018

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash flows from operating activities				
Profit before income tax expenses	99,512,449	83,171,605	73,164,543	88,959,624
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	111,581,394	85,460,730	98,363,590	85,293,366
Allowance for doubtful accounts	4,801,213	226,702	4,489,574	226,702
Allowance for impairment loss on other investment	132,887	247,064	132,887	247,064
Reduction of inventory to net realisable value	389,622	-	389,622	-
Gain on sales of equipment and vehicles	(986,997)	(364,484)	(986,997)	(364,484)
Gain on sales of current investment	(156,153)	-	(156,153)	-
Transfer of deferred financial fees to finance cost	396,000	-	396,000	-
Unrealised loss on foreign exchange	212,564	94,863	212,564	94,863
Long-term employee benefits expenses	1,386,826	2,198,754	1,987,448	2,182,368
Interest expenses	18,995,808	3,405,766	18,304,116	3,405,766
Profit from operating activities before changes in operating assets and liabilities	236,265,613	174,441,000	196,297,194	180,045,269
Operating assets (increase) decrease				
Trade and other receivables	(17,562,305)	(23,612,593)	(29,626,099)	(23,612,593)
Inventories	(95,319,637)	(19,313,225)	(87,622,359)	(19,313,225)
Other current assets	(1,288,159)	4,349,677	(1,455,843)	4,462,819
Other non-current assets	(462,586)	511,719	24,090	661,719
Operating liabilities increase (decrease)				
Trade and other payables	(2,678,044)	(7,065,608)	8,424,175	(7,189,582)
Advance received from customers	(6,551,254)	(62,649,124)	(4,593,879)	(62,649,124)
Other current liabilities	(1,237,641)	(606,430)	(10,610)	(928,883)
Cash paid for long-term employee benefits	(3,133,230)	(74,033)	(3,133,230)	(74,033)
Cash flows from operating activities	108,032,757	65,981,383	78,303,439	71,402,367
Cash paid for income tax expenses	(15,870,788)	(11,449,113)	(9,919,884)	(11,449,113)
Net cash flows from operating activities	92,161,969	54,532,270	68,383,555	59,953,254
Cash flows from investing activities				
Decrease in restricted bank deposits	-	12,000,000	-	12,000,000
Increase in short-term loan to subsidiary	-	-	(15,000,000)	-
Cash paid for investment in subsidiaries	(306,975,432)	-	(320,000,000)	(20,000,000)
Cash paid for purchases of property, plant and equipment	(87,510,641)	(130,532,884)	(91,475,530)	(128,997,624)
Cash paid for purchases of intangible assets	(3,950,108)	(1,280,938)	(3,608,458)	(459,725)
Cash received from sales of equipment and vehicles	991,121	364,486	991,121	364,486
Cash received from sales of current investment	2,990,844	-	2,990,844	-
Increase in deposits for acquisition of machinery	-	(1,716,890)	-	(1,716,890)
Net cash flows used in investing activities	(394,454,216)	(121,166,226)	(426,102,023)	(138,809,753)

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

Golden Lime Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2018

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash flows from financing activities				
Increase in bank overdrafts and short-term loans				
from financial institutions	104,193,777	134,612,234	134,193,777	134,612,234
Cash received from short-term loan from subsidiary	-	-	10,000,000	-
Repayment of short-term loan from subsidiary	-	-	(2,000,000)	-
Cash received from long-term loans	330,000,000	-	330,000,000	-
Repayment of long-term loans	(43,960,000)	(30,960,000)	(30,960,000)	(30,960,000)
Repayment of liabilities under finance lease agreements	(1,623,777)	(3,267,905)	(1,623,777)	(3,267,905)
Dividend paid	(74,989,905)	(72,007,268)	(74,989,905)	(72,007,268)
Cash paid for financial fees	(3,696,000)	-	(3,696,000)	-
Cash paid for interest expenses	(19,123,256)	(8,184,117)	(18,259,181)	(8,184,117)
Net cash flows from financing activities	290,800,839	20,192,944	342,664,914	20,192,944
Net decrease in cash and cash equivalents	(11,491,408)	(46,441,012)	(15,053,554)	(58,663,555)
Cash and cash equivalents at beginning of year	50,339,602	96,780,614	38,117,059	96,780,614
Cash and cash equivalents at end of year (Note 7)	38,848,194	50,339,602	23,063,505	38,117,059
	-	-	-	-
Supplemental cash flows information				
Non-cash transactions				
Acquisition of vehicles under finance lease agreements	3,400,000	649,000	3,400,000	649,000
Increase (decrease) in other payables for purchase of assets	(13,017,962)	11,094,266	(16,923,569)	14,930,216
Increase (decrease) in other payables for purchase				
of intangible assets	(34,775)	34,775	(34,775)	34,775
Transfer intangible assets to machinery and equipment	(6,000,000)	-	(6,000,000)	-
Gain (loss) on change in value of available-for-sale investment	(155,014)	35,385	(155,014)	35,385
Actuarial gains (losses)	(246,332)	3,526,727	(193,559)	3,526,727

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

Golden Lime Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2018

1. General information

Golden Lime Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its parent company is CE Lime (Thailand) Limited, which was incorporated in Thailand. It is principally engaged in the manufacture and distribution of chemical products for industrial use, and supply, assembly and installation of equipment. The registered office is at 89 Cosmo Office Park, 6th Floor, Unit H, Popular Road, Banmai, Pakkret, Nonthaburi and the Company has three branches, with two in Saraburi and the other in Lopburi.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Golden Lime Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2018</u>	<u>2017</u>
			Percent	Percent
Golden lime Engineering Company Limited	Engineering consulting services and drawing designs, and installation of equipment	Thailand	100	100
Saraburi Quicklime Company Limited	Manufacture and distribution of chemical products for industrial use	Thailand	100	-

Investment in new subsidiary during the year

On 19 March 2018, the Company acquired a 100% investment in Saraburi Quicklime Company Limited (“SQL”) which engaged in the manufacture and distribution of chemical products for industrial use. The Company paid Baht 320 million for such business acquisition. The Company has assessed the fair value of the assets acquired and liabilities assumed at the acquisition date, in order to allocate costs of the business acquisition to the identifiable items and the process completed within the period of twelve months from the acquisition date allowed by Financial Reporting Standard 3 (revised 2017) Business Combinations.

The financial statements of SQL has been included in the consolidated financial statements of the Company gained controlling authority. The details of the acquisition are as follows:

	(Unit: Thousand Baht)
Cash paid for acquisition of investment in subsidiary	320,000
Less: Net assets from acquisition of subsidiary	(148,401)
Goodwill	<u>171,599</u>
 Cash paid for acquisition of investment in subsidiary	 320,000
Less: Cash and cash equivalents of subsidiary	<u>(13,024)</u>
Cash paid for acquisition of investment in subsidiary - net of cash and cash equivalents received	<u>306,976</u>

The fair values and book value of acquired assets and liabilities of SQL as at the acquisition date are as follows:

	(Unit: Thousand Baht)	
	<u>Fair value</u>	<u>Book value</u>
Assets		
Cash and cash equivalents	13,024	13,024
Trade and other receivables	26,846	26,846
Inventories	12,524	12,524
Other current assets	370	370
Other non-current receivable	3,413	3,413
Property, plant and equipment	151,251	119,595
Intangible assets	28,600	-
Deferred tax assets	1,967	1,967
Total assets	<u>237,995</u>	<u>177,739</u>

	(Unit: Thousand Baht)	
	<u>Fair value</u>	<u>Book value</u>
Liabilities		
Short-term loans from financial institutions	30,000	30,000
Trade and other payables	22,271	22,271
Advance received from customers	2,588	2,588
Current portion of long-term loan	13,000	13,000
Income tax payable	3,264	3,264
Other current liabilities	1,624	1,624
Deferred tax liabilities	12,051	-
Provision for long-term employee benefits	4,796	4,796
Total liabilities	89,594	77,543
Total net assets	148,401	100,196
The Company's investment portion (%)	100	
Net asset attributable to the Company's investment	148,401	
Cash paid for acquisition of investment in subsidiary	320,000	
Goodwill	171,599	

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
 - c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
 - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- 2.3 The separate financial statements present investments in subsidiaries under the cost method.

3. New financial reporting standards

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

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

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

The Federation of Accounting Professions issued a number of revised and new financial reporting standards and interpretations (revised 2018) which are effective for fiscal years beginning on or after 1 January 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 management of the Company and its subsidiaries believe that most of the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied. However, the new standard involves changes to key principles, as summarised below.

TFRS 15 Revenue from Contracts with Customers

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

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

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

The management of the Company and its subsidiaries is currently evaluating the impact of this standard to the financial statements in the year when it is adopted.

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

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

Financial reporting standards:

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting standard:

TAS 32 Financial Instruments: Presentation

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

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

4. Significant accounting policies

4.1 Revenue recognition

Sales of goods

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Rendering of services

Service revenue is recognised when services have been rendered taking into account the stage of completion.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Trade and other receivables

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

4.4 Inventories

Finished goods and work in process are valued at the lower of cost (under the weighted average method) and net realisable value. Cost includes all production costs and attributable factory overheads.

Raw materials and supplies are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

4.5 Investments

- a) Investment in available-for-sale securities are stated at fair value. Change in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit or loss when the securities are sold.
- b) Other long-term investments in non-marketable equity securities, which the Company holds as other investments, are stated at cost net of allowance for impairment loss (if any).

- c) Investment in subsidiaries is accounted for in the separate financial statements using the cost method.

The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

4.6 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 5 years. Depreciation of the investment properties is included in determining income.

No depreciation is provided on land of investment properties.

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

4.7 Property, plant and equipment/Depreciation

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

Depreciation of plant and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Buildings and building improvement	5 - 35 years
Machinery and equipment	5 - 20 years
Office equipment	5 years
Vehicles	5 - 8 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation and construction.

An item of building and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.8 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

4.9 Goodwill

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

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

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

4.10 Other intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

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

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

Computer software	5 years
Customer relationship	15 years

4.11 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company. They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

4.12 Long-term leases

Leases of property, plant and equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the useful life of the assets.

Leases of property, plant and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

4.13 Foreign currencies

The financial statements are presented in Baht, which is also the Company's functional currency. Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.14 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available,

reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiaries estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

4.16 Provisions

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.17 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

Investment properties

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

In addition, the management is required to review investment properties for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Property, plant and equipment/Depreciation

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

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Litigation

The Company has contingent liabilities as a result of litigation. The Company's management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

6. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2018	2017	2018	2017	
<u>Transaction with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Purchase of goods	-	-	4.4	-	At agreed upon price
Sale of goods	-	-	37.8	-	At agreed upon price
Consulting fee	-	-	6.0	3.6	At the rate specified in the agreement
Transportation income	-	-	0.8	-	At agreed upon price
Service income	-	-	1.1	-	At the rate specified in the agreement
Interest expense	-	-	0.2	-	At the rate specified in the agreement
Interest income	-	-	0.2	-	At the rate specified in the agreement
<u>Transaction with related companies</u>					
Purchase of goods	4.2	6.4	2.0	6.4	At agreed upon price
Consulting fee	10.3	14.6	9.6	14.6	At the rate specified in the agreement
Transportation expenses	2.3	10.7	2.3	10.7	At agreed upon price
<u>Transactions with related persons</u>					
Rental expenses	-	0.9	-	0.9	At the rate specified in the agreement

As at 31 December 2018 and 2017, the balances of the accounts between the Company and those related companies are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<u>Trade and other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	17,033	-
Related company ⁽¹⁾	139	-	-	-
Total	139	-	17,033	-

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
<u>Short-term loan to subsidiary</u>				
Subsidiary	-	-	15,000	-
Total	-	-	15,000	-
<u>Trade and other payables - related parties (Note 18)</u>				
Subsidiaries	-	-	920	3,836
Related companies ⁽¹⁾	6,925	2,908	6,922	2,908
Total	6,925	2,908	7,842	6,744
<u>Short-term loan from subsidiary</u>				
Subsidiary	-	-	8,000	-
Total	-	-	8,000	-

Relationship with the related companies

⁽¹⁾ Common ultimate shareholder or common directors

As at 31 December 2018 and 2017, the balance of loans between the Company and its subsidiaries and the movement are as follows:

	(Unit: Thousand Baht)			
	Separate financial statements			
	Balance as at	31	Increase	during
	December 2017		the year	December 2018
Short-term loan to subsidiary				
Saraburi Quicklime Company Limited	-		15,000	15,000
Total	-		15,000	15,000

Short-term loan to subsidiary is not collateralised and repayable in December 2019 with interest charged at a rate of 2.45 percent per annum.

	(Unit: Thousand Baht)				
	Separate financial statements				
	Balance as at	Increase	during	Decrease	during
	31 December 2017	the year	the year	the year	31 December 2018
Short-term loan from subsidiary					
Golden Lime Engineering Company Limited	-	10,000		(2,000)	8,000
Total	-	10,000		(2,000)	8,000

Short-term loan from subsidiary is not collateralised and repayable in December 2019 with interest charged at a rate of 2.0 percent per annum.

Directors and management's benefits

During the years ended 31 December 2018 and 2017, the Company and its subsidiaries had employee benefit expenses to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Short-term employee benefits	29,230	25,269	25,692	25,269
Post-employment benefits	1,471	758	1,139	758
Total	30,701	26,027	26,831	26,027

7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash	420	319	345	295
Bank deposits in saving accounts	24,732	49,558	22,588	37,359
Bank deposits in current accounts	13,696	463	131	463
Total	38,848	50,340	23,064	38,117

As at 31 December 2018, bank deposits in saving accounts carried interests between 0.05 and 0.37 percent per annum (2017: 0.05 and 0.37 percent per annum).

8. Current investment

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2018	2017
<u>Available-for-sale securities</u>		
Investment in open-end fund - cost	-	2,835
Add: Change in fair value	-	155
Total investment in open-end fund	-	2,990

9. Trade and other receivables

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	2018	2017
<u>Trade receivables - related parties</u>		
Aged on the basis of due dates		
Not yet due	-	-
Past due		
1 - 90 days	-	-
91 - 180 days	139	-
Total trade receivables - related parties	139	-
<u>Trade receivables - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	120,189	101,732
Past due		
1 - 90 days	60,398	39,149
91 - 180 days	835	2,155
181 - 365 days	4,775	498
Over 365 days	4,941	1,371
Total	191,138	144,905
Less: Allowance for doubtful debts	(9,654)	(1,602)
Total trade receivables - unrelated parties - net	181,484	143,303
<u>Other receivables</u>		
Other receivables - related parties	-	-
Advances - unrelated parties	1,310	291
Total other receivables	1,310	291
Total trade and other receivables - net	182,933	143,594

10. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Reduce cost to net realisable					
	Cost		value		Inventories-net	
	2018	2017	2018	2017	2018	2017
Finished goods	27,160	11,360	(390)	-	26,770	11,360
Work in process	1,417	2,954	-	-	1,417	2,954
Raw materials	93,692	74,074	(1,524)	(1,524)	92,168	72,550
Supplies	156,745	82,782	-	-	156,745	82,782
Total	279,014	171,170	(1,914)	(1,524)	277,100	169,646

(Unit: Thousand Baht)

	Separate financial statements					
	Reduce cost to net realisable					
	Cost		value		Inventories-net	
	2018	2017	2018	2017	2018	2017
Finished goods	19,573	11,360	(390)	-	19,183	11,360
Work in process	1,416	2,954	-	-	1,416	2,954
Raw materials	85,858	74,074	(1,524)	(1,524)	84,334	72,550
Supplies	151,945	82,782	-	-	151,945	82,782
Total	258,792	171,170	(1,914)	(1,524)	256,878	169,646

11. Investment in subsidiaries

11.1 Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company's name	Paid-up capital		Shareholding percentage		Cost	
	2018	2017	2018	2017	2018	2017
			(%)	(%)		
Golden Lime Engineering Company Limited	20,000	20,000	100	100	20,000	20,000
Saraburi Quicklime Company Limited	38,800	-	100	-	320,000	-
Total					340,000	20,000

11.2 Impairment testing of investments in subsidiaries

For the purpose of impairment testing of investments in subsidiaries, the Company determined the recoverable amount of some significant investments in subsidiaries which have events indicating that an asset may be impaired. The recoverable amount of an asset is the higher of the asset's fair value less costs to sell and its value in use. The estimated future cash flows were determined using cash flow projections covering a five-year period extracted from financial budgets approved by the management.

Key assumptions used in the value in use calculations are summarised below:

(Unit: % per annum)

	2018
Long-term growth rate	-
Pre-tax discount rate	12.7

The management determined the budgeted gross profit margin and growth rate based on historical operating results and expected market growth of those subsidiaries. The discount rate used is pre-tax and reflects specific risks relating to the relevant segments of those subsidiaries.

The growth rate used to extrapolate cash flow projections beyond the period covered by the most recent forecasts does not exceed the long-term average growth rate for the industries in which those subsidiaries operate.

12. Other investment

	(Unit: Thousand Baht)	
	Consolidated and Separate	
	financial statements	
	2018	2017
PT. KRAKATAU GOLDEN LIME	5,418	5,418
Less: Allowance for impairment of investment	(2,254)	(2,121)
Total other investment - net	3,164	3,297

On 26 November 2013, the Company has entered into a joint venture agreement whereby it is to invest in 10 percent of the registered share capital (708,100 ordinary shares of IDR 10,000 each) or IDR 7.1 billion in PT. KRAKATAU GOLDEN LIME, a company newly established in Indonesia, to engage in the manufacture and distribution of lime. The Company has recorded part of the investment called up in accordance with the agreement.

The resolution of PT. KRAKATAU GOLDEN LIME's shareholders meeting agreed to suspend the operations, effective from May 2016. At present, PT. KRAKATAU GOLDEN LIME is in the process of considering developing a new business plan.

13. Investment properties

Investment properties of the Company and its subsidiaries are land and structures thereon, with the following net book value as of 31 December 2018 and 2017.

	(Unit: Thousand Baht)					
	Consolidated and Separate financial statements					
	2018			2017		
	Land and factory			Land and factory		
	Vacant land	building for rent	Total	Vacant land	building for rent	Total
Land - cost	2,000	6,084	8,084	2,000	6,084	8,084
Building - cost	-	1,000	1,000	-	1,000	1,000
Less: Accumulated depreciation	-	(1,000)	(1,000)	-	(1,000)	(1,000)
Net book value	2,000	6,084	8,084	2,000	6,084	8,084

(Unit: Thousand Baht)

	Consolidated and Separate financial statements					
	For the years ended 31 December					
	2018			2017		
	Vacant land	Land and factory building for rent	Total	Vacant land	Land and factory building for rent	Total
Amount recognised in profit or loss						
- Rental income	-	1,045	1,045	-	1,140	1,140
- Expense from direct operating	-	-	-	-	-	-

The fair value of the investment properties as at 31 December 2018 and 2017 stated below:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2018	2017
Land	37,150	17,936
Land and warehouse for rent	35,290	13,372
Total	72,440	31,308

The fair values of the above investment properties has been determined based on valuation performed by an accredited independent valuer and the management of the Company as below. The fair value of land has been determined by an accredited independent valuer based on market prices.

In 2017, the fair value of land and warehouse for rent has been determined by the management of the Company based on income approach. The main assumptions used in the valuation are yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

In 2018, the fair value of land and warehouse for rent has been determined by an accredited independent valuer based on market prices.

The Company and its subsidiaries mortgaged investment properties with net book values amounting to Baht 8.1 million (2017: Baht 8.1 million) with banks to secure long-term loans and other credit facilities granted to the Company as described in Note 30.6 to financial statements.

The Company and its subsidiaries have land with a book value of Baht 2 million (2017: Baht 2 million) that currently has no development plan.

14. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements						
	Land	Building and building improvement	Machinery and equipment	Office equipment	Vehicles	Asset under installation and construction Total
Cost						
1 January 2017	84,907	135,518	781,837	9,063	167,299	1,349,715
Additions	-	271	18,557	2,094	1,069	142,276
Disposals	-	-	-	-	(3,892)	(3,892)
Transfer in (out)	-	3,500	23,640	-	-	(27,140)
Capitalised interest	-	-	-	-	-	4,978
31 December 2017	84,907	139,289	824,034	11,157	164,476	1,493,077
Increase from purchase of investment in subsidiary (Note 2.2)	43,165	26,772	74,624	332	6,358	-
Additions	-	1,914	13,160	864	3,586	60,493
Disposals	-	-	-	(69)	(5,748)	-
Transfer in (out)	-	51,962	238,605	-	-	(290,567)
Transfer from intangible assets	-	-	6,000	-	-	-
Capitalised interest	-	-	379	-	-	-
31 December 2018	128,072	219,937	1,156,802	12,284	168,672	39,140
Accumulated depreciation						
1 January 2017	-	93,691	576,146	7,423	148,472	-
Depreciation for the year	-	12,927	60,406	867	11,093	-
Depreciation on disposals	-	-	-	-	(3,892)	-
31 December 2017	-	106,618	636,552	8,290	155,673	-
Depreciation for the year	-	20,916	81,564	1,117	5,706	-
Depreciation on disposals	-	-	-	(65)	(5,748)	-
31 December 2018	-	127,534	718,116	9,342	155,631	-
Net book value						
31 December 2017	84,907	32,671	187,482	2,867	8,803	269,214
31 December 2018	128,072	92,403	438,686	2,942	13,041	39,140
Depreciation for the year						
2017 (Baht 73.7 million included in manufacturing cost, and the balance in selling and administrative expenses)						85,293
2018 (Baht 98.1 million included in manufacturing cost, and the balance in selling and administrative expenses)						109,303

(Unit: Thousand Baht)

	Separate financial statements						
		Building and	Machinery			Asset under	
		building	and	Office		installation	
	Land	improvement	equipment	equipment	Vehicles	and	Total
						construction	
Cost							
1 January 2017	84,907	135,518	781,837	9,063	167,299	171,091	1,349,715
Additions	-	271	18,524	1,717	1,069	122,996	144,577
Disposals	-	-	-	-	(3,892)	-	(3,892)
Transfer in (out)	-	3,500	23,640	-	-	(27,140)	-
Capitalised interest	-	-	-	-	-	4,978	4,978
31 December 2017	84,907	139,289	824,001	10,780	164,476	271,925	1,495,378
Additions	-	1,718	13,639	826	3,400	60,493	80,076
Disposals	-	-	-	(69)	(5,748)	-	(5,817)
Transfer in (out)	-	51,962	241,316	-	-	(293,278)	-
Transfer from intangible assets	-	-	6,000	-	-	-	6,000
Capitalised interest	-	-	379	-	-	-	379
31 December 2018	84,907	192,969	1,085,335	11,537	162,128	39,140	1,576,016
Accumulated depreciation							
1 January 2017	-	93,691	576,146	7,423	148,472	-	825,732
Depreciation for the year	-	12,927	60,402	817	11,093	-	85,239
Depreciation on disposals	-	-	-	-	(3,892)	-	(3,892)
31 December 2017	-	106,618	636,548	8,240	155,673	-	907,079
Depreciation for the year	-	19,012	73,154	854	4,780	-	97,800
Depreciation on disposals	-	-	-	(65)	(5,748)	-	(5,813)
31 December 2018	-	125,630	709,702	9,029	154,705	-	999,066
Net book value							
31 December 2017	84,907	32,671	187,453	2,540	8,803	271,925	588,299
31 December 2018	84,907	67,339	375,633	2,508	7,423	39,140	576,950
Depreciation for the year							
2017 (Baht 73.7 million included in manufacturing cost, and the balance in selling and administrative expenses)							85,239
2018 (Baht 90.1 million included in manufacturing cost, and the balance in selling and administrative expenses)							98,700

During the year ended 31 December 2018, the Company and its subsidiaries included borrowing costs in the cost of machinery amounting to Baht 0.4 million (2017: Baht 5.0 million).

As at 31 December 2018, the Company and its subsidiaries had vehicles with net book values of Baht 4.8 million (2017: Baht 2.6 million) which were acquired under finance lease agreements.

As at 31 December 2018, certain plant and equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 596.0 million (2017: Baht 601.7 million).

The Company and its subsidiaries have mortgaged plots of land with structures there on and machinery with net book values amounting to Baht 640.2 million (2017: Baht 183.9 million) (Separate financial statements: Baht 514.8 million, 2017: Baht 183.9 million) with banks to secure loans and other credit facilities granted to the Company and its subsidiaries as described in Note 30.6 to financial statements.

15. Goodwill

For the purpose of impairment testing, the Company allocated goodwill acquired in business combinations, as presented below:

	(Unit: Thousand Baht)
	31 December 2018
Goodwill from Saraburi Quicklime Company Limited	171,599

The recoverable amount of each cash generating unit is determined based on a value-in-use calculation, using cash flow projections extracted from financial budgets approved by the management. The cash flow projections cover a five-year period for Saraburi Quicklime Company Limited.

Key assumptions used in value in use calculations are summarised below:

	(Unit: % per annum)
	Saraburi Quicklime Company Limited
Long-term growth rate	-
Pre-tax discount rate	12.7

The management determined the budget earnings before interests and taxes margin and growth rate based on past performance and its expectations of market development. The discount rate used is pre-tax and reflect specific risks relating to the relevant segments.

The growth rate used to extrapolate cash flow projections beyond the period covered by the most recent forecasts does not exceed the long-term average growth rate for the industry in which the cash generating unit operates.

16. Other intangible assets

The net book value of other intangible assets as at 31 December 2018 and 2017 is presented below.

	(Unit: Thousand Baht)					
	Consolidated financial statements			Separate financial statements		
	Computer software	Customer relationship	Total	Computer software	Customer relationship	Total
As at 31 December 2018						
Cost	14,299	28,600	42,899	13,067	-	13,067
Less: Accumulated amortisation	(1,011)	(1,503)	(2,514)	(617)	-	(617)
Less: Transfer to machinery and equipment	(6,000)	-	(6,000)	(6,000)	-	(6,000)
Net book value	7,288	27,097	34,385	6,450	-	6,450
As at 31 December 2017						
Cost	10,315	-	10,315	9,494	-	9,494
Less: Accumulated amortisation	(167)	-	(167)	(54)	-	(54)
Net book value	10,148	-	10,148	9,440	-	9,440

A reconciliation of the net book value of other intangible assets for the years 2018 and 2017 is presented below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Net book value at beginning of year	10,148	9,000	9,440	9,000
Acquisition during the year	3,916	1,315	3,573	494
Increase from purchase of investment in subsidiary (Note 2.2)	28,600	-	-	-
Transfer to machinery and equipment	(6,000)	-	(6,000)	-
Amortisation for the year	(2,279)	(167)	(563)	(54)
Net book value at end of year	34,385	10,148	6,450	9,440

17. Bank overdrafts and short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate (% per annum)		Consolidated and Separate financial statements	
	2018	2017	2018	2017
Bank overdraft	MOR, MOR - 2.25	MOR, MOR - 2.25	15,166	12,133
Promissory notes	2.50 - 2.80	2.40 - 2.50	260,000	150,000
Trust receipt	2.92	2.00	73,645	52,479
Total			348,811	214,612

Parts of short-term loans from financial institutions are secured by the mortgage of plots of land with structures thereon and machinery of the Company and its subsidiary as described in Note 30.6 to financial statements.

18. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Trade payables - related party	-	-	486	-
Trade payables - unrelated parties	33,855	21,757	28,911	21,757
Other payables - related parties	5,042	1,564	5,301	1,564
Other payables - unrelated parties	21,637	17,617	17,881	17,617
Other payables for purchase of assets - related parties	1,883	1,344	1,883	5,180
Other payables for purchase of assets - unrelated parties	399	13,886	260	13,886
Other payables for purchase of intangible assets	-	35	-	35
Advances received	193	202	192	202
Accrued interest - related party	-	-	172	-
Accrued interest - unrelated parties	194	132	194	132
Accrued expenses	18,257	18,370	14,989	18,246
Total	81,460	74,907	70,269	78,619

19. Long-term loans

			(Unit: Thousand Baht)			
Loan	Interest rate (% per annum)	Repayment schedule	Consolidated financial statements		Separate financial statements	
			2018	2017	2018	2017
1	4.75	Payment of principal, excluded interest, in monthly installments; to be completed within February 2021	57,331	88,291	57,331	88,291
2	3.30	Payment of principal, excluded interest, in annually installments; to be completed within March 2025	264,000	-	264,000	-
3	3.30	Payment of principal to be completed within March 2020	66,000	-	66,000	-
Less: Deferred financial fees			(3,300)	-	(3,300)	-
Total			384,031	88,291	384,031	88,291
Less: Current portion			(68,142)	(30,960)	(68,142)	(30,960)
Long-term loans - net of current portion			315,889	57,331	315,889	57,331

Movements in the long-term loans account during the year ended 31 December 2018 are summarised below.

			(Unit: Thousand Baht)	
			Consolidated financial statements	Separate financial statements
Balance as at 1 January 2018			88,291	88,291
Add: Additional borrowings			330,000	330,000
Increase from purchase of investment in subsidiary (Note 2.2)			13,000	-
Amortisation of financial fees			396	396
Less: Repayment			(43,960)	(30,960)
Payment for financial fees			(3,696)	(3,696)
Balance as at 31 December 2018			384,031	384,031

The long-term loans are secured by the mortgage of plots of land with structure thereon and machinery of the Company and its subsidiary, the pledge of shares of the subsidiary held by the Company as described in Note 30.6 to financial statements.

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

20. Liabilities under finance lease agreements

	(Unit: Thousand Baht)	
	Consolidated and Separate financial statements	
	2018	2017
Liabilities under finance lease agreements	4,497	2,359
Less: Deferred interest expenses	(360)	(187)
Total	4,137	2,172
Less: Portion due within one year	(1,230)	(623)
Liabilities under finance lease agreements - net of current portion	2,907	1,549

The Company has entered into the finance lease agreements with leasing companies for rental of vehicles for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally 4 - 5 years. Under the terms of the agreements, the Company has the option to purchase the assets leases. The Company are required to comply with the conditions and restrictions set forth in the agreements.

Future minimum lease payments required under the finance lease agreements were as follows:

	(Unit: Thousand Baht)		
	Consolidated and Separate financial statements		
	As at 31 December 2018		
	Less than		
	1 year	1 - 5 years	Total
Future minimum lease payments	1,398	3,099	4,497
Deferred interest expenses	(168)	(192)	(360)
Present value of future minimum lease payments	1,230	2,907	4,137

	(Unit: Thousand Baht)		
	Consolidated and Separate financial statements		
	As at 31 December 2017		
	Less than		
	1 year	1 - 5 years	Total
Future minimum lease payments	714	1,645	2,359
Deferred interest expenses	(91)	(96)	(187)
Present value of future minimum lease payments	623	1,549	2,172

21. Provision for long-term employee benefits

Provision for long-term employee benefits as at 31 December 2018 and 2017, which represents compensation payable to employees after they retire from the Company and its subsidiaries, was as follows:

	(Unit: Thousand Baht)			
	Consolidated	financial	Separate	financial
	statements		statements	
	2018	2017	2018	2017
Provision for long-term employee				
benefits at beginning of year	10,580	11,982	10,564	11,982
Increase from purchase of investment in subsidiary (Note 2.2)	4,796	-	-	-
Included in profit or loss				
Current service cost	1,214	1,886	1,815	1,870
Interest cost	173	313	172	313
Included in other comprehensive income				
Actuarial loss (gain) arising from				
Demographic assumptions changes	(622)	(1,004)	(656)	(1,004)
Financial assumptions changes	(175)	(1,595)	(177)	(1,595)
Experience adjustments	1,043	(928)	1,027	(928)
Cash paid for long-term employee benefits	(3,133)	(74)	(3,133)	(74)
Provisions for long-term employee				
benefits at end of year	<u>13,876</u>	<u>10,580</u>	<u>9,612</u>	<u>10,564</u>

Long-term employee benefit expenses are included in administrative expenses in the profit or loss.

The Company and its subsidiaries expect to pay Baht 1.3 million of long-term employee benefits during the next year (2017: Baht 3.2 million) (Separate financial statements: Baht 1.0 million, 2017: Baht 3.2 million).

As at 31 December 2018, the weighted average duration of the liabilities for long-term employee benefit is 13 - 20 years (2017: 8 - 22 years) (Separate financial statements: 13 years, 2017: 8 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		Separate statements	financial
	2018	2017	2018	2017
	(% per annum)	(% per annum)	(% per annum)	(% per annum)
Discount rate	3.11 - 3.35	1.97 - 3.17	3.11	1.97
Future salary increase rate	5.00	2.50	5.00	2.50
Employee turnover rate	0 - 46	0 - 32	0 - 46	0 - 32

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2018 and 2017 are summarised below:

(Unit: Thousand Baht)

	As at 31 December 2018			
	Consolidated financial statements		Separate statements	financial
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(1,301)	1,497	(894)	1,032
Future salary increase rate	1,403	(1,245)	961	(852)
Employee turnover rate	(1,280)	1,304	(945)	1,011

(Unit: Thousand Baht)

	As at 31 December 2017			
	Consolidated financial statements		Separate statements	financial
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(723)	837	(720)	833
Future salary increase rate	764	(673)	760	(670)
Employee turnover rate	(780)	554	(776)	550

On 13 December 2018, the National Legislative Assembly passed a resolution approving the draft of a new Labour Protection Act, which is in the process being published in the Royal Gazette. The new Labour Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employees are entitled to receive not less than 400 days' compensation at the latest wage rate. This change is considered a post-employment benefits plan amendment and the Company and its subsidiaries have additional liabilities for long-term employee benefits of Baht 3.5 million (Separate financial statements: Baht 2.2 million). The Company and its subsidiaries will reflect the effect of the change by recognising past services costs as expenses in the statement of comprehensive income of the period in which the law is effective.

22. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

23. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial		Separate	
	statements		financial statements	
	2018	2017	2018	2017
Changes in inventories of finished goods and work in progress	(14,263)	24,412	(6,675)	24,412
Purchase finished goods	290	14,575	290	14,575
Raw materials and consumables used	457,673	319,060	357,929	319,060
Salaries and wages and other employee benefits	106,182	86,973	84,132	82,322
Depreciation	109,303	85,293	98,700	85,239
Transportation expenses	97,404	75,217	81,250	75,217

24. Income tax

Corporate income tax was calculated on profit from non-promoted activities (as described in Note 25 to financial statements) and multiplying by the effective tax rate.

Income tax expenses for the years ended 31 December 2018 and 2017 are made up as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Current income tax:				
Current income tax charge	14,996	12,849	9,679	12,849
Deferred tax:				
Relating to origination and reversal of temporary differences	(48)	(471)	(164)	(471)
Income tax expenses reported in the statements of comprehensive income	14,948	12,378	9,515	12,378

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2018 and 2017 are as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Deferred tax relating to loss (gain) from the change in value of available-for-sale investment	31	(7)	31	(7)
Deferred tax relating to actuarial losses (gains)	33	(409)	22	(409)
Total	64	(416)	53	(416)

The reconciliation between accounting profit and income tax expense is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Accounting profit before tax	99,513	83,172	73,165	88,960
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	19,902	16,634	14,633	17,792
Effects of:				
Promotional privileges (Note 25)	(4,823)	(5,515)	(4,823)	(5,515)
Non-deductible expenses	1,307	(151)	766	(151)
Expenses related to unrecognised deferred tax assets	26	1,187	26	29
Additional expense deductions allowed	(1,505)	(12)	(1,097)	(12)
Others	41	235	10	235
Income tax expense reported in the statements of comprehensive income	14,948	12,378	9,515	12,378

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017

Deferred tax assets

Allowance for doubtful accounts	1,837	230	1,128	230
Allowance for diminution in value of inventories	383	305	383	305
Provision for long-term employee benefits	1,949	1,226	1,096	1,226
Total	4,169	1,761	2,607	1,761

Deferred tax liabilities

Surplus of fair value from acquisition of subsidiary	11,751	-	-	-
Gain on re-measuring available-for-sale investments	-	31	-	31
Deferred financial fees	660	-	660	-
Total	12,411	31	660	31
Net deferred tax assets	-	1,730	1,947	1,730
Net deferred tax liabilities	8,242	-	-	-

As at 31 December 2018, the subsidiary has unused tax losses totaling Baht 2.0 million (2017: Baht 0.6 million), on which deferred tax assets have not been recognised as the subsidiary believes future taxable profits may not be sufficient to allow utilisation of the unused tax losses which will expire during 2022 - 2023.

25. Promotional privileges

The Company has received promotional privileges from the Board of Investment for the manufacture of Calcium Oxide, pursuant to the investment promotion certificate No. 2236(2)/2550 and No. 2288(2)/2557, the manufacture of Calcium Hydroxide pursuant to the promotion certificate No. 59-0430-1-00-1-0 and the manufacture of Calcium Oxide and Calcium Hydroxide production, pursuant to the promotion certificate No.1426(2)/2554. Subject to certain imposed conditions, the privileges include an exemption form or reduction of import duty on machinery, raw materials and significant supplies used in production for export. They also include an exemption from corporate income tax for a period of 8 years (except under certificate No. 2288(2)/2557 and 59-0430-1-00-1-0 where the period is 3 years) from the date the promoted operations commenced generating revenues.

A subsidiary has received a promotional privilege from the Board of Investment for the manufacture of the engineering drawing designs services, pursuant to the promotion certificate No.61-0046-1-00-2-0 issued on 6 July 2017. Subject to certain imposed conditions, the privileges include an exemption form corporate income tax for a period of 8 years from the date the promoted operations commenced generating revenues.

During the years 2018 and 2017, the subsidiary had no operating revenues according to promoted operations.

The Company's operating revenues for the years ended 31 December 2018 and 2017, divided between promoted and non-promoted operations are summarised below.

	Promoted operations		Non-promoted operations		(Unit: Thousand Baht) Total	
	2018	2017	2018	2017	2018	2017
Sales and service income						
Domestic sales	346,506	317,613	474,116	396,590	820,622	714,203
Export sales	58,856	65,200	63,793	132,787	122,649	197,987
Gain on foreign exchange	-	-	1,060	437	1,060	437
Other income	253	1,075	7,656	6,027	7,909	7,102
Total sales	405,615	383,888	546,625	535,841	952,240	919,729

26. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluded other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Profit for the year (Thousand Baht)	84,565	70,794	63,650	76,582
Weighted average number of ordinary shares (Thousand shares)	300,000	300,000	300,000	300,000
Earnings per share (Baht/share)	0.28	0.24	0.21	0.26

27. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on its products and services and have two reportable segments as follows:

- The manufacture and distribution of chemical products segment, which manufacture and distribute of Calcium Oxide, Calcium Hydroxide and other related products
- The supply, assembly and installation of equipment segment, which supply of construction equipment and related machinery for construction of lime kiln, including the consultation for commissioning.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The revenue, profit and total assets information regarding the Company's and its subsidiaries' operating segments for the years ended 31 December 2018 and 2017 are as follows:

(Unit: Thousand Baht)

	For the years ended 31 December									
	The manufacture and distribution of chemical products segment		The supply, assembly and installation of equipment segment		Total reportable segments		Adjustments and eliminations		Total	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Revenue										
Revenue from sales and service	1,107,691	824,161	5,638	88,029	1,113,329	912,190	-	-	1,113,329	912,190
Inter - segment revenue	-	-	6,629	3,585	6,629	3,585	(6,629)	(3,585)	-	-
Operating results										
Gross profit of segments	316,889	220,838	5,612	38,941	322,501	259,779	(3,266)	(2,711)	319,235	257,068
Other income									7,312	7,572
Selling and distribution expenses									(135,058)	(113,691)
Administrative expenses									(72,980)	(64,371)
Finance cost									(18,996)	(3,406)
Profit before income tax expenses									99,513	83,172
Income tax expenses									(14,948)	(12,378)
Profit for the year									84,565	70,794

The following table presents segment assets of the Company's and its subsidiaries' operating segments as at 31 December 2018 and 2017.

(Unit: Thousand Baht)

	The manufacture and distribution of chemical products segment		The supply, assembly and installation of equipment segment		Total reportable segments		Adjustments and eliminations		Total	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Segment total assets	1,476,034	969,769	10,569	19,261	1,486,603	989,030	(45,813)	(6,547)	1,440,790	982,483

Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Thousand Baht)

	2018	2017
Revenue from external customers		
Thailand	990,681	714,203
Laos	95,702	87,911
Cambodia	11,179	2,040
Indonesia	6,318	98,330
Others	9,449	9,706
Total	1,113,329	912,190

Major customers

For the year 2018, the Company and its subsidiaries have revenue from three major customers in amount of Baht 197.4 million, arising from sales by the manufacture and distribution of chemical products segment (2017: Baht 86.6 million derived from one major customer, arising from sales by the manufacture and distribution of chemical products segment).

28. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 2 percent of basic salary. The fund, which is managed by Krung Thai Master Pooled Fund, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2018 amounting to approximately Baht 1.1 million (2017: Baht 0.3 million) were recognised as expenses.

29. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Total shares (Million shares)	Dividend per share (Baht)
Final dividends from profit for the year 2016 (after deduct interim dividends)	Annual General Meeting of the shareholders on 5 April 2017	27.0	300	0.09
Interim dividend announced from the operating results for the period as from 1 January 2017 to 30 June 2017 and retained earnings	Board of Directors' meeting No. 4/2017 on 10 August 2017	45.0	300	0.15
Total dividend for 2017		72.0		
Final dividends from profit for the year 2017 (after deduct interim dividends)	Annual General Meeting of the shareholders on 5 April 2018	30.0	300	0.10
Interim dividend announced from the operating results for the period as from 1 January 2018 to 30 June 2018 and retained earnings	Board of Directors' meeting No. 3/2018 on 14 August 2018	24.0	300	0.08
Interim dividend announced from the operating results for the period as from 1 July 2018 to 30 September 2018 and retained earnings	Board of Directors' meeting No. 4/2018 on 14 November 2018	21.0	300	0.07
Total dividend for 2018		75.0		

30. Commitments and contingent liabilities

30.1 Capital commitments

As at 31 December 2018, the Company had capital commitments of Baht 3.7 million relating to building construction agreements and purchasing agreements of machinery and equipment (2017: Baht 5.4 million).

30.2 Operating lease and service agreement commitments

The Company and its subsidiaries have entered into several operating lease agreements in respect of the lease of office building and apartment and service agreement. The terms of the agreements are generally between 1 and 3 years.

Future minimum lease payments required under these non-cancellable operating leases contracts were as follows.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Payable:				
In up to 1 year	4.1	2.7	3.4	2.0
In over 1 and up to 3 years	1.3	2.8	1.3	2.6

30.3 Long-term service commitments

- a) The Company has entered into service agreement with the subsidiary company whereby the subsidiary will provide know-how, technical service and support. Under the conditions of this agreement, the Company has to pay monthly service fee, effective as from 30 October 2017. During the year, the Company recognised service expenses as stipulated in the agreement amounting to approximately Baht 6.0 million (2017: Baht 3.6 million).
- b) The Company has entered into service agreement with an overseas related company (related by have common ultimate shareholder) whereby this company will provide know-how, technical service and support. Under the conditions of this agreement, the Company has to pay monthly service fee as stipulated in the agreement. During the year, the Company recognised service expenses as stipulated in the agreement amounting to approximately Baht 9.6 million (2017: Baht 14.6 million).
- c) The Company has entered into service agreement with a local company whereby this company will provide preparing documents and lodging of mining lease applications service for legal rights to explore and evaluate mineral resources. Under the conditions of this agreement, the Company has to pay service fee as stipulated in the agreement. The term of the agreement is 3 years and effective as from 1 August 2017. During the year 2017, the Company recognised service expenses as stipulated in the agreement amounting to approximately Baht 0.2 million (2018: Nil).

30.4 Guarantees

There are outstanding bank guarantee issued by banks on behalf of the Company and its subsidiaries in respect of certain performance bands as required in the normal course of business, these bank guarantee are secured by the mortgage of plots of land with structures there and machines of the company and its subsidiaries, as follows.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Guarantee sale agreements	0.7	2.0	0.7	2.0
Guarantee electricity use	12.4	9.3	9.3	9.3
Total	13.1	11.3	10.0	11.3

30.5 Commitments related to advanced sale agreements

The Company and its subsidiaries entered into advanced sale agreements which specified quantity and selling price. As at 31 December 2018, the Company and its subsidiary have sale value of Baht 301 million (Separate financial statements: Baht 275 million) which the goods will be delivered during January 2019 to September 2021 (2017: Baht 145 million which the goods would be delivered during January 2018 to November 2021 (Separate financial statements: Baht 76 million)).

30.6 Credit facilities

As at 31 December 2018, the Company and its subsidiaries have been granted credit facilities by financial institutions for which it has placed collaterals, as follows:

- Long-term loan facilities as described in Note 19 to financial statements, and letter of credit facilities, trust receipts, import financing, letters of guarantee and short-term loan facilities totaling Baht 1,033 million (2017: Baht 590 million) (Separate financial statements: Baht 900 million, 2017: Baht 590 million), of which Baht 206 million (2017: Baht 212 million) (Separate financial statements: Baht 76 million, 2017: Baht 590 million) of unutilised amount is outstanding. These credit facilities are secured by the mortgage of the plots of land with structures thereon and machines of the Company and its subsidiary, and the pledge of shares of the subsidiary held by the Company.
- Overdraft facilities of Baht 66 million (2017: Baht 50 million) (Separate financial statements: Baht 40 million, 2017: Baht 50 million) are secured by the mortgage of plots of land with structure thereon and machines of the Company and its subsidiary.

- c) Forward exchange contract facilities of Baht 8 million (2017: Baht 260 million) are secured by the mortgage of plots of land with structures thereon and machines of the Company.

31. Litigation

In August 2017, the Company was sued by a former employee for a severance pay. The management believed that the Company did not breach the related agreement as alleged by the plaintiff and the damages claimed by the plaintiff was unreasonable.

On 26 March 2018, the Central Labor Court reached its final judgement ordering both parties to the follow settlement agreement whereby they shall mutually agree not to claim or exercise their right to sue in neither Civil Court nor Criminal Court.

32. Fair value hierarchy

As at 31 December 2018 and 2017, the Company and its subsidiaries have the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	As at 31 December 2018			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Investment properties	-	35,290	37,150	72,440

(Unit: Thousand Baht)

	Consolidated financial statements			
	As at 31 December 2017			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Unit trusts	-	2,990	-	2,990
Assets for which fair value are disclosed				
Investment properties	-	17,936	13,372	31,308

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2018			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Investment properties	-	35,290	37,150	72,440

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2017			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Unit trusts	-	2,990	-	2,990
Assets for which fair value are disclosed				
Investment properties	-	17,936	13,372	31,308

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

33. Financial instruments

33.1 Financial risk management

The Company's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade and other receivables, investments, short-term loan to, other non-current receivable, trade and other payables, bank overdraft, short-term loans from, long-term loans and liabilities under finance lease agreements. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company is exposed to credit risk primarily with respect to trade and other receivables, short-term loan to and other non-current receivable. The Company manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Company does not have high concentrations of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables, short-term loan to and other non-current receivable as stated in the statement of financial position.

Interest rate risk

The Company's exposure to interest rate risk relates primarily to its cash at banks, short-term loan to, bank overdraft, short-term loans from, long-term loans and liabilities under finance lease agreements. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2018 and 2017, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2018							
	Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
<u>Financial Assets</u>							
Cash and cash equivalent	-	-	-	25	14	39	0.05 - 0.37
Trade and other receivables	-	-	-	-	183	183	-
Other non-current receivable	-	-	-	-	3	3	-
	-	-	-	25	197	222	
<u>Financial liabilities</u>							
Bank overdraft and short-term loans from financial institutions	334	-	-	15	-	349	2.00 - 3.00, MOR - 2.25
Trade and other payables	-	-	-	-	81	81	-
Long-term loans	68	278	38	-	-	384	3.30 - 4.75
Liabilities under finance lease agreements	1	3	-	-	-	4	4.36 - 5.57
	403	281	38	15	81	818	

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2017							
	Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
<u>Financial Assets</u>							
Cash and cash equivalent	-	-	-	49	1	50	0.05 - 0.37
Current investments	-	-	-	-	3	3	-
Trade and other receivables	-	-	-	-	144	144	-
	-	-	-	49	148	197	
<u>Financial liabilities</u>							
Bank overdraft and short-term loans from financial institutions	203	-	-	12	-	215	2.00 - 2.50, MOR, MOR - 2.25
Trade and other payables	-	-	-	-	75	75	-
Long-term loans	31	57	-	-	-	88	4.75
Liabilities under finance lease agreements	1	1	-	-	-	2	4.36 - 5.57
	235	58	-	12	75	380	

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2018						
Fixed interest rates						
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
Financial Assets						
Cash and cash equivalent	-	-	23	-	23	0.05 - 0.37
Trade and other receivables	-	-	-	168	168	-
Short-term loan to subsidiary	15	-	-	-	15	2.45
	15	-	23	168	206	
Financial liabilities						
Bank overdraft and short-term loans from financial institutions	334	-	15	-	349	2.00 - 3.00, MOR - 2.25
Trade and other payables	-	-	-	70	70	-
Short-term loan from subsidiary	8	-	-	-	8	2.00
Long-term loans	68	278	38	-	384	3.30 - 4.75
Liabilities under finance lease agreements	1	3	-	-	4	4.36 - 5.57
	411	281	15	70	815	

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2017						
Fixed interest rates						
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
Financial Assets						
Cash and cash equivalent	-	-	37	1	38	0.05 - 0.37
Current investments	-	-	-	3	3	-
Trade and other receivables	-	-	-	144	144	-
	-	-	37	148	185	
Financial liabilities						
Bank overdraft and short-term loans from financial institutions	203	-	12	-	215	2.00 - 2.50, MOR, MOR - 2.25
Trade and other payables	-	-	-	79	79	-
Long-term loans	31	57	-	-	88	4.75
Liabilities under finance lease agreements	1	1	-	-	2	4.36 - 5.57
	235	58	12	79	384	

Foreign currency risk

The Company's exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies.

The balances of financial assets and liabilities denominated in foreign currencies as at 31 December 2018 and 2017 are summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	Consolidated and Separate financial statements					
	2018	2017	2018	2017	2018	2017
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	0.8	0.7	-	0.1	32.2848	32.6809
EURO	-	-	0.2	0.1	37.4884	39.0273

As at 31 December 2018 and 2017, the Company has no foreign exchange contracts outstanding.

33.2 Fair values of financial instruments

Since the majority of the Company's and its subsidiaries' financial instruments are short-term in nature or carrying interest at rate close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

34. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2018, the Company and subsidiaries's total debt-to-equity ratio was 1.4:1 (2017: 0.7:1) and the Company's was 1.4:1 (2017: 0.7:1).

35. Events after the reporting period

- 35.1 On 14 January 2019, the Company entered into an agreement to purchase a factory supply for production with an oversea company as quantities and price stipulated in the agreement.
- 35.2 On 26 February 2019, a meeting of the Company's Board of Directors passed a resolution to propose to the Annual General Meeting of the Company's shareholders for the year 2019 for approval a dividend payment to the shareholders of 300 million ordinary shares, at a rate of Baht 0.27 per share, or a total of Baht 81 million. Since the Company had already paid an interim dividend of Baht 0.15 per share, the remaining additional dividend would be Baht 0.12 per share, or a total of Baht 36 million, to be paid on 2 May 2019.

36. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 26 February 2019.

Management Discussion and Analysis



Golden Lime Public Company Limited

MANAGEMENT DISCUSSION AND ANALYSIS

For period ended 31 December 2018

1. Highlights

- ▶ Health and safety: There were 2 LTIs for the entire 2018.
- ▶ Revenue: **1121mTHB** in 2018 compared to 920mTHB 2017 an increase of 22%
- ▶ EBITDA: **230mTHB** in 2018 compared to 172mTHB in 2017 an increase of 34%
- ▶ Net income: **85mTHB** in 2018 compared to 71mTHB in 2017 an increase of 19%
- ▶ Burnt lime sales: **399k Mt** in 2018 compared to 278k Mt in 2017 an increase of 43%

Commenting Mr Geza Perlaki, Golden Lime Managing Director said:

“2018 was a successful year for Golden Lime as we continued with our strategy that is based on three major pillars: topline growth, operational excellence, organization development. The “fixing the basics” program is nearly complete, resulting in upgrades of technical assets, high level of capacity availability, and significant advances in the consistency of our products. Parallel a shift is taking place in the corporate culture, that our improved health and safety record also resembles, while we will continue to improve on our journey to zero injuries.

Operationally our continued focus on quality and services resulted in recognition from our customers in the form of higher value, that translates into higher revenue per unit sold. This supported the strong 22% revenue increase year on year also helped by a supportive market particularly in our key segments of sugar, steel and other lime dependent industries. Along with the supportive external factors our acquisition of Saraburi Quicklime and the efforts of the team to successfully integrate the business and improve its efficiency brought both top-line and bottom-line growth. The increased capacity and market synergies of the acquisition contributed to the growth in revenue while variable cost synergies (particularly on fuel specific consumption optimization) contributed positively to consolidated EBITDA increasing 34%.

Along with this acquisition the start-up of kiln 7 also contributed additional capacity which was particularly significant during the peak sugar season and also gave us the room to take advantage of additional market opportunities which arose due to operational issues at some of our competitors. This was in addition to the “fix the basics” technical upgrade program which resulted in full capacity availability to supply all of our customers. We continue to strengthen the organization with the addition of talent at all levels.

Looking to 2019 although we expect a slight easing in some of the market segments such as sugar and steel, which both saw a particularly strong 2018, we expect a continuation of current conditions. The landscape will however remain competitive, with new players entering on some export markets (Laos) so our plan to introduce new product lines, along with a pick-up in our services business Golden Lime Engineering, will be key to maintaining the positive momentum of returning value to our shareholders”.

2. Outlook

In 2018 as a whole, the Thai economy expanded 4.1%, +4.0% year-on-year and looking ahead, the economy is expected to continue growing at a robust pace in 2019. However, the pace of expansion is expected to ease if downside risks, such as the continuing U.S. and China trade dispute, materialize. In addition, Thailand is scheduled to hold elections on 24th of March with this political risk potentially denting consumer and business sentiment as well as investment activity. Aside from these risks the industrial trends impacting the lime business are positive. Fixed investment grew 4.2% in Q4 versus the same period in 2017 and up 3.9% from Q3. Private-sector investment expenditure on machinery and equipment picked up pace and this industrial expansion is encouraging.

The main lime consuming sectors of the industry continue to expand: the sugar cane harvest will be flat compared to last season which was a record year. The steel industry will continue to grow but at a

slower pace than 2018 at around 7-8 % supported by fixed asset investment. Certain other key segments like chemical and construction (AAC block manufacturing) also show positive tendencies. On the downside the nonferrous mining segment is likely to underperform versus previous years and we face competition in Laos. The potential strength of the Thai baht, which is forecasted to appreciate 4% in 2019, will make exports challenging competitively.

3. Financial highlights (based on Thai FRS)

YTD 2018 Financial Position Summary compared to YTD 2017:

	FY 2018	FY 2017	YoY change	YoY % change
Unit: Million Thai Baht (THB)				
Sales and service income	1113.33	912.19	201.14	22%
Gain from exchange rate	1.06	0.44	0.62	
Other income	6.25	7.13	-0.88	-12%
Total revenues	1120.64	919.76	200.88	22%
Cost of sales and services	794.09	655.12	138.97	21%
Gross profit	319.23	257.07	62.17	24%
Gross profit margin	28%	28%		
SG&A	208.04	178.06	29.98	17%
EBITDA	230.09	172.04	58.05	34%
EBITDA margin	21%	19%		
Depreciation and amortization	111.58	85.46	26.12	31%
EBIT	118.51	86.58	31.93	37%
Finance cost	-19.00	-3.41	15.59	458%
Income tax expenses	-14.95	-12.38	2.57	21%
Net income for period	84.56	70.79	13.77	19%
Earnings per share (THB)	0.28	0.24	0.05	19%

Note: Gross profit = Sales and service income – Cost of sales and services (does not include other income)

3.1 Analysis of 2018 in comparison with 2017 results

The key drivers of 2018 performance on the positive side were the higher volumes and higher prices. The 22% increase in revenue compared to 2017 was positively driven by these two factors particularly the added capacity in Golden Lime and the addition of Saraburi Quicklime. Burnt lime sales volumes for 2018 were up 121kMt versus 2017 in Golden Lime consolidated where core business is running well beyond the same period in 2017 while the impact from lack of engineering contribution is a drag of over 50mTHB annually in revenue. We do expect Golden Lime Engineering to contribute to top line growth as there are promising projects being negotiated and should materialize in the first half of 2019.

On the costs side SG&A has shown improvement, SG&A as a percentage of revenue dropped from 2017 as the synergies of integrating Saraburi Quicklime impact positively. On the variable cost side, apart from normal inflation, since Q2 fuel prices have increased versus the same period in 2017. The latest fuel shipment in December was more economical than the peak in Q1 2018 therefore easing somewhat the 2019 cost pressure. The optimization in plant layouts, internal logistics and peak electricity consumption has resulted in cost savings that have offset the increase in fuel keeping costs of sales at 71% of revenue the same percentage as 2017. With continuous focus on cost saving throughout the organization and the lower fuel price we expect variable costs in 2019 to drop as a percentage of revenue.

Full year 2018 EBITDA is up 34% with again the contribution from Saraburi Quicklime and the increased capacity impacting positively along with value sales. EBITDA in 2018 also has negative contribution

from Golden Lime Engineering which we expect to positively reverse in 2019. Investment in HR will continue in 2019 as we further strengthen the organization, however overall SG&A is expected to decline as a percentage of revenue as Saraburi Quicklime synergies continue to contribute. We have recently aligned the compensation structures and extended the management incentive plan in order to maintain the motivation of the teams who have made strong contributions in 2018.

The additional and kiln 7 in Huai Pa Wai in Q1 adding over 200mTHB to the Golden Lime fix assets the depreciation full year 2018 is higher than 2017 (+27mTHB). However, Q4 there was a change to the depreciation length for kiln 7 (increased to 20 years) to reflect the reality of the useful life based on equivalent machines which has kept depreciation flat vs the same period 2017.

Finance cost has increased full year up 16mTHB versus 2017 full year as expected with the main increase coming from the interest on the new 330mTHB facility used for the Saraburi Quicklime acquisition, and additional WC for fuel.

Income tax rose slightly 2.5mTHB year on year due to the increased results.

Net income full year consolidated basis net income rose 19% due to the higher operation.

3.2 Assets, Liabilities & Shareholders' Equity

Similar to comments made in Q3 the main contributors to the increase in total assets are from an increase in property, plant and equipment due to Hui Pa Wai Kiln 7 being activated and the additional assets from the Saraburi Quicklime acquisition.

On the liabilities side the short-term borrowing facility increased due to the use of a TR (Trust Receipt) of 75mTHB in order to pay for a fuel shipment during the quarter. This new shipment added to full year inventory which saw an increase of +108mTHB. The increase in long-term liabilities is due to the 330mTHB term loan used to acquire Saraburi Quicklime as no further long-term liabilities have been added and the older term loan in Golden Lime continues to be paid down. The outstanding long-term loan in Saraburi Quicklime has been fully repaid.

Shareholder equity increased in-line with the additional net result.

Balance Sheet Summary as of 31 December 2018 compared to 31 December 2017:

Unit: Million Thai Baht (THB)	31st Dec 2018	31st Dec 2017	YoY change	YoY % change
Total current assets	504.70	370.45	134.24	36%
Total non-current assets	936.09	612.03	324.06	53%
Total assets	1,440.79	982.48	458.31	47%
Total current liabilities	510.14	332.51	177.63	53%
Total non-current liabilities	340.91	69.46	271.45	391%
Total liabilities	851.05	401.97	449.08	112%
Total shareholders equity	589.74	580.51	9.23	2%
Total liabilities plus shareholders equity	1,440.79	982.48	458.31	47%

3.3 Cash Flow Analysis

Cash and cash equivalents in 2018 end decreased to 39mTHB, down by 11mTHB from the 50mTHB at the end 2017. Major changes are increased financing cost due to the acquisition in Q1, income tax paid and cash used for dividends. Year on year operating cashflow has increased due to the higher revenue but was offset somewhat by higher fuel prices.

Net cash flows from investing activities increased due to the acquisition of Saraburi Quicklime however Capex was kept in line with forecasts which is a major improvement year on year. Capex discipline is a key focus area and in 2019 capital expenditure will be limited to projects with short paybacks, such as

the new product introduction, and also necessary repairs as per the multi-year preventative maintenance program. Golden Lime is also looking at divesting non-core real estate assets which will positively impact cashflow.

Net cash from financing activities increased due to the long-term borrowing for the Saraburi Quicklime acquisition. Short-term working capital increased versus 2017 as fuel price increased and also fuel procurement in Saraburi Quicklime is now on a long-term contract basis as opposed to the previous spot. While this is a significant saving in terms of lime production it does however require an investment in working capital which will peak in Q1 2019 but then will drop as the fuel is utilized in production.

Dividend cash out has increased year on year however 2019 we plan a significant increase based on the forecasted increase in operational cashflow and divestments. This also includes dividend upstreaming from the two subsidiaries Saraburi Quicklime and Golden Lime Engineering.

2018 Cash flow Summary as of 31 December 2018 compared to 31 December 2017:

	FY 2018	FY 2017	FY 2018	FY 2017
Return on Equity (ROE)	17%	8%	14%	12%
Return on Assets (ROA)	8%	5%	7%	7%
Return on Fixed Assets (ROFA)	34%	23%	29%	28%
Debt/Equity Ratio	1.44	0.69	1.44	0.69
Net Debt/Equity Ratio	1.18	0.44	1.18	0.44
Leverage (Net Debt/EBITDA)	3.24	1.72	3.03	1.48

4. Financial Ratios

	FY 2018	FY 2017
Return on Equity (ROE)	14%	12%
Return on Assets (ROA)	7%	7%
Return on Fixed Assets (ROFA)	29%	28%
Debt/Equity Ratio	1.44	0.69
Net Debt/Equity Ratio	1.18	0.44
Leverage (Net Debt/EBITDA)	3.03	1.48

Note: Net Debt = Interest bearing liabilities – cash and cash equivalents



Mr. Geza Perlaki
Authorized Director



Mr. Krishnan Subramanian Aylur
Authorized Director



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