

[illegible]

ANNUAL REPORT 2019
รายงานประจำปี 2562

水

良い水

Natural water
from
Mount. Fuji

富士山の雪どけ水

“ ชาที่ดีที่สุด จากแหล่งกำเนิดที่ดีที่สุด ”



最高のお茶
最高品質の茶産地から

100%
IMPORTED
WHOLE TEA LEAVES
FROM
JAPAN

GREEN TEA
SHIZUOKA

OFFICIAL PARTNERSHIP
of Shizuoka Tea Export Association



Chairman's statement	07
Business Overview	18
Company Timeline	20
Nature of Business	22
Report of the Risk Management Committee	31
Risks Factor and Risks Management	32
General and Other Information	35
Dividend Payment Policy	36
Shareholding and Management Structure	37
Organization Structure	38
Report of the Nomination and Remuneration Committee	39
Nomination of Directors and Executive	40
Remuneration of Directors and Executive	52
Report of Corporate Governance Committee	55
The Good Corporate Governance	56
Control of the use of Inside Information	69
Internal Control and Internal Audit Systems	70
Connected Transactions	77
The 2019 Sustainable Development Report	85
Report on the responsibility of the Board of Directors towards Financial Statements	86
Management Discussion and Analysis of Financial Position and Operating Result (MD&A)	87
Report of the Audit Committee	92
Audit fees	94
Independent Auditor's Report (CPA)	95
Financial Statements	102
Notes to Financial Statements	113

Please scan the QR code to open Annual Report Thai Version



Vision Mission and Core Value

Vision

To be a leader in beverage business with both quality and innovation that grows along with good society.

Mission

To Consumer

To produce and develop quality beverage which is good for customer health and maximum customer satisfaction.

To Society

To be a role model organization that has social responsibility and give social return, thereby contributing to sustainable development of Thai society.

To Shareholder

To apply innovative to its business for improving management efficiency as well as always looking for opportunity of new channel distribution and improve the channel for highest turnover.

To Employee

To support employee to develop his/her potential until they become professional and have better quality of life and pride in being part of the organization

Core Value

T-F-A-I-H



Highlight in the year 2019



● Ichitan Group Public Company Limited or "ICHI" received an "Excellent" rating from the Thai Listed Companies Corporate Governance Survey (CGR) project for the year 2019 (3 consecutive years) organized by the Thai Institute of Directors (IOD) together with the Stock Exchange of Thailand, including the year 2019 received a full score of 100 % (2 years in a row) from the AGM Assessment Project by the Thai Investors Association, Thai Listed Companies Association and the SEC Office, which we are so proudly. The evaluation results reflect the cooperation of the Board of Directors, Management Team and employees in the organization, are striving to develop of good corporate governance continuously in along with business operations for the organization to grow sustainably.

● Ichitan Group Public Company Limited or "ICHI" had been certified as a member of the Private Sector Collective Action Coalition Against Corruption, which demonstrates the commitment of Ichitan Group to do business on the principles of good governance, with Mr. Kulvech Janvatanavit, director and secretary of the CAC Project and the IOD President, who gave the certificate to the person who passed the certification process about 68 companies at the 10th National Collective Action Coalition Conference on "Innovations in the Fight against Corruption" on Friday, October 18th, 2019 at the Regency Ballroom, Hyatt Regency Hotel. Mr. Tanapan Khongnuntha, Director and EVP of Beverage Business, who was a representative of Ichitan Group to receive the certificate.



● Mr. Viroj Suphasoon (right), Executive Director of Ichitan Group Public Company Limited or "ICHI" received a congratulatory plate from Mr. Pakorn Malakul Na Ayudhya (Centre), Chairman of the Working Group for Sustainable Investment, Stock Exchange of Thailand, on the occasion that Ichitan Group was chosen as one of the companies

listed in Thailand Sustainability Investment (THSI) for the year 2019 in the group of company listed on the SET with market capitalization of between 3,000 - 10,000 million baht at the "SET Awards 2019" at the Stock Exchange of Thailand building in regard to business operations with the philosophy of sustainable development with environmental considerations, social responsibility and good governance principles. (Environmental, Social and Governance)

● "ICHI" received Sustainability Disclosure Acknowledgment of the year 2019. Mr. Apichat Sukachirawat (right), EVP of Accounting and Finance, Ichitan Group Public Company Limited, received the 2019 Annual Sustainability Disclosure Award, Sustainability Disclosure Acknowledgement (Acknowledgment Award) from Khun Wanat Piantham (left), director of ThaiPat Institute which organized by the Office of the Securities and Exchange Commission and ThaiPat Institute. The award was based on disclosure public sustainability information of environmental operations (Environment) Social and Governance (ESG), venue the Office of the Securities and Exchange Commission.



● Topped with more severe global environmental situation, it was the starting point for Ichitan Group to partner with Quality, an eco-friendly home decoration brand, to launch the Ichitan Green Factory Zero Waste project. The project works on bringing damaged and defect plastic bottles from the production process in the factory to go through upcycling process, transforming

plastic waste into chic home decoration, reducing burden of natural degradation, as well as reducing plastic waste by more than 10 tons. The Ichitan x Quality partnership through the Ichitan Green Factory Zero Waste project sets to use 10 tons of plastic waste, which is equivalent to reducing greenhouse gas emissions by 52,000 kilograms of carbon dioxide and can be compared to 30 rai of new plantation or 3,000 teak trees planted, under the concept of conducting business for sustainable growth in consistent with Ichitan Green Factory applied technology to reduce, replace, retreat and recycle energy and receiving the Green Industrial Level 4 certification as a complete green factory that had modified production processes for environmentally friendly, using energy effectively to the goal of reducing waste from the production process to zero and increase the value of plastic waste to be creative benefits in the future.

● Ichitan Group and Garena Online, the leading online gaming and communications platform, deliver Rare Item in the Ichitan X Free Fire campaign. It was the first step for Ichitan to fully support the Esport by offering Ichitan Green Tea Honey Flavored Lemon Free Fire Edition with code under the bottle lid for buyers to use to play the game to win the special character that help to increase the power to attack the new hero "Shimada Hayato" of the last Samurai legend allowing player to wear warrior spirit to fight in the game more excitingly which Ichitan saw playing games as an important skill training for the younger generation, in the situation of analysis, strategic planning, reading the opponent's mind, reaching the goal and team work which was all skills that every working generation must have in this generation.



● Shizuoka Prefecture, known as Japan's Capital of Tea, joins hand with Ichitan in introducing "Hojicha" ready-to-drink green tea to Thai market. The premium green tea sets to create another phenomenon and win tea lovers' heart with its premium tea quality made from Japan's highly recognized "Ohashi Family's Kawane Tea Plantation" which has more than 400 years of expertise in producing Hojicha. "Hojicha" is the famous green tea specially roasted to produce unique golden-brown colour and soothing earthy aroma. Without added sugar, Hojicha provides natural sweet flavour and contains low caffeine. However, the level of catechin, the renown anti-oxidant rich in green tea, remain. In Japan, Hojicha can be consumed by people of all age as drinking water replacement. "Shizuoka Hojicha" is made from 100% imported high quality tea leaves from the Kawane Tea Plantation. "Kawane Tea Plantation is located in Kakewaka city in Shizuoka Prefecture." Shizuoka green tea is known as the best tea from the best tea region. Shizuoka is the No. 1 tea growing region in Japan given the perfect weather and water from snow on top of Fuji which is rich in minerals. The product is the first and only one with the right to use the "Fujipi", Shizuoka's mascot, and the official partnership of the Shizuoka Tea Export Association.

● Ichitan Group PLC. or "ICHI", show operating results for the second quarter of the year with Net profit of 136.8 million baht, increase by 550% from the same period of last year that had a loss of (30.4) million baht. The success from applying the strategy set out both in product management, planning of marketing activities to reach new target groups of each product, and strategies to reach retail stores through the "Ichitan campaign to raise the chance to win a Mercedes-Benz Gold Rich" to stimulate the traditional trade market and increase dealer from DKSH. As a result, Ichitan had expanded the products more efficiently and increase its market share, as well as, result of the ready-to-drink green tea, Shizuoka Hojicha, premium roasted green tea, imported 100% tea leaves from Japan, that create new value and experience of the premium green tea market in Thailand and now ICHITAN was being accepted as number ONE in the premium green tea group, the success of the product line expansion in response to health trends.

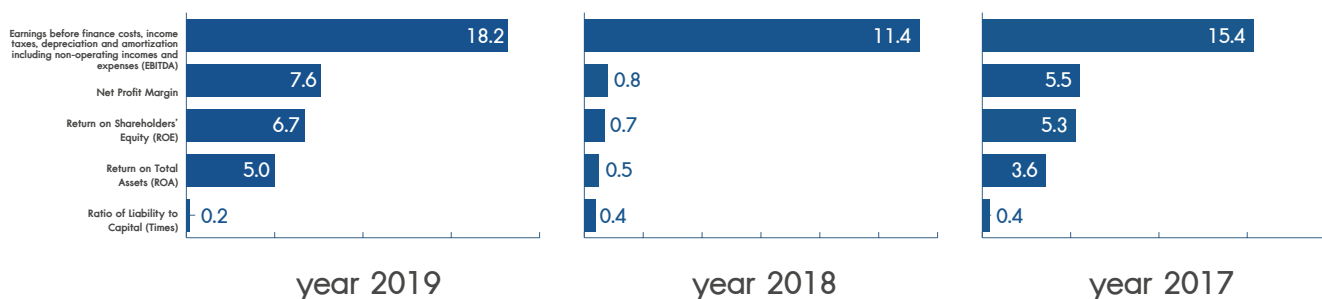


Financial Highlight

Ichitan Group Public Company Limited and its Subsidiary.

Detail (Unit : million Baht)	Consolidated Financial Statement		
	Year 2019	Year 2018	Year 2017
Statements of Comprehensive Income			
Total Revenues	5,347.7	5,216.2	5,719.0
Total Expenses	4,956.4	5,144.6	5,284.9
Net Profit(Loss)	407.5	43.8	315.1
Statements of Financial Position			
Total Asset	7,686.9	8,176.8	8,626.3
Total Liabilities	1,466.6	2,291.3	2,570.1
Shareholder's equity	6,220.4	5,885.5	6,056.2
Paid-up shares at the end of the year (million shares)	1,300.0	1,300.0	1,300.0
Share Information			
Earnings per Share (Baht)	0.31	0.03	0.24
Book Value per Share (Baht)	4.8	4.5	4.7
Dividend per share whole year (Baht)	455.0	65.0	195.0
Dividend Payout (%)	111.7	166.7	61.9

Financial Ratios (%)



Chairman's Statement

Dear Shareholders,

In year 2019, Ichitan Group Public Company Limited (the Company) had developed its business strategy for sustainable growth both in development of new quality product which was differentiate including with meet target consumer demand, and expanding more domestic and international distribution channels. Also, developing human capital , manage budgeting cost and launch differentiate marketing activities to create awareness to reach all target groups such as “Ichitan, Lucky Gold and Car” campaign , “Ichitan X Free Fire, Hayato hunting code” game Free Fire campaign and etc., which had been successfully.

The said strategy had resulted in operating result of the year 2019 that had total income of 5,347.7 million baht and net profit of 407.5 million baht, which grew by 829.4% from the year 2018. In addition, improving our strategy to expand domestic distribution channel effectively which resulted domestic proportion to grow over 9.8% of total revenue in previous year. The ready-to-drink green tea products were still main business of the Company and “Yen Yen” products still ranked the No.1 in the market share, with proportion of 66.32% in the domestic herbal tea beverage market. In year 2019, the associated company “Ichitan Indonesia” show better response as “ Thai Milk Tea” flavor still being high growth rate . In the same year, the Company had been launched new product to Indonesian market which was “Thai Milk Coffee” flavor. Also, OEM business, the Company had already run production for some customers. “Shizuoka” product categories also had market share that ranked No. 1 in proportion of 31.1% in the premium tea market, with all three flavors: Original (no sugar), Mildly sweet and Hojicha , these products were featured in using 100% imported tea leaves from Shizuoka city -Japan by selecting only the First Flush tea leaves and developing the formula by Sensei Satoru Fujimoto, who was an expertise tea master in Shizuoka city.

The Company was determined to operate its business to grow sustainably, transparently with good governance principles, while as the Board of Directors gave importance on good corporate governance and business operations based on sustainability with consideration for all stakeholders. In year 2019, the Company received “Excellent” from the CGR assessment of Thai listed companies for three consecutive years, which was



the highest rank group from Thai Institute of Directors Association (IOD) and received the AGM project evaluation “100 %” full score for two consecutive years from the 2019 AGM assessment project. In year 2019, The Company certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), and was proudly as the first year that the Company had been selected from The Stock Exchange of Thailand as 1 of 98 companies listed in the 2019 Thailand Sustainability Investment (SET THSI Index) and the Sustainability Disclosure Award of the year 2019 in the category Sustainability Disclosure Acknowledgement (Acknowledgment Award) from Thaipat Institute which was given to listed company that was disclosure and conducting business on responsible practices for environment, society and good governance (Environment, Social and Governance: ESG)

I, on behalf of the Board of Directors and the management of the Company ,would like thank you to our customers, business partners, shareholders, employees and all relevant parties which were an important moral support to success ,and hope that all of you believe in the Company's development and proudly part of international sustainable growth of “Ichitan Group”.

Tan Passakornnatee
Chairman of the Board of Director / President
December 31st ,2019

The Board of Directors



Mr. Tan Passakornnatee
Chairman of the Board of Directors



Mrs. Eng Passakornnatee
Chairwoman of the Board of Director/Chairman of the Risk Management Committee/ Member of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee



Mr. Viroj Supasoon
Member of the Board of Directors /
Member of the Risk Management Committee



**Air Vice Marshal (AVM)
Nathawat Nimmolthanakorn**
Independent Director/Chairman of the Audit Committee/
Member of the Risk Management Committee



Mr. Thiti Jiranonkan
Member of the Board of Directors



Mr. Tanapan Khongnuntha
Member of the Board of Directors /
Member of the Risk Management Committee



Mr. Prasan Limpipatanakul
Independent Director/Member of the Audit Committee/
Member of the Nomination and Remuneration Committee



Mr. Issarachai Decharit
Independent Director /Member of the Audit Committee/Chairman of the Nomination and Remuneration Committee/Member of the Corporate Governance Committee



Miss Araya Panichayunont
Member of the Board of Directors



Miss Jinda Songrod
The Company Secretary



The Executive Committee



Mr. Tan Passakornnatee
President / Chief Executive Officer



Mrs. Eng Passakornnatee
Member of Executive Committee /
Senior Executive Vice President



Mr. Thiti Jiranonkan
Member of Executive Committee



Mr. Preecha Augcharanonda
Member of Executive Committee



Mr. Tanapan Khongnuntha
Member of Executive Committee /
Executive Vice President - Beverage Business



Mr. Viroj Supasoon
Member of Executive Committee / Executive
Vice President of Factory Department



Mr. Apichat Sukachirawat
Member of Executive Committee /
Executive Vice President of Accounting
& Finance (CFO)



Mr. Sumol Hobumphen
Internal Audit Manager



Miss Wimolwan Saelao
Asso. Director Accounting

Profile of the Board of Directors

Mr.Tan Passakornnatee

Chairman of the Board of Directors/ President/

Chief Executive Officer

Age (years) : 60

Date of being the Company's director : July 3rd , 2013

Shareholding in ICHI (%) : 27.74

Education :

- Honorary Doctorate, Ramkhamhaeng University
- Honorary Doctorate, Lampang University
- Honorary Doctorate, Business Administration, Suratthani Rajabhat University

Training :

- Thai Institute of Directors (IOD) :
 - 1) DAP Class 12/2004
 - 2) FBG Class 6/2016
- Other Training Institute : None

Work experience within 5 years :

1999-2010 Director / Oishi Group Pcl.
Managing Director ,

Other Current Directorship Positions :

listed Company in the Stock Exchange of Thailand : None
The Company Limited : Available
1) Present Director , Tiger Wings Krub Co.,Ltd.
Other Organizations / Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive :

Spouse / Mrs. Eng Passakornnatee

Mrs. Eng Passakornnatee

Vice Chairwoman of the Board of Directors/Chairwoman of the Risk Management Committee /Member of the Nomination and Remuneration Committee/Member of the Corporate Governance Committee / Member of the Executive Committee/Senior Executive Vice President

Age (years) : 49

Date of being the Company's director : July 3rd , 2013

Shareholding in ICHI (%) : 4.62

Education :

- Bachelor Degree of Business Administration (Finance), Bangkok University
- Master Degree of Business Administration, Ramkhamhaeng University

Training :

- Thai Institute of Directors (IOD):
 - 1) DAP Class 12/2004
 - 2) DCP Class 44/2004
 - 3) FBG Class 6/2016
- The Stock Exchange of Thailand:
The 2017 CSR for Corporate Sustainability.
(course P01 and S01-S06)
Detail appears in "Development of Director and Executive"
- Other Training Institute : None

Work experience within 5 years :

1999 -2010 Director / Oishi Group Pcl.
Deputy Managing Director

Other Current Directorship Positions :

listed Company in the Stock Exchange of Thailand : None
Non-listed in Thailand : Available
In the year 2018-present, she had taken in the position of total amounting to 8 companies and 2 companies, had related transaction as follow;
1) Present Director, Passakornnatee Co., Ltd.
2) Present Director ,T-One Building Co.,Ltd.
Other Organizations / Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive :

Spouse / Mr. Tan Passakornnatee

Mr. Viroj Supasoon

Member of the Board of Directors/Member of the Risk Management Committee/Member of the Executive Committee/
Executive Vice President, Factory Department

Age (years) : 54

Date of being the Company's director : July 3rd , 2013

Shareholding in ICHI (%) : 0.56

Education :

- Bachelor Degree of Science, Microbiology,
Kasetsart University

Training :

- Thai Institute of Directors (IOD) :
1) DAP Class 106/2013
2) RCL Class 5 /2016
- The Stock Exchange of Thailand:
The 2017 CSR for Corporate Sustainability. (course
P01 and S01-S06)
Detail appears in "Development of Director and Executive"
- Other Training Institute : None

Work experience within 5 years :

- 2004 - 2011 General Manager, Oishi Trading Pcl.
- 1998 - 2004 Factory Manager, Foremost Friesland
(Thailand) Co., Ltd.
- 1997 - 1998 Project Manager, Dairy Plus Co., Ltd.
- 1989 - 1997 Production Manager, Foremost Friesland
(Thailand) Co., Ltd.

Other Current Directorship Positions :

- listed Company in the Stock Exchange of Thailand : None
- Non-listed in Thailand : None
- Other Organizations / Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive : None

Air Vice Marshal (AVM) Nathawat Nimmolthanakorn

Independent Director/Chairman of the Audit Committee/
Member of the Risk Management Committee

Age (years) : 69

Date of being the Company's director : July 3rd , 2013

Shareholding in ICHI (%) : None

Education :

- Bachelor Degree of Education in Secondary Education,
Srinakharinwirot University

Training :

- Thai Institute of Directors (IOD) :
1) DAP Class 106/2013
2) AACP Class 16/2014
3) RNG Class 8/2016
4) ELP Class 9/2017
- Other Training Institute : Federation of Accounting
Professions under the Royal Patronage : Audit Committee
Seminar Get Ready for Year End

Work experience within 5 years :

- 2007 - 2012 Manager, Royal Thai Air Force Headquarters Savings
Cooperatives Limited
- 2005 - 2006 Deputy Chief, Staff Officer to Commander-In-Chief,
Royal Thai Air Force, Royal Thai Air Force
- 2002 - 2005 Deputy Director-General Directorate of Welfare
- 2000 - 2002 Chief of Staff Directorate of Welfare
- 1994 - 1997 Director, Welfare Store Division Directorate of Welfare

Other Current Directorship Positions:

- listed Company in the Stock Exchange of Thailand : None
- Non-listed in Thailand : None
- Other Organizations/Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive : None

Mr. Thiti Jiranonkan

Member of the Board of Directors /
Member of the Executive Committee

Age (years) : 58

Date of being the Company's director : August 13th , 2014

Shareholding in ICHI (%) : 2.69

Education :

- Bachelor Degree of Mass Communication (Journalism and Print Media), Sue Ching University

Training :

- Thai Institute of Directors (IOD) :
 - 1) DAP Class 12/2004
 - 2) FBG Class 6/2016
- Other Training Institute : None

Work experience within 5 years :

1994 – 2011 Director / Oishi Group Pcl.
Factory Consultant,

Other Current Directorship Positions :

- listed Company in the Stock Exchange of Thailand : None
Non-listed in Thailand : Available
- 1) Present Director, Wedding Business Consultant Co., Ltd.
 - 2) Present Director, Thank-You Service Co., Ltd.
 - 3) Present Director, Q San Trading Co.,Ltd.
 - 4) Present Director, Unicorn Biotech Co.,Ltd.
- Other Organizations / Institutions: None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive : None

Mr. Tanapan Khongnuntha

Member of the Board of Directors/Member of the Risk Management Committee/Member of the Executive Committee /Executive Vice President, Beverage Business

Age (years) : 46

Date of being the Company's director : July 3rd , 2013

Shareholding in ICHI (%) : 0.45

Education :

- Bachelor Degree of Science in Agribusiness Management, King Mongkut's Institute of Technology Ladkrabang
- Master of Business Administration, Ramkhamhaeng University

Training :

- Thai Institute of Directors (IOD):
 - 1) DAP Class 106/2013
 - 2) RCL Class 5 /2016
 - 3) BMT Class 4/2017
- The Stock Exchange of Thailand : The 2018 CSR for Corporate Sustainability, course P01 : CSR for Corporate Sustainability

Work experience within 5 years :

2008 - 2010 Director of Marketing Department (Beverage Business)/Deputy Director of Marketing Department (Beverage Business),Oishi Group Pcl.

2007 - 2008 Marketing Manager, Beverage Business, Oishi Group Pcl.

2004 - 2006 Commercial Marketing Manager, Oishi Group Pcl.

Other Current Directorship Positions :

- listed Company in the Stock Exchange of Thailand : None
Non-listed in Thailand : None
Other Organizations / Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive : None



Mr. Prasan Limpipatanakul

Independent Director/Member of the Audit Committee/
Member of the Nomination and Remuneration Committee

Age (years) : 64

Date of being the Company's director : July 3rd , 2013

Shareholding in ICHI (%) : None

Education :

- Bachelor Degree of Accounting,
Chulalongkorn University
- Master Degree of Business Administration,
Kasetsart University

Training :

- Thai Institute of Directors (IOD) :
 - 1) DAP Class 106/2013
 - 2) AACP Class 16/2014
 - 3) RNG Class 8/2016
 - 4) ELP Class 9/2017
- Other Training Institute : Federation of Accounting
Professions under the Royal Patronage, Audit Committee
Seminar Get Ready for Year End

Work experience within 5 years :

2009 - 2014 Deputy Managing Director, Siam Commercial
Samaggi Insurance Pcl.

2007 - 2009 Executive Consultant,Siam Ball Sport
Factory Co., Ltd.

2002 - 2006 Member of the Executive Committee and
Consultant, Siam Unisole Co., Ltd.

2001 - 2002 Member of the Executive Committee and
Consultant, Wongpaitoon Group Pcl.

1999 - 2000 Managing Director, K. M. Foam Co., Ltd.

Other Current Directorship Positions :

Listed Company in the Stock Exchange of Thailand : None

Non-listed in Thailand : None

Other Organizations / Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive : None

Mr. Issarachai Decharit

Independent Director/Member of Audit Committee/
Chairman of Nomination and Remuneration Committee/
Member of Good Governance Committee

Age (years) : 60

Date of being the Company's director : 3 กรกฎาคม 2556

Shareholding in ICHI (%) : None

Education :

- Bachelor Degree of Laws, Chulalongkorn University
- Thai bar Association,
The Thai Bar under The Royal Patronage

Training :

- Thai Institute of Directors (IOD) :
 - 1) DAP Class 27/2004
 - 2) AACP Class 17/2014
 - 3) RNG Class 8/2016
 - 4) ELP Class 9/2017
- Other Training Institute : Federation of Accounting
Professions under the Royal Patronage : Audit Committee
Seminar Get Ready for Year End

Work experience within 5 years :

2015 Director,Asia Asset Management Co., Ltd.

2015 Director,Professional Collection Co., Ltd.

2010 - 2015 Director,Global Service Center Co., Ltd.

2010 - 2013 Director,ACAP Asset Management Co., Ltd.

2010 - 2015 Director,Capital OK Co., Ltd.

2006 - 2015Director,ACAP Consulting Co., Ltd.

2003 - 2015 Director,ACAP Advisory Pcl.

2003 - 2015 Director, ACAP Corporate Services Co., Ltd.

Other Current Directorship Positions :

Listed Company in the Stock Exchange of Thailand : None

Non-listed in Thailand : Available

1) Present Director, Global One Capital Co., Ltd.

Other Organizations/Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive : None

Miss Araya Panichayunont

Member of the Board of Directors/
Financial Director (Executive Director)

Age (years) : 44

Date of being the Company's director : July 3rd , 2013

Shareholding in ICHI (%) : 0.07

Education :

- Bachelor Degree of Business Administration (Finance),
Thai Chamber of Commerce University

Training :

- Thai Institute of Directors (IOD) :
 - 1) DAP Class 106/2013
 - 2) RCL Class 5 /2016
 - 3) BMT Class 4/2017
- Other Training Institute : None

Work experience within 5 years :

2011 - 2013 Director , I Am Green Tea Co., Ltd.

1999 - 2011 Manager, Finance Department, Wedding Business
Consultant Co., Ltd.

Other Current Directorship Positions :

- Listed Company in the Stock Exchange of Thailand : None
- Non-listed in Thailand : Available
- Present Director, Lopburi Inn Plaza Co., Ltd.
- Other Organizations / Institutions : None

Director Term duration with ICHI : 6 years

Family Relationship with the Company's executive : None

Mr. Preecha Augcharanonda

Member of the Executive Committee

Age (years) : 57

Shareholding in ICHI (%) : 0.04

Education :

- Bachelor Degree of Accounting, Thammasat University
- Master Degree of Accounting, Thammasat University

Training :

- Thai Institute of Directors (IOD) :
 - 1) DAP Class 106/2013
- Other Training Institute : None

Work experience within 5 years :

2011-2018 Executive Vice President, Accounting and Finance,
Ichitan Group Pcl.

2013-2014 Director , Ichitan Group Pcl.

2002-2011 Accounting and Finance Director , Oishi Group Pcl.

Other Current Directorship Positions :

- Listed Company in the Stock Exchange of Thailand : None
- Non-listed in Thailand : None
- Other Organizations / Institutions : None

Director Term duration with ICHI : year 2013 – year 2014

Family Relationship with the Company's executive : None



Mr. Apichat Sukachirawat

Member of the Executive Committee/Secretary to the Executive Committee/
Secretary to the Risk Management Committee/Secretary to the Nomination and
Remuneration Committee / Executive Vice President, Accounting and Finance (CFO)

Age (years) : 54

Shareholding in ICHI (%) : 0.11

Education :

- Bachelor of Accounting, Ramkhamhaeng University

Training :

- Thai Institute of Directors (IOD):
 - 1) DAP Class 106/2013
 - 2) RCL Class 5 /2016
 - 3) BMT Class 4/2017

The Stock Exchange of Thailand : The 2018 CSR for
Corporate Sustainability, course

P01 and S04-S06

P01: CSR for Corporate Sustainability

S04: Sustainability Risk and Materiality Analysis

S05: CSR Evaluation and Data Management

- Other Training Institute :

Thai Listed Companies Association :

The Company Secretary Program, Class 30

Continuing development course in Accounting and

Finance knowledge :

Problem solving in the preparation of financial statements,
accounting error that affects to financial statements

Work experience within 5 years :

2011-2018 Vice President, Accounting and Finance, Ichitan Group Pcl.

2013-2018 The Company Secretary, Ichitan Group Pcl.

2002 – 2011 Deputy Directors of Accounting and Finance
Department, Oishi Group Pcl.

Family Relationship with the Company's executive : None

Note : Mr. Apichat Sukachirawat has been approved to
appoint as member of the Executive Committee, on May 14th,
2019.

Miss Jinda Songrod

The Company Secretary/
Assistant Director, Office of President

Age (years) : 39

Shareholding in ICHI (%) : 0.017

Education :

- Bachelor of Business Administration (First Class Honors),
Khon Kaen University
- M.B.A. (Finance), Nida Business School

Training :

- Thai Institute of Directors (IOD) :
CSP Class No. 87/2018
- Thai Listed Companies Association (TLCA) :
Advances for Corporate Secretaries Program No.
1/2018
- Other Training Institute : None

Work experience :

2005 – 2011 Assistant Manager Office of President,
Oishi Group Pcl.

Family Relationship with the Company's executive : None

Mr. Sumon Hobumphen

Internal Audit Manager

Age (years) : 42

Shareholding in ICHI (%) : 0.004

Education :

- Bachelor Degree of Accounting, Rajamangala University of Technology, Phranakhorn
- Master Degree of Science in Corporate Governance, Chulalongkorn University

Training :

- Thai Institute of Directors (IOD) :
 - 1) ACPG Class 16 /2015
- Other Training Institute:
 - 1) Certified public accountant, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
 - 2) Courses, Risk management, of corruption at 2/58, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
 - 3) Internal Auditing Program, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
 - 4) Endorsed Internal Auditing Program (EIAP), Class 9, Chulalongkorn University
 - 5) COSO ERM 2017 Basics and Advance at 2/61, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
 - 6) Working Paper for Anti-Corruption at 3/61, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King

Work experience within 5 years :

2006 – 2009 Assistant Internal Audit Manager, Thanulux Pcl.

2011 – 2013 Internal Audit Manager, Perfect Engineering Service Pcl.

1999 – 2006 Assistant Internal Audit Division Manager, Dr. Virach & Associates Office

Family Relationship with the Company's executive : None

Miss Wimolwan Saelao

Associate Director, Accounting (Chief Accountant)

Age (years) : 44

Shareholding in ICHI (%) : 0.004

Education :

- Bachelor Degree of Accounting, Rajamangala University of Technology Tawan-Ok : Chakrabongse Bhuvanarth Campus

Training :

- Other Training Institute:
 - 1) Updated Thai Financial Reporting Standards 15 , new accounting principles regarding revenue recognition.
 - 2) Accounting Guidelines for Employee Benefits in regard to TAS 19 ,that impact on business operations

Work experience within 5 years :

2001 – 2011 Accounting Manager, Oishi Trading Co.,Ltd.

Family Relationship with the Company's executive : None



Report changing of Director, Executive committee and Top Management

of Ichitan Group Public Company Limited (the Company) As at December 31st , 2019

The Company has the policy that directors , executive committee and top management, shall report changes in their shareholding of the Company to the Board of Directors and shall submit their report of changing in shareholding to the Securities and Exchange Commission Thailand(SEC) via www.sec.or.th ,together with submit report as

Form 59-2, if there is changing to the Company Secretary for compiling and present to the Board of Directors' meeting.

Shareholding Report of the Company's director.

No.	List	Ordinary share(share)			Remark
		December 31st , 2019	December 31st , 2018	Increase (Decrease)	
1	Mr. Tan Passakornnatee	360,639,600	360,639,600	-	Chairman of the Boards
2	Mrs. Eng Passakornnatee	60,000,000	60,000,000	-	Member of the Boards
3	Mr. Thiti Jiranonkan	35,000,000	35,000,000		Member of the Boards
4	Mr. Viroj Supasoon	7,277,400	7,277,400		Member of the Boards
5	Mr. Tanapan Khongnuntha	5,900,000	6,200,000	(300,000)	Member of the Boards
6	Miss Araya Panichayunont	926,600	926,600	-	Member of the Boards
7	Air Vice Marshal (AVM) Nathawat Nimmolthanakorn	-	-	-	Independent Director
8	Mr. Prasan Limpipatanakul	-	-	-	Independent Director
9	Mr. Issarachai Decharit	-	-	-	Independent Director

Shareholding report of the Company's Executive committee and Top Management

No.	List	Ordinary share(share)			Remark
		December 31st , 2019	December 31st , 2018	Increase (Decrease)	
1	Mr. Tan Passakornnatee	360,639,600	360,639,600	-	President
2	Mrs. Eng Passakornnatee	60,000,000	60,000,000	-	Member of Executive Committee
3	Mr. Thiti Jiranonkan	35,000,000	35,000,000	-	Member of Executive Committee
4	Mr. Tanapan Khongnuntha	5,900,000	6,200,000	(300,000)	Member of Executive Committee/EVP
5	Mr. Viroj Supasoon	7,277,400	7,277,400	-	Member of Executive Committee/EVP
6	Mr. Apichat Sukachirawat	1,370,200	1,370,200	-	Member of Executive Committee/EVP/CFO
7	Mr. Preecha Augcharanonda	500,000	500,000	-	Member of Executive Committee

Business Overview

History

Ichitan Group Public Company Limited (the Company) which was formerly known as “Mai Tan Company Limited” that had been established since September 3rd, 2010 with the registered capital of 500 million Baht, the Company launched functional beverages business under the brand “ICHITAN Double Drink” since January, 2011. The Company had launched Ready-to-Drink Green Tea under the brand “ICHITAN Green Tea” since May, 2011. The Company had launched herbal tea under the brand “Yen Yen by ICHITAN” since February, 2013. At present, the Company has seven cold aseptic filling bottle production lines and two UHT production lines at Rojana Industrial Park in Ayutthaya province.

Business overview of the Company

As of December 31st, 2019, the Company has registered capital of 1,300 million Baht, fully paid up registered capital 1,300 million and ordinary share 1,300 million shares, at the par value of 1.00 Baht each. The Company has operated main business as manufacturer and seller of ready-to-drink green tea beverage “Ichitan Green Tea”, “Shizuoka Green Tea”, herbal drink “Yen Yen by Ichitan”, Green tea mixed Nanta De CoCo “Ichitan Chew Chew”, juice mixed jelly and juice non-carbonated beverage “Bireley’s” and new energy drink “T247” with modern packaging and produce by advanced technology manufacturing “Cold Aseptic Filling” that will remain naturally nutrient of the drink over five as many as original system, including environmentally friendly that can reduce to use plastic up to 36% and reduce nature degradation. The Company is striving to develop its quality system continuously to meet the highest standards of production and the advantage of maximum production cost.

The main marketing strategies have 4 approach strategies.

- To grow with all group of stakeholders.

The Company has focused on Research and Development and strive to deliver a high quality and healthy beverage to its existing customers group and teenager in domestic, including with customers in the international market. As the product is well-known and accepted, it will result in good performance of the Company to grow steadily, especially in Asian countries.

- To promote the values of the brand.

The Company has strong brand positioning and clearly such as “ICHITAN Green Tea” means Tea that look after you as you are No.1 and expertise in RTD Tea manufacturing. If you feel hot or spicy, you shall think of Yen Yen by Ichitan that means market leader of RTD Herbal Tea by conveying its identity through innovative of the product that will be launched in the next year 2019. Also, communicating through marketing activities to reach target consumers.

- To emphasize on product development for better quality of life.

All of our products are focused on promoting good health both physically and mentally, by selecting quality raw material as well as meticulous production and safety packaging. Mostly, all products have developed to reduce amount of sweetness level until reaching the standard of “Logo healthier choices” from Ministry of Public Health but also remain unique natural flavors and innovative of ICHITAN together with display component and nutritional value label on the packaging.

- To create mutual experience with consumer

In year 2019, the Company has planned to record and develop database of consumer individually for deepening understand through the needs and behavior of consumer, in order to allocate the right marketing programs to each customer group. And, it will create mutual good experience and brand recognition among target consumer that will create sustainable linkage between the brand and consumer.

As at December 31st, 2019, the production capacity of the Company are as follows.

- Bottle production line included 7 production lines, representing 1,500 million bottles / year. (or equivalent to 630 million liters/year).
- UHT production line included 2 production lines, representing the 200 million boxes/year. (or equivalent to 60 million liters/year).

The shareholding structure

The Subsidiary Company

On February 8th, 2017, the Company had established its subsidiary named “Ichitan Power Company Limited” with a registered capital of Baht 1,000,000 (one million Baht), that had



intended to conduct of distribution of all beverage business both domestic and foreign countries ,including hold share of 99.9%.

The Associated Company

On the August 27th , 2014 the Company had entered into a joint venture agreement with PT Atri Pasifik (“AP”), a company incorporated in Indonesia, in order to invest in PT Ichi Tan Indonesia (“PTI”), a new joint venture established in Indonesia. The purposes of the joint venture are to produce and sell ready-to-drink beverage branded “Ichitan” in Indonesia. The Company and AP equally invested in the joint venture (50% of the issued and paid-up share capital of the joint venture) totaling Indonesian Rupiah 200,000 million for the portion of the Company (or approximately 575 million Baht). The Company paid an initial authorized share capital in 50% of the paid-up share capital of Rupiah 50,000 million or equivalent to 135.6 million Baht and the incorporation of the joint venture was completed on November 25th , 2014.

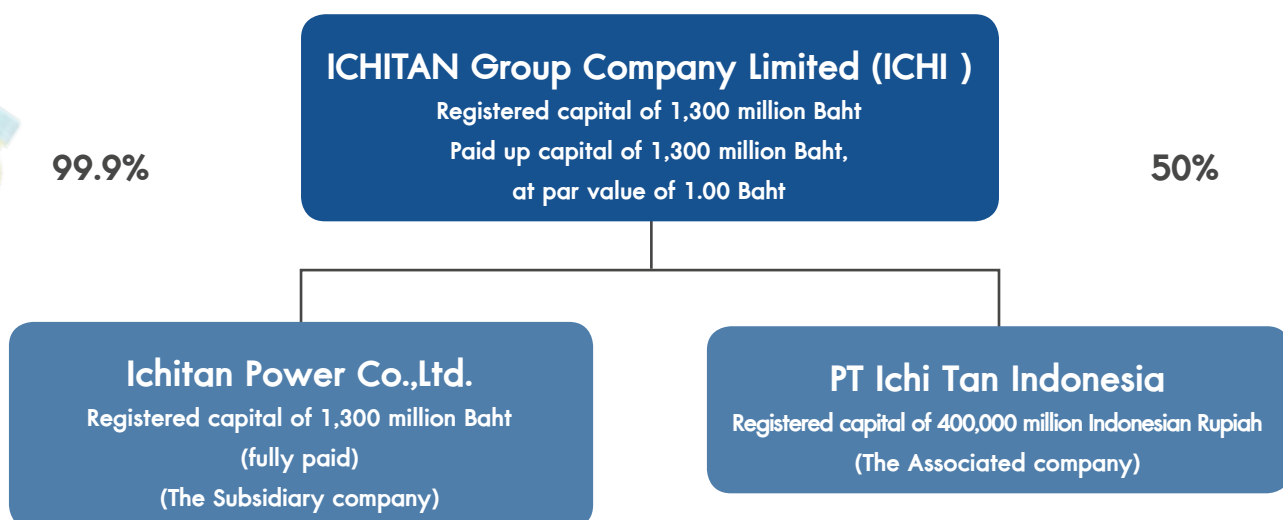
On June 21st , 2016, the Company received a funding call notice from the joint venture to call for an additional paid-up of totaling Indonesian Rupiah 40,000 million (or equivalent to 115.6 million Baht),with the objective of purchasing land and working capital .The Company paid the said capital on June 30th , 2016 and the joint venture had registered the capital increase with In-

donesia Investment Coordinating Board on August 8th , 2016

On July 31st , 2017, the Company received a funding call notice from the joint venture to call for an additional paid-up of totaling Indonesian Rupiah 45,000 million (or equivalent to 121.1 million Baht) with the purpose of working capital . The Company paid the said capital on August 11th , 2017 and the joint venture had registered the capital increase with Indonesia Investment Coordinating Board on August 22nd , 2017.

On January 5th ,2018, the Company received a funding call notice from the joint venture to call for an additional paid-up of totaling Indonesian Rupiah 60,000 million (or equivalent 158.7 million Baht) for purpose of working capital , and the Company had paid the said fund on January 17th ,2018 and the joint venture had registered to increase capital with the Indonesia Investment Coordinating Board on January 24th ,2018.

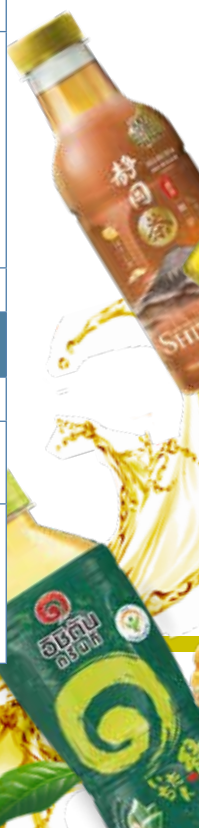
On January 10th ,2019, the Company received a funding call notice from the joint venture to call for an additional paid-up of totaling Indonesian Rupiah 45,000 million (or equivalent 104.4 million Baht) for purpose of working capital , and the Company had paid the said fund on January 23rd ,2018 and the joint venture had registered to increase capital with the Indonesia Investment Coordinating Board on January 23rd ,2019.



Established the Company	Conversion to Public Company Limited	Listed and Trade in the SET	Entered into joint venture in Indonesia	CGR "Excellent" and Rated in "Dividend Universe" list	Development	Development
Year 2010	Year 2013	Year 2014	Year 2014	Year 2017	Year 2018	Year 2019
Established Mai Tan Co., Ltd. on 3rd September with registered capital of 500 MB and issued 5,000,000 ordinary shares at the par value of 100 Baht per share. In the year 2011, changed the Name to be Ichitan Group ,Ltd.	Conversion the Company into Public Company Limited, decreased par value from 100 Baht per share to 1 Baht 1 per share, and registered capital increase to 1,300 MB, divided into 1,300 million shares at the par value of 1 Baht per share. The Company's name was Ichitan Group PLC.	Listed and traded on 21 st April in the Stock Exchange of Thailand(SET) with Stock's symbol " ICHI" Industry: Agro & Food / Sector: Food & Beverage. Also, registered capital (Fully Paid) 1,300 MB. 1,300 million Share.	On 27 th August, entered into a joint venture with PT Atri Pasifik ("AP") in Indonesia, in order to invest in PT Ichi Tan Indonesia ("PTI"), for distributing RTD beverage under branded "ICHITAN" in Indonesia. Holding share proportion of 50% in "PTI". Registered capital 400,000 million IDR (about 1,184 MB) partial paid.	▲▲▲▲▲ Ranked in "Excellent" Corporate Governance Report of Thai Listed Companies (CGR) by IOD Rated in "Dividend Universe" list by the SET. Received "Marketing Excellent Award" in Indonesia.	▲▲▲▲▲ ➢ Ranked in "Excellent" Corporate Governance ➢ New product development ➢ Running new production line ➢ Going to be Sustainable organization.	▲▲▲▲▲  ➢ Ranked in "Excellent" Corporate Governance ➢ Certified in Anti-Corruption: CAC Project by IOD ➢ Received THSI Award by SET ➢ Received received sustainability Disclosure Acknowledgement Award by Thaipt Institute

Company Timeline

Month/Year	Changing and Key Developments
Year 2010	
September	Established Mai Tan Co., Ltd. on 3 September 2010 with the registered capital of 500 million Baht and issued 5,000,000 ordinary shares at the par value of Baht 100 per share.
November	- Entered into an agreement to buy or sell land for a land property in Rojana Industrial Park in Ayutthaya Province with the area size of 75-3-80 for factory construction. - Applied for an investment promotion certificate and other licenses.
Year 2011	
March	The Extraordinary General Meeting of Shareholders No. 2/2011 to pass a resolution to increase its registered capital to 600.0 million Baht divided into 6 million shares of ordinary share with par value of 100 Baht / share which increased capital to existing shareholders.
April	Received promotional privileges from the Board of Investment of Thailand (BOI) No. 1496 (2) / 2554.
September	Started the test-run of the production lines which comprise 1 production line for bottle type and 1 production line for box type.
October	Faced the 2011 flood crisis which inflicted the financial damage worth Baht 1,180.6 million on the Company, partially offset by the initial insurance indemnity of Baht 600 million which reduced the net loss from flood recognized in 2011 to Baht 580.6 million. In the following year, the Company was paid the remaining indemnity of Baht 518.8 million from the insurer which was additionally recognized as income in 2012 (net of the loss from building and equipment amortization worth Baht 50.5 million in 2012)
November	Renamed to Ichitan Group Company Limited.
Year 2012	
March- April	Started 1 production line for bottle type in March and 1 production line for UHT type in April.
July	Increased production capacity by another one production line for UHT type, totaling 2 production lines for UHT type.
September	- Started a new production line for bottle type, increasing production line for bottle type to 2 lines. - EGM No. 4/2012 of the Company approved the registered capital increase to Baht 1,000 million through the right issue by offering 10,000,000 ordinary shares at the par value of Baht 100 per share to existing shareholders.



Year 2013	
January	● Divested the food business.
March	● Started a new production line for bottle type, increasing the line for bottle type totaling 3 lines.
July	● EGM No. 2/2013 of the Company approved the conversion of the Company into a public limited company, the decrease of the par value from Baht 100 per share to Baht 1 per share, and the registered capital increase to Baht 1,300 million, divided into 1,300 million shares at the par value of Baht 1 per share.
September	● Received promotional privileges from the Board of Investment of Thailand (BOI) No. 1492(2) / 2554.
Year 2014	
April	● Listed and traded on the Stock Exchange of Thailand. ● Started a new production line for bottle type, increasing the production line for bottle type totaling 4 lines.
May	● Acquired the Bireley's trademark and beverage formula from Sunny Herb International Beverage Company.
August	● Entered into a joint venture in Indonesia.
Year 2015	
January	● Increased one new production line for bottle type, totaling 5 lines
April	● Increased one new production line for bottle type, totaling 6 lines.
October	● Launched ready-to-drink green tea at Indonesia, under PT Ichi Tan Indonesia with availability of RTD green tea 2 flavors which were Honey mix Lemon and Lychee.
Year 2017	
February	● Established the Subsidiary company named "Ichitan Power Co.,Ltd." with registered capital of 1 million Baht (fully paid) by Ichitan Group PLC had hold share in proportion of about 100%, with objective to conduct of distribution of all beverage business both domestic and foreign countries.
May	● Ichitan Power Co.,Ltd.(the Subsidiary Company) had grand opening energy drink "T247" size 280 ml. (1) Ginseng and Honey (2) Collagen and Zinc
July	● ICHITAN EXPERIENCE ACADEMY Program, Ichitan Group had opened opportunity knowledge to third and fourth years undergraduate student in the country who are interested to work in beverage industry. Free training throughout the course.
December	● Increased one new production line for bottle type, totaling 7 lines.
Year 2018	
April	● Launched 2 flavors of ready-to-drink premium green tea "Shizuoka", which are original (No sugar) and sweet (Mildly Sweet), comprised of 100% imported tea leaves from Shizuoka, Japan, and selected only First Flush & Second Flush tea leaf, which developed by Mr. Sataru Fujimoto, the master of the city. Shizuoka was the first and only type of drink that had received the city logo (Fujipi) and official certification from the Association for Export Tea, Shizuoka, Japan, with a packing size of 440 ml.
October	● Ichitan Happy Tea" is freshly brewed from high quality green tea leaves rich of natural anti-oxidants and freshness. Extra happiness is added through three fruit flavour variants – Pomegranate with abundant anti-oxidants, Calamansi orange that is rich in Vitamin C, and the Tropical Punch flavour with mixed vitamins for enhance immunity. Ichitan Happy Tea comes in modern look with colourful fruit graphic design that makes consumers happy to see and to taste it. The new product is in packing size of 420 ml., priced at 20 baht.

2019	
January	● Launched herbal drinks mixed with coconut jelly “Yen Yen Fun”.
April	● Entered the E-Sport world through marketing campaigns with Garena Online (Thailand) Co.,Ltd. through “Free Fire” online games.
July	● Moved the head office from 28th floor of Charn Issara 2 Building, Bangkok to the 42th -44th floor of T-One Building, Bangkok.
October	● Ichitan Group Public Company Limited or “ICHI” had been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC).
November	● The Company was chosen as one of the company listed in “Thailand Sustainability Investment” Index (THSI) for the year 2019 in the group of company listed on the SET with market capitalization of between 3,000 - 10,000 million baht at the “SET Awards 2019”, the Stock Exchange of Thailand.
December	● The Company received the 2019 Sustainability Disclosure Award in the category Sustainability Disclosure Acknowledgement (Acknowledgment Award) from Thaipat Institute.

Currently, products of the Company and its Subsidiary have total eight products categories in the form of bottles,UHT boxes and bags of jelly packaging.

1. Ichitan Green Tea is quality ready-to-drink green tea and is available in seven flavors include :
(1) Original flower tea (2) Honey Lemon (3) Rice Japan (4) Pomegranate (5) Berry Berry (6) Lychee (7) Apple Fuji
2. Herbal Drink under the trade name “Yen Yen by Ichitan “with total three flavors include: (1) Green tea mixed herbal (2) Honey mixed Chrysanthemum and (3) Yen Yen Gold .
3. Fruit juice and jelly beverage under the trade name” Bireley’s” with total four flavors include:
(1) Orange (2) Red grape
4. RTD Green Tea mixed Nanta De Coco under the trade name “Ichitan Chew Chew” that green tea is focused on chewing fun with delicious with total three flavors include: (1)Grape (2) Lime Honey
5. Herbal Drink mixed Nanta De Coco under the trade name “Yen Yen Fun “with total two flavors include:
(1)Herbal (2) Honey mixed Chrysanthemum

6. RTD Black tea with two flavors include: (1) Lemon (2) Strawberry
7. Energy drink “T247” with two flavors include :
(1) Ginseng and Honey (2) Collagen and Zinc.
8. RTD premium Green Tea, Shizuoka is the first product in Thailand that is supported by the Shizuoka Tea Export Association, Japan. There are three flavors:
(1) No sugar (2) Mildly sweet (3) Hojicha

The Company distribute its products through three main distributors 1) DKSH (Thailand) Co., Ltd. (2) Boonrawd Asia Co., Ltd. and (3) I Am Green Tea Co., Ltd. (IGT) which has related person. To maintain customer base from existing traditional trade channels, that is focusing on target group that does not overlap with DKSH and Boonrawd Asia, as a result I Am Green Tea Co., Ltd. (IGT) which hold major share by Khun Tanita Passakornnatee (Khun. Tan’s elder sister) in the proportion of 75% (remaining 25% owned by the Tri Pruek Family which does not any related neither the Company nor executive.) The purpose of establishing IGT is to distribute Ichitan products through traditional trade channels.

Nature of Business

Product and Package.

The Company’s products has 21 flavors under the package size of 12 type, the details are shown in the table below;

Package	Bag 150 g	UHT 300 ml.	Bottle 280 ml.	Bottle 280 ml.	Bottle 290 ml.	Bottle 315 ml.	Bottle 350 ml.	Bottle 400 ml.	Bottle 410-420 ml	Bottle 440 ml.	Bottle 555 ml.	Bottle 600 ml.
price (unit : baht)	12	10-12	10	15	12/13	10	20	15	20	30	20	25
RTD Green Tea Drink		✓	✓						✓	✓		✓
Green Tea mixed Nanta De Coco Drink							✓		✓			
RTD Black Tea Drink					✓							
Herbal Drink		✓				✓		✓			✓	
Herbal Drink mixed Nanta De Coco							✓					
Juice Beverage					✓							
Fruit Jelly	✓											
Energy Drink				✓								



Revenue Structure The Company's revenue structures for the year 2017 to year 2019 are as follows;

Detail	Year 2019		Year 2018		Year 2017	
	million Baht	%	million Baht	%	million Baht	%
Net Sales	5,334.2	99.7	5,204.0	99.8	5,687.5	99.4
Other Income	13.5	0.3	12.2	0.2	31.5	0.6
Total Revenue	5,347.7	100.0	5,216.2	100.0	5,719.0	100.0
Market Share*	31.4%		29.8%		32.8%	
Number of Flavors	21 Flavors		23 Flavors		21 Flavors	

*Source: Retail Index of Nielsen, January 2020.

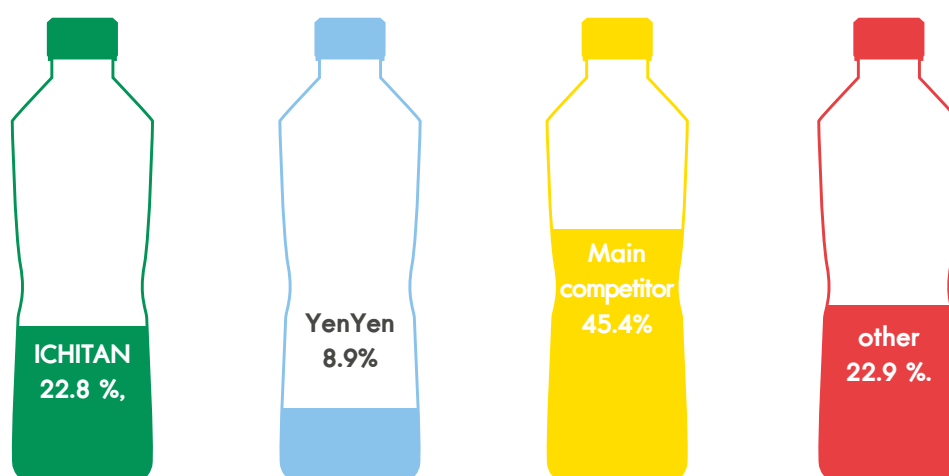
Revenue structure brake down by core business lines.

Detail	Year 2019		Year 2018		Year 2017	
	million Baht	%	million Baht	%	million Baht	%
Ready-To-Drink Tea Beverage Group	5,264.5	98.7	5,052.2	97.1	5,490.4	96.0
Juice Beverage Group and Others	69.7	1.3	151.8	2.9	228.6	4.0
Total	5,334.2	100.0	5,204.0	100.0	5,719.0	100.0

Industry Condition and Competition

As the Company has main income from RTD Green Tea, accounting for 98.7 % of total revenue. In the year 2019, Other 1.3% (a non-carbonated juice drink, 0.6 %, energy drink 0.5%), so industry condition , the Company will focus information on RTD tea market.

In the year 2019, RTD Tea market had totaling 12,123 million Baht, which increased by 1.9%, as a result of growth in RTD Tea main stream group, and premium tea group. In year 2019, the market share of ICHITAN 22.8 %, YenYen 8.9%, Main competitor 45.4% , and other 22.9 %.



Source : Nielsen

Investment trend and Market Expansion.

Consumers consumption tendency in beverage industry, there is several variety of products for consumer to select, such as drinking mixed coconut jelly and healthy drink that emphasize to produce low sugar ,no sugar or nature sweetener products because consumer has more concerning on health. So, healthy beverage products that focus on such matters ,it may be a good market opportunity for the Company. Research and Development Department of ICHITAN Group has expertise and experienced in the beverage industry that has better understanding of the need of customers as well, so it will develop new products to meet the needs of health-conscious consumers. However, RTD tea market is also likely to grow further. The new product category that have been entering into the market and get good feedback from consumer such as green tea mixed Nanta De Coco and Green tea for health that will make the competition in RTD tea market actively and growing up.

In the year 2019, the Company has focused on developing distribution channels in MT (Modern Trade) And TT (Traditional Trade) through its main three distributors. The Company has set the goal of growing together and developed guidelines to promote specific channels, each department in order to acquire differentiate customer. For international markets, the Company had cooperation with potential partners which had develop marketing activities and products together which result export sale volume of the Company of 27.7 % in year 2019 (year 2018: proportion 32.5%)

Policy and Marketing

1. Competitive Strategy

In the year 2019, RTD Tea market remained fiercely competitive and had also been affected by slowdown of economics condition both the domestic and abroad which caused consumer spending to cuts down on unnecessary luxuries. As a result, RTD tea market and other market in the year 2019 were not growing as it should be. Also, the government had announced the policy to collect excise tax of vegetables drink non-alcoholic juice drink, especially drinking which contain caffeine as previously exempt from taxation such as RTD Green Tea and instant coffee. In the year 2019, it is expected that it will not adversely affect the market in the next year as the market and consumers have adapted to the increased selling price. There is also products that has good growth tendency which is a premium ready-to-drink tea market such as “Shizuoka green tea” that focuses on health conscious consumers. And ready-to-drink tea mixed with coconut jelly market such as “Chew Chew” that focuses on teenager group, so the Company expect that the ready-to-drink tea market will also

continue to have growth potential in the next year

1) A strong brand strategy management

At present, there is less differentiation in flavor of RTD Green Tea in Thailand as a result the outstanding design of packaging and powerful branding that is make differentiate and identity of product of the Company, together with build and maintain customer base. The Company aims to positioning “ICHITAN” brand as a quality and expertise brand in RTD Tea industry so it has communication plan to communicate branding to the market through 360-degree marketing strategy.

2) Product strategy

In order to reinforce positioning of the brand as product quality, so the Company has strictly controls quality at every step of production chain from research and development product , quality raw materials selection, meticulous production process and using modern technology to reserve good quality in beverage. In addition, Research and Development team of the Company is comprised of professional experts in the beverage field which truly understand customers’ needs and expectation which enable them to develop new products that match the taste among consumers in Thailand and some Asian countries, especially consumer who is focused in their health. To meet the need of consumer so the Company has produced product such as herbal drink “Yen Yen Gold by Ichitan” and 0% sugar RTD Green Tea. For packaging, the Company has emphasized on the detail of its design and sizing that have to be made of safe material, recognition and convenience including modern label design. In the year 2019, the Company has policy on to provide ingredient information to consumers in a transparent manner by attaching label of nutrition and calories clearly on the packaging that may make a decisions to purchase easier.

3) Effective Inventory and Cost Management

As fixed costs such as depreciation of machinery and equipment which made the production cost per unit, will be reduced as production volume increased. Also, the Company has applied the cold aseptic filling system, which is advanced technology in our production process for reducing our production cost. The technology offers the benefits of (1) lighter materials used (2) longer, continuous production up to 120 hours before each cleaning session which makes production (3) automation features which offers labor-cost saving advantage. Also, the Company has implemented the automated storage and retrievable system for inventory management, which leads to higher efficiency and reduce labor costs. These factors contribute to enhance cost management with efficiency together with able to meet customer needs in a timely manner.



4) Distribution and Channel Management Strategy

In order to distribute product of the Company to reach the customer in a timely manner and avoid product shortage, the Company has controlled the finished goods distribution process from the manufacturing site to distributors and retailers. Moreover, the Company also set professional team to keep track of sale volume result, analyze sales performance and inventory turnover in each area to forecast the suitable sales volumes and inventory in the future. In addition, the Company has planned to boost up sale volume among CLMV countries.

5) Marketing and Sales Strategy

Forecasting consumer demand : The Company has forecasted beverage demands that based on historical and statistical data and seasonal factors such as weather conditions, special and festive occasions, competition environment and the economic situations. The Company has strived to ensure the forecast accuracy and limit the deviation to maximum at 10%. Realistic forecasts will contribute to the efficiency of production and promotional activities.

Marketing and promotion planning : As , beverage business is a business with fluctuations in the demand for seasonal consumption especially in summer higher than other month of the year ,due to meet customer in a timely manner the Company has strategy to promote the market both Above the line: ATL (marketing medium to reach a wider audience) and Below the line: BTL (marketing targeted specifically audience) in the summer and offers trade discounts to distributors in the month that low consumption rates. Furthermore, the Company has implemented the proactive marketing plan to increase its market share including with focus on PR communications to enhance ICHITAN brand as a quality manufacturing product brand. To emphasize the Company's product position, it has four different types of sales promotions: specific sales promotion to retailers, specific sales promotions to distributors, nationwide campaigns, and online sales promotions. Our annual budget allocations to these activities are based on the sales forecast.

3. Distribution Channels

Distribution	Consolidated	Consolidated	Consolidated
	Year 2019	Year 2018	Year 2017
Domestic	72.3	67.5	73.0
International	27.7	32.5	27.0
Total	100.0	100.0	100.0

The Company and its subsidiaries mainly operate more than 72.3% in Thailand and full connected transaction that show in Notes to Financial Statements.

Fixed pricing and discount : As, RTD beverage is the product that has seasonal fluctuations, the Company has to review and adapt the policy on trade discounts in accordance with the demand of the market regularly and continuously. Whileas, the selling price will not change much because competitive environment of the beverage industry is also intensely.

6) Sustainability strategy by conducting business with good corporate governance.

The Company gives importance on being a quality organization to build confidence for the society, community and all stakeholders in regard to conduct business with focusing on sustainable development in all business process of supply chain system, up to the value chain process to cover economic, social and environmental aspects, including with under corporate governance code principles and promote anti-corruption together with raise consciousness for directors, executive and employees to work with honesty, morality and ethics.

7) Creating mutual experience in consumer

The Company has the policy and guideline to keep and develop consumer database individually, to deep study the need, behavior in order to launch consumer marketing campaign that will allocate appropriately marketing program to consumers and each customer group, which may build mutual experience and recognize all brand of the Company sustainably.

2. Target customer

The main target group of ICHITAN is teenagers and working age that have demand and consumption changing frequently, so the Company plan to release new products to meet the needs of consumer both RTD Tea segment and Fruit juice segment together with bring out the differentiate of each product to communicate to target consumer for their easily access. In the future, the Company will remain to extend diversity of products to access to the target group continuously, including with develop new products to serve the market especially healthy product as well as expanding to overseas market.

Nature of Business

At present, the Company has distributed its products through four main distributors hereto;

1. DKSH (Thailand) Co., Ltd., is a main distributor of the Company, representing 63.9% of total sale of year 2019, that will focus on Modern Trade, Wholesaler and Traditional Trade. The Company has been made long-term contracts with the distributor and follows up track record of retailers that distributor can reach to manage distribution and trade discounts.

2. I Am Green Tea Co., Ltd., representing 5.5% of total sale of year 2019 by focusing on selling through dealer networks, restaurants, traditional trade, cash vans and other channels which cannot reach by other distributors.

3. Boonrawd Asia Co., Ltd., representing 2.9% of total sale of year 2019 by focusing on the distributor network, traditional trade and shop under the network of Boonrawd Asia Co., Ltd.

4. Mainly exporting to International, is accounted for 27.7% of total sale of year 2019. However, all distributors have their sales territory and networks which do not overlap each other.

Product Procurement

Ichitan's products are from its factory and outsourcing from OEM. The Company will hire external suppliers only if the capacity of the plant is not sufficient to sales volume as forecasted, or the new product that the Company wants to test the market. In the past three years (2017-2019), the proportion of outsourcing from 7.6%, 3.4% and 0% of the year 2017, year 2018 and year 2019 respectively.

In terms of the sourcing of main raw materials such as tea leaves, fructose, cane sugar, water and flavor ingredients, the Company has set quality control measurement at every process in pre-production process, from cultivation, raw material selection and storage raw material, to ensure that all ingredients will meet the high-quality standards. Outsourcing manufacturers have been provided with premix substance to protect the secrecy of our drink recipe. In addition, as a quality control measure, all manufacturers are provided with detailed list of ingredients and obligated to use raw materials supplied by approved vendors list. In addition, the Company's quality control team will conduct monthly inspection to ensure that product has produced by supplier that will meet quality standards of the Company.

Organic Tea Leaves : To mitigate the risk of raw material shortage, the Company has developed an annual production and sourcing plan as well as entered into sale and

purchase agreements, usually with the validity period of one year, with suppliers who gather tea leave supplies from farmers. Moreover, controlling the quality of tea leaves, our research and development team jointly supervises the entire process, from organic farming, tea leave fermentation, harvesting, steaming to pre-delivery storage. The team also checks the quality of tea leave supplies in terms of odor, flavor, weight and color, prior to the manufacturing process. Then, tea leaves are stored in the temperature chamber to prevent quality deterioration. Tea leaves supplies are from the Northern region of Thailand where the weather conditions are ideal for tea leave growing and thus the Company has never experienced tea leave supply shortage.

The Company has entered into sale and purchase agreement with 2 to 3 suppliers and tea leaves from these supplies are of equivalent substitutes of each other, given that fact that all products, despite varying flavor additives, use the same kind of fresh tea leaves and difference between green tea and black tea line in the way tea leaves are processed through a fermentation process and fill out different kind of flavor.

Fructose and Sugar : These materials can be easily procured in Thailand and sugar products from different manufacturers, it does not have differentiate in the quality significantly. Also, sugar price will fluctuate sometime due to the quantity supply in each year in line with sugar global price. In regard to, healthy product tendency in year 2019 that may affect reducing to use sugar as ingredient.

Water : Water used in our production process is supplied by Rojana Industrial Park Pcl. The water has been purified by the reverse osmosis system and treated in accordance with WHO's 1993 guidelines.

Package : The Company sources PET bottles, UHT boxes, lids, cartons and labels from reliable supplier who successfully meet our selection criteria which also factor in the reliability of the suppliers' work system. This provides us with the assurance that the suppliers will be able to punctually deliver quality materials as agreed upon. The Company also regularly monitors and checks performance and quality of goods provided by the suppliers.

Natural gas : The Company has entered into a natural gas sale and purchase agreement with a domestic supplier. The agreement is valid until August 31st, 2019 and can be renewed with a 90-day prior written notice.

In addition, to reduce the risk from overdependence on suppliers and to receive the reasonable prices, the Company has the policy to purchase raw materials from various major manufacturers. Also, the Company has positive business rela-



relationship with suppliers and do not have any purchase transaction from suppliers more than 30% of total purchasing volume

Environmental Impact

No significant environmental impact was observed in the year 2019. The Company and its subsidiaries give importance on the environmental impacts, employee health safety and all communities nearby factory. Also, focusing on business development together with a commitment to society and community by continuing to protect environmental and social responsibility as the Company realizes that a good society, it will begin from "Given". As a part of the community or society, it is responsible of the Company to support public activities as well as develop environment and the community to create well-being through employment and variety of economic activities. As, strengthening of the community and social development, are cooperation and participation between the Company, community and society which may affect from the operation or activities of the Company. To develop and promote a strong social and cultural nature, as well as restoring fertility to return both a community and a society that is adjacent to the Company being as a unite community including community and society that are also far away from the Company. (in more details "Sustainable Development Report").

Research, Development and Innovation

The Company has control the quality of product at every stage, from the selection of raw material until packaging. The monitoring system of the vendor and evaluating vendor, as well as inspecting the product before the bring to the process. In the production process the quality inspection by the Quality plan, this is a standard random sample in regard to MIL-STD_105E and inspect the quality of finished products by physical, chemical, biological along with product standard. Before releasing the product from the plant, the Company has focused on quality and improvement continuously by set up integrated quality management system on - health - food safety system, including set GMP, HACCP, ISO9001: 2008, HALAL, ISO14001, ISO17025, ISO50001 and FSFC 22000 and other related international standard which are disclosed in more detail in "Sustainable Development Report"

Ichitan Group Public Company Limited (the Company) has developed the knowledge of operating experience and releasing to any company or agencies which interested in the Company. The Company is highly interested for visiting at the Learning Center, "Tan Land" with the idea to raise

awareness for people to learn how to use resources sufficiently and respect to nature under the concept of Green innovation, innovation from social responsibility of the Company which are the result of operations with responsibility for achieving production idea ,process whether the changes are caused by changes in a whole new revolution or further development that create positive innovation. In addition to, create efficient and effective in both the short term and at the same time add value to the Company and the related party in the long term.

Innovation that is focusing on exploitation of new ideas on the basis of social responsibility that will contribute to the growth, advancement ,competitiveness rising steadily and sustainability of the business, economic, social and quality of life, including reconstruction and development of the environment, such as improved productivity that create value added in terms of social responsibility. The Company's innovation which operate with social responsibility that can make progression to economic wellbeing to society. In regard to, value creation and balancing together with consider the requirement of the Company along with society that become a process of business innovation on the basis of social responsibility such as innovative to produce beverage which is good to consumer health by reduce sweet but still original flavor and quality to consumers such as all flavors of herbal tea "Yen Yen" and activity hereto;

MASCI Project

Participated in the project of complete Innovation Management System (InMS) in accordance with the program of the Office of Industrial Economics with MASCI (Institute for Standardization ISO) evaluating in order to manage project work and processes to create innovation effectively.



RDC (KU.)Project

Joint project with the Food Development Research Center (RDC), Kasetsart University ,in order to solve the problem of newly developed products according to academic principles by expert teachers co-developed from the beginning of the process.



Business Objective and Future Plan

The Company is aimed to be the leading provider of quality beverage and innovation to grow together with the good society. As a result the next five years, the Company will focus on improving product quality and launch new products continuously to increase diversification and meet the need of consumers as well as developing of business opportunities in order to increase its competitiveness among CLMV countries. The Company expects to develop new products about 2-3 categories per year. In addition, the Company will focus to increase the efficiency of working process by applying innovative technology to the production process for saving time and increase efficiency along with the implementation social and environmental responsibility.

Future Project Plan

The Company recognizes the importance to produce quality beverages and innovations that grow with a good society so it has set the goal to achieve high return to create long-term return that are appropriately for investors , shareholders and society to operate the business on the basis of sustainability hereto;

Economy

Marketing

- New product research and development come along with the innovation among existing products and the product segments for the new market.

- Increasing sales volume, market share and distribution channel both domestically and overseas, especially in CLMV countries.

- Enhance profitability for sustainable growth by focusing on the development and cost management effectively.

- Cost-effective management to create competitive retail price

- Presenting new marketing activities that attract consumers to boost sales.

- To operate Original Equipment Manufacturing business (OEM).

- In the year 2019, the Company the company has started to run a production line of new machines which can put a large piece of meat including with compress carbon dioxide gas, as a result, it will make the Company can produce a variety of new innovative beverage unlimited.

Research and Development

The Company gives important on research and development in order to launch new flavors with quality to domestic and foreign markets. The Company has its own research and development (R & D) department, in the year 2018, to align with the government's policy that promote to reduce consumption of sweeteners in beverages. Also, the Company has a vision to produce good quality beverages, therefore, it has developed process to adjust the formula of sweet in beverage and has discovered the innovation of healthy drinks that is good to consumers but also remaining original taste and same benefits such as all flavors of herbal drink group "Yen Yen" and several flavors of ICHITAN's product .Moreover,appointing working group of "Innovation Team" to generate product with innovation such as new product development, new marketing and distribution channel, manufacturing process.

Society

Personnel

The Company has considered employees as a valuable resource, so the Company give important to develop knowledge and retain potential employee who has expertise, talent and experience which will create competitiveness to the Company. Total number of full-time employees as at December 31st , 2019, had 371 persons.

- To develop employees by setting career path those employees will realize that they can promote or can rotation to other department in regard to their Key Performance



Indicator (KPI) which are based on knowledge, competency, and suitability.

- To train and develop employees that will be emphasized on internal training plan which cover on capability, attitude and operational skill development by providing both internal and external training that all employees can develop their knowledge and potential.

Activity to society

- “ICHITAN Experience Academy” Project with 7 course that cover the knowledge of modern beverage production which teach by 7 expertise executive from each line of business of the Company for preparing students and undergraduate students who are studying in 4th or 3rd year who are interesting into Beverage industry.

- The Company sponsored “J-MAT Marketing Plan Contest project” initiated by the Marketing Association of Thailand to encourage students to use their knowledge from learning in the classroom to apply to real problem and market situation. To promote practice of thinking, analyzing and processing to present with creatively, including ready to practice working together as a team before going to the real work field. There is 455 teams that interest in participating

in the contest from educational institutions nationwide.

- Since 2016, Ichitan Group has been carrying out a string of corporate social responsibility projects called Ichitan Charity to build infrastructural and educational facilities for the hill tribe community in Phaya Prai mountains, Mae Fah Luang district, Chiang Rai province, which is home to the largest area of tea plantations in Thailand and a major tea supplier of Ichitan. For this year's Ichitan Charity project, the company is focusing on allowing the Akha people to enhance tea planting and cultivation by providing them with know-hows on organic farming methods, reusable natural resources and integrated farming system. The community is also encouraged to identify ways to add value to local produces and set up its own tea brand called “Akha Kid”.

- Mr. Tan Passakornnatee, CEO, shared the marketing concept, “Ichitan to success” to inspired over 1,400 students from Panyapiwat Institute (PIM) with a special lecture on “From Local to Global” which is very important, in creating and developing business today that was an era where the trading world was narrower and there is no limit in trading such as in the past, so it is something that young marketers should not overlook.



Environment

The Company and its subsidiary have complied with Green Industrial policy by install solar electric power system (Solar Roof Top) to generate clean and renewable energy through the production line of ICHITAN Green Factory, in regard to the Company's concept to reduce, replace, treatment, renewable and reuse energy. In the year 2017, the Company has been rewarded two environmental quality awards- Green Industry Level 4 and Thailand Voluntary Emission Reduction:T-VER .

ICHITAN Green Factory has total area of 76 rais and production area over 30,000 sqm. which comprise of 7 bottle production lines and 2 UHT box production lines, including capacity of 1,500 million bottles and 200 million UHT boxes per year. To install Solar Roof with 2,544 kilowatts (kWp) on the roof of the factory with size of 25,000 sqm. that can generate electrical energy to use in the production line of ICHITAN together with annual renewable up to 3,354 megawatts per year and reduce greenhouse gas emissions

into the atmosphere over 747 ton per year. Moreover, Solar Roof can reduce energy cost by 14.4 million Baht per year. The Company has intention to make all its products are environmentally friendly as a result it investment on environment that is essential for the businesses that conduct along with social responsibility and environmental because the world is changing rapidly and may affect to all human.

ICHITAN BACK FOR GOOD BOTTLE Project

The ICHITAN BACK FOR GOOD BOTTLE project is collaborating with the Qualy brand to waste plastic bottles and preform bottles and bottle below standard from the production process at Ichitan Green Factory, to transform into brand-name products to create value under the concept of "ZERO WASTE",public display in Tanland on 27th -28th April,2019, presenting a new collection to Qualy distributors in 7 countries, including Japan, China, Taiwan, Singapore, Australia, the Netherlands and Germany, 8th -12th February, 2019, Ambiente, Frank. First Germany



Report of the Risk Management Committee

Dear Shareholders,

Ichitan Group Public Company Limited (the Company) has appointed the Risk Management Committee in the Board of Directors Meeting No.6/2013 which held on June 17th ,2013 which consists of 5 persons hereto;

- | | |
|---|---|
| 1. Mrs. Eng Passakornnatee, | Chairwoman of the Committee |
| 2. Air Vice Marshal (AVM) Nathawat Nimmolthanakorn, | Independent Director/ Member of the Committee |
| 3. Mr. Preecha Augcharanonda, | Member of the Committee |
| 4. Mr. Viroj Supasoon , | Member of the Committee |
| 5. Mr. Tanapan Khongnuntha, | Member of the Committee |

The Risk Management Committee has performed their duty as assigned by the Board of Directors which defined the role of the committee that aligns with COSO ERM 2017 and ISO 9001:2015. In the year 2019, the committee has arranged the meeting 4 times and all members, attended the meeting every time which summarizes as follows;

- To consider the risk factors that may be obstacle achievement of the strategic goal of the Company and its Subsidiary including with consider the risks both internal and external risks and give recommendation for protection and opportunity.
- To fix and review enterprise risk management along with the Company's strategy.
- To follow up, evaluate, and make recommendations in regard to performance of the Company quarterly to ensure that the management has been operated under the acceptable risk level, including with determine the measure for controlling or mitigating the risks that may occur immediately.
- To provide feedback and approve enterprise risk management of the year 2019, in accordance with the Company's strategy and goal.
- To recommend to arrange the risk management training to enhance the skill of analysis for directors , executive and employees.
- To report the enterprise risk management results to the Board of Directors.



Mrs.Eng Passakornnatee
Chairwoman of the Risk Management Committee

Risks Factor and Risk management

The Board of Directors and the management of Ichitan Group Public Company Limited (the Company), are aware of the importance of risk management in business operations in all processes of its supply chain system that may be affected by changing factors both internal and external of the organization. Risk management is an important aspect of business operations that the organization can achieve its goals efficiently and effectively. As well as, enhancing the potential in competition, preventing and reducing impacts by using acceptable risk as an opportunity (Risk Appetite) for developing and sustainable growth of the Company, in regard to the principle of Corporate Governance Code and apply 5 Elements 20 Principles of COSO-ERM 2017 Framework: Enterprise Risk Management (Integrating with Strategy and Performance) in organization at all level by set Risk Management structure in 3 level as follows;

- Committee Level: The Risk Management Committee assigned by the Board of directors performed its duties to recommends, monitor and implement risk management plan continuously in order to related with present and future business. The committee is responding to give suggestion that consist with organization objective and strategy (Top Down).
- Top Management Level: Management recommends, control and monitor risk management and reported to risk management committee quarterly.
- Functional Level: Respond person in functional level identify, evaluate, consider mitigation plan and reported to management monthly.

The Risk Management Committee was responsible for determines and monitors risk management that consistent with organization target and strategy by assigned management to use risk management process that already approved as a charter such as create risk management handbook, risk management plan that consistent with target and strategy, monitor and reconsider risk factor and mitigation plan that appropriate, sufficient and consistent with all situation by classify important risk factor into 4 categories as follows;

1. Strategic Risk

● Risk from linkage between Ichitan brand and Mr. Tan Passakornnatee.

The linkage between Ichitan brand and Mr. Tan Passakornnatee who is a famous person in Thailand, which is one of strategically branding recognition and build awareness among consumers. The Company recognizes potential threats consequential to the absence of such linkage and has attempted to mitigate the risk by strengthening the brand identity without tying it up with any person. In regard to the Company's goal, our marketing team has planned to reduce the role of Mr. Tan from the Company's products by reducing Mr. Tan show in new advertising movie of the Company, except new products which the Company intends to communicate to consumers that products are Mr. Tan's products.

● Intense Competition Risks

As beverage business, which is suit with the weather in Thailand, which is growing continuously, that attract new players to enter to the market. As a result, it causes high competition and may affect to revenue and sale volume. However, the Company has the policy to set reasonable price and will not use price-cutting strategy, which will focus on being the leader in new innovative marketing together with organize marketing, advertising campaign, and public relation activities continuously. For ready-to-drink green tea products, differentiation in products in terms of taste, quality and packaging are important which the Company has a strategic plan to acquire quality raw material sources and highest quality production systems with reasonable price for consumers and can compete in the beverage business such as premium green tea, ready to drink under the brand "Shizuoka", fruit tea drinks and coconut jelly under the brand "Chew Chew", herbal drink under the brand "Yen Yen", healthy drinks group that get the symbol "healthier choice logo" etc.

● New product development Risks

The development of new products must be done continuously to meet the needs of consumers that are usually changing. The Company may have risks from developing new





products that must compete with time and cost management to meet the real needs of consumers that can compete in the market by appointing a Stage Gate working group to consider and review of new products and comment to the new product development team from the concept ,development ,test and launch to market. Also, setting guidelines before launching or inventing a new product ,the Company will conduct a survey of consumer behavior and needs by marketing research institutes, including testing the production quality, packaging design, including with analyze the rate of return on the production and distribution of new products in commercial at a controllable level. The Company has established Research and Development Department that will develop product regularly under budget management with effectively and efficiency, so that consumers and customers can be confident that the new product will be successful in the target consumer market.

• Risk from dependence on major distributors

The Company has distributed through products to Modern Trade (MT) channel through three major distributors, namely DKSH (Thailand) Co., Ltd., I AM Green Tea Co., Ltd., and Boon Rawd Asia Co., Ltd. , under distribution agreements term 3–5 years. The distribution volumes of with the said distributors for year ended December 31st ,2018 were 63.6 % (DKSH), 5.8% (IGT) , 2.9% (Boon Rawd) and remaining 27.7 % export to abroad. As a result, the Company may has risks that dependence on the said major distributors. On the other hand, engagement on three distributors instead of sole distributor, it may help to reduce risks. Regarding, the distribution agreement which have been made with DKSH that allows the Company can appoint two distributors as said. According to, good relationship with the said distributors, they have complied with the agreement term strictly. he Company is confident that the said major distributors will renew agreements with the Company.

2. Operational Risks

• Production and Labor Risks

On December 31st , 2019, the Company has xxx employees, for protecting labor risk the Company has been

invested to install auto machine systems named “Auto Warehouse System” at Ichitan plant which is the first plant in Thailand that has automatic from the production line through warehouse. The Company can run capacity up to 120 hours that can reduce human error in production and improve quality to products in all aspects. Currently, the Company has production capacity of 1,500 million bottles and 200 million boxes per year with innovation of Cold Aseptic Filling Technology, Auto Warehouse which are the best technology in beverage industry. As a result, the Company does not have risk on labor.

• Food Safety Hazard Risks

Food Safety is top priorities factor of the Company as even a minor mistake can effect to credibility of all our products So, the Company has carefully selected ingredients and supervised every step of the production process to make the consumer confidence in the quality of our products that meet international standards such as GMP, HACCP, ISO9001:2008, HALAL, ISO14001, ISO17025, ISO50001, FSFC 22000 and other . All batches will be kept sample at least seven days in accordance with applicable standards. Before distributing, Quality Assurance section will bring sample to inspect in the laboratory room. However, the Company’s products are produced in high-technology systems and there is no food contamination has been found.

3. Financial Risks

• Foreign Exchange Risks

The Company has risk from foreign exchange rate due to the purchase and sale of goods in foreign currencies, however exporting of the Company has mainly exchanged in Thai Baht, apply financial instrument and Fx Forward. As at December 31st , 2019, the Company do not occur any risk in foreign exchange rate.

• Risk from shortage and price fluctuation of raw material

As, the main raw material is organic tea leaves, represents about 30% of production costs, which uncertain weather

conditions ,may affect tea yields and may cause shortage and may cause price fluctuation in raw material.As a result, the Company has sourcing plan in advance by Procurement Department has prior made purchase agreements with term at least one year with major suppliers, to acquire quality raw material sufficiently at market price.However, the Company has planned to purchase raw materials from several suppliers to reduce the risk of reliance on one supplier and the Company has always signed contracts with 2-3 suppliers, including with raw materials can be substituted, in case of some supplier cannot supply tea leaves to the Company. Manufacturing of tea drinks such as green tea or black tea although it has origin of the same tea leaves, to make differentiate that will depend on the production process such as fermentation and adding flavors. So, it can ensure that the Company has sufficiency risk management.

4. Compliance Risks

• Risk of major shareholder over 50 percent.

As at December 31st , 2019, Passakornnatee group is major shareholder which had owned 57.5 % of the total paid-up capital, as a result Passakornnatee group can control the decisions or resolution in the shareholders' meetings such as appointing director or requesting for a resolution with majority vote ,except matter that require by law or the Company's regulations of three-fourths in the shareholders' meeting, therefore, minority shareholders may

not be able to compile the votes for inspecting or taking an equilibrium of the proposed agenda.However,the Passakornnatee group does not have the right to vote on connected transactions that relate to it . On the other hand, major shareholding by Mr.Tan Passakornnatee family, it mean that Mr. Tan Passakornnatee and his spouse will also remain their positions as executives to pass on their knowledge and experience in the Company further. In addition ,the Boards' structure of the Company ,have comprised with the Board of Directors and five Sub committees which are the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee and the Executive committee. The scope of authority and duty of the committees has been clearly defined, to operate business with transparency and comply with good governance. Also, the Audit Committee is consisting of the independent directors as a whole that will monitor the connected transactions by assigning Internal Audit Manager to report the committee quarterly.

• Emerging Risk

The Board of Directors and the management team regularly concern global emerging risk by considering the risks that may affect or be an opportunity to operate the business such as the disruptive innovation, the risk of disasters from climate change, including with analysis of potential risks , protection and problem solving systematically.



General Information of the Company, the Subsidiary Company and Associated

Company

Company's name	Ichitan Group Public Company Limited (the Company)
Stock's symbol	ICHI
Market/Index	SET / SET CLMV/ SET THSI
Industry/ Sector	Agro & Food Industry / Food & Beverage
CG Rating	"Excellent"  yr2017/yr2018/yr2019

Type of business

The Company operates beverage business, and manufactures and sells RTD tea beverage under trademark of "ICHITAN", "YenYen by Ichitan", includes fruit juice beverage "Bireley's".

Head Office

No. 8 T-One Building, 42nd – 44th Floor, Soi Sukhumvit 40, Phra Khanong Sub-District, Khlong Toei District, Bangkok (10110)-Thailand

Telephone (662) 023-1111

Fax (662) 020-3999

Factory

Ichitan Green Factory, Rojana Industrial Park Zone 3
No.111/1 Moo 4 U-Thai, U-Thai, Ayutthaya (13210) -Thailand

Telephone (6635) 276 111

Fax (6635) 276 123

Registration No. 0107556000485

Registered capital 1,300,000,000 Baht

Paid-up capital 1,300,000,000 Baht

The Company's website www.ichitangroup.com

The Company secretary Miss Jinda Songrod

IR Contact ir@ichitangroup.com

Company's name

Company's name Ichitan Power Co., Ltd.

Type of business

To conduct of distribution of all beverage business both domestic and foreign countries.

Head Office

No. 8 T-One Building, 42nd – 44th Floor, Soi Sukhumvit 40, Phra Khanong Sub-District, Khlong Toei District, Bangkok (10110)-Thailand

Telephone (662) 023-1111

Registered capital 1,000,000 Baht

Paid-up capital 1,000,000 Baht

Shareholding Ichitan Group Pcl. has hold share in the proportion of 99.99%. (including with common director.)

Information of the Associated Company

Company's name PT Ichi Tan Indonesia

Type of business

Manufactures and distributes RTD tea beverage under the trademark of "ICHITAN"

Head Office

Jl. MH. Thamrin No.9, Kel. Cikokol, Kec. Tangerang, Tangerang 15117, Banten

Telephone 021-55755951

Registered capital 628,000 million IDR
as of December 31st, 2019 (about 1,435.5 million Baht:

Paid-up capital 480,000 million IDR
as of December 31st, 2019 (about 1,097.2 million Baht:
(**as of December 31st, 2019)

Shareholding Ichitan Group Pcl., has hold share in the proportion of 50%

References

Registrar Thailand Securities Depository Company Limited (TSD)

Address

No.93 The Stock Exchange of Thailand Building, Rachadapisek Road, Klongtoey, Klongtoey, Bangkok (10400) Thailand

Telephone (662) 009 9999

Fax (662) 009 9991

Website <http://www.set.or.th/tsd>

Auditor's Office

Auditor's Office KPMG Phoomchai Audit Limited

Address

No.1, Empire Tower, 50th- 51th Floors, South Sathorn Road, Yan-nawa, Sathorn, Bangkok (10120) Thailand

Telephone (662) 677 2000

Dividend Payment Policy

Ichitan Group Public Company Limited (the Company) has defined dividend payment policy, which states that “The Company will allocate the payment of dividend not less than 40% of net profits after taxes and legal reserve”. The Board of Directors may consider the annual dividend payment of the Company, which has to be approved in the shareholders’ meeting (AGM), however, the Boards may deem it appropriate to pay interim dividend, should the Company have sufficient profit and working capital for the business operation after such interim dividend payment and report in the next shareholders’ meeting. All dividend payment shall depend on cash flow, investment plan, economic conditions, operating results, financial status, liquidity, including with other necessity and appropriateness of the Company

in the future, as well as comply with terms and conditions of the Company are applicable to financial institutions.

Dividend Payment Policy of the subsidiary company, the Board of Directors of the subsidiary has the policy to pay dividend in accordance with its operating performance. Also, dividend payment policy will be based on financial position, and future investment plan of the subsidiary company.

According to, the Board of Directors ‘meeting No.1/2020, which held on February 25th, 2020, has a resolution approval to pay dividend during January 1st ,2019 to December 31st, 2019 and shall propose to the 2020 AGM for approval further.

The Company’s Dividend Payments

Dividend Payment (Baht : share)	Year 2019	Year 2018	Year 2017
1) Interim dividend payment (1 January - 30 June)	--	--	--
2) Final dividend payment (1 July- 31 December)	--	--	--
3) Annual Dividend Payment (1 January - 31 December)*	0.35	0.05	0.15
Total annual Dividend Payment (Baht : share)	0.35	0.05	0.15
Total Dividend Payment (million Baht)	455.0	65.0	195.0
Net Profit (million Baht)	407.5	43.8	315.1
Dividend Payment ratio (%)	111.7	166.7	62.0

Remark: *Need to be approved in the 2020 AGM.



Shareholding and Managements Structure

As of March 12th, 2020, the Company has 13,641 shareholders (latest record date) which count from paid-up capital of 1,300,000,000 shares. The ten (10) major shareholders of the Company are as following:

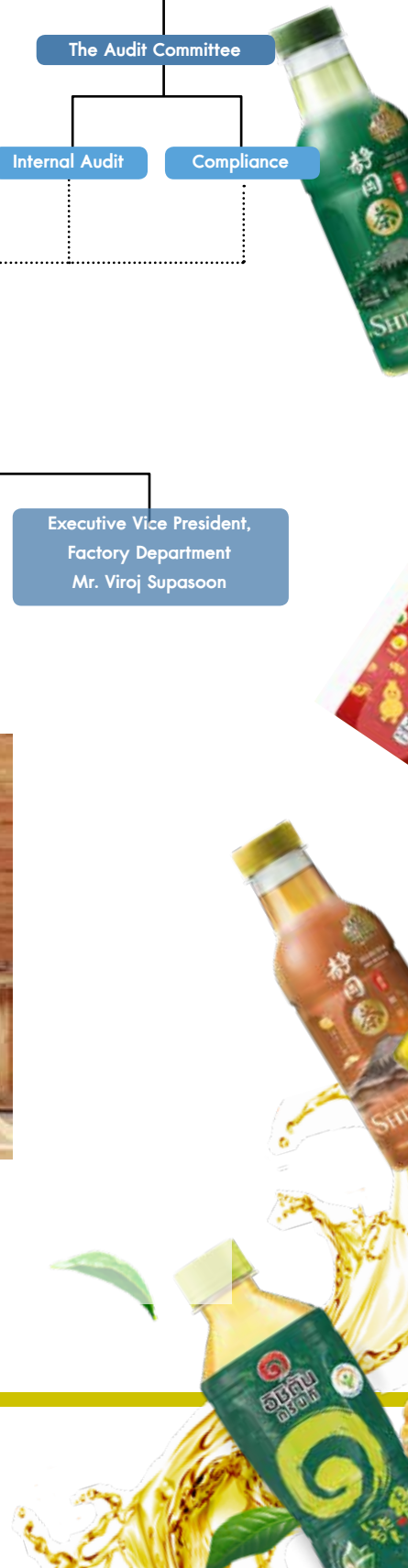
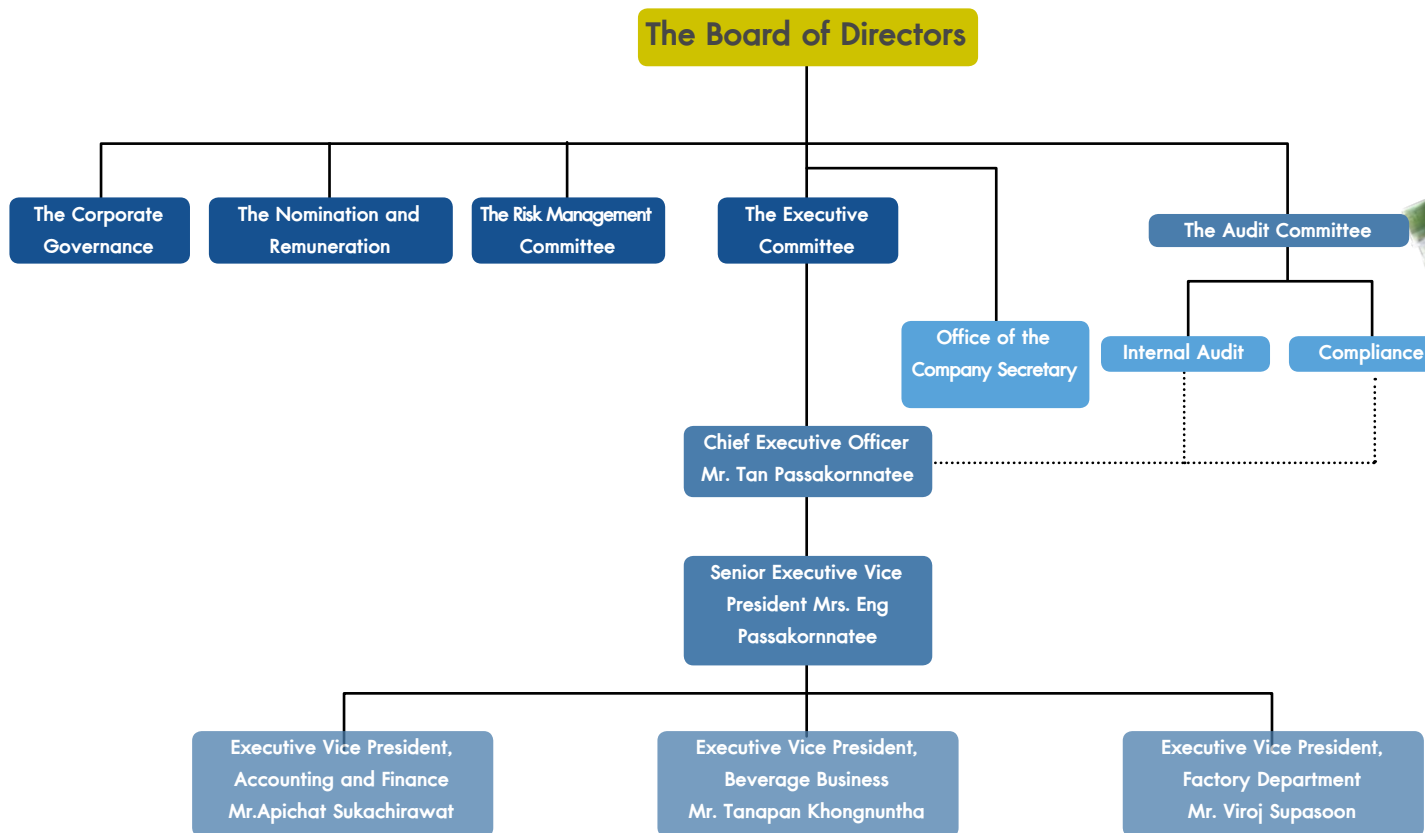
No.	Major Shareholders	Relationship with Chairman of the Boards	Number of Share (Share)	Proportion of share (%)
1.	Mr. Tan Passakornnatee	--	360,639,600	27.74
2.	Mr. Jaruworn Sukpanthaworn	Brother-in-law	86,406,200	6.65
3.	Mrs. Eng Passakornnatee	Spouse	60,000,000	4.62
4.	Mr. Passakorn Passakornnatee	Son	60,000,000	4.62
5.	Miss Klainatee Passakornnatee	Daughter	60,000,000	4.62
6.	Miss Varisa Passakornnatee	Daughter	48,382,600	3.72
7.	Mr. Jaruwat Sukpanthaworn	Brother-in-law	40,000,000	3.08
8.	Mr. Thiti Jiranonkan	None	35,000,000	2.69
9.	Miss Supanee Sukpanthaworn	Sister-in-law	26,127,900	2.01
10.	Mrs. CHEN,MEI-FANG	None	24,842,000	1.91
		Total	801,398,300	61.66

Foreign Shareholders Limitation

Foreign shareholders are not allowed to hold more than 49 % of the total paid-up capitals. As of March 12th, 2020, there were 5.03 % of the total shares of the Company which held by foreign shareholders.

Organization chart

ICHITAN GROUP PUBLIC COMPANY LIMITED As of December 31st, 2019



Report of the Nomination and Remuneration Committee

Dear Shareholders,

The Nomination and Remuneration Committee of Ichitan Public Company Limited is appointed by the Board Meeting No. 3/2014, August 13th, 2014 and is comprised of three (3) members as follows:

1. Mr. Issarachai Decharit,
Independent Director / Chairman of the Committee
2. Mr. Prasan Limpipatanakul,
Independent Director / Member of the Committee
3. Mrs. Eng Passakornnatee,
Member of the Committee

The Nomination and Remuneration Committee has performed duties as assigned by the Boards, in accordance with the charter of the Nomination and Compensation Committee. The key responsibilities of the Nomination and Remuneration Committee include the nomination of qualified candidates as members of the Board and Board Committees and propose of remuneration of the Chairman of the Board and the Chief Executive Officer to the Boards. In the year 2019, the Nomination and Remuneration Committee has held 4 meetings with 100% attendance by the members. The Nomination and Remuneration Committee has clearly formulated applicable policies, criteria and procedures in accordance with the charters and regulatory requirements to provide appropriate operating frameworks for the Company and its Subsidiary which has approved by the Boards hereunder;

- The nomination of qualified candidates as members of the Board and Board Committees and the Chief Executive Officer shall be based on qualifications, knowledge, abilities, skills, experiences, expertise, leadership, vision and attitudes which is not limited to gender only. Considerations are also given to the size, structure and composition of the Boards to promote the compliance with corporate governance code principles and effective management which are appropriate to the evolving business environment and regulatory changes. Also, provide opportunity to minority shareholders have mutual operate governance by prior proposing agenda and director to be as the Company's director in the Annual General Meeting of Shareholder (AGM).

- The determination of remuneration offered to directors and the Chief Executive Officer is based on the scope of responsibilities, duties and performance of the incumbents together with the operating results, business conditions and factors which may affect the Company's businesses and the economic conditions and proposing in the AGM.

- To arrange annual self-assessment of the Board of Directors and the Sub-committees both individually and whole Boards and report to the Board of Directors for acknowledgment, including with apply the result to improve the operation to achieve efficiency and achieve the Company's objectives.

Mr. Issarachai Decharit

Chairman of Nomination and Remuneration Committee

The Nomination of Director and Executive

The process of nomination and appointment of the Company's director.

The nomination and appointment director of the Company in regard to the principle of corporate governance code. The Board of Directors has assigned the Nomination and the Remuneration Committee to consider and select new director to replace the director whose retired by rotation or as the position of director is vacant together with propose to the shareholders for approval. In addition, the Company has provided an opportunity to all shareholders to nominate a qualified person in accordance with the Securities and Exchange Act and related Laws by considering his/her skills and expertise that has been assessed by the Board Skill Matrix and searching Director pool of Thai Institute of Directors in regard to the policy for diversity of committee as well as concerning conflict of interest and consideration to achieve a broad range of expertise as define by the Company and be elected as a member of the Board of Directors. In the year 2018, the Company had been invited to nominate candidate and agenda for the Annual General Meeting of Shareholders (the AGM) through the Company's website at www.ichitangroup.com and SET Link system before the meeting since October 1st, 2019 – December 31st, 2019 which proposed neither candidate nor agenda for the shareholders' meeting.

1. The Board of Directors

The nomination of directors shall be under the Company's Articles of Association and candidate shall possess all qualifications required under Section 68 of the Public Limited Companies Act B.E. 2535, the Securities and Exchange Act and the notifications of the SEC, the Market Supervisory Board and/or other relevant regulations which summarizes as follows;

1. The Company's Board of Directors consists of at least five (5) members and member of the Boards will be elected Chairman of the Boards and may elect a Vice Chairman and other positions as they see appropriately. Also, not less than one-half of all directors, those must be resident in the kingdom of Thailand, and the Company's director no needs to be the Company's shareholders.

2. Election of director of the Company shall be approved by the shareholders' meeting (AGM), in comply with the regulation and procedure hereto;

(A) The shareholder has one share one vote.

(B) Each shareholder will vote to elect one or more directors.

In the case of electing many candidates to be director, shareholders cannot split the votes for multiple candidates.

(C) The candidates who receive the highest votes will assume directorship according to vacant seats applicable to a particular election. In case of vote tie, the Chairman shall have the final casting vote.

3. At the annual general meeting of shareholders each year, one-third of the directors or the closet thereof if the number cannot be evenly divided shall retire by rotation. A director who has to leave his / her position in the first and second years after the registration of the company shall do a lucky draw who will first leave and the following year the longest directorship term will be first retired. Retiring directors can be re-elected.

4. Besides retire by rotation, the terminations of the directorship's term are as following;

(A) Death

(B) Resignation

(C) Disqualified or prohibited by law or Public Company Limited Act.

(D) The shareholders' meeting voted to leave.

(E) The court has ordered to retire.

5. Any director who will resign he/she shall submit his resignation letter and the resignation will be effective from the date of resignation letter deliver to the Company. Directors who resigned in the first paragraph shall be informed his/her resignation to the Registrar of Public Company Limited .

6. The Boards may appoint persons who possess suitable qualifications and no prohibited characteristics under the Public Limited Companies Act to fill the vacated seat in the subsequent Board meeting, unless the remaining term of such directors is less than two (2) months. The office terms of a new director appointed in replacement for another director shall be equal to the remaining office term of the directors whom he/she replaces and such director appointment by the Boards' resolution shall require not less than a three-fourth (3/4) of the remaining directors.

7. At the meeting, shareholders may vote for any director from member of the Boards before his/her term will be expired by the vote of not less than three-fourth (3/4) of total number of shareholders who attend the meeting and



entitled to vote, and holding shares amounting to not less than one-half (1/2) of the shares, held by the shareholders who present at the meeting and entitle to vote.

8. The Board of Directors is responsible for supervising all of the Company's operation and shall have the power and responsibility under defined by the law, the objective, the Articles of Association and the resolution of the shareholders' meeting. The Boards may appoint one or several person to be its representative.

9. Prohibited director to do business of the same nature of the Company and may compete with the Company or as in term of partnerships or partner in a limited partnership or as director in private companies or any other public company which operates the same nature of the Company which may compete with the Company. unless prior informed the shareholders 'meeting before casting vote to appoint director..

10. Directors must urgent to notify the Company, If there is conflict of interest both direct or indirect in a contract that made by the Company, or holding debenture increase or decrease in the Company or the Associated company.

11. Number of Directors who has authority to bind the Company, two (2) directors have signed together together with the Company's seal. The shareholders' meeting or the Boards 'meeting has the power to determine the names of the authorized signatories of the Company.

As at December 31st , 2019 the Board of Directors consists of 9 directors as follows:

Name	Position
1. Mr. Tan Passakornnatee,	Chairman of the Boards
2. Mrs. Eng Passakornnatee,	Vice Chairwoman
3. Avm. Nathawat Nimmolthanakorn,	Independent Director
4. Mr. Prasan Limpipatanakul,	Independent Director
5. Mr. Issarachai Decharit,	Independent Director
6. Mr. Thiti Jiranonkan,	Member of the Boards
7. Mr. Viroj Supasoon,	Member of the Boards
8. Mr. Tanapan Khongnuntha,	Member of the Boards
9. Miss Araya Panichayunont,	Member of the Boards

Miss Jinda Songrod is the Company Secretary

Authorized signatories to sign on behalf of the Company.

Authorized to sign on behalf of the Company are Mr. Tan Passakornnatee or Mrs. Eng Passakornnatee shall anyone

co-sign with Mr. Thiti Jiranonkan or Mr. Viroj Supasoon or Mr. Thanapan Khongnuntha or Miss Araya Panichayunont as two persons and affix the Company's seal.

Duties and Responsibilities of the Board of Directors

1. The Board has authority, duty and responsibility to manage and operate the Company's business according to laws, objectives, Articles of Association, the resolution of the shareholders' meeting with honesty and due care to protect the Company's benefits.

2. To organize the Boards' meeting at least seven (6) times per year.

3. To ensure that the Statement of Financial Position and Profit and Loss Statement of the Company as the ended of accounting period which has audited by the auditor and proposed to the shareholders' meeting for approval.

4. To review and approve the Company's policy, direction, strategies and business plans which propose by the management team.

5. To consider and define the policy of risk management (Enterprise Risk Management) to cover the whole organization and supervise the system or process for risk management by set up measures and methods of controlling to reduce the impact on the Company appropriately.

6. To set the directions, policy, business plans and budget plans and undertake monitoring and supervision of the business operations supervised by the management team to ensure effective and efficient implementation of such policy, business plans and budget plans.

7. To approve the management structure and the appointment and authority scope of the Executive Committee, CEO and other sub committees as appropriate.

8. To approve annual report and responsible for preparing and releasing of the Company's financial statements to disclose the financial positions and performance in the past year which shall be approved by the shareholders' meeting.

9. The Boards may delegate the authority to one director or directors or other persons to perform acts on its behalf and under its supervision or may authorize that person perform any duties during a specific period. The Boards may cancel, revoke or change the authorization as appropriate. The said delegation shall not explicitly or implicitly vest such persons with the power to consider and approve transactions involving conflict of interest between themselves or their related parties and Company or its subsidiaries (if any) (accord

ing to the definitions under the notifications issued by the Capital Market Supervisory Board and/or the SET and/or other relevant authorities), unless otherwise permitted by applicable policy and criteria previously approved by the Boards.

According to, resolution of the Board of Directors' meeting No. 1/2020 which held on February 25th, 2020 and proposed from the Nomination and Remuneration Committee, there were three (3) directors who retired by rotation as follows

Name	Position
1. Mrs.Eng Passakornnatee,	Vice Chairwoman
2. Mr. Viroj Supasoon,	Member of the Boards
3. Mr. Issarachai Decharit,	Independent Director

To be reelected as the Company's director for another term including with member in the sub-committee which shall propose to the Annual General Meeting of Shareholders No. 1/2020 on Monday, April 27th, 2020 for approval further. And, do not have proposed candidates for election as member of the Board of Directors from shareholders as the Company has announced since October 1st, 2019 to December 31st, 2019.

2. Chairman of the Board of Directors

Duties and Responsibilities of Chairman

To build sustainable stability to business of the Company and its Subsidiary company, as well as overseeing benefit under the Company's vision, mission, core value and goal by strengthening cultural and business administration in comply with good corporate governance principle of the Company.

Roles and duties to the Board of Directors

To conduct structure of the Board of Directors with appropriate to work which cause maximum benefit to the shareholders and all stakeholders, as well as supporting and controlling the Boards show its role to responsibility, honesty, dedication and taking into account the highest benefit to the Company.

Roles and duties to the Executive Committee

To support the Executive Committee to supervise the business with transparency and highest effective under the Good Corporate Governance policy, to ensure that the management team can reach the policy and business plan of the Company, including with promoting to develop skills,

knowledge, and expertise regularly.

Roles and duties to employees, shareholders and stakeholders.

To encourage employees, shareholders and stakeholders, confidence, trust and acceptance to business operations of the Company by giving priority to conduct business with ethically. And, they shall have a responsibility to all stakeholders including with corporate social responsibility and the environment

3. Independent Director

The Boards shall elect independent director in accordance with the qualification criteria under the Public Limited Companies Act B.E. 2535, the Securities and Exchange Act, the notifications of the SEC and the Market Supervisory Board, and any other applicable notifications and/or rules and regulations. The Company shall have at least three (3) independent directors or one-third (1/3) of its directors, whichever is higher.

Qualifications of Independent Directors

Independent directors shall not have business or participate the Company and its Subsidiaries which may have an impact to make a decision as an independent with qualification as follows:

1) Not hold share more than 0.5% of the total shares with voting right of the Company*

2) Shall not be and have been executive director, employee, salaried consultant of the Company*unless he/she has ended such status for two (2) years or longer from the date of filing permission with the SEC. The above prohibited characteristics exclude the independent director's status as a civil servant or consultant of a government entity which is the major shareholder or person having controlling power over the Company.

3) Shall not have blood relationship or relationship through legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child, of any director, executive, major shareholder, person with controlling power, or person nominated as director, executive or person with controlling power of the Company or its subsidiaries.

4) Shall not have any business relationship with the Company* in a manner that may hinder his/her independent judgment. An independent director must not have or have had



been a significant shareholder or a person with controlling power of an entity which has business relationship with the Company* unless he/she has ended such status for two (2) years or longer from the date of filing permission with the SEC.

5) Shall not be or have been an auditor of the Company* or a significant shareholder or a person with controlling power or a partner of an auditing firm which provides auditing service for the Company* unless he/she has ended such status for two (2) years or longer from the date of filing permission with the SEC.

6) Shall not be or have been a professional service provider, including legal or financial advisor who obtains fee of more than two (2) million Baht per year from the Company* of such professional service provider, unless he/she has ended such status for two (2) years or longer from the date of filing permission with the SEC.

7) Shall not be a representative of the Company's directors, major shareholder or shareholder being related party of the Company's major shareholder.

8) Shall not operate business of the same nature as and in competition with the Company or its subsidiary and shall not be significant partner of partnership, or executive director, employee, officer or salaried consultant or holder of more than (one) 1% of the shares with voting rights of business of the same nature as and in competition with the Company or its subsidiary.

9) Determine the term of independent directors are limited to nine (9) consecutive years from the date of publication to maintain its position in the next term.

10) There is no any other qualification that cannot to provide an opinion independently about the Company's business operations*.

Note : 1) * The Company mean the parent company, subsidiaries, affiliates, shareholders, persons having controlling power over the Company and major shareholders of the Company.

2) Disclosed in detail in Form 56-1 of "Independent Director".

4. The Audit Committee

The Audit Committee of the Company which comprise of independent directors, who must be qualified under

Section 68 of the Public Company Limited Act B.E. 2535, the Capital Market Commission Announcement, the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand. And must have at least three (3) persons, at least one (1) person with expertise in accounting or finance and have professional experience to review of the reliability of financial statements of the Audit Committee shall be appointed by the Board of Directors or the shareholders' meeting of the Company and have three (3) years.

As at December 31st, 2019 the Audit Committee consists of three (3) independent directors, namely:

1. Avm. Nathawat Nimmolthanakorn,
Independent Director / Chairman of the Audit Committee.
2. Mr. Prasan Limpipatanakul*,
Independent Director / Member of the Audit Committee
3. Mr. Issarachai Decharit,
Independent Director / Member of the Audit Committee

Note : *Mr. Prasan Limpipatanakul has knowledge and experience in accounting and finance.

**The Audit Committee has been appointed since February 12th, 2013.

Duties and responsibilities of the Audit Committee.

1. To review the Company financial reporting is accuracy and adequate.
2. To review the appropriateness and effectiveness of the Company's internal control and internal audit systems, assess the independence of the internal audit team, and endorse the appointment, job transfer and employment termination of head of internal audit team or any other teams responsible for the Company's internal audit.
3. To review and ensure the Company's compliance with the Securities and Exchange Act, the SET's requirements and the laws governing the Company's business.
4. To consider, screen and nominate an independent auditor, propose audit fee and attend a meeting with the auditor without management's participation at least once a year annually.
5. To review connected transactions and transactions with potential conflicts of interest in accordance with the laws and the SET's requirements to ensure that such transactions are reasonable and contribute to the Company's best interest.
6. To prepare the Audit Committee's Report which is part of

the Company's annual report. The Audit Committee's Report must be signed by the Chairman of the Audit Committee and contain at least issue are as following;

a) Opinions on the accuracy, completeness and reliability of the Company's financial statements.

b) Opinions on the adequacy of the Company's internal controls.

c) Opinions on the Company's compliance with the Securities and Exchange Act, the SET's rules and requirements and other laws applicable to the Company's business.

d) Opinions on the suitability of the auditor.

e) Opinions on transactions with conflicts of interest.

f) Number of the Audit Committee's meetings and attendance report of each Audit Committee member.

g) Opinions or observations of the Audit Committee on matters gained from their performance of duties under the Audit Committee's charter.

h) Any matters that shareholders and investors shall know under the scope of duty and responsibility which has assigned by the Board of Directors.

7. Perform other duties as the Board of Directors. Entrusted with the approval of the Audit Committee.

5. The Risk Management Committee

The Board of Directors has approved to appoint the Risk Management Committee to act in the direction of risk management of the Company with appropriately and effectively.

As at December 31st , 2019 the Risk Management Committee consist of four (4) members as follows;

1. Mrs. Eng Passakornnatee,

Chairwoman of the Committee

2. Avm. Nathawat Nimmolthanakorn,

Independent Director / Member of the Committee

3. Mr. Viroj Supasoon ,

Member of the Committee

4. Mr. Tanapan Khongnuntha,

Member of the Committee

Mr. Apichat Sukachirawat

is secretary to the Risk Management Committee

Note : Risk Management Committee has been appointed since June 17th , 2013.

Duties and responsibilities of the Risk Management Committee.

1. To determine, approve the policy, objective and risk management framework in regard to enterprise risk management or COSO ERM 2017, which cover business key risks such as business risk and operational risk ,etc., which set as a framework for the risk management process in the same direction for directors, executives and employees in the organization and in accordance with the goal and strategy of the business.

2. To oversee risk identification in regard to internal and external factors that may affect the Company unable to achieve its objectives together with assess the severity and opportunity of the risk identification in order to sequence and choose the right way to mitigate risk appropriately and establish guideline, policy, and procedure for controlling and reducing the risks.

3. Oversee and support to review and revise the policy, risk management plan, management framework, corporate risk, risk management guideline and risk management committee charter annually, to ensure that the Company has the risk management policy and framework that is consistently and suitable with overall business environment, as well as monitoring the progress to implement the risk management mitigation plan of the Company.

4. Chairman of the Risk Management Committee will coordinate with Chairman of the Audit Committee to support each other, in reviewing the risks of the Company, such as the risk of corruption, in order to comply with the duties as specified in the charter of the audit committee.

5. The Risk Management Committee will assess their performance and report the assessment result to the Board of Directors annually.

6. The Nomination and Remuneration (N&R) Committee.

The Board of Directors has approved to appoint the Nomination Committee and Remuneration Committee in regard to corporate governance code and best practices for listed companies in the Stock Exchange of Thailand.

As at December 31st , 2019, the Nomination and Remuneration Committee consist of three (3) members as follows;

1. Mr. Issarachai Decharit,

Independent Director/ Chairman of the Committee

2. Mr. Prasan Limpipatanakul,



Independent Director/ Member of the Committee

3. Mrs. Eng Passakornnatee,

Member of the Committee

Mr. Apichat Sukachirawat

is secretary to the Nomination and Remuneration Committee

Remark : The Nomination and Remuneration Committee has been appointed since August 13, 2014.

Duties and responsibilities the Nomination and Remuneration Committee.

1. To nominate, select, and propose suitable and qualified person as required by law to hold /replace the position as director, Chief Executive Officer and President of the Company who has resign by rotation and / or vacant and / or additional designation. Moreover, considering and screening appropriate persons to be appointed as director of the Company by considering the proposal from major and minor shareholders, Directors' Pool of credible agencies such as the list of professional directors of Thai Institute of Directors (IOD), which is a database of professional director who is expertise in various fields by specifying criteria or method of recruitment and selection with transparency and then propose to the meeting of Board of Directors and / or the shareholders' meeting for approval.

2. To determine the rule and policy for selecting the Board of directors, the sub-committee, Chief Executive Officer and President by considering the appropriateness of the number, structure and composition of the Boards. Also, determining the qualifications of the director to be suitable for the Company, in accordance with the principle of good corporate governance and the regulatory requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as is not prohibited characteristics as stipulated by relevant laws and regulations, in order to propose to approve in the Board of Directors and/or the shareholders' meeting (if any). If there is a new Chief Executive Officer and President the committee should arrange orientation and useful information to his/her duty.

3. To consider the rule and policy guideline and provide opinion on the remuneration of director, Chief Executive Officer and President both financial and nonfinancial with fair, reasonable and suitable to business of the Company. Also, ability to motivate

and maintain qualify director and executives to propose to the meeting of the Board of Directors and/or the shareholders' meeting for approval in every year.

4. To evaluate the performance of Chief Executive Officer and President in order to propose to the meeting of the Board of Directors for determining the appropriate remuneration.

5. To review succession plan of Chief Executive Officer, President and top executive to prepare potential person for succession in case that President or top executive who will retire, resignation or unable to perform his/her duty.

6. The Nomination and Remuneration Committee is directly responsible to the Board of Directors in accordance with their duty as assigned, including has responsibility to explain and answer questions about the remuneration of directors in the shareholders' meeting.

7. Perform any duty as assigned by the Board of Directors.

7. The Corporate Governance Committee

The Board of Directors has approved to appoint the Corporate Governance Committee in order to ensure that comply with good corporate governance and best practices for listed companies in the Stock Exchange of Thailand.

As at December 31st , 2019, the Corporate Governance Committee consists of three (3) members as follows;

1. Mr. Prasan Limpipatanakul ,
Independent Director/Chairman of the Committee

2. Mr. Issarachai Decharit,
Independent Director / Member of the Committee

3. Mrs. Eng Passakornnatee ,
Member of the Committee
Miss Jinda Songrod*
is secretary to the Corporate Governance Committee.

Remark : *The Corporate Governance Committee has been appointed since February 24, 2016.

*On February 25th ,2020, Miss Jinda Songrod had appointed as a secretary to the Corporate Governance Committee to replace Mr.Sumol Hobumphen.

Duties and responsibilities of the Corporate Governance Committee

1. To consider, review and propose to the Boards for approval in regard to the Corporate Governance Code Policy, Business

Ethics, Social and Environmental responsibility policy, Sustainable development policy of the Company. Other policy and practices to support the implementation of the guidelines of good governance that contributes to transparency, fairness and support the sustainable growth of the Company.

2. To supervise and ensuring management team has comply with policy and practice in Item 1, to develop the Company continuously. The policy and practice must be consistent and appropriate to the business. The recommendations of the regulatory authorities or relevant and comparable to international standards.

3. To monitor and review work system within the organization to comply with the code of conduct and best practices as defined.

4. To monitor and control in the operation of the management and staff that there is issues of non-compliance with policy and the guidelines laid down

5. To monitor and reporting on the performance of the organization in regard to regulatory policy, governance and other relevant policy and then report to the Board of Directors and external organizations as appropriate.

6. Perform any duty as assigned by the Board of Directors

8. The Executive Committee

The Executive Committee must qualify under the Public Company Limited Act B.E.2535 and related announced by the Securities and Exchange Commission (SEC) for managing, supervising, controlling and responsible for various activities under the scope of which assign by the Board of Directors. The Boards is authorized to appoint the executive director by selecting from director, executive of the Company and / or external person. The Executive Committee is required to has knowledge, ability, suitable experience and understanding their duty and responsibilities and shall not has prohibitions under the law.

As at December 31st , 2019 the Executive Committee consists of six (6) members as follows;

1. Mr. Tan Passakornnatee ,
President
2. Mrs. Eng Passakornnatee,
Member of the Committee

3. Mr. Thiti Jiranonkan,

Member of the Committee

4. Mr. Preecha Augcharanonda,

Member of the Committee

5. Mr. Viroj Supasoon,

Member of the Committee

6. Mr. Tanapan Khongnuntha,

Member of the Committee

7. Mr. Apichat Sukachirawat*,

Member of the Committee and Secretary to the Committee

Remark : *On May 14th ,2019, Mr. Apichat Sukachirawat had appointed as a member of the executive committee.

Duties and responsibilities of the Executive committee.

1. The Executive Committee shall have the authority to execute policies of the Board under the laws and the Company's rules and regulations, except for matters which the laws stipulate as being subject to the approval from the shareholders' meeting.

2. To formulate and recommend to the Board the Company's business policies, directions and strategies.

3. To propose business plans, managing authority, business plans and budget plans to the Board for approval and execute the Company's business plans and strategies in accordance with the policies and business plans presented to the Board.

4. To execute the Company's general affairs and determine the organizational and management structures and the human resources management process, from recruitment to training, employment and employment termination.

5. To approve the Company's filing of credit or loan applications with banks including guarantee, payment or disbursement transactions of the Company in its normal course of business such as investment and payment of expenses. Each transaction shall be capped at Baht 200 million or its equivalent or at the amount approved by the Board. Change to the said limit is subject to the Board's approval.

6. To approve the opening of deposit accounts with banks and to specify payment amount authorizers of the



Company's deposit accounts

7. To approve budget for salary increase or annual merit increase and bonus payment to employees, except for level of Chief Executive Officer and above.
8. To approve appointment and removal of the Company's employees below Chief Executive Officer level.
9. Perform any duty as assigned by the Board of Directors.

Chief Executive Officers (CEO)

The Board of Directors' meeting No. 6/013 dated June 17th, 2013, was appointed Mr. Tan Passakornatee to the position of Chief Executive Officers with duties and responsibilities as follows:

Duties and responsibilities of Chief Executive Officers

1. To oversee business and/or routine operations of the Company.

Transaction	Scope of Authority
Purchases and order to pay for business administration	Limited to 50 million Baht
Purchases and order to pay for Asset	Limited to 50 million Baht
Order to pay for agreement term	Limited to 100 million Baht
The asset amortization	Limited to 20 million Baht
Order to pay for entertainment expense	Limited to 20 million Baht
Order to pay for donation and promotional goods	Limited to 20 million Baht

6. To approve expenses related to the Company's operations in its normal course of business such as procurement deals whereas the limit of each transaction shall be according to the table of approval authority approved by the Board and with the annual budget approved by the Board as well as to execute agreements and contracts related to such deals.
7. To determine the organizational structure and approve the appointment, recruitment, job transfer, remuneration, compensation, bonus and employment termination of employees at senior executive vice president level and under.

2. To develop and propose policies, business plans, business strategies and annual budget plans of the Company through the Executive Committee to the Board for approval.
3. To execute or manage operations in accordance with policies, plans and budgets approved by the Board and/or the Executive Committee.
4. To regularly monitor and evaluate the Company's performance and report the results and progress to the Executive Committee, the Audit Committee and the Board.
5. To approve the Company's filing of credit or loan applications with banks including guarantee, payment or disbursement transactions of the Company in its normal course of business such as investment and payment of expenses. Each transaction shall be capped at 100 million Baht or its equivalent or at the amount approved by the Boards.

However, the said financial amount may be change as approved by the Boards.

8. To issue directives, regulations, announcements and statements necessary for the Company's business operations for compliance with the policies, the Company's benefits and sound disciplines of the Company.
9. To work with the head of internal audit team and the Audit Committee on supervision of business operations and risk management of the Company in accordance with the Company's objectives and Articles of Association and the Corporate Governance Policy.
10. To appoint committees and working teams in order to

support effective and transparent operation. CEO may delegate to a person or persons the authority to perform acts under his supervision; or delegate to such persons the authority within the scope as CEO deems appropriate. Such delegation may be annulled or amended or re-assigned to other persons as CEO deems appropriate.

11. Perform any duty as assigned by the Executive Committee or the Board of Directors.

Delegation of authority to another person to act on behalf of the Company.

The delegation of authority and duty by CEO shall not explicitly or implicitly vest the attorneys-in-fact appointed through power delegation or sub-delegation to approve transactions involving conflict of interest between themselves or their related parties according to the definitions under the notifications issued by the Capital Market Supervisory Board and/or the SET and/or other relevant authorities) and Company or its subsidiaries and/or related companies. Such transactions are beyond the scope of authority of CEO and must be approved by the Board or the shareholders' meeting (as applicable), unless otherwise classified as transactions in normal course of business and on an arm's length basis according to the definitions determined by the Market Supervisory Board and/or the SET and/or relevant authorities.

Separation of duties and responsibilities between Chairman of the Boards of Directors and Chief Executive Officer

The Company has clearly separated the duties of Chairman of the Boards and Chief Executive Officer hereto;

1) Chairman is responsible as followings:

- Be a leader of the Board of Directors to define the Company's policy and business operations as well as monitoring the Subcommittees to perform their duties in comply with the policy and business plan of the Company.
- To act as Chairman in the Board of Directors' meeting and the Shareholders' meeting (AGM) of the Company.
- To cast a decisive vote in the situation that the votes

in the Board of Directors' meeting are equally divided.

2) Chief Executive Officer is responsible for implementing the policy of the Board of Directors and the Executive Committee with effectiveness and supervise normal business under authority.

Top Executive Team

Top executive team consists of qualified executives under the Public Limited Companies Act B.E. 2535 and related the Notification of the Office of the Securities and Exchange Commission.

As of December 31st , 2019, the Company's management team is composed of five (5) executives as follows:

1. Mr. Tan Passakornnatee,
Chief Executive Officer
2. Mrs. Eng Passakornnatee,
Senior Executive Vice President
3. Mr. Viroj Supasoon,
Executive Vice President– Factory Department
4. Mr. Apichat Sukachirawat,
Executive Vice President– Accounting and Finance
5. Mr. Tanapan Khongnuntha,
Executive Vice President– Beverage Business

The Company Secretary

The Board of Directors has appointed Miss Jinda Songrod, Assistant Director, Office of President, as the Company Secretary, effective from May 14th , 2018 to perform company secretariat functions in accordance with the Securities and Exchange Act (No.4) B.E. 2551. The Board has supported and encouraged Company Secretary to continuously develop his knowledge and abilities pertaining to laws, accounting and company secretariat function through training courses and seminars. Profile of Company Secretary show in profile of the Boards and Executive Committee.

Duty and responsibility of the Company Secretary

The Company Secretary must perform duties as stipulated in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) B.E. 2551 which has come into force since 31 August 2008 and demonstrate



responsibility, due care, honesty and compliance with the laws, the Company's objectives and Articles of Association, and the resolutions of the Boards and the shareholders' meetings. Statutory duties of Company Secretary are as follows:

1. Prepare and retain the following documents:

1.1 Register of directors

1.2 Invitation to Board meetings, minutes of Board meetings and annual report of the Company.

1.3 Invitation to shareholders' meetings and minutes of shareholders' meetings.

2. Retain reports on conflicts of interest of directors or executives

2.1 Directors and executives have the duty to "report their conflicts of interest". (It means that directors and executives have the duty to report the conflicts of interest of themselves and their related parties to the Company.)

2.2 Company Secretary shall submit a copy of such report to the Chairman of the Board and the Chairman of the Audit Committee within 7 days from the receipt thereof.

2.3 There must be an effective filing system to ensure that all relevant documents and evidence are retained properly and completely and are available for verification

for at least 5 years from the date such documents and information are prepared.

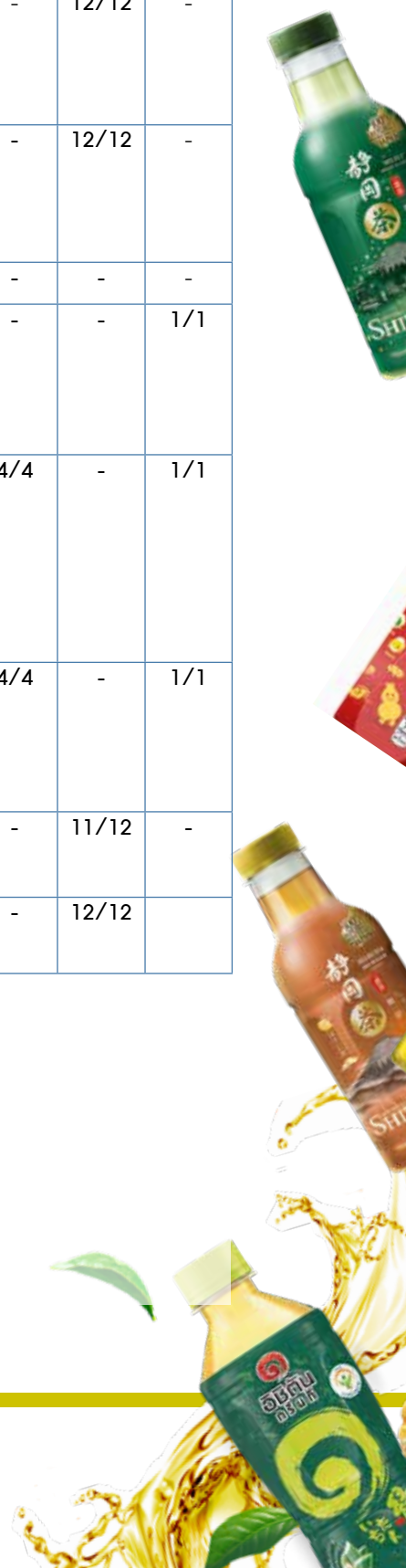
3. To perform any duty according to the notifications of the Capital Market Supervisory Board.

Meetings of the Board of Directors

The Board of Directors meeting schedule is officially documented in advance throughout the year, in which each meeting will have to define a clear agenda. Both of the agenda for meeting and the agenda for consideration prepare complete conference documentation. By the way the office of CEO and the Company Secretary will send to the Board of Directors at least 7 days in advance, so the Boards has sufficient time to study the information before joining the meeting. In the meeting, Chairman has allocated sufficient time so that all members of the Boards can discuss and share opinions independently. Chairman of the Board will compile and conclude all comments in the meeting. The meeting has been prepared in a written format by a secretary of the Board of Directors and will approve after the meeting further. Documents have been collected so that the relevant unit can be checked as required. The details of meeting attendance of member of the Boards are shown hereunder;

No.	Position	The Boards 'meeting of the year 2019						
		The Board of Directors	The Audit Committee	The Risk Management Committee	The Nomination and Remuneration Committee (N&R)	The Corporate Governance Committee (CG)	The Executive Committee	Non Executive
1. Mr. Tan Passakornnatee	Chairman of the Boards/ President	6/6	-	-	-	-	12/12	-
2. Mrs. Eng Passakornnatee	Vice Chairwoman / Chairwoman of the Risk Management Committee / Member of the N&R Committee/ Member of the CG Committee/ Executive Committee	6/6	-	4/4	4/4	4/4	12/12	-
3.Mr. Thiti Jiranonkan	Member of the Boards/ Executive Committee	4/6	-	-	-	-	10/12	-

No.	Position	The Boards 'meeting of the year 2019						
		The Board of Directors	The Audit Committee	The Risk Management Committee	The Nomination and Remuneration Committee (N&R)	The Corporate Governance Committee (CG)	The Executive Committee	Non Executive
4. Mr. Viroj Supasoon	Member of the Boards/ Member of the Risk Management Committee/ Executive Committee	6/6	-	4/4	-	-	12/12	-
5. Mr. Tanapan Khongnuntha	Member of the Boards/ Member of the Risk Management Committee/ Executive Committee	6/6	-	4/4	-	-	12/12	-
6. Miss Araya Panichayunont	Member of the Boards	6/6	-	-	-	-	-	-
7. Avm.Nathawat Nimmolthanakorn	Independent Director/ Chairman of the Audit Committee/Member of the Risk Management Committee	6/6	4/4	4/4	-	-	-	1/1
8. Mr. Prasan Limpipatanakul	Independent Director/ Member of the Audit Committee/ Chairman of the CG Committee / Member of the N&R Committee	6/6	4/4	-	4/4	4/4	-	1/1
9. Mr. Issarachai Decharit	Independent Director/ Member of the Audit Committee/ Chairman of the N&R Committee	6/6	4/4	-	4/4	4/4	-	1/1
10. Mr. Preecha Augcharanonda	Executive Committee	-	-	-	-	-	11/12	-
11. Mr. Apichat Sukachirawat	Executive Committee	-	-	-	-	-	12/12	-



Director Term

The Board of Directors comprised of individuals with knowledge, skills, and the company has provided an appropriate number of directors, that comprised of nine

persons, which are six executive directors, three independent directors), each director has term three years.

List	Date of appointed in the Shareholders' Meeting Lastest time (Year)	Types of Directors	Recruitment/ Appointment (AGM) as director in the year 2019	Next Appointment (Year)
1. Mr. Tan Passakornnatee	2019	Chairman	No	2022
2. Mrs. Eng Passakornnatee	2017	Director	Yes	2020
3. Mr. Thiti Jiranonkan	2019	Director	No	2022
4 Mr. Viroj Supasoon	2017	Director	Yes	2020
5. Mr. Tanapan Khongnuntha	2018	Director	No	2021
6 Miss Araya Panichayunont	2019	Director	No	2022
7. AVM. Nathawat Nimmolthanakorn	2018	Independent Director	No	2021
8. Mr. Prasan Limpipatanakul	2018	Independent Director	No	2021
9. Mr. Issarachai Decharit	2017	Independent Director	Yes	2020

The Remuneration of Directors and Executive

The Company has defined the remuneration of directors with clearly and transparency in complying with their roles and responsibility to the Company together with consider appropriately which is taking into account of the highest interests of the Company. The Nomination and Remuneration Committee has determined the remuneration policy for directors and top management before proposing to the shareholders' meeting for consideration and approval.

• **The policy and guidelines for remuneration of the Board of Directors.**

The Company does not have the policy to provide remuneration to a director who involves in the administration. (Directors who are executive or employees of the Company.) But the Company will pay remuneration to directors who are not involved in the administration only by the Board of Directors' meeting

• **The policy and guidelines for remuneration of the Executive committee.**

The Company does not have the policy to pay remuneration to the executive committee as all of them are executive of the Company.

Monthly remuneration and meeting allowances.

Position	Monthly remuneration (Baht)			Meeting allowances (Baht/time)		
	The Board of Directors	The Audit Committee	Other Sub-committees	The Board of Directors	The Audit Committee	Other Sub-committees
Chairman	45,000	45,000	-	-	-	15,000
Director	35,000	35,000	-	-	-	15,000

Remuneration for directors

The Company does not have the policy to pay remuneration to the executive committee as all of them are executive of the Company.

Director List	Monthly remuneration and meeting allowances.						Total Remuneration
	Gratuity of the year 2019	The Board of Directors	The Audit Committee	The Risk Management Committee	The Nomination & Remuneration Committee	The Corporate Governance Committee	
1. Mr. Tan Passakornnatee	195,219	-	-	-	-	-	195,219
2. Mrs. Eng Passakornnatee	334,662	-	-	-	-	-	334,662
3. Mr. Thiti Jiranonkan	111,554	-	-	-	-	-	111,554
4 Mr. Tanapan Khongnuntha	167,331	-	-	-	-	-	167,331
5. Mr. Viroj Supasoon	167,331	-	-	-	-	-	167,331
6. Miss Araya Panichayunont	55,777	-	-	-	-	-	55,777
7. AVM. Nathawat Nimmolthanakorn	195,219	-	540,000	60,000	-	-	795,219
8. Mr. Prasan Limpipatanakul	250,996	-	420,000	-	60,000	60,000	790,996
9. Mr. Issarachai Decharit	250,996	-	420,000	-	60,000	60,000	790,996
Total	1,729,085	-	1,380,000	60,000	120,000	120,000	3,409,085



Remuneration of Management

In the year 2017 -2019, the Company had paid salary, bonus and other compensation to the management of the Company as follows;

Type	Year 2019		Year 2018		Year 2017	
	No. of Executive (person)	Remuneration (Baht)	No. of Executive (person)	Remuneration (Baht)	No. of Executive (person)	Remuneration (Baht)
Salary	7	31,927,200	7	31,392,000	6	28,090,080
Bonus payment	7	4,523,020	7	2,675,530	6	2,133,500
Total		36,450,220		34,067,530		30,223,580

Other remuneration

In the year 2017 – 2019 the provident fund that contribution paid by the Company for executive are as following;

Type	Year 2019		Year 2018		Year 2017	
	No. of Executive (person)	Remuneration (Baht)	No. of Executive (person)	Remuneration (Baht)	No. of Executive (person)	Remuneration (Baht)
Contribution to provident fund	7	1,596,360	7	1,426,740	6	1,404,504
Total		1,596,360		1,426,740		1,404,504

Human Capital

The Company realizes that employee is a valuable resource, so the Company gives importance to human resource management and personnel development to ensure that its personnel has highly capable, knowledgeable and professional that is a key potential of the Company in competitiveness

Total number of employees

As at December 31st , 2019, the Company has total employees 371 persons as follows;

The number of employee in each department.

Department	Number of employees	
	December 31st , 2019	
Office of the President	10	
Financial and Accounting	12	
Marketing –Beverage Business	27	
Factory	286	
Creative	6	
Marketing Communications	3	
IT and Online Marketing	6	
Human Resources	13	
Business Development	-	
Procurement	2	
Law	3	
Internal Audit	3	
Total	371	

The number of employees which have been changed significantly within the past three (3) years.

During the year 2019, the Company increased its manpower in some departments such as factory ,export, marketing, and strategic to support business expansion.

Remuneration of Employee

The Company's policy on the remuneration of employees in regard to appropriate, justify by the knowledge, skills, individual performance and in line with the average of the industry, together with proper to business expansion and growth of the Company. Moreover, the remuneration of the employee is linked to the performance evaluation of all employees in the form of Key Performance Indicator(KPI),The annual salary and annual bonus payment are based on the KPI assessment result. Each year the Company and its Subsidiary pay remuneration in various forms such as salary, bonus, provident fund, group insurance, overtime pay and other types of remuneration. Remunerations paid to employees (excluding executive level) in the year 2017 – 2019 are as following;

Remuneration (Baht)	Year 2019	Year 2018	Year 2017
Salary	129,921,064	111,306,245	108,036,957
Bonus	17,033,870	8,378,630	8,608,860
Other *	73,107,971	72,510,829	62,091,045
Total	220,062,905	192,195,704	178,736,862

Note : * Other remuneration refer to the contributions to provident fund and social security fund, vehicle allowance, telephone allowance, labor costs, overtime payment, employee welfare and etc.

Significant Labor Dispute in the past three(3) years

The Company and its Subsidiary did not have any labor dispute with management or employees that relate to breach of the labor contract in any way.

Human Capital Development Policy

The Company recognizes the importance of developing human resources to enhance organization highest effectiveness and efficiency, including competitive advantages, sustainable growth and achievements. Therefore, the Company has consistently encouraged its employees to sharpen their skills, expand their knowledge and internalize the deep sense of social responsibility through the following:

- Professional development of employees, it has been defined career path advancement for employees that they will know that they can get promoted or job rotation opportunities, which is based on their skills, ability and suitability that require for such positions. Also, the criterion for promotion has been clearly defined.

- Presently, training and employee development, the Company will focus on the internal training plan that will cover the entire development capability, attitude and operational functional skills. Development and training have been conducted through in-house and external programs and regularly offered to employees at all level to ensure that our employees are equipped with knowledge and competencies required for their potential performance.(more detail in SD Report)



Reports of the Corporate Governance Committee

Dear Shareholders;

Ichitan Group Public Company Limited (the Company) has appointed the Corporate Governance Committee in the Board of Directors Meeting No.1/2016 which held on February 24th, 2016. The Corporate Governance Committee has performed the duty in regard to the scope of duty and responsibility which specify in the charter of the Corporate Governance Committee and organize 4 meetings as follows;

- | | |
|-------------------------------|--|
| 1. Mr. Prasan Limpipatanakul, | Independent Director/Chairman of the Committee |
| 2. Mr. Issarachai Decharit, | Independent Director/ Member of the Committee |
| 3. Mrs.Eng Passakornnatee, | Member of the Committee |

- To review the corporate governance policy of the Company in order to improve compliance with the CGR regulation that define by Thai Institute of Directors (IOD) , the self-assessment of the Anti-Corruption of Thailand's Private Sector Collective Action Coalition Against Corruption: (CAC) and CG Code by the Securities and Exchange Commission, Thailand (the SEC).

- To consider and approve the governance plan for the year 2019 and review and results of operations of the past. In order to improve the implementation of the corporate governance of the Company for the best practice. As a result, the Company received the "Excellent" level for third consecutive year in the Thai Listed Companies Survey of Good Corporate Governance Project for the year 2019.

- To review and recommend to apply the principles of CG Code 2017 to the Company's business including with follow-up reports in comply with good corporate governance in the 2019 annual report , Form 56-1 and Sustainable Development Report (SD Report) of the Company to improve and develop overall good corporate governance and report to the Board of Directors.

- To propose to appoint a working group of sustainable development committee for responsible of operations in a responsible stakeholder groups of the Company to achieve the best practice including with monitor the operations of the Company that may impact on communities ,society and the environment that is a part of corporate governance and shall regularly report for implementation to the Committee as appropriate.

The Board of Directors, management and employees at all levels shall give importance of corporate governance code is a contributory factor to operations of the Company with efficiency and effectively, on the basis of sustainable business best practices. The committee is committed to oversee the Company to operate business on corporate governance code in order to build confidentially from all stakeholders of the Company.



Mr. Prasan Limpipatanakul
Chairman of the Corporate Governance Committee

Corporate Governance Code

The Board of Directors of Ichitan Group Pcl.(the Company), emphasizes the importance of corporate governance code, including with strongly commit to develop good corporate governance continuously and be a powerful organization to operate business effectively and good management that has realized the highest benefit to shareholders and stakeholders. Adherence to, moral, ethics, transparency, accuracy, completely and accountability in business operation as well as the Company has specified Corporate Governance Code Policy that oversee and supervise by the Corporate Governance Committee to ensure that all Directors, Executive Directors, Management and Employees have been correctly complied with the regulation of the SEC, the SET, the Company's Articles of Association, the Public Company Limited Act and other relevant laws. The Board of Directors of the Company has a resolution to approve "The Corporate Governance Policy" in the Boards' meeting No 6/2013 which held on June 17th, 2013. Moreover, The Board's meeting No.1/2017 which held on February 23rd, 2017 that had a resolution to revise "The Corporate Governance Policy" for appropriately to the present situation. Also, The Board's meeting No.6/2018 which held on December 12th, 2018 that had a resolution to revise "Corporate Governance Code" that covered policy, ethic, code of conduct and Anti-Corruption.

Corporate Governance Objective

The Board of Directors has emphasized the importance of good corporate governance principles and define Corporate Governance policy that focus on operating business in comply with law, transparency and fairness. In addition, the Boards has given precedence to audit system, internal controls, risk management and adequately disclosed that will lead to continuous growth with sustainability and generate the highest value to shareholders and stakeholders within the scope of law and business ethics. Therefore, the Company has seriously promoted the importance of perform duty in regard to corporate governance code principles and disclose the policy both Thai and English versions through Annual Report, the Corporate Governance Handbook, the Code of Conduct Handbook and the Company's website www.ichitangroup.com and etc., for facilitating to access to all employees, shareholders, investors, stakeholders and relevant parties. The Board of Directors of the Company will review and improve

Corporate Governance Policy in accordance with Thai listed of the year 2017 (CG Code 2017) at least 1(one) year as appropriately and proposing by the Corporate Governance Committee for updating the policy to be situated with the business situation, including comply with the regulation of the SET, the SEC and relevant regulators. These has been considered as significantly enhances the corporate governance principle of the Company to be reached international standard. According to, the Company's adhere to apply the corporate governance code principle with its business operation together with improve proper corporate governance principle. As well as, concluded information about practices that cannot suitable for the Company, as well as reasons and replacement measures which has been recorded as a resolution of the Board of Directors' meeting every time.

In year 2019, the company had applied Corporate Governance Code to the Company, except for the following matters;

- Chairman of the Board of Directors is not an independent director and the Chairman of the Boards and President are the same person. Because the Company's business require leaders who is capable, experienced and shall has knowledge and understanding in the beverage business, although Chairman of the Board of Directors is not an independent director, but the Company has clearly defined the authority and duties in the operation, balance of power and transparency in comply with corporate governance code principles and perform duties with regard to the interests of stakeholders. And the Company has appointed one independent director to consider and determine the agenda of the Board of directors' meeting every time.

- Hiring external consultants to evaluate the performance of the Boards every three years due to the Board of Directors, individually and the sub-committees conducted their annual performance evaluation by expressing opinions and evaluating independently. And the results of the evaluation were used to develop the performance of the Board of Directors with criteria and procedures disclosed in the annual report. As, the Company adhere to corporate governance code and apply in the management and operations of the Company, and has developed corporate governance to be effective and suitable for the Company.



Corporate Governance Report of Thai Listed Companies (CGR) for 2019.

Ichitan Group Public Company Limited (ICHI), revealed that the Corporate Governance Report of Thai Listed Companies (CGR) for year 2017 , year 2018 and year 2019 (3 consecutive years), which is conducted by the Thai Institute of Directors (IOD) and The Stock Exchange of Thailand (SET), has rated ICHI as “Excellent” (Excellent CG Scoring). The results of the evaluation reflect the cooperation among directors, executives, and employees in the organization. The firm is aiming at continuously developing corporate governance and also management in order to create a sustainable growth. The Company has formulated to disclose good corporate governance practices in comply with the SET , the IOD ,OECD principle and ASEAN CG Scorecard/The 2017 CG Code which can be divided into 5 parts as follows;

- Part 1 Rights of Shareholders
- Part 2 Equitable Treatment of Shareholders
- Part 3 Roles of Stakeholders
- Part 4 Disclosure and Transparency
- Part 5 Responsibilities of the Board

Part 1 Rights of Shareholders

The Board of Directors realize the importance of rights of all shareholders equitably such as minority shareholder, major shareholder, individual Investor, institute investor and foreign investor by encouraging shareholders to exercise their rights. Moreover, the Company has defined the policy and guidelines of the Company in regard to promote and provide facilitate to exercise their right hereto;

The Board of Directors prior provides information of the date, time, venue, agenda items and all relevant supporting documents before the shareholders’ meetings date. The Company has informed the regulation and voting procedures in regard to the shareholders’ meeting and publicize via the Company’s website, the SET’s website and newspaper to allow shareholders have sufficient time to consider agenda items and documents before the before the hard copy documents will be deliver to shareholders. The Company organizes the Annual General Meeting of Shareholders (the AGM) yearly within four (4) months after the end of each fiscal year. In the year 2019, the Company had organized the AGM on April 25th , 2019 at 14.00 hrs. , AVANI Atrium Bangkok, Thailand. The meeting was organized

in accordance with the procedures of the AGM Checklist that conduct by The Thai Investors Association , The Thai Listed Companies Association and The Security and Exchange Commission (the SEC) Also, the 2019 AGM Checklist assessment result of the Company had ranked in “100 points” while the average score of all Thai listed companies under the survey was 93.70 points.

Before the Shareholders’ meeting

According to, the Board of Director’s meeting No.1/2019 of the Company which held on February 25th , 2019 had a resolution to organize the 2019 Annual General Meeting of Shareholders (AGM), which would be held on April 25th, 2019, 14.00 hrs. at AVANI Atrium Bangkok Hotel, where location is convenient for public transportation such as Metropolitan Rapid Transit (MRT), Expressway, Bus stop and Shuttle Van. The Company has informed schedule and the agenda of the meeting 59 days before to the meeting date through the SET’s website (SET Link system). Also, the Company had disclosed “the Invitation letter for AGM” including with relevant documents especially “Form B” both Thai and English version at 42 days (March 14th ,2019) before to the meeting via the Company’s website www.ichitangroup.com section “INVESTOR” that shareholders have sufficient time for consideration. The invitation letter will be delivered to all shareholders by the Company’s registrar which is The Thailand Securities Depository Co., Ltd. (TSD) before the meeting date. In the invitation letter include objective and reason, the Boards’ opinion, the Subcommittees ‘opinion , vote requirement, regulation and procedure of the shareholders ‘meeting, as well as attach annual report, proxy form and other relevant document . In addition, the invitation letter has also been publishing 21 days before the meeting date 3 days continually posted on the newspaper. For providing convenience to institutional investors and custodian to attend the shareholders’ meeting, the Company has prepared (as requested) relevant document and Proxy form and send to them via E-mail : ir@ichitangroup.com before the meeting date. Shareholders are offered the opportunity to appoint independent directors or any other persons as their proxy.

On the day of 2019 Annual General Meeting of Shareholder (AGM)

The 2018 AGM which held on April 25th, 2019 at 14.00 hrs., AVANI Atrium Bangkok Hotel, Thailand, the Company had assigned staff to welcome and check document for shareholders. The Company had used Barcode system in the registration process for accuracy of vote counting and the registration desk had opened before the meeting time. After the registration period, shareholders could register to attend the meeting while as their right were also available and include in the quorum, as well as they could vote on the agenda which was in considering process and had not completed a resolution yet. The Company had defined voting right process of shareholders by one share for one vote. Moreover, the agenda to appoint new directors, the Company provided the opportunity to vote each director and allow representative from the shareholders' meeting to be inspector in the vote counting. Chairman opened opportunity for shareholders to ask questions during the meeting. Chairman of the Board of Directors, Chairman of all the Subcommittee, Directors, Chief Executive Officer(CEO), Chief Financial Officer (CFO), top executive, the Company Secretary, representative auditors from KPMG Phoomchai Audit Limited ("KPMG") and the Company's legal department had attended to the meeting together. There was not any agenda for considering without prior notice to shareholders. (More detail disclosed in the minutes of 2019 AGM.)

After the Shareholders' meeting day

The Company had disclosed the resolutions of the AGM within the meetings' day through the SET's website (SET Link) and the Company's website. The minutes of the 2019 AGM had been completed within 14 days since the date of the meeting and then submit to the Stock Exchange of Thailand and the Ministry of Commerce in compliance with Thailand law standard. The minutes included the list of directors and executive attended, the meeting's resolution, question from shareholders and proxy holders. The Company had posted video recordings and the minutes of the AGM through the Company's website www.ichitangroup.com

Part 2 Equitable Treatment of Shareholders

The Board of Directors provides opportunity to all shareholders such as major shareholders, minority shareholders and

foreign shareholders and has defined equitable treatment policy of shareholders hereunder;

1. The Boards provides an opportunity to minority shareholders to propose the agenda and director candidate in advance before the shareholders' meeting date through the Company's website and the SET's website(SET Link). In the year 2019, the Company had disclosed during October 1st, 2019 to December 31st, 2019 There was proposing neither agenda nor director candidate for consideration.

2. The Boards will not add agenda during the meeting time without prior notice to shareholders, especially important agenda which may need time for considering.

3. Shareholders are entitled to assign proxies one (1) independent director or any person as the shareholders' proxy, in the meeting to cast ballots for them. The Company provides proxy form in accordance with the Ministry of Commerce specification along with the invitation letter.

4. The Boards encourages to vote by ballots in important agenda for transparency.

5. The Company do the Connected Transaction in comply with law, market price, Fair and at arms' length, and normal business operation which has passed a resolution from the Audit Committee.

6. The Company has provided several channels for all shareholders and investors to request information, feedback, suggestion and comments through Investor Relations (IR) Department, Miss Pimrumpa Chanphongsri, Email: ir@thaioilgroup.com, Tel : +66 (2) 023 1111 .The Investor Relations (IR) Department will responsible to provide the Company's information to all shareholders, major shareholder, minority shareholder, Investor, Institutional Investor, Foreign Investor and Analyst. The Company organizes Opportunity Day, Analyst Meeting, Company Visit and etc, that shareholders and analyst can discuss directly with top executive in regard to business operation.

7. The Boards has defined the policy in written format about retention and protection to use internal information or insider trading including with notify the said policy to all directors, executive and employee in the organization to acknowledge and act accordingly. Moreover, all directors and executive are required to report at least one(1) day before exercise their shareholdings transaction to the Company and then the Company Secretary will report to the



Board's meeting quarterly. Please consider more detail in subject "Control of the use of Internal Information" In the year 2019, there was neither director nor manager of the Company in breach of insider trading regulation. Moreover, the Company did not occur any illegal transaction that represented to not comply with the regulation of connected transaction or trading transaction which had regulated by the Securities and Exchange Commission (the SEC)/The Stock Exchange of Thailand (the SET)/ Securities and Exchange Act and relevant law.

Part 3 Roles of Stakeholders

The Board of Directors is committed to equitable treatment of all external and internal stakeholders including with protect and reserve the benefit of all stakeholders in regard to the laws, fairness, integrity, transparency, human right, anti corruption, fairness, responsible to consumer and social responsibility. The Board of Directors has clearly policy and guideline to treat all stakeholders. Also, the Audit Committee of the Company is independently to consider and audit the process as defined in the policy.

Customers : is aiming to provide the maximum profit and satisfaction to all customers by providing the quality products and service as appear in "Business ethics".

Shareholders : is aiming to supervise its organization along with sustainable growth, transparency, fair return to all shareholders, good operating results, effective internal control and internal audit, effective risk management system and disclosure with timely, completely and accuracy manner as appear in "Business ethics"

Employees : is developing human resources continuously including with offer career path opportunity to all employees. Also, employees will receive equitable treatment and fair remuneration in regard to their knowledge, abilities, potential and performance which will evaluate by Key Performance Indicator (KPIs) as appear in "SD Report"

Suppliers and Creditors : is aiming to build trustworthiness, good cooperation and relationship with its suppliers and creditors though adhering integrity that the Company will comply with all terms, conditions, law and regulation that lead to mutual benefits of all parties.

Business Partners and Competitors : The Company and its Subsidiary treat all business partners and competitors with fairness and adhere to confidentiality under the laws, regulation and fair competition best practice in order to maintain the standard norm

of competition in business. Moreover, the Company and its Subsidiary will not acquire information of its business partners and competitors by unethical and unfair. The Company are not in any arrears case.

Intellectual property : The Company gives importance to non-infringement of intellectual property or copyright by clearly defining a written policy and practice, communicating, monitoring, supervising and inspecting to prevent infringement of intellectual property or copyright as appear in "SD Report".

Community, Society and Environment : is adhering to operate its business in regard to responsible for Community, Society and Environment and sensitive to issues which might affect the community, society and environment. The Company give important on environmental protection, operates in accordance with business ethics and support activities that contribute to the community and society. Also, the Company fosters the environmental awareness and the sense of social responsibility among its employees. The Company and its Subsidiary will comply to all applicable law and regulation requirement in order to promote and protect the right of stakeholders as appear in "SD Report".

The Company realize that all stakeholders and environment that is the part of successful and sustainable growth, therefore the Board of Directors and the Corporate Governance Committee have defined the best practice that cover all right and benefit of stakeholders, including with provide various channels that stakeholders can send suggestion or comment which will be benefit to the Company. The Company has disclosed in detail on its website at "Corporate Governance Code" www.ichitangroup.com Moreover, the Company has prepared "Sustainable Development Report" in comply with Global Reporting Initiative Standard (GRI) that is separated from the Annual Report for the year 2019, The SD report disclose information on economic, social and environment to acknowledge shareholders, investors and all stakeholders together with disclose on the Company's website at "Sustainability" www.ichitangroup.com In the year 2019 Roles of Stakeholders the Company had been disclosed detail in "Sustainable Development Report".

- To promote to use resource effectively that employees should concentrate and work with safety and environmental awareness including, stakeholders (i.e. employee, executive) were encouraged to be participated in social and community development and remain continuously adhere to develop treatment to its stakeholders. Also, the statistics of accident, absence rate, and occupational illness rate which had disclosed in “Sustainable Development Report” and Form 56-1.

- To determine human resource development policy and practical guideline. The statistics of average hours of employees’ training per year, which had disclosed in “Sustainable Development Report” and Form 56-1.

- To determine other policies such as the policy that is Anti-Corruption, Unrelated to human right violation, responsibility and fairness to customer, competitor, business partner and creditor as well as non-infringement of intellectual property and copyright, which had disclosed in “Sustainable Development Report”, Form 56-1 and post in the Company’s website at <http://www.ichitangroup.com/pdf/corporate/CorporateGovernanceReport.pdf>

- To determine the policy and practical guideline of anti-corruption policy in prevention measure on receiving and giving thing or any other benefit for motivation of wrongful practice and cause of conflict through disclosure of practical guideline for acknowledgement and disclosure of risk from corruption in “Anti-Corruption Handbook” http://www.ichitangroup.com/investor.php/anti_corruption

- Monitoring , evaluation, training, average hour of employees training per year of 8 hrs./person/year which is more than specify by Labor law at 6 hrs./person/year.

Part 4 Disclosure and Transparency

The Board of Directors emphasizes to disclose its financial and non-financial information in accordance with related regulation of the SEC, the SET and the law in various channels such as Annual Report/ Annual Filing (Form56-1)/ Sustainable Development Report/ the SET Link/ the Company’s website (www.ichitangroup.com) as follows:

1. To disclose information in comply with relevant regulation and the law which will disclose both Thai and English versions.

2. To disclose “Corporate Governance Code Policy” “Business Ethic” and “Investor Relations Code of Conduct” those have been approved by the Board of Directors.

3. The Board of Directors is responsible to the Company’s financial statements including with financial information, The Company’s financial statements has certified by the auditor with unconditionally and do not has any recorded to amend the financial statements from the Stock Exchange of Thailand (the SET) and the Securities and Exchange Commission Thailand (the SEC)

4. To define the scope of roles and responsibilities of the Board of Directors and the Sub committees including with the meeting attendance in past year and opinion in regard to their performance.

5. To disclose the remuneration of directors and executives in regard to their scope of duties and responsibilities as well as criteria on provision of remuneration to the directors and executive , which have been clearly disclosed in the topic of “the Remuneration of Directors& Management” in Annual Report and Annual Filing(Form56-1).

6. To submit financial statements and Management Discussion and Analysis (MD&A) to the Stock Exchange of Thailand (the SET) and the Securities and Exchange Commission Thailand (the SEC) within the specified timeframe.

7. To appoint an independent auditor and reliable which is an auditor who is approved by the Securities and Exchange Commission Thailand (the SEC).

8. The Board of Directors give important on prohibit directors, executive and employees from using their positions for personal benefit. As defined in “Business Ethics” in regard to directors, executive and employees shall avoid connected transactions that may be conflict of interest with the Company and its Subsidiary. If necessary, the transaction shall be carried out at “Fair at Arm’s Length” ,including directors, executive and employees who have an interest in the transactions, he/she must not be involved in the approval process of the connected transaction in comply with the notification of the SET and the SEC and related law.

Investor Relations Department (IR)

The Board of Directors has set Investor Relations Department that has to comply with “Investor Relations Code of Conduct” and responsible to disclose the Company’s



information to shareholders, investors, institutional investors, analysts, and the public which interest the securities of the Company for fairness and equitable practices. In addition, the Company has disclosed its information both Thai and English version such as operating results, financial statements, stock information, securities activity , Annual Report , Form 56-1 and other related information through the website at <http://www.ichitangroup.com/investor.php> section "Investor Relations".

Also, the Company and its Subsidiary emphasize to disclose its information through "Investor Relations Activities" which the Company's top executive will take part to meet and participate to investors directly including with create mutual positive relationship and exchange opinions and ideas. In the year 2019, the Company has disclose its information through one on one meeting, the Company Visit , "Opportunity Day" at the Stock Exchange of Thailand, including with can contact Miss Pimrumpa Chanphongsri, Manager, IR and Risk Management , Email: ir@ichitangroup.com Telephone: +662 716 5555.

In the year 2019, the Company disclosed information in the form of financial and non-financial reports, which the

Company will report the information that must be reported in accordance with the accounting period and important information in regard to situation as required by the law. At the same time, the disclosure of the Company's financial statements is in comply with the generally accepted accounting standards. The Company has never occurred history of being ordered to amend the financial statements. Also, the Company has disclosed non-financial information in accordance with the relevant laws in a correct, complete, timely and transparent manner through channels of the Stock Exchange of Thailand and the Company's website, where such information is always up to date.

In the year 2019, the Company had organized the channel to disclose information to shareholders, investors, Analyst hereto; Shareholders, Investors, Analyst can follow disclosure schedule via the Company's website "IR Calendar" , "IR Newsletter" and "Shareholders and Investor News" through http://www.ichitangroup.com/investor.php/ir_calendar and the SET's website.

No.	Information Disclosure	Time
1	CEO and top executive have a meeting with group of investors from Maybank Kim Eng Securities (Thailand) at ICHITAN GROUP Factory.	1
2	Annual General Meeting of Shareholder (AGM) , April 25th , 2019	1
3	To disclose information through the SET Link, the Stock Exchange of Thailand. https://www.set.or.th/set/companynews.do?symbol=ICHI&ssoPagelD=8&language=th&country=TH	23 items
4	To join Opportunity Day: August 28th ,2019 http://setlive.thaivivestream.com/player/?section=533&event=ICHI	1
5	To organize Analyst Meeting and Investor Group Meeting with: Investors and Institutional investor ,venue : Head Quarter of the Company	7
6	Domestic Roadshow , meeting Institutional investor : CEO and Top Executive joined in CONSUMER DAY 2019 that organized by Capital Nomura Securities PCL	1
7	IR Newsletter.	2
8	To provide information to investor/shareholder/analyst through conference call at 10 lines / Email 20 times.	
9	The Company has Corporate Communication Department that is responsible to deliver Press Release and Public Relation news about the company throughout the year.	



Welcomed investor from Maybank Kim Eng



Consumer Day 2019

Part 5 Responsibilities of the Board of Directors

The Board of Directors is the key role to define the policy such as Good corporate governance, Anti-Corruption, Sustainable Development Policy and Business Ethics for the best benefit to the Company. The Board of Directors consists of individuals with knowledge, ability, skills and experience from various professional fields that are recognized and have a good understanding of their roles and responsibilities. Including playing an important role in determining the Company's policy by collaborating with the executive committee and senior management to determine the vision, mission, risk management, objective plan and the Company's budget every year, as well as supervising to ensure that the annual strategy and plan is in line with the Company's objectives and goals. In determining the strategy and annual plan, including analyzed the environment and opportunity that may affect to the business, in order to emerge as a strategic objective and core strategy for both short and long term. As a result, the Company has set the policy in regard to responsibility of the Board of Directors such as the Boards' structures, Qualification of directors and Role and Responsibilities of the Boards and etc., which details are as follows;

1. The Board of Directors Structure

1.1 The Board of Directors is comprised of nine (9) directors, of which six (6) are executive directors and three (3) are non-executive directors, and their terms in the position are three (3) years. The independent directors have qualified in comply with the SEC's qualification

criteria. The number of independent directors are comply with the law that has defined independent directors shall comprise at least one-third of total member of directors. The Company's Board of Directors comprises of the members who are knowledgeable, skillful, transparency work experiences, good moral and responsibility. The Board must comprise of members of various professions and experiences which are beneficial to business operations of the Company, such as accounting and finance, management, strategic planning, legal and good corporate governance and regardless of gender.

1.2 The Company has five (5) Sub-committees which have defined their role in "Nomination of Directors and Executive committee" hereto;

- 1) The Audit Committee
- 2) The Risk Management Committee
- 3) The Nomination and Remuneration Committee
- 4) The Corporate Governance Committee
- 5) The Executive Committee

1.3 Chairman of the Board of Directors, President of the Executive Committee and Chief Executive Officer are the same person, however, the Company has clearly defined the scope of authority, duty and responsibility to balance the power.

1.4 The Board of Directors has appointed "the Company Secretary" who has the duty to provide the Company's information and consultation regarding legal and regulation requirement that directors have to know and understand as well as oversee the Boards activity has run smoothly and accuracy including with oversee



to perform in accordance with the Boards' resolution and arranging orientation for new director.

1.5 The Board of Directors encourage directors, top executives to regularly develop and train knowledge that is beneficial to the operation, for example, in the year 2019, training was provided to create knowledge, understanding, learning, and prevention and correction corruption problems within the organizational with efficiency.

1.6 The meeting of the Board of Directors and the Sub-Committees, have been fixed quarterly together with the Office of Company Secretary will inform whole year schedule to all directors in advance, as well as the invitation letter, agendas and relevant document will be delivered to all directors at seven(7) working days prior to the meeting date for their consideration. Also, the Boards has set the quorum of the meeting to be at least two-third (2/3) of total director who attend to the meeting. In the year 2019, directors' attendance has organized six (6) meetings and one (1) meeting is the meeting without non-executive director (NED). At the Boards' meeting, all directors can freely express their opinions and ideas and the minutes of the meetings are duly recorded in written format. The meeting minutes have been approved by the Boards and it will keep properly in which related directors can inspect anytime. Also, top executive have been invited to attend the Boards' meeting to provide information or opinions on discussing matter. In addition, Chairman of the Boards and one independent director are responsible to fix the agenda of the meeting and all directors are independently to propose agenda items.

2. The Sub-Committee.

2.1 The Board of Directors has established five (5) Sub-committees for follow up and regulatory of the Company's operating result and report to the Board's quarterly.

2.2 The Board of Directors decentralizes its authority for supervising efficiency and transparency management. The Boards has appointed the Audit Committee to support reviewing all matter that relate to good corporate governance principles together with appoint the Executive Boards for reviewing and screening specific matters to support decision-making in regard to Chief Executive Officer (CEO).

2.3 Chairman of the Audit Committee /Chairman of the Nomination and Remuneration Committee/ Chairman of the Corporate Governance Committee, are independent director for transparency and independently to supervise of his /her duty.

3. Roles and Responsibilities of the Board of Directors and Chief Executive Officer (CEO)

The Board of Directors is comprised of members who possess suitable qualifications in terms of their leadership, knowledge, skills and expertise in various fields. Roles and responsibilities of the Boards are as follows:

3.1 To determine and review vision, mission, strategy, goal and business and budget plans of the Company one a year in collaborate with the Executive Boards. In addition, the Boards will organize its meeting in comply with the related law and regulation to ensure that the Executive Committee has operate business plan with efficiently and effectively. The Executive Boards will report to the Boards' meeting quarterly.

3.2 To approve the good corporate governance policy, morality, business ethics, the codes of conduct for director, executive and employee which have been prepared in written format then send to all director, executive and employee via E-mail, arrange the meeting and post to the Company's website for practical guideline within the organization. The penalty has also been defined, if there is violation to the policy. The Company has disclosed business ethics on its website at "Corporate Governance" http://www.ichitangroup.com/corporate_governance1.html

3.3 To conduct the policy to reach corporate goal and to steer the business in a direction that will maximize benefit to shareholders including with benefit to all stakeholders. Prohibiting from seeking any personal interest or whoever. The Boards will not perform any of the conflict or compete with the interests of the Company and its Subsidiary. The Boards shall comply with integrity to ensure that the Company's businesses are run under its objectives, Articles of Association, the meeting's resolution, the Securities Act, the laws and regulations of the SET and the SEC and etc.

3.4 To formulate financial policy which contribute to control effectively and align with the law and policy.

3.5 To determine follow-up and comply with corporate governance code principles ,Anti-Corruption Policy, and various practices that relate to the Company ,including prepare in written and regularly review the policy and compliance with such policy at least once a year.

3.6 To provide appropriate channels for communication with shareholders and stakeholders.

3.7 To provide a succession plan for Chief Executive Officer or high-level executives by CEO will report to the Board of Directors to acknowledge the operating results according to the succession plan once a year.

3.8 To support and promote innovation and applying innovation and technology to create value added for he business along with direct overseeing information technology management to meet the requirement of the Company.

3.9To formulate the risk management policy and internal control to cover the entire organization and then notify to the management on a regular basis.

3.10 The Company's directors recruit from being appointed and fully qualified. There are no prohibited characteristics according to the Public Limited Companies Act, SEC regulations and the Stock Exchange of Thailand regulations and are ethical and ethical.

3.11 Chief Executive Officer is responsible to manage the Company and its Subsidiary in comply with the Connected Transaction policy and general management policy.

4. Directorship in other listed companies.

The Board of Directors has defined the policy to take a position as a "director" of the Company's director and Chief Executive Officer level in other listed companies that is limited to three (3) companies. Presently, the Companys' directors and Chief Executive Committee all of nine (9) persons, are not taking any directorship in other listed company more than three (3) companies

5. Term of Independent Director

The Board of Directors has defined "Term of

independent director policy" that shall not over nine (9) years. Presently, all independent directors consist of three (3) persons, none of them is taking term with the Company over nine(9) years.

6. Business Ethics

The Board of Directors has defined business ethics for directors, executives and employees to perform align with the Company's mission, integrity and fairness, including with equitable treatment to all stakeholders, the public and the society. As well as, formulating monitoring system to comply with such guidelines regularly. Also, the Company has announced and notify to all employees for acknowledge and abide strictly of such guidelines. The ethics has disclosed on the Company's website at "Corporate Governance" subtopic "Business Ethics" http://www.ichitangroup.com/corporate_governance1.html

7. Conflicts of Interest

The Board of Directors has defined conflicts of interest policy which is based on the principle, that all transactions shall be only for the Company's best interest and any situation that may occur conflicts of interest, the director and executive shall be avoided. Related or involving parties in the transaction shall be reported to the Company about their relationship or connection in regard to transaction, and shall not be participated or approval process of the said transactions. The connected transactions and conflicts of interest shall be carefully reviewed by the Audit Committee in accordance with the requirements and regulation that define by the SEC and the SET before proposing to the Board of Directors including with disclose in Annual report and Form 56-1.

8.Internal Control System

The Board of Directors has recognized the importance of the internal control system at operational and managerial levels as a key contributor to business excellence. Therefore, the Boards has clearly determined the authority and duties of operating officers and executives in written format for effectiveness of asset utilization and control as well as clearly separated the duty of officers in operating, supervising and assessing. Also, the Audit Committee is responsible to review the Company's internal control and internal audit systems to ensure that the system have run with



appropriateness and effectiveness. Internal Audit Manager is responsible to audit internal control system and report the results to the Audit Committee to ensure that core activities of the Company are in line with the policy.(more detail appear in “ Internal Control , Internal Audit system and Anti-Corruption Policy”)

9. Risks Management

The Board of Directors has assessed sufficiency of existing internal control system in order to improve the process of its operations with effectiveness. (more detail show in “Risks Factor and Risks Management ”)

10.The Boards’ reporting

The Audit Committee will review financial report regularly while as Accounting Department and the auditor will join in the meeting together with propose financial statements to the Boards quarterly.The Board of Directors is responsible to financial statements of the Company and its Subsidiary , and financial information which have been disclosed in Annual report. The Company’s financial statements have been prepared in comply with the accounting standards and certified/reviewed by the Company’s auditors. Important information, financial information and non-financial information are disclosed based on actual facts with regularly and completely.(more detail show in “Report on the responsibility of the Board of Directors towards Financial Statements”)

11. Succession Plan

The Board of directors has recognized management with efficiency and effectively together with business sustainable growth. As a result, the Boards has set succession plan for CEO ,top executive and potential employee to define the process to promote qualify employee to higher level and promotion is considered annually under specified criteria for developing employee who has good performance and competency for advancement to a higher position in accordance with his/her key performance indicator (KPI).

12. Assessment for the Board of Directors and Chief Executive Officer (CEO)

The annual performance assessment of the whole Boards ,the Sub Committee, the Sub Committee, individual and CEO are done in four(4) steps by using the form that public by the Stock Exchange of Thailand which they will understand

their performance for improvement effectively. Also, the assessment criteria will evaluate by percentage in each item by Over 85% = Excellent/ Over 75-84% = Very Good/ Over 65-74% = Good/ Over 50-64%= Satisfactory/Under 50% = Poor. The performance assessment comprise of four (4) topics and the year 2019 as follows;

1) Self-Assessment of the board of directors as a whole; Total 60 criteria, Total 240 scores, resulted average score of 96.8%, rating level Excellent

2) Self-Assessment of the Sub-committee Total 36 criteria, Total 144 scores, resulted average score of 99.1%, rating level Excellent

3) Self-Assessment of the board of directors and of committee members on an individual basis Total 11 criteria, Total 44 scores, resulted average score of 97.1%, rating level Excellent

4) CEO Evaluation Form by Chairman of the Nomination and Remuneration committee Total 54 criteria, Total 216 scores, resulted average score of 95.4%, rating level Excellent

The process of the Board of Directors assessment.

The Boards has assigned the Company Secretary to prepare the assessment form and then send to all director every year together with report the assessment result to the Boards’ meeting. In the year 2018, the assessment have been done on November 11th, 2019 and the Company Secretary has informed to the Boards for acknowledge on December 11th ,2019.

The Boards’ performance assessment criteria

The assessment processes have covered significant criteria hereto;

- 1) The Board of Directors policy
- 2) Qualification and Structure of the Boards
- 3) The Boards’ meeting
- 4) In line with role, duties and responsibilities of the Board of Directors
- 5) Internal control system and Internal Audit
- 6) Implementation in regard to the strategic plan (CEO)
- 7) Management and Leadership (CEO)

13. Remuneration

The Board of Directors has appointed the Nomination and Remuneration Committee which is responsible to express opinion and consideration about the remuneration of the Sub-committees, Chief Executive Officer (CEO) and Top Executive and then report to the Board of Directors yearly. The committee has formulated the remuneration policy with transparency, accuracy and properly in regard to scope of duty of director and executive. The Company offer Long-term remuneration package to retain qualifies director and executive in accordance with the best interest of the Company and shareholders. The director remuneration is subject to be approved by the annual general meeting of shareholders. The remuneration of directors and executives have been disclosed in comply with the SEC regulation. (more detail show in "The Remuneration of Directors and Executive Committee")

14. Development of Director and Executive

The Boards encourages all directors and executives to regularly attend training courses and seminars to enhance their knowledge in all related fields, develop their job-related competencies and strengthen their corporate governance.

● Orientation of New Director

The Board of Directors have determined to organize orientation for all new directors in order to create knowledge and understanding in business and operation in different areas of the Company as the preparedness of the director's function. In the meantime, there is the policy that reinforces new knowledge and viewpoint for

all directors whether in the areas of business governance, industrial condition, technological business and new innovation in order to contribute to support effective function whereas the Company Secretary is the coordinator of the following issues; In every time of orientation of new directors, the Company Secretary shall present documents and information which are useful for function of new director such as Manual of the Listed Company Director, Business Ethics and Good Corporate Governance Manual, the Company's regulation, business structure and director structure, scope of authority, laws that should be informed, etc. for reinforcing knowledge and understanding in business and operation in various areas of the Company, as well as business visit, attendance of business lecture and meeting with Chairman of the Boards or Executive Director to discuss and inquire the Company's business operation information. In the year 2019, the Company did not recruit new director but reviewing director manual and criteria related to significant law, rule, regulation and policy that should be informed in director manual for the director's recognition of updated news information.

● Knowledge Development

The Board of Directors supports directors and executives to attend the seminar course useful for function as well as meet and exchange opinions with the Boards. The Company Secretary is assigned to be the coordinator with directors and executives to attend the director training course of Thai Institute of Directors. In the year 2019, the Company had supported director to develop their knowledge hereto;

Training Course that attended by Directors in the year 2019.

Name - Surname	Position	Training Course with Thai Institute of Directors Association (IOD)	Other Training Course
1) Mr.Tan Passakornnatee	Chairman of the Boards/ President/ Chief Executive Officer	1) DAP Class 12/2004 2) FBG Class 6/2016	● Attend training to create knowledge, understanding, learning, prevention, problem solving, and corruption in organizational with efficiency.



Name - Surname	Position	Training Course with Thai Institute of Directors Association (IOD)	Other Training Course
2) Mrs. Eng Passakornnatee	Vice Chairwoman of the Boards of Directors / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee/ Member of Corporate Governance Committee / Member of the Executive Committee/Senior Executive Vice President	1) DAP Class 12/2004 2) DCP Class 44/2004 3) FBG Class 6/2016	- Developing CSR Practitioners' Skills for Sustainable Development for the year 2017: P01:CSR for Corporate Sustainability S01: Strategic CSR Management S02:Supply Chain and Stakeholder Engagement S03: Corporate Social Initiatives for Sustainable Development S04: Sustainability Risk and Materiality Analysis S05: CSR Evaluation and Data Management S06: Sustainability Reporting - Attend training to create knowledge, understanding, learning, prevention, problem solving, and corruption in organizational with efficiency. - Coaching for Leadership Class1 on November 29th ,2019 - Succession Plan Training on May 22nd ,2019
3) Mr. Thiti Jiranonkan	Member of the Boards of Directors / Member of the Executive Committee	1) DAP Class 12/2004 2) FBG Class 6/2016	Attend training to create knowledge, understanding, learning, prevention, problem solving, corruption in organizational with efficiency.
4) Mr. Viroj Supasoon	Member of the Boards of Directors / Member of the Risk Management Committee/ Member of the Executive Committee / Executive Vice President, Factory Department	1) DAP Class 106/2013 1) RCL Class 5/2016	- Developing CSR Practitioners' Skills for Sustainable Development for the year 2017: P01:CSR for Corporate Sustainability S01: Strategic CSR Management S02:Supply Chain and Stakeholder Engagement S03: Corporate Social Initiatives for Sustainable Development S04: Sustainability Risk and Materiality Analysis S05: CSR Evaluation and Data Management S06: Sustainability Reporting - Attend training to create knowledge, understanding, learning, prevention, problem solving, corruption in organizational with efficiency.
5) Mr. Tanapan Khongnuntha	Member of the Boards of Directors / Member of the Risk Management Committee / Member of the Executive Committee / Executive Vice President, Beverage Business	1) DAP Class 106/2013 2) RCL Class 5/2016 3) BMT Class4/2017	- Developing CSR Practitioners' Skills for Sustainable Development for the year 2017: P01:CSR for Corporate Sustainability - Attend training to create knowledge, understanding, learning, prevention, problem solving, corruption in organizational with efficiency.
6) Air Vice Marshal (AVM) Nathawat Nimmolthanakorn	Independent Director / Chairman of the Audit Committee/ Member of the Risk Management Committee	1) DAP Class 106/2013 2) AACP Class 16/2014 3) RNG Class 8/2016 4) ELP Class 9/2017	Federation of Accounting Professions under the Royal Patronage: Audit Committee Seminar Get Ready for Year End

Name - Surname	Position	Training Course with Thai Institute of Directors Association (IOD)	Other Training Course
7) Mr. Issarachai Decharit	Independent Director / Member of the Audit Committee / Chairman of Nomination and Remuneration Committee/ Member of Corporate Governance Committee	1) DAP Class 27/2004 2) AACP Class 17/2014 3) RNG Class 8/2016 4) ELP Class 9/2017	Federation of Accounting Professions under the Royal Patronage: Audit Committee Seminar Get Ready for Year End
8) Mr. Prasan Limpipatanakul	Independent Director / Member of the Audit Committee/ Chairman of Corporate Governance Committee/ Member of the Nomination and Remuneration Committee	1) DAP Class 106/2013 2) AACP Class 16/2014 3) RNG Class 8/2016 4) ELP Class 9/2017	Federation of Accounting Professions under the Royal Patronage: Audit Committee Seminar Get Ready for Year End
9) Miss Araya Panichayunont	Member of the Board of Directors/ Financial Director	1) DAP Class 106/2013 2) AACP Class 5/2016 3) BMT Class 4/2017	● Attend training to create knowledge, understanding, learning, prevention, problem solving, corruption in organizational with efficiency.
10) Mr. Preecha Augcharanonda	Member of the Executive Committee	1) DAP Class 106/2013	
11) Mr. Apichat Sukachirawat	Member of the Executive Committee / Executive Vice President, Accounting and Finance (CFO)	1) DAP Class 106/2013 2) RCL Class 5 /2016 3) BMT Class 4/2017	● The 2018 CSR for Corporate Sustainability, course P01 and S04-S06 P01: CSR for Corporate Sustainability S04: Sustainability Risk and Materiality Analysis S05: CSR Evaluation and Data Management ● Attend training to create knowledge, understanding, learning, prevention, problem solving, and corruption in organizational with efficiency. ● Continuing development course in Accounting and Finance knowledge: Problem solving in the preparation of financial statements, accounting error that affects to financial statements.

15. Compliance with other Corporate Governance Principle

The Board of Directors, Executive and Employees of Ichitan Group Public Company Limited,

have duly complied with corporate governance code principle and continuously monitored compliance thereof. In the year 2019, no non-compliance was occurred.



Control of the use of Inside Information

Ichitan Group Public Company Limited (the Company) has Good Corporate Governance; as a result the Board of Directors has considered and approved “Control of the use of Inside Information Policy” of the Company. Definitions term “Inside Information” means inside information that is significant to trading and affect the price of the Company’s securities which has not been disclose to the public yet for the benefit of themselves and those involved in the business operations of the Company, the directors, executives, employees and related persons must consider to receive of information that may affect the price of securities that cannot disclose to shareholders, investors or the general public. Therefore, the use of inside information of the Company, it is important to be properly managed to prevent data leakage or misuse, and taking advantage of other people, which, apart from being illegal, also affect the reputation of the Company. The Board of Directors has seen appropriated to prepare inside information policy in written. All directors, executives, employees, and related parties must comply and communicate correctly hereto;

1. Director, executive, employee and external parties, shall protect confidential information and/or inside information of the Company;

1.1 To keep inside information with care and security and protect the inside information of the Company leaked outside.

1.2 Not disclosing inside information to other persons who are not related to the operation for protecting the inside information may be used regardless of for the benefit of oneself or others

2. Director, executive, employee and external parties , shall not disclose confidential information and/or inside information of the Company to acquire personal interest for themselves or benefit of others either directly or indirectly, whether he/she will receive compensation from such disclosure or not.

3. Directors, executives, employees, and external parties any person who knows or possesses inside information of the Company must not buy, sell or transfer the company’s securities by using secrets and / or inside information of the Company and / or enter into any other juristic acts using

secrets and / or the Company’s internal information which may cause damage to the Company whether directly or indirectly, this provision shall include their spouse or people living together as husband/ wife and underage children of the said person any person. Violation of this rule is considered a grave offence.

4. The Company has defined guidelines for protecting to use inside information wrongfully. The Company have prohibited director, executive and employee at vice president level up to access to inside information, including with involved person to trade the Company’s stock during the period of one(1) month before the Company and its Subsidiary will disclosed quarterly and annual financial statements and 48 hours after it disclosed the important information.

5. The Company has defined director, executive and employee at vice president level up, shall report of his/her securities trading to the Company within the day that he/she have reported to the Securities and Exchange Commission (the SEC) in comply with the regulation guideline of the Stock Exchange of Thailand , and report to the Board of Directors about the trading of the Company’s securities at least one day in advance before trading. Please consider more detail in “Corporate Governance Code”

Policy and Guideline in regard to control of the use of the Company’s inside information by Executive

The Company and its Subsidiary have defined “Control of the use of the inside information Policy” to prevent and prohibit to use of inside information for personal benefit, especially non-public financial information, by limiting the person to know confidential information. Also, the Company and its Subsidiary have also communicated to all executives to know their duties in this respect to report the number of the Company’s shareholding to the Company, including with hold by their spouse and underage children, in accordance with the Securities and Exchange Act B.E. 2535. In addition, executive of the Company and its Subsidiary are required to report his/her change of shareholding to the Company’s securities to the SEC, in regard to Section 59 of the Securities and Exchange Act, as well as to strictly comply with Section 241 of the Securities and Exchange Act.

Internal Control and Internal Audit Systems

According to, a resolution of the Board of Directors' meeting No.2/2020, which held on March 25th, 2020 which three (3) members of the Audit Committee had attended the meeting to give opinions on sufficiency and appropriateness of internal control system of the Company. The Boards had assessed the internal control system in comply with the assessment form of the SEC which comprised of five (5) parts and seventeen (17) principles by regarding to monitor in 5 issues: Control within Organization, Risks Management, Management Control, Information Technology and Communication system, and Follow-up system. And, the Board of Directors has opined that the Company and its Subsidiary had monitored internal control system of each issue in a sufficient level which can be summarized hereunder;

Control within Organization

The Company has good organization structure and working environment which cause its internal control systems is effectively. The Company has organized and defined clearly duty and responsibility according to functions and conforms to the business operation strategy and good corporate governance, while as the Internal Control will work independently and report directly to the Audit Committee. The Company has defined its target business operation and annual budget to measure and use as the guidance in operation for motivating its employees. The Company has improved personnel management system by developing pay-on-performance to motivate employees reasonably and adequately. The Company has succession plan and develop key successor. Ethical rules are written clearly in the Company's policy and mission plan where the management and employees shall not be involved in any matter that may occur conflict of interest with the Company. The Company has defined the regulations in comply with COSO and the principle and operation guidelines of the Stock Exchange of Thailand and applicable internationally regulation and disclose in the Annual Report. Also, the Company has defined the best general practices, quality control manual and systematically process of authorization at each level. The Company is required to treat its business partners and its competitors with fairness.

Risks Assessment

The Board of Directors give importance on risk management by establishing a risk assessment process in accordance with the objectives and goals of the business by identifying and analyzing all types of risks, including enterprise risk management by assigning the Risk Management Committee to be responsible for determining the policy frame-

work including oversee the system with efficiency, as well as communicate to all directors, executives and employees through the risk management working group which consist of representative from various departments which will provide advice, coordinate risk assessments within their own departments. All department shall assess their risk factors that are significantly, taking into account the chance of occurrence and the potential impact both from internal and external factors including risks that may arise from corruption in each department, including both related to the public and private sectors, as well as determining measures to prevent such risks and include it is part of risk management. And the internal audit department is responsible for reviewing the appropriateness of preventive measures, including specifying risk management measures to be at an acceptable level. In addition, the Company also emphasizes on preparation for the rapidly changing situations by having a Business Continuity Management (BCP) plan to ensure that business operation of the Company can run continuously, without interruption from this matter. The Board of Directors has held a meeting of the Risk Management Committee to analyze and determine various measures to avoid or reduce the risk that may cause damage or effect to reputation of the Company and report to the Board of Directors. In addition, the Boards has assigned all directors, executives, and relevant employees to implement the principle and provide monitoring and assessing risk management results quarterly.

Management Control

The Board of Directors has clearly scope of job descriptions and precise authority delegation to facilitate management in accordance with the Company's regulations, which has been announced to employees and executive. Also, the Company handle its business in related to the laws and are assessed through the internal audit control. In addition, the Audit Committee has annual monitored and reviewed the internal audit plan each year in order to cover all level of high risk operation. The Company has believed that all departments have sufficient internal control of risk management in operation including financial issue and operation in compliance to relevant laws and regulations and the important issues that are internal, external, and anti-corruption to be reported to executive committee and involved person for solving the problems and prevention. The Company has never found any risk case that is against to the law. Any related transaction with the Company or involved persons, the Company shall comply with regulations of the SET and the SEC in its treatment with related to the Company or persons who are as external parties and highest benefit to the Company. Transaction shall conduct in regard to approve by the Board of Directors and then the Internal



Audit Department will follow up and review the compliance practice as well as reporting the transaction to the Audit Committee for consideration and acknowledge quarterly.

Information Technology and Communication system

The Company has managed the effective communication of internal and external information, there is management system with good and complete documentation system in comply with general accounting standard policy in term of accounting recording. To use effective software for supporting the data management in accounting and reinforce the human resources planning, financing, purchasing, selling, inventory control and production planning for more correct which will support executive committee to acquire accuracy information and can make a decision rapidly. Also, the Information Technology system has been set safety standard to prevent the risks. At the Annual General Meeting of Shareholders, the Company shall prepare information completely including with related documents and propose to the Board of Directors and shareholders in advance, not less than 14 days before a meeting day. The Company Secretary will provide the advice of important regulations to the Board of Directors and coordinate with related section to comply with the resolution of the Boards and he/she will be the center in providing all documentation and procure all important documents such as directors' registration book, invitation letters for the Boards' meetings, minutes of the Boards' meetings, invitation letter to shareholders and the minutes of shareholders' meeting. The Audit Committee will mutual consider with external auditors and internal auditor department and related persons for preparing the Company's financial statements at least once a year to ensure that the Company has performed in compliance with the general Thai accounting standard principle and properly to its business as well as sufficiency disclosing information. The Company provides channels for two ways communication with all stakeholders such as Complaint Center / Call Center / Investor Relations section, in order to know the problem that may arise. (more detail in Anti-Corruption)

Follow-up System

In year 2019, the Company had held total seven (6) meetings of the Board of Directors for defining the policy and business plan and follow up overall operation of the executive committee. The Company's management had followed up the system of business operation by comparing with the target planning and budgeting through the meetings that held monthly and may be adjusted to accommodate the current situations as well as arranged managers in middle level to present their performance on a quarterly basis. In the year 2019, the Executive Committee had revised and updated the medium plan then proposes to the Board of Directors for setting a clear business strategic plan. Also, the medium plan will be reviewed annually to conform with the changing situation. The Audit Committee had total four (4) meetings together with

one (1) extra meeting with the Company's auditor that excluded the executive committee.

Also, the Internal Audit Department will perform independently to audit and report significantly defect which may found to the Audit Committee and the Board of Directors for considering and resolving such problems within suitable time. The Company had authorized to audit and review operations regularly with annual plan by informing the Audit Committee and report to the Board of Directors immediately on any matters that may occur material impact to the Company's operations, such as production process, business management, fraud, or rules violation by employee or involved management that may affect the Company's reputation. Regarding to, the review of the above five (5) issues concerning the Internal Control System of the Company, the Audit Committee can be concluded that the Company had sufficient Internal Control System.

Internal Audit Manager

The Audit Committee of Ichitan Group Public Company Limited (the Company) has comprised of three (3) professional independent directors who are Air Vice Marshal (AVM) Nathawat Nimmolthanakorn - Chairman of the Audit Committee, Mr. Prasan Limpipatanakul and Mr. Issarachai Decharit who are the member of the committee including with Mr. Sumol Hobumphen as an Internal Audit Manager and a secretary to the Committee who has been appointed the Audit Committee's meeting No.4/2013, held on June 17th, 2013 due to he has experience to perform internal audit principle in business as well as he understand activities and operations of the Company, as a result it is appropriately that he had ability to perform in the position of Internal Audit Manager with sufficiency and transparency.

• The Company's Compliance section.

The Company has defined the unit responsible for the compliance with the rules and a regulation of the organization as following;

Office of Chief Executive Committee and Office of the Company Secretary

Responsible to follow-up and oversee the Board of Directors, Management and Departments to follow the Company's rules and regulations, as well as a center unit to compile, follow up external relevant regulation.

Law office

Responsible to oversee legal issues that related to the business, listed company regulation, environmental law and industry safety regulation that will support the Company's business operations to comply with the law and relevant regulation. As a consultant of legal issues for all departments especially new transaction both domestic and abroad.

• Internal audit department

Responsible to assess the adequacy and effectiveness of the internal control system and monitor the performance of the Company and its Subsidiary.

Anti-Corruption Practice



CERTIFIED
COMPANY

Ichitan Group Public Company Limited (“the Company”) is committed to adhering the principle of business integrity and demonstrating responsibility towards the society and all stakeholders in accordance with the good corporate governance philosophy, its business code of conduct and stakeholder treatment policies and guidelines. In year 2014, the Company expressed its intention and determination to fight corruption in all form and undertook various actions within the Company to express its commitment to anti-corruption. The Company has joined in various activities to express its intention to join and apply for certifying in the year 2018 and had been certified in year 2019 from the CAC private sector in Thailand that arrange by IOD, Thai Chamber of Commerce, National Chamber of Commerce, Thai Listed Companies Association, Thai Bankers Association And the Federation of Thai Industries. In the year 2014, the Company expressed its intent and commitment to fight corruption by stipulating anti-corruption framework and policy which was approved by the Board Meeting No. 3/2014 on August 13th, 2014. “The Anti-Corruption Policy” and the Board Meeting No. 5/2018, held on November 9th, 2018, had approved “The Anti-Corruption Guideline” to enforced on the Company’s directors, executives and employees at all levels and disclose via the Company’s website http://www.ichitangroup.com/investor.php/anti_corruption as follows;

Anti-Corruption Policy Definition

Corruption means bribery in all forms such as an offer, promise, guarantee, solicitation or acceptance of money, assets, or unethical benefits from or to the government officers, government organizations, private organizations any persons either directly or indirectly in exchange for patronage or omission of duty for any undue business gains and benefits which are not allowed by the laws, regulations, rules, local traditions or customary business practices.

Fraud means solicitation of undue and unlawful enrichment through the abuse of function by directors, executives, the Company, customers, trading partners or contractual parties which shall include but shall not be limited to falsification of financial evidences, use of the Company’s capital and resources for personal gains, exploitation, embezzlement, defraud or conflicts of interest.

Corrupt payment or fraudulent benefit distribution shall include the distribution of money, assets or benefits directly by the Company itself or indirectly through customers/ trading partners or third parties.

Anti-corruption program includes;

- Anti-Corruption Policy
- Political Contribution Policy
- Policy on Receiving Gifts, Assets or Benefits
- Whistleblowing and Whistleblower Protection Policy

Anti-Corruption Policy

Ichitan Group Public Company Limited (“the Company”) and its Subsidiary recognize the importance of good corporate governance practice and consistently adheres to the principles of business integrity, honesty, transparency, fairness, accountability and prudence in accordance with applicable laws, rules, regulation and standards. The Company and its Subsidiary is highly committed to anti-corruption and does not tolerate corruption in any form. The Anti-Corruption Policy has been established and implemented both within the organization and with our business partners to promote transparency and integrity in every step of our process and to avoid acts which may cause inappropriate behaviors or contravention against the principle of good governance. Anti-bribery measures and corresponding disciplinary punishments have been also defined. To provide a clear framework for handling issues exposed to high level of corruption risk, the Company’s directors, executives and employees at all levels shall proceed with extra care and prudence in relation to the following:

- **Gift, hospitality and expense** : Practices related to giving and receiving gifts and hospitality shall comply with the Company’s Code of Conduct.
- **Donation and financial contribution** : Donations and financial contributions made or received must be

transparency and lawful and shall in no way be used as a bribery tool.

● **Business relationship with government sector :**

Bribery in all forms is strictly prohibited and relationship with government sector must be transparent, honest and lawful.

On-compliance with the aforesaid guidelines by directors, executives and employees of the Company shall result in disciplinary actions against the violators. Disciplinary punishments shall be decided based on facts and circumstantial evidence. According to, the Company's policy, no employee shall suffer demotion, punishment or negative consequence from their anti-corruption actions even if such actions may cause the Company's loss of business opportunity.

Risk assessment and reporting : The Risk Management Committee shall evaluate the risk of fraud and report the risks to the Audit Committee and the Board of Directors. Also, Internal Audit Department is responsible for overseeing the implementation of the risk assessment report.

Monitoring and Evaluation : The Audit Committee shall review the anti-corruption policy annually and reports to the Board of Directors. The Audit Committee shall assign the Internal Audit Department to monitor and evaluate the implementation of the policy and provide relevant recommendations.

Training and Communications : Internal Audit Department of the Company is responsible for communicating and providing training to directors, executives and employees regarding policy and practices of anti-corruption, as well as related policy such as business ethics ,gifts and entertainment policy and conflict of interest policy etc.

The Company have promoted knowledge by organizing training and seminar for encouragement and cultivation of corporate ethics.

The Company organized in-house training for executive and employees.

● The Company's policy is to promote its business partners and stakeholders to simultaneously grow. Therefore, the strategy of business value addition has been determined.

The certification of Anti-Corruption Collective Action Coalition Project, is to build confidence on supply chain process that has transparency. Therefore, its intention has been extended to business partners (Supplier) by promoting anti-corruption knowledge and opening the opportunity for its business partners to be involved as the group members.

1. For employees and stakeholder's accessibility of complaint channel, the Board Directors has specified complaint issue and suggestion notification channel, complaint issue receiving process and petitioner protection measure so that suggestions can be taken to improve management process and effectively prepare training course. In the year 2019, none of suggestion from employees.

2. The Board of Directors gives precedence to quality of life of its employee. Therefore, practical guideline about welfare remuneration and employee remuneration in long term, has been determined under employee remuneration payment to be properly and consistent with remuneration payment in the same industry. In addition, provident fund has been set up for employee so that employee who work with the Company shall have long term provident fund when retirement from work whereas the Company pays contribution and benefit to its employee.

Political Contribution Policy

Political support refers to contributions in cash and in kind and/or participation or promotion of employees' participation in political activities in the name of the Company and its Subsidiary in exchange for business advantages. This shall exclude the participation of employees as individuals in political activities according to their civil liberties. The Company and its Subsidiary have adopted non-partisan approach and does not take any political side nor directly or indirectly use as mention in above paragraph, to any political party or politician in exchange for preferential treatment.

The Company and its Subsidiary have set Political Contribution Policy hereto;

● The Company encourages employees at all levels to exercise their civil rights and political rights as decent individuals within the scope permissible by the Constitution and the laws. Prohibitions are imposed against abusive use of authority, position, the Company's names or logos by employees at all level to influence others to provide financial contributions or supports in other forms to politicians or political parties. The Company refrains from providing direct or indirect financial contributions to any political party or politician for their own benefit.

● The Company pledges to remain its political neutrality, non-involvement and non-participation in any

political activity and to refrain from expressing opinions which may lead to misinterpretation that the Company is involved with or supports any political party or politician or political affiliation as such may cause division among Thailand and the Company's employees.

- The Company's capital and resources shall not be directly or indirectly used for the benefits of any political party or politicians or political affiliation in exchange for preferential treatment or undue enrichment.
- The Company shall not be involved in any political canvassing or campaign of any political party or politician.
- The Company respects the rule of democracy and encourages its employees to exercise their voting rights under the constitution.

Receiving Gifts, Assets or Benefits Policy

The Company and its Subsidiary stipulate that giving or receiving gifts, assets or benefits must be within a reasonable scope and shall in no way have influence on the Company's judgment. The policy includes;

- To receive money or benefit: Directors, executives and employees shall not personally accept money or benefit given by customers or trading partners of the Company or any other persons because of their positions in the Company and shall not demonstrate acts or behaviors that might be suspected as bribery or fraud. Directors, executives and employees shall not lend or borrow or solicit funds or in-kind contribution from customers or business partners of the Company, except where they borrow funds from banks or financial institutions as customers of such banks or financial institutions themselves.
- To receive and give gifts and entertainment: Directors, executives and employees shall refrain from receiving pecuniary and non-pecuniary gifts from trading partners of the Company or other parties involving with the Company unless such gift is customary for special occasions or festivals. Gifts and entertainments received or given shall in no way have influence on the recipients' business judgment, and shall be reported to supervisors according to the line of command. Gifts received should not be excessive in value and should not be cash or cash equivalent. Giving and receiving of gifts are allowed if they are transparency and publicly made and disclosed. Directors, executives and employees are allowed to receive business entertainments for business benefits of the Company and shall avoid extravagant or lavish entertainments from parties involved in the Company business

or potential business partners of the Company.

- To offer incentive and reward: It is the Company's policy not to offer incentives, rewards or privileges in any form to its customers, trading partners or third parties in exchange for business deals, except for those being customary business entertainments, trade discounts or promotional activities of the Company.

Whistleblowing and Whistleblower Protection Policy

The Company has made available whistleblowing channels as following;

1. Objectives
2. Whistleblowing scope
3. Whistleblowers
4. Whistleblower protection
5. Whistleblowing channels
6. Related parties
7. Process
 - 7.1 Case registration and escalation
 - 7.2 Investigation and instruction
 - 7.3 Progress reporting to whistleblower and rectification
 - 7.4 Malicious whistleblowing and use of wrong whistleblowing channels.
 - 7.5 Responsibilities of case coordinators, case owners and upper level managers

1. Objective

The Company encourages its executives, employees and staff to adhere to the principles of transparency, integrity and disclosure, good corporate governance practices, and the Company's code of conduct. Acts which violate or appear to violate the aforesaid principles should be reported in good faith to the Company in order to solve such issues and promote integrity, transparency and fairness. According to the Securities and Exchange Act, whistleblowers who report cases in good faith to regulators shall be protected and the same is applied by the Company.

The Company has established the Whistleblowing and Whistleblower Protection Policy to provide the management and Human Resources team with the framework for monitoring and supervising behaviors, conducts and acts employees and staff as well as offering consultation. Whistleblowers who report cases in good faith shall be protected

2. Whistleblowing Scope

When there are reasonable doubts or concerns about non-compliance with the laws, rules, good corporate



governance principles, code of business conducts, policies, regulations or requirements of the Company, employees and staff should seek consultation from their supervisors. Or, they can report their concerns and complaints through the following channels:

- The cases that relate to other units or upper-level management should be filed with CG Report or Office of the Company Secretary or Office of the Internal Audit or the Audit Committee.

- The cases that relate to President should be filed with the Audit Committee.

3. Whistleblowers

Employee or staff of the Company and its Subsidiary and third parties who witness or have concern about noncompliance of the Company's executives, employees or staff with the laws, rules, good corporate governance principles, code of business conducts, policies, regulations or requirements of the Company can raise their concerns.

4. Whistleblower Protection

Employee or staff who report cases, concerns, evidence or useful information within the scope as mentioned in Item No.2 as mentioned above with good faith that shall be reasonably protected by the Company from victimization such as job transfer, suspension, intimidation, disturbance or employment termination or any other form of unfair treatment. Changing or cancellation of the protection program shall be subject to prior approval from the Audit Committee.

- Claimers/informants can choose to remain their anonymity. In order to be better able to respond to any information or complaint, the Company would prefer the claimers/informants to reveal their identities to the Company.

- Information related to concerns and complaints raised shall be treated with confidentiality and claimers and informants will be protected against unfair treatment and retaliation.

- The Company may tighten its whistleblower protection program upon request by claimers/informants or as the Company deems appropriate.

- Remedial actions will be undertaken on the basis of appropriateness and fairness to abate the injury suffered by victims.

5. Whistleblowing Channels

5.1 CG Report

- Telephone : +662 0231111
- E-mail: cg@ichitangroup.com

5.2 Office of the Company Secretary

- Address: Ichitan Group Public Company Limited

No. 8 T-ONE Building, 42nd - 44th Floors, Soi Sukhumvit 40 , Phra Khanong, Khlong Toei, Bangkok (10110) 5.3 Office of the Internal Audit

- Address: Ichitan Group Public Company Limited No. 8 T-ONE Building, 42nd - 44th Floors, Soi Sukhumvit 40 , Phra Khanong, Khlong Toei, Bangkok (10110)

- Telephone : +662 0231111

- E-mail: internalaudit@ichitangroup.com

5.4 The Audit Committee

- E-mail Audit Committee :

auditcommittee@ichitangroup.com

Secretary to the Audit Committee :

internalaudit@ichitangroup.com

The cases received via this channel will be proposed to the Audit Committee, investigated and reported to the Boards.

- Address: Ichitan Group Public Company Limited No. 8 T-ONE Building, 42nd - 44th Floors, Soi Sukhumvit 40 , Phra Khanong, Khlong Toei, Bangkok (10110)

6. Related Parties

Parties related to the whistleblowing process include:

6.1 Callers or claimers: Persons, including internal and external parties, who report cases to the Company.

6.2 Case coordinators: Persons in charge of receiving cases and retaining relevant information and results, namely CG Report, the Company Secretary and Internal Audit.

6.3 Case owners: Direct supervisors of employees who are complained or executives directly in charge of the units which are complained. In case where such case owners are not available for a long period of time, their supervisors shall assume the role of case owners in their stead.

6.4 Disciplinary action owners: Human Resources (HR).

6.5 Chief Executive Officer (CEO): Top executive of the Company.

6.6 The Audit Committee

6.7 The Board of Directors

7. Process

7.1 Case registration and escalation

(1) Case coordinators register cases reported and determine the date the case progress will be reported back to Callers/claimers according to the following guideline:

- Cases which have serious impact on the Company's reputation shall be handled immediately.

- Other cases shall be handled as soon as possible.
- General inquiries such as inquiries about share prices and dividend payment shall not be registered but shall be forwarded to relevant units.

(2) Case coordinators shall record the following information:

- Name of caller/claimant, unless in the case of anonymity.
- Date of case reporting
- Name of person complained or subject of complaint
- Other relevant information

(3) Following the registration, the classification levels of the cases shall be identified (except for general inquiries) and the following actions shall be undertaken:

- Cases shall be escalated to case owners for investigation and consideration of actions to be undertaken within their scope of authority.

- Cases shall be reported to Human Resources for information which shall provide consultation or initiate disciplinary action or other action as applicable.

- Cases shall also be reported to CEO.

- Cases and complaints related to CEO shall be submitted to the Audit Committee.

7.2 Investigation and action

- Case owners investigate the cases and instruct complainers and related parties to improve their behaviors and conducts. If disciplinary actions must be undertaken, case owners shall consult with Human Resources and impose disciplinary punishment against complainers in accordance with applicable disciplinary standard. If case owners do not have the authority to punish complainers, such cases shall be escalated to authorized persons whereas the investigation results, actions taken and punitive measures to be implemented shall be submitted to supervisors of case owners in accordance with the line of command for information or instruction. If the callers/claimers are anonymous and available information is not sufficient, case owners shall submit investigation results and their opinions to CEO through their supervisors in accordance with the line of command in order to solicit guidance and instruction. If CEO is of the opinion that such cases cannot be proceeded, the cases will be closed and reported to case coordinators concerned in order to report the case closure to the Audit Committee.

- If the investigation conducted by case owners reveals

that complainers are innocent or the cases are caused by misunderstanding or if the complainers and persons involved have been admonished to demonstrate proper conducts and it is thus concluded that the cases should be closed without any punishment, the case owners should submit the cases to their supervisors (1 level above) to seek approval for case closure. The cases shall also be reported to the case coordinators, who will inform the callers/claimers of the update,

- Complaints related to CEO shall be investigated by the Audit Committee and submitted to the Boards for instruction.

7.3 Response to Caller/Claimer and Rectification

- Case owners shall follow the instructions of CEO or the Boards (as applicable) and recommended proper conducts which should be demonstrated. The results shall be reported to case coordinators.

- Case coordinators report the results to callers/claimers and record the case results which shall be presented to the Audit Committee on a quarterly basis.

- Case coordinators shall follow up on corrective actions (if any) and report the results thereof to CEO and the Audit Committee.

7.4 Malicious whistleblowing or use of wrong whistleblowing channels Complaints, whistleblowing, statements and information which are reported with malicious intention or through incorrect channels could result in disciplinary actions or legal actions may be taken against individuals committing such offence.

7.5 If case coordinators or case owners demonstrate ignorance or do not comply with this policy, they and their supervisors shall be subject to disciplinary actions.

In the year 2019, the reporting or corruption violation that related to the Company and its Subsidiary was not detected. Moreover, the Company arranged training of anti-corruption policy and related measures for the Company's so that employees will have knowledge, understanding and awareness on significance of anti-corruption policy in order to make staffs understand their own roles, duties and responsibilities in preventing corruption that may occur within the Company and its Subsidiary.



Connected Transactions

Nature and the policy of connected transactions.

Ichitan Group Public Company Limited (the Company), have been disclosed the details of its connected transactions with the entities and persons who may have conflicts of interest in the 2019 financial statements. The majority of the transaction between the Company and affiliate company, if the transaction is not a normal business transaction, executives or stakeholders who have benefit in such matters, they cannot be approved such transactions in order to comply with the principles of good corporate governance and

ethical of directors. If there is an appraisal, then the Company will use service from Financial Adviser Company which has been registered with the Securities and Exchange Commission (the SEC) for approval or give an opinion. The transaction will be disclosed to the public through Set Portal system within the time as regulated by the Stock Exchange of Thailand (the SET). In the year 2019, the Company has significant business transactions with its related parties, which are in comply with trading conditions and agree upon between the Company and related parties, as well as align with the normal business transaction.

1) Persons who may have conflicts of interest and relationship with Chairman of the Board of Directors.

Related Party	Relationship
1 Mr. Tan Passakornnatee ("Mr. Tan")	● Chairman / Director / major shareholder of the Company.
2 Mrs. Eng Passakornnatee ("Mrs. Eng")	● Director /major shareholder of the Company, the spouse of "Mr.Tan".
3 Miss Varisa Passakornnatee ("Miss Varisa")	● Major shareholder of the Company ,the daughter of "Mr. Tan"
4 Mr. Passakorn Passakornnatee ("Mr. Passakorn")	● Major shareholder of the Company ,the son of " Mr. Tan"
5 Miss Klainatee Passakornnatee ("Miss Klainatee")	● Major shareholder of the Company ,the daughter of "Mr. Tan"
6 Mr. Thiti Jiranonkan ("Mr. Thiti")	● Director and major shareholder of the Company,
7 I Am Green Tea Co., Ltd. (IGT) Distributes beverage products of the Company and is granted the right from Mr. Tan to produce and sell products with Mr. Tan's pictures, drawings symbols and work of design of Mr. Tan for 5 years.	● Miss Tantita Passakornnatee, the elder sister of "Mr. Tan" and has total shareholding of 80.0% in IGT.
8 Passakornnatee Co., Ltd. (PAS) : operates hotel business.	● "Mrs. Eng" is director of both the Company and PAS. ● "Mrs. Eng" "Mr. Passakorn" and "Miss Varisa", are major shareholders and have mutual shareholding in total proportion of 100% in PAS.
9 Kin Kub Tan Co., Ltd. (KIN) : operates restaurant business.	● "Mrs. Eng" is major shareholder and has total shareholding of 79.7% in KIN.

Related Party	Relationship
10 Tan Asset Co., Ltd. (TAN): operates land leasing and soccer field rental service.	“Mr. Tan” , “Mrs. Eng” and “Miss Varisa”, are major shareholders and have mutual shareholding in total proportion of 91.1% in TAN.
11 Tan Boon Co., Ltd. (TANBOON): operates real estate business.	“Mr. Tan” , “Mrs. Eng” , “Mr. Passakorn” and “Miss Klainatee”, are major shareholders and have mutual shareholding in total proportion of 100% in TANBOON.
12 Paper Plane Project. (PPP): operates restaurant business.	“Mrs. Eng” and “Mr.Thiti” are major shareholders and have total shareholding in the proportion of 30% and 21% respectively in PPP.
13 T-One Building Co.,Ltd.(T-ONE): operates office rental business.	“Mrs. Eng” and “Mr.Thiti” are director of both the Company and T-ONE “Mr.Tan” , “Mrs.Eng” and “Mr.Thiti” are major shareholders and have total shareholding in the proportion of 27.74% , 4.62% and 2.69% respectively in T-ONE. “Mr.Passakorn” and “Miss Klainatee”, are major shareholders and have mutual shareholding in total proportion of 9.24% in T-ONE. “Mr.Thiti” is major shareholder and has total shareholding of 2.69%

2) Connected Transactions of the Company, the Subsidiary company and related persons who may have a conflict of interest.

In the year 2019 and year 2018, the Company entered into transactions with persons who may have conflicts but the transaction do not occur any conflict of interest. As detailed in the table hereunder;

Related Party	Transaction	Transaction Value (MB)		Necessity and Rationale
		Year 2019	Year 2018	
1 I Am Green Tea Co., Ltd. (IGT)	Revenue from sales.Outstanding balance at the end of the accounting period.	328.16 27.94	417.63 36.65	- Sales of the Company’s beverage products to IGT which was the Company’s distributor through the traditional trade channel under the agreement dated 20 June 2014, effective from 1 July 2014 – 30 June 2017. The agreement was renewed on 1 July, 2017 and is valid from 1 July 2017 – 30 June 2020. - IGT must buy beverages at the selling prices determined by the Company as of the date IGT sells beverages to its customers. The Company issues invoices at the selling prices comparable to those applied to other traditional trade distributors of the Company. Audit Committee’s Opinion The Audit Committee viewed that the target customers of IGT, those did not overlap with those of other distributors of the Company and this distribution through IGT would help expand the Company customer base Product pricing applicable to IGT was fair, competitive and higher than other trading partners. Therefore, the Audit Committee concluded that the transaction was reasonable and in the normal course of business operations.



	Expenses on sales promotion activity. (Monthly Premium) Outstanding balance at the end of the accounting period.	16.99 1.06	37.38 1.47	Reimbursements paid to distributors for giveaways offered to customers under the monthly sales promotion, accordance with the distribution agreements. The monthly reimbursements were calculated at the same prices charged to IGT and approved by Senior Executive Vice President. Audit Committee's Opinion The Audit Committee opined that the monthly premium promotions were beneficial to the Company and was in the normal course of business operations. Monthly giveaway promotions were reviewed by executives and approved by Senior Executive Vice President. The reimbursements were calculated at the same prices charged to IGT and the practice has been applied consistently to all distributors of the same channel.
Related Party	Transaction	Transaction Value (MB)		Necessity and Rationale
		Year 2019	Year 2018	
I Am Green Tea Co., Ltd. (IGT) (Cont.)	Expenses on promotional activities – Premium	0.05	0.10	- Purchase of specially-designed premium gifts (Mr. Tan figurines and gifts such as bags, money boxes and drinking glasses displayed at Tan's Land at Rojana Industrial Park in Ayutthaya) - The transaction was in accordance with the license agreement dated 1 July 2014 made between the Company and IGT to authorize the production and distribution of products with pictures of Mr.Tan including products featuring his drawings, symbols and work of design, subject to the condition that such products must be sold only to entities which Mr. Tan serves as a director or hold shares in. No license fee was charged but Mr. Tan reserved the right to dictate the selling prices of such products and IGT can mark up the prices only by 10% at a maximum as its management fee. Audit Committee's Opinion Sale of gifts with Mr. Tan's pictures and works of design originated from the Company's drive to quickly establish its brand presence at the initial stage of the Company. Thus, Mr. Tan was the Company's presenter and products bearing his pictures and works of designs were displayed and sold to visitors. Nonetheless, the Company would not link its brand image entirely to Mr. Tan and had planned to engage other presenters in its promotional activities and advertisements in the future. Moreover, the Company commercially sold such products to end-consumers at a profit. Thus, the transactions was benefit to the Company and conditions of the transaction was in line with the license agreement. The Audit Committee opined that transactions were reasonable, fair and benefit to the Company.

Related Party	Transaction	Transaction Value (MB)		Necessity and Rationale
		Year 2019	Year 2018	
2 Passakornnatee Co., Ltd. (PAS)	Hotel accommodation expenses.	-	0.22	- Expenses on hotel accommodation paid to PAS which operates Villa Maroc Resort in Pranburi, Prachuap Khiri Khan Province for room rentals under its PR event such as thank-you parties for members of the media. - Room discount of around 50% was offered. Audit Committee's Opinion The Audit Committee viewed that transactions were beneficial to the Company given the special discount of 50% offered to the Company for its PR events. Transaction was considered beneficial, reasonable and in the normal course of business.
3 Kin Kub Tan Co., Ltd. (KIN)	Food and Beverage expenses.	-	0.04	- Meals at KIN for customers of the Company. - The meals were charged at the normal rate applied to other customers of KIN. Audit Committee's Opinion Meals for the Company's customers were paid by the Company for its own benefits and the prices charged by KIN were at the same rates applicable to other customers of KIN. Thus, the Audit Committee viewed that the transactions were reasonable and in the normal course of business.
-	To purchase raw materials and equipment.	-	0.42	- Purchase of ice cream(Jelato) and equipment under the brand of " Melt Me" for selling of ice cream at Tan Land Museum, Rojana Industrial Park. - The transactions were at cost price. Audit Committee's Opinion The Audit Committee viewed that transactions were reasonable and beneficial to the Company ,in addition, the said transaction, buy and sell at price higher than cost and benefit to the Company. Thus, the Audit Committee viewed that the transactions were reasonable and in the normal course of business.
4 Tan Asset Co., Ltd. (TAN)	Expense for Billboard rental.	0.17	0.25	- To rent for promoting the brand in accordance with annual marketing budget plan of the Company for year 2018 and year 2019. - The billboard rental was 40% discounted. Audit Committee's Opinion The Audit Committee opined that the billboard advertisements contributed to brand communication , promotion and public relation. The transactions were in the normal course of business operation and were at 40% discounted. Thus, it was concluded that the transactions were benefit to the Company and reasonable.



Related Party	Transaction	Transaction Value (MB)		Necessity and Rationale
		Year 2019	Year 2018	
5 Tan Boon Co., Ltd. (TANBOON)	Hotel accommodation expenses.	0.19	0.45	- Expenses on hotel accommodation paid to TANBOON which operates Eastin Tan Hotel in Chiangmai province for promotional activities of the Company and its customers. - Special discount was offered. Audit Committee's Opinion The Audit Committee viewed that transaction was benefit to the Company that given the special discount offered to the Company for room rentals under its PR events. The transaction was considered beneficial, reasonable and in the normal course of business.
6 Paper Plane Project. (PPP)	Food and Beverage expenses.	0.08	-	- Meals at PPP for customers of the Company. - The meals were charged at the normal rate applied to other customers of PPP. Audit Committee's Opinion The Audit Committee viewed that transaction was at the same rates applicable to other customers of PPP and thus was reasonable and in the normal course of business operations.
7 T-One Building Co.,Ltd. (T-ONE)	Rental fee and Service fee for office space Outstanding balance at the end of the accounting period.	6.23 0.07	-	- It is an office rental space transaction, where is conveniently to conduct business because it locates adjacent to the sky train. - Rental and service fee are fixed by the office building management company which is not related to the Company. - Rental and service fee are lower than other tenants of the building. Audit Committee's Opinion The Audit Committee viewed that transaction was benefit to the Company as compare rental fee with other tenant in T-ONE building. In addition, the rental rate is at the same level in the Sukhumvit area, where is conveniently to operate business because the building is adjacent to the sky train. Therefore, consider that the said transaction is reasonable and in accordance with normal business practices.

3) Necessity and reasonable of the transaction.

The Company does all transactions with carefully in regard to the best interest of the Company and shareholders. All related-party transactions and transactions with conflicts of interest are in the Company's normal business operations, reasonable and necessary for the Company's normal business and market price. Terms and conditions of such transactions are at an arm's length basis and comparable to the markets or other similar customers. Credit transactions between the Company and its related parties are executed only when necessary for extra liquidity of the Company.

4) Measures for approval transaction.

The Company's decisions to approve related-party transactions are primarily based on the Company's interest. Such transactions were escalated to relevant authorities, i.e. the Audit Committee, the Board of Directors and the Company's senior executives, in accordance with applicable approval procedures to ensure that implications and pricing of the transactions are appropriate and at an arm's length basis.

The Company has obtained approval for the guiding principles for transactions at an arm's length between the Company and directors, executives, and related parties. According to the approval principles, the Company may enter into connected transactions in the future, as a result the Company proposes the management team to be approved, if the transactions are the general commercial terms that ordinary persons would agree with another party under similar circumstances, including with the basis of commercial negotiation which is not influenced by his/her position as a director, executive or related party.

The connected transaction shall report to the Audit Committee's meeting quarterly. In case of Directors, members of the Executive Committee, Chief Executive Officer, and persons who has conflict of interest, he/she do not have the authority to approve the transaction with the Company, in comply with the requirements and rules that defined by Securities and Exchange Commission Thailand (the SEC) and the Stock Exchange of Thailand (the SET).

Moreover, if the Connected transactions which are over the scope of expertise of the Audit Committee, it shall be considered by independent expert to give opinions for supporting on such transactions that will consider and make decision by the Board of Directors and the Audit Committee or shareholders as applicable. The connected transactions shall disclose in the Notes to the financial statements which has been audited by the Company's auditor.

5) Policy and trend to do connected transactions in the future.

The Company has the policy to do connected transactions taking place in the present and in the future that is practice with a person who may have conflicts of interest as other general customers, in regard to define pricing policy that is fair and in accordance with general trade terms and conditions. The approval process is clearly, transparency and fairness to the principles of good corporate governance practice and regulations of the Company. Also, all transactions shall comply and approve under the connected transaction term.

6) Summary of Key Contract/Agreement

6.1 To appoint Distributor Agreement

On July 1st, 2017, the Company entered into a distributor agreement with I Am Green Tea Co., Ltd. (IGT) to appoint IGT as the Company's distributor. The agreement is valid from July 1st, 2017 to June 30th, 2020.

Parties to Agreement : I Am Green Tea Co., Ltd ("the distributor") and the Company ("the manufacturer")

Date of Agreement : 1st July, 2017

Effective Date : 11st July, 2017

Term of Agreement : 3 years (1st July, 2017 – 30th June, 2020)

Territory : The manufacturer agrees that the distributor can distribute its beverage products in Thailand according to the agreed terms and conditions through all channels, except for the modern trade channel.

Pricing and Payment Terms : the distributors must purchase products from the manufacturer at the selling prices determined by the manufacturer as of the date



such products are sold to customers. The manufacturer will issue invoices at the selling prices indicated in the agreement. The distributor shall sell products to shops and merchants according to the pricing structure specified by the manufacturer in the agreement.

Distribution Center and Delivery Goods to Distribution Center : The distributor shall ensure that it has sufficient warehouse space for storage of the products that delivered to the distributor by the manufacturer. The manufacturer shall deliver products to distribution centers as specified by the distributor and shall not less than the 30-day notice in advance from the distributor. The delivery cost and expense shall be responsible by the manufacturer.

Product Ownership : Products that stored at distribution centers, are owned by the distributor.

Marketing and Promotional Expenses : The expense shall be responsible by the manufacturer.

Expenses on Product Recall :

Recall caused by the manufacturer's error: The manufacturer shall be responsible for the costs and expenses in regard to recall of defective products. Recall caused by product defects: The manufacturer agrees to be responsible and pay compensation to the distributor at the agreed prices.

Recall caused by the distributor's error: The manufacturer shall not be responsible for such recall.

Agreement Cancellation : The agreement cancellation may be initiated on a reasonable situation by a party to the agreement who does not breach the agreement, he/she has the right to cancel the agreement hereunder:

- 1) Either party to the agreement is in solvency, bankruptcy, business dissolution or liquidation.
- 2) Either party to the agreement breaches this agreement or fails to honor obligations under this agreement within 30 days from receiving the notice thereof from another party.

Responsibility for Damage Caused by unsafe Product :

The manufacturer must provide clear and sufficient usage and care instructions, warnings and production information. The manufacturer shall be solely responsible for damage caused by unsafe products and protect the distributor from damage associated with claims, litigation, accusation and fine penalties caused by unsafe products.

Confidentiality : Confidential information shall continue to be protected over 3 years after the agreement have been termination or cancellation.

6.2 License Agreement for Production and Distribution of Products with Mr. Tan Passakornnatee's Pictures, Drawings, Symbols and Work of Design.

Parties to Agreement : Mr. Tan Passakornnatee ("the licensor" or "Mr. Tan") and I Am Green Tea Co., Ltd ("the licensee")

Date of Agreement : 1st July, 2016

Effective Date : 1st July, 2016

Term of Agreement : 5 years (1st July, 2016 – 30th June, 2021)

License Fee : Waiver of fees and charges for the licensee under this agreement.

Manufacturing and Selling Product : The figurine and goods with pictures, symbol or works of design of the licensors must be manufactured by the licensee or a manufacturer hired by the licensee for products which are suitable with such figurine or goods at the licensee's expense.

Selling Price : The licensor reserves the right to determine the prices of such goods whereas the licensee is authorized to mark up the prices by 10% a maximum as management fee.

Duty of Licensee : The licensee does not have the right to transfer or assign its rights and obligations under this agreement, either partially or entirely, to a third party unless otherwise permitted in writing by the licensor.

Agreement Cancellation : Where the licensee breaches

any provision under this agreement or attempts to exploit rights under this agreement for any purpose other than those stated in this agreement, the licensor shall have the right to immediately cancel this agreement by submitting a written notice via registered mail. Upon the termination of this agreement due to any cause whatsoever, the rights granted to the licensee under this agreement shall be terminated and void.

6.3 Office rental and service agreements

In June 10th, 2019, the Company entered into a office rental and service agreement with T-ONE Building Co., Ltd. which was lessor, the agreement is valid from August 1st, 2019 to July 31st, 2022.

Parties to Agreement : T-ONE Building Co., Ltd. ("lessor") with the Company ("lessee")

Date of Agreement : June 10th, 2019

Effective Date : August 1st, 2019

Term of Agreement : 3 years (August 1st, 2019 – July 31st, 2022)

Area : The Company rents the office space and service in area of 1,403.50 sqm. at T-One Building, 42nd -44th Floors, No.8 Soi Sukhumvit 40, Phra Khanong Sub-District, Khlong Toei District, Bangkok, 10110

Fee and Payment Terms : "Lessee" must pay the office rental and service fee monthly in total 1,094,730 baht per month.

Damage Insurance : "Lessee" agrees to pay deposit of 1,970,514 baht as collateral for the entire rental period.

Details of directorship position in other companies.

Name list	1	2	3	4	5	6	7	8	9	10	11	12	13	14
Mr.Tan Passakornnatee			c/D									D		
Mrs. Eng Passakornnatee	D	D	D	D	D	D		D				D		D
Mr.Thiti Jiranonkan			D					D		D				
Miss Araya Panichayunont			D				D							
Mr.Viroj Supasoon			D											
Mr.Tanapan Khongnuntha			D											
Air Vice Marshal (AVM) Nathawat Nimmolthanakorn														
Mr. Prasan Limpipatanakul														
Mr. Issarachai Decharit									D					

Note : C = Chairman D = Director ID = Independent Director // = Chairman of the Audit Committee AC = Audit Committee
ED = Executive Director

List of companies

1 = Tan and Tan Sriracha Asset Co.,Ltd 2 = Eng Tan Asset Co.,Ltd 3 = Ichitan Power Co.,Ltd. (the subsidiary company) 4 = DST Asset Co.,Ltd. 5 = Gluay Gluay Co.,Ltd. 6 = Passakornnatee Co.,Ltd. 7 = Lopburi Inn Plaza Co.,Ltd 8 = Wedding Business Consultant Co.,Ltd 9 = Global One Capital Co.,Ltd. 10 = Thank You Service Co.,Ltd 11 = Paper Plane Project Co.,Ltd. 12 = Tiger Wing Krub Co.,Ltd. 13 = Kin Kab Tan Co.,Ltd. 14 = T-One Building Co.,Ltd.



Sustainable Development Report 2019

Environmental, Social and Governance

ichitan Group Public Company Limited (the Company) , had been disclosed its operation that reflects social and environmental responsibility which disclosed in “The 2019 Sustainable Development Report”. In the report, the Company had conducted the assessment in accordance with The Global Reporting Initiative Standard (GRI Standard) and The Sustainable Development Goals (SDGs), which are the latest international standard to disclose of corporate approach and performance on economic, social, and environmental aspects. This disclosure, the Company would like to show its commitment to operate in regard to the principle of Corporate Governance Code along with Energy and Environment Conservation, as well as the realization of energy savings and maximization benefit and searching for renewable energy effectively. The Company has separated disclosure from the Annual Report through its website at <http://www.ichitangroup.com/investor.php> in the form of E-Book.



Report on the responsibility of the Board of Directors towards Financial Statements

Dear Shareholders,

According to the Public Limited Companies Act B.E. 2535, the Accounting Act B.E. 2543 the Securities and Exchange Act B.E. 2535 and the Capital Market Supervisory Board's Notification Re: Criteria, Conditions and Procedures for Disclosure of Financial Positions and Performance of Securities Issuers, the Board is required to ensure that the financial statements of the Company are properly prepared to accurately and reasonably disclose its financial positions, performance, changes in the equity and cash flows in previous year.

The Board of Directors of Ichitan Group Public Company Limited (the Company) is responsible for the Company's financial statements and financial information disclosed in the annual report. The said financial statements are prepared in accordance with accounting standards generally accepted in Thailand which are primarily in line with international standards including with are based on appropriate accounting policies that are applied on a consistent basis. The financial statements are also prepared with the use of appropriate estimates and judgments. Material information is adequately disclosed in the notes to the financial statements together with the management discussion and analysis in order to facilitate understanding of all shareholders and involved stakeholders about the Company's overall financial position.

The Board of Directors has oversees and reviews corporate governance code, code of conduct, anti-corruption in all form, as well as establishes and maintains a proactive risk management system and effective internal control system to ensure that accounting records are accuracy, completely and timely, and that the Company's assets are properly safeguarded against fraud, operational irregularities and other risks. Also, The Boards has appointed the Audit Committee consisting of independent directors to conduct a qualitative review of the Company's financial reports and internal controls. The opinions of the Audit Committee in regard to this matter are reported in its report in the Company's annual report.

The Boards is confident that the internal control and internal audit systems as of December 31st 2019, represent reasonable confidence in the reliability of the Company's financial position, operating results together with the Company's financial statements is in accordance with accounting standards generally accepted in Thailand and applicable laws and notifications.



Mr.Tan Passakornnatee
Chairman of the Board of Directors



Management Discussion and Analysis of the year 2019.

1. Overview operating result.

Revenue

In year 2019, the Company had earned from sales of 5,334.2 million baht, increased by 2.5 % from previous year which had revenue of 5,204.0 million baht, exports revenue decreased by 12.7 % from previous year while as domestic sales increased by 9.8 %. EBITDA was 972.6 million baht which increased by 64.7%

from previous year that was 590.7 million baht and the net profit was 407.5 million baht, increased by 829.4% from previous year that net profit was 43.8 million baht. The main reason was from the improvement of marketing strategy in domestic, while as sales from foreign countries decreased due to being affected by the economic slowdown of the trading partner countries.

Revenue Structure	Year 2019		Year 2018		Year 2017	
	million Baht	%	million Baht	%	million Baht	%
Revenue from sale of goods	5,334.2	99.7	5,204.0	99.8	5,687.5	99.4
Other income	13.5	0.3	12.2	0.2	31.5	0.6
Total income	5,347.7	100.0	5,216.2	100.0	5,719.0	100.0
Market share * (%)	31.4		29.8		32.8	
Total number of flavor	21 flavors		22 flavors		21 flavors	

Source : Retail Index of Nielsen.

Cost of sale of goods

During the year 2017 to year 2019, mainly cost of sales of the Company was raw material and consumable which accounted for around 70% - 80% of total cost of sales. More detail show in the table bellowing;

Cost of sale of goods	Year 2019		Year 2018		Year 2017	
	million Baht	%	million Baht	%	million Baht	%
Raw materials, supplies and changes in inventories of finished goods	2,596.7	59.8	2,785.7	62.9	3,069.4	70.8
Depreciation and amortization	561.1	12.9	560.6	12.7	511.8	11.8
Utility expenses (Fuel Gas, Electricity , Tap water)	254.9	5.9	239.7	5.4	230.5	5.3
The cost of transportation	21.4	0.5	22.8	0.5	33.0	0.8
Employee benefit expenses	150.7	3.5	138.3	3.1	132.7	3.1
Other	758.1	17.4	684.1	15.4	357.2	8.2
Total	4,342.9	100.0	4,431.2	100.0	4,334.6	100.0
Revenue from sales (million Baht)	5,334.2		5,204.0		5,687.5	
Gross profit margin	18.6		14.9		23.8	

Cost of sale of goods

The Company has a ratio of cost of sales to sales revenue in year 2019, year 2018 at 81.4 % and 85.2 %, with the cost of sales in the year 2019 equal to 4,343.0 million baht, and the year 2018 equal to 4,431.2 million baht. The sales from the year 2019 decreased by 3.8% from the year 2018 due to the price competition in the year 2019 with competitors in many channels like the previous year, however the Company has managed the cost of production with more efficiency.

Distribution costs

Distribution costs consist of advertising media expenses and expenses for organizing sales promotion activities in the year 2019 of 407.2 million baht and year 2018 of 514.6 million baht. The reason that the distribution expenses in the year 2019 decreased from the year 2018, amounting to 107.5 million baht, decreased by 20.9 % because in the year 2019, the Company has an effective plan for sales promotion, reduction in spending budget on free TV channels in line with changing consumer behavior and switched to making new sales promotions such as creating promotional programs with free online games.

Administrative expenses

In year 2019 and year 2018, the company had total administrative expenses in amount of 169.4 million baht and 139.3 million baht respectively, the main administrative expenses were employee expenses ,office expenses, consulting fees, and provision for loss from impairment of trademark rights. In year 2019, administrative expenses increased from 2018 by 30.1 million baht or 21.7 %. Administrative expenses in year 2019 mainly increased from employee expenses, office rental fees from relocating office to Sukhumvit area ,the increase in consulting fees ,and a slight increase from the cost of impairment of the final trademark.

Share of (loss) from investment in joint ventures.

The Company had share of (loss) from investment in the joint venture of the company in the year 2019 and year 2018 (29.8) million baht and (110.0) million baht respectively, with the share of (loss) from investment in the year 2019 dropped down from the year 2018 in amount of (80.2) million baht due to the business plan adjustment in Indonesia that resulted in better product distribution and success in new products.

Net Profit (loss)

In year 2019 and year 2018, the Company had a net profit in amount of 407.5 million baht and 43.8 million baht respectively, representing a net profit margin of 7.6% and 0.8% of sales revenue. Net profit margin from operations in year 2019 and year 2018 were 7.8% and 2.3% of sales revenue respectively.

2. Overview of financial position and the ability to manage asset.

Asset

The Company had total asset in year 2019 of 7,686.9 million baht and year 2018 of 8,176.8 million baht which was reduced to (489.8) million baht with the following details:

1) The net of property, plant and equipment decreased (469.8) million baht, mainly from depreciation and amortization of (572.6) million baht, and purchased more machines of 98.3 million Baht of the year 2018.

2) The other current assets decreased by (110.3) million baht due to mainly inventory decreased by (107.7) million Baht, trade receivable and other account receivable increased by 14.3 million baht, cash and cash equivalent decreased by (16.9) million Baht,

3) The joint ventures investments increased by 66.8 million baht because capital increase by 104.4 million baht including with recognize share of loss from investment in joint ventures (29.8) million baht, and different on exchange rate in financial statements of (7.8) million Baht.

4) The advance payments for the purchase of machinery and equipment decreased by (12.8) million baht which resulted from transferring of items or adjusting the list into the device account in full.

5) The intangible assets decreased by (11.3) million baht which resulted from increase of software copyright fee (11.6) million baht ,including with the increase of software licenses 0.3 million baht.

6) The deferred tax assets increased by 45.9 million baht, the main factor is the loss from the business that has not been promoted investment, and loss from impairment in investment in joint ventures.

7) Other non-current asset increased by 1.7 million baht ,mainly due to the deposit of the rental fee of the new office. Conclusion of rate of return on assets (ROA) which show ROA had been dropped as the rate of year 2018 and year 2019 were 5.1% and 0.5% respectively and return on fixed asset were 16.3% and 9.4% respectively because net profit decreased.

Trade account receivables

Trade account receivable increased by 18.9 million baht , due to domestic sale volume on December increased from the same month of previous year, the domestics sale volume in year 2019 had increased by 2.5% from year 2018.The Company had a credit term policy to customer of



30-45 days, in during 2-3 years trade account receivable of the Company had average collection period of 49-65 days. Also, average collection period for year 2019 and year 2018 were 52 days and 49 days respectively, In some years, the debt collection period is up to 60 and

65 days due to the extension of the debt collection period to the main supplier and the products are sold to trade receivables from related companies of the joint venture in Indonesia with debt collection time is about 60-65 days, but in the current year no longer have these transaction

Also, details of collect period of trade receivable of year 2017 to year 2019, as separated by outstanding balances were as follows;

Period Trade account receivable	Year 2019		Year 2018		Year 2017	
	million Baht	%	million Baht	%	million Baht	%
Related companies						
Not due	27.9	3.6	36.7	4.9	35.2	5.2
Overdue	-	-	-	-	-	-
Less than three months	-	-	-	-	-	-
More than six months	-	-	-	-	-	-
Total	27.9	3.6	36.7	4.9	35.2	5.2
Other business						
Not due	738.7	96.4	707.9	94.7	627.6	93.6
Overdue	-	-	-	-	-	-
Less than three months	-	-	0.3	0.0	7.9	1.2
Six to Twelve months	-	-	2.8	0.4	-	-
Total	738.7	96.4	711.0	95.1	635.5	94.8
Total all	766.6	100.0	747.7	100.0	670.7	100.0

Debt

The Company had total liabilities in year 2019, amounting to 1,466.6 million baht, decreased from the year 2018 which was 2,291.3 million Baht, decreased (824.7) million baht. The main liabilities were loan from financial institutions with outstanding balance as at December 31st ,2019, amounting to 800.7 million Baht, decreased from year 2018 which was 1,444.9 million baht, decreased by (644.2) million baht.

The loans from financial institutions were scheduled to complete as follows:

- Due within 1 year, amount of 476.0 million baht.
- Due within 1-5 years, amount of 324.7 million baht.
- Due within 5 years, amount of -0- million baht.

Shareholders' Equity

As at December 31st , 2019, shareholders' equity amounted to 6,220.3 million baht, in accordance with registered paid up capital 1,300.0 million baht, surplus issued ordinary share 3,515.4 million baht, surplus paid by share-based 56.1 million baht, legal reserve 130.0 million baht and other components of equity (53.2) million baht, and unappropriated retained earnings 1,272.0 million baht, if considering the rate of return to

shareholders' equity in the year 2019 and year 2019 were 6.7% and 0.7% respectively.

Book value per share

As at December 31st , 2019, the Company had a book value of 4.8 baht / share.

3. Liquidity and Capital adequacy.

During the year 2019, the Company's primary source of cash flow was cash flow from operations and loan from financial institutions.

Cash flow from operations

In year 2019, the Company had net cash flow from operations of 932.0 million baht which resulted of sales volume during the year and profit from operations.

Liquidity ratio

Liquidity mainly due to the ability to rotate inventories ,payment of accounts receivable and repayment of trade accounts payable between year 2017 to year 2019, the turnover period of assets that support such liquidity as shown in the table below;

Liquidity ratio	unit	Year 2019	Year 2018	Year 2017
The average collection period	day	51.8	49.7	49.6
The average sale period	day	50.5	57.3	52.7
The average repayment period	day	27.8	33.6	28.7
Cash cycle	day	74.5	73.4	73.5

	Year 2019	Year 2018	Year 2017
The ratio of liquid assets (time)	1.3	0.9	0.9
Cash increase (decrease) from operation (million Baht)	(16.9)	4.7	76.0

Ability to repay to financial institution.

Under the terms of the financial institutions the Company convent ability to repay debt (DSCR) of not less than 1.25 times and debt to equity shares not exceeding 2.5 times. At present, financial institutions had abandoned this terms to the Company. As at December 31st ,2017/2018/2019 the Company had ability to repay debt (DSCR) were 0.9,0.6 and 1.9 times respectively. Also, ratio of debt to equity were 0.4 , 0.4and 0.2 times respectively.

Cash flow from investments

In year 2019, the Company had net cash used in investing of (202.4) million baht, mainly used to pay for the purchase of machinery and equipment and increase investments in joint ventures in Indonesia.

Cash flow from financing

In year 2019, the Company had net cash flow from financing (746.5) million Baht, mainly loans from financial institutions as cash flow from financing used to pay of interest, dividend payment, repayment of loan.

Capital Structure

The Company had stable financial status, as at December 31st , 2019, total debt to equity ratio was 0.2 times which decreased from year 2018 of 0.4 times.

Obligation and contingent liabilities that might occur as of December 31st ,2019 because;

- Obligations under lease commitment include lease with office building was total of

20.6 million baht with term of contract 1-4 years and shall end during the year 2020 to year 2023.

- Obligations under the Letter of Credit that unused was total of 40.9 million baht.

- Obligations under purchased goods from supplier/ materials was total of 181.7 million baht.

- Obligations under guarantees letter that financial institutions issued to one state enterprise was total of 17.9 million baht.



	Year 2019	Year 2018	Year 2017
The ratio of debt to shareholder's equity. (time)	0.2	0.4	0.4

According to, financial position and operating result of the year 2019, the Board of Directors had a resolution to approve to allocate profit through dividend payment, together with propose to the 2020 Annual General Meeting of Shareholders for approval dividend payment of the year 2019 at the rate of Baht 0.35 per share, representing 111.7%

of net profit, which was higher than the dividend policy of the Company. The dividend payment will be paid amounting to 455.0 million baht and will be paid on May 21st, 2020. The said dividend remain uncertain until it has been approved by the Annual General Meeting of Shareholders.

Factors that may affect the operations or financial position in the future.

The main factors affecting the operations of the Company.

The Company manages its risks to properly level comply with legal standard and has been disclosed in the section "Factor and Risks Management"

1. Launching new products and expanding market share.

Beverage business had intense price competition, the Company also face competition from various RTD (Ready to Drink) beverage manufacturers, which many manufacturers are competing with aggressive marketing strategies and launch promotional activities continuously, as well as developing and adding value to make a difference and selling point to products. It found that since the year 2012, there were ready to drink products being developed and sold a lot, so if the Company was unable to develop and launch new products to accommodate the higher demand promptly that may adversely affect the market share of the Company including with lower on operating results in the negative. However, the Company had defined a research plan to develop new products to launch to the market constantly and established a strategy for sudden change situation in the market for stimulating demand of the Company's products continuously, including with acquires new demand from consumers to increase market share.

2. Sales Forecasting, Manufacturing Planning and Effectively Cost and Expense management.

As, production costs was mostly fixed costs, including depreciation of equipment and land rental. The production cost per unit will decrease, if the Company production volume increases, so the Company is required prior to sales forecasting, production planning and management, raw material procurement and product distribution appropriately. The main factors to determine consumption such as seasonal and promotional activity as found that consumption of RTD tea, was high in summer and lower in winter, as a result the Company had adjusted its strategy to promote sales appropriately and in line with change in consumption at different times of the year. For costs and expenses management, the Company had implemented modern technology to use in the production process, which supported cost management more efficiently. In addition, the Company also controlled and monitored current production costs, including with inspect the use of resources that were spent appropriately and cost-effectively to define standard cost per unit of production appropriately.

3. New product portfolio, premium tea (Shizuoka) that ranked market share No. 1.

4. Increased domestic market share.

5. Increasing distribution channels in Indonesia to more cover target customers.

6. Expanding Original Equipment Manufacturer (OEM) business.

Report of the Audit Committee

Dear Shareholders,

Ichitan Group Public Company Limited (the Company), has appointed the Audit Committee which consists of 3 independent directors and one of them are knowledgeable and professional of accounting. The Committee has appointed by the Board of Directors' Meeting No.6 / 2013 on June 17th, 2013, and each member of the Audit Committee has the qualifications as defined in the charter of the Audit Committee, in comply with the requirements and best practice of the Audit Committee of the Securities and Exchange Commission (the SEC) and the Stock Exchange of Thailand (the SET). The Audit Committee consists of;

- | | |
|-----------------------------------|--|
| 1. AVM Natthawat Nimmolthanaporn, | Independent Director/Chairman of the Committee |
| 2. Mr. Prasarn Limpipatthanakul, | Independent Director/ Member of the Committee |
| 3. Mr. Issarachai Decharit, | Independent Director/Member of the Committee |

In the year 2019, the Audit Committee independently performed their duties in accordance with the scope of authorities specified in the charter of the Audit Committee and held 4 meetings and with 100% attendance by all members. The performance assessment of the Audit Committee as a whole and self-assessment are conducted each year. The assessment result was on satisfying level. Sometimes, in the meeting, the Audit Committee has been discussed with Chief Executive Officer (CEO), Executive Boards, the auditor, internal audit as appropriately. The Audit Committee has provided opinion and comment independently and the committee performed its duties as summarized hereto;

Review of Financial Statement:

The Audit Committee has reviewed significant data and information in financial statement both quarterly and annually for year 2019 through mutual cooperation with the responsible management and the auditor to consent financial report which has been fairly prepared in materiality in accordance with financial reporting standards. In addition, the Audit Committee has a meeting with the auditors without the management team 1 time for acknowledging and considering the annual plan of the auditor.

Review of Internal Control and Internal Audit Systems

The Audit Committee has mutual reviewed internal control system together with Internal Audit Manager quarterly, that the Company and its Subsidiary has proper and adequate internal control and internal audit systems, including compliance with professional standard by applying the method of risk assessment and internal control system in accordance with the standard of the Committee of Sponsoring Organizations (COSO). Moreover, the Audit Committee has discussed with the auditor for acknowledging the problem or issues that relevant to internal control system. The Audit Committee has reviewed the performance of Internal Audit Department, annual Internal Audit plan, including manpower turnover rate and individual development plan of Internal Audit Department for Internal Audit Department can perform independently.

Review of Corporate Governance Code and comply with relevant law:

The Audit Committee has reviewed the Company's practice to be in line with Securities and Exchange Law, and the requirement of the SET or laws that relate to the Company's business. In addition, the Audit Committee encourages and monitors the progress of the development of good corporate governance practice by encouraging and promoting the anti-corruption policy through entire organization. As, the Company has been certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption: CAC, on August 5th, 2019, the Audit Committee gave importance to comply with the anti-corruption guidelines by assigning the internal audit department to review the assessment of compliance with the anti-corruption and corruption measures. The Audit Committee give opinion that the Company comply with the law on securities and stock exchange regulations of the SET or laws related to the business of the Company properly as well as appropriate guidelines for good corporate governance.



Review of connected transactions or items that may have conflicts of interest.

To review transactions that are connected transactions or items that may occur conflicts of interest to ensure that the Company has performed according to the criteria and requirements of the law with reasonably, including with consider the highest benefit of the Company , and the operation of management is in accordance with the connected transaction policy that shall approve by the Board of Directors.The Audit Committee has an opinion that the connected transaction as considered ,it is a normal business transaction with general commercial conditions ,reasonable, fairness and it is the most benefit to the Company.

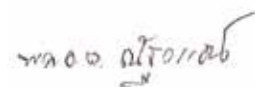
Proposed to the Board of Directors to appoint an auditor for year 2020:

To consider performance, qualification and audit fees of independent auditors of the Company and its Subsidiary to comply with the notification of the Securities and Exchange Commission (the SEC) and the Stock Exchange of Thailand (the SET).Also, the committee has proposed to appoint Miss Sujitra MasenaCPA No.8645 and/or Mr. Veerachai RatnajaratkuCPA No. 4323 and/or Miss Vannaporn Jongperadechanon,CPA No.4098 from KPMG Phoomchai Audit Limited (“KPMG”) with total audit fee 3,100,000 Baht to be an auditor of the Company and its Subsidiary in year 2020.

Performance in accordance with Charter of the Audit Committee:

According to, the assessment of self-performance of the Audit Committee for year 2019 on November 11th , 2019, the Audit Committee reviewed the performance of the Audit Committee in overall function and specific performance consisting of reviewed on financial statement, internal control and internal audit systems, reviewed on the Company and its Subsidiary have been comply with relevant laws to its business, consideration on selection and nomination of the auditor, consideration on connected transaction or transaction that might have conflict of interest, and preparation of annual Audit Committee’s Report. The overall assessment report was concluded that the committee had completely performed their tasks in best practice.

The Audit Committee agreed with the auditor that Financial Statement of the year 2019,which had been prepared in accordance with the financial reporting standard whereas the Company and its Subsidiary had been disclosed information adequacy and effectively overall internal control system without any material error, and comply with relevant laws and regulations. The management team aims to develop continuously to support the sustainable good corporate governance of the Company and its Subsidiary, directly reported the audit result of the internal audit manager to the Audit Committee, including continually periodic follow-up and correction in accordance with suggestions.



AVM Natthawat Nimmolthanaporn
Chairman of the Audit Committee

Audit Fee

1. Audit fee

In the year 2019, the Company and its Subsidiary had paid audit fee to KPMG Phoomchai Audit Limited (“KPMG”) which could separate as of the Company was amounting to 2,650,000 Baht and the Subsidiary Company was amounting to 300,000 Baht.

2. Non-Audit fee

In the year 2019, the Company and its Subsidiary had been paid non-audit fee to KPMG Phoomchai Audit Limited (“KPMG”), amounting to 80,000 Baht.





Ichitan Group Public Company Limited and its Subsidiary

Financial statements for the year ended
31 December 2019
and
Independent Auditor's Report



KPMG Phoomchai Audit Ltd.
50th Floor, Empire Tower
1 South Sathorn Road, Yannawa
Sathorn, Bangkok 10120, Thailand
Tel +66 2677 2000
Fax +66 2677 2222
Website home.kpmg/th

บริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด
ชั้น 50 เอ็มไพร์ทาวเวอร์
1 ถนนสาทรใต้ แขวงยานนาวา
เขตสาทร กรุงเทพฯ 10120
โทร +66 2677 2000
แฟกซ์ +66 2677 2222
เว็บไซต์ home.kpmg/th

Independent Auditor's Report

To the Shareholders of Ichitan Group Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Ichitan Group Public Company Limited and its subsidiary (the "Group") and of Ichitan Group Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statement of financial positions as at 31 December 2019, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2019 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing ("TSAs"). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of my report. I am independent of the Group and the Company in accordance with Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that is relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. *Not*

KPMG Phoomchai Audit Ltd., a Thai limited liability company and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Impairment testing for investments in joint venture and the right to use trademark	
Refer to notes 3 (f), 3 (h), 3 (i), 9 and 12 to the financial statements	
The key audit matter	How the matter was addressed in the audit
The Company has an investment in joint venture which has been operating at continuing losses. In addition, the Company has the right to use trademark for producing fruit beverage however the actual sales under the trademark may be significantly less than initial expectations and forecasts due to highly competitive forces in the fruit beverage market in Thailand. Consequently, there are risks that the investment in joint venture and the right to use trademark may be impaired because the carrying amounts of investment in joint venture and the right to use trademark may exceed their recoverable amounts. The Company's management performed impairment testing by estimating the recoverable amounts of the investment in joint venture and the right to use trademark. The impairment testing involved a significant level of management judgment in estimating the appropriate projections of future operating performance, discount rate and other key assumptions. The changes of assumptions may effect to the changes of recoverable amount. Thus, this is an areas of focus in my audit.	My audit procedures included: • inquiring of management to understand the process used for identifying any indications of impairment for investment in joint venture and the right to use trademark, the basis of preparing the discounted cash flow projections and the recoverable amount calculation from management approved budgets; • inquiring of management about discounted cash flow projection model, understanding the Company's strategic plan and testing a sample of inputs and key assumptions applied in discounted cash flow model including testing the calculation; • evaluating the assumptions applied in preparing cash flow projections by comparing key assumptions with the external and internal sources of information, taking into account the appropriateness of past cash flow projections in comparison to actual operating results, and assessing the recoverable amount calculation with related supporting documentation; • considering the appropriateness of the discount rate which included comparing the weighted average cost of capital with sector averages for the relevant markets in which the Company operates; • evaluating fair value less cost to sale by evaluating fair value of net assets of investments; and • evaluating the adequacy of related disclosures in the financial statements in accordance with Thai Financial Reporting Standards. <i>Way</i>

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Consolidated and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Nay

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



(Nareewan Chaibantad)
Certified Public Accountant
Registration No. 9219

KPMG Phoomchai Audit Ltd.
Bangkok
25 February 2020

Ichitan Group Public Company Limited and its Subsidiary

Statement of financial position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2019	2018	2019	2018
		(in Baht)			
<i>Current assets</i>					
Cash and cash equivalents	5	97,683,193	114,558,137	59,275,464	97,329,675
Trade accounts receivable	4, 6	766,648,008	747,744,180	893,032,842	747,744,180
Other current receivables	4, 7	44,565,647	49,136,578	41,657,388	50,741,493
Inventories	8	546,647,915	654,356,645	495,080,219	654,354,354
Investment in short-term debt security		10,000	10,000	10,000	10,000
Short-term loans to subsidiary	4	-	-	50,000,000	100,000,000
Other current assets		-	112,617	-	112,617
Total current assets		1,455,554,763	1,565,918,157	1,539,055,913	1,650,292,319
<i>Non-current assets</i>					
Investment in joint venture	9	153,700,395	86,933,507	153,770,414	86,970,414
Investment in subsidiary	10	-	-	999,970	999,970
Other non-current receivables		26,474,028	26,320,725	26,473,526	26,320,422
Advances for purchase of machinery and equipment		19,076,610	31,843,774	19,076,610	31,843,774
Property, plant and equipment	11	5,794,233,498	6,264,042,997	5,794,233,498	6,264,042,997
Intangible assets	12	9,994,456	21,345,388	9,994,456	21,345,388
Deferred tax assets	19	224,383,627	178,513,446	224,383,627	178,513,446
Other non-current assets		3,525,937	1,857,725	3,525,937	1,857,725
Total non-current assets		6,231,388,551	6,610,857,562	6,232,458,038	6,611,894,136
Total assets		7,686,943,314	8,176,775,719	7,771,513,951	8,262,186,455

The accompanying notes form an integral part of the financial statements.

Ichitan Group Public Company Limited and its Subsidiary

Statement of financial position

		Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
Liabilities and equity	Note	2019	2018	2019	2018
<i>(in Baht)</i>					
Current liabilities					
Short-term borrowings from financial institutions	13	260,000,000	460,000,000	260,000,000	460,000,000
Trade accounts payable to other parties		271,576,851	389,953,128	271,576,851	394,066,622
Other payables		135,163,209	159,565,234	135,122,906	159,565,204
Payables on purchase of property, plant and equipment		76,353,972	84,075,766	76,353,972	84,075,766
Accrued expenses	4	146,423,075	183,444,741	146,147,894	181,972,231
Current portion of long-term borrowings from financial institutions	13	215,989,580	444,224,790	215,989,580	444,224,790
Total current liabilities		1,105,506,687	1,721,263,659	1,105,191,203	1,723,904,613
Non-current liabilities					
Long-term borrowings from financial institutions	13	324,674,389	540,663,969	324,674,389	540,663,969
Provisions for employee benefits	14	36,404,645	29,363,456	36,404,645	29,363,456
Total non-current liabilities		361,079,034	570,027,425	361,079,034	570,027,425
Total liabilities		1,466,585,721	2,291,291,084	1,466,270,237	2,293,932,038

The accompanying notes form an integral part of the financial statements.

Ichitan Group Public Company Limited and its Subsidiary

Statement of financial position

		Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
Liabilities and equity <i>(continued)</i>	Note	2019	2018	2019	2018
(in Baht)					
Equity					
Share capital					
Authorised share capital					
<i>(1,300 million ordinary shares, par value at Baht 1 per share)</i>					
		<u>1,300,000,000</u>	<u>1,300,000,000</u>	<u>1,300,000,000</u>	<u>1,300,000,000</u>
Issued and paid-up share capital					
<i>(1,300 million ordinary shares, par value at Baht 1 per share)</i>					
		1,300,000,000	1,300,000,000	1,300,000,000	1,300,000,000
Share premium	15				
Share premium on ordinary shares		3,515,423,218	3,515,423,218	3,515,423,218	3,515,423,218
Surplus on share-based payment					
transactions	15	56,079,360	56,079,360	56,079,360	56,079,360
Retained earnings					
Appropriated					
Legal reserve	15	130,000,000	130,000,000	130,000,000	130,000,000
Unappropriated		1,272,008,397	929,275,694	1,303,741,136	966,751,839
Other components of equity		<u>(53,153,382)</u>	<u>(45,293,637)</u>	<u>-</u>	<u>-</u>
Total equity		<u>6,220,357,593</u>	<u>5,885,484,635</u>	<u>6,305,243,714</u>	<u>5,968,254,417</u>
Total liabilities and equity		<u>7,686,943,314</u>	<u>8,176,775,719</u>	<u>7,771,513,951</u>	<u>8,262,186,455</u>

The accompanying notes form an integral part of the financial statements.

Ichitan Group Public Company Limited and its Subsidiary

Statement of comprehensive income

	Note	Consolidated financial statements		Separate financial statements	
		Year ended		Year ended	
		31 December		31 December	
		2019	2018	2019	2018
		(in Baht)			
Revenues	4				
Revenue from sale of goods	16	5,334,214,185	5,203,988,430	5,383,612,316	5,014,260,181
Interest income		572,214	759,308	5,511,184	7,773,392
Other income		12,926,637	11,471,865	11,926,637	13,271,664
Total revenues		5,347,713,036	5,216,219,603	5,401,050,137	5,035,305,237
Expenses					
Cost of sale of goods	4, 8, 18	4,342,955,066	4,431,248,659	4,394,520,472	4,283,473,560
Distribution costs	4, 18	407,172,517	514,627,525	407,172,367	500,161,584
Administrative expenses	4, 18	169,436,812	139,281,333	206,725,430	271,250,721
Finance costs		36,865,118	59,447,190	36,865,118	59,447,190
Total expenses		4,956,429,513	5,144,604,707	5,045,283,387	5,114,333,055
Share of loss of investment in joint venture	9	(29,773,367)	(109,955,605)	-	-
Profit (loss) before income tax		361,510,156	(38,340,709)	355,766,750	(79,027,818)
Tax income	19	45,940,654	82,181,772	45,940,654	82,181,772
Profit for the year		407,450,810	43,841,063	401,707,404	3,153,954
Other comprehensive income					
<i>Item that will be reclassified subsequently to profit or loss</i>					
Exchange differences on translating foreign operations	9	(7,859,745)	(23,012,978)	-	-
		(7,859,745)	(23,012,978)	-	-
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Gain on remeasurement of defined benefit plan	14	352,366	4,352,682	352,366	4,352,682
Income tax relating to item that will not be reclassified subsequently to profit or loss	19	(70,473)	(870,536)	(70,473)	(870,536)
		281,893	3,482,146	281,893	3,482,146
Other comprehensive income for the year, net of income tax		(7,577,852)	(19,530,832)	281,893	3,482,146
Total comprehensive income for the year		399,872,958	24,310,231	401,989,297	6,636,100
Basic earnings per share	20	0.31	0.03	0.31	0.00

The accompanying notes form an integral part of the financial statements.

Ichitan Group Public Company Limited and its Subsidiary
Statement of changes in equity

	Consolidated financial statements						
	Retained earnings			Other components of equity			
	Surplus on share-based payment transactions	Legal reserve	Unappropriated reserve	Exchange differences on translating foreign operations	Total equity		
	<i>(in Baht)</i>						
Year ended 31 December 2018							
Balance at 1 January 2018	1,300,000,000	3,515,423,218	56,079,360	130,000,000	1,076,952,485	(22,280,659)	6,056,174,404
directly in equity							
Dividend to owners of the Company	-	-	-	(195,000,000)	-	-	(195,000,000)
Total transactions with owners, recorded directly in equity	-	-	-	(195,000,000)	-	-	(195,000,000)
Comprehensive income for the year							
Profit	-	-	-	43,841,063	-	-	43,841,063
Other comprehensive income	-	-	-	3,482,146	(23,012,978)	(23,012,978)	(19,530,832)
Total comprehensive income for the year	-	-	-	47,323,209	(23,012,978)	(23,012,978)	24,310,231
Balance at 31 December 2018	1,300,000,000	3,515,423,218	56,079,360	130,000,000	929,275,694	(45,293,637)	5,885,484,635

The accompanying notes form an integral part of the financial statements.

Ichitan Group Public Company Limited and its Subsidiary

Statement of changes in equity

Consolidated financial statements						
	Retained earnings			Other components of equity		
				Exchange differences on translating foreign operations		
			</			

Ichitan Group Public Company Limited and its Subsidiary

Statement of changes in equity

	Separate financial statements					Total equity
	Retained earnings					
	Surplus on share-based payment transactions	Share premium on ordinary shares	Legal reserve	Unappropriated		
	(in Baht)					
Year ended 31 December 2018						
Balance at 1 January 2018	56,079,360	3,515,423,218	130,000,000	1,155,115,739		6,156,618,317
Transactions with owners, recorded directly in equity						
Dividends to owners of the Company	-	-	-	(195,000,000)		(195,000,000)
Total transactions with owners, recorded directly in equity	-	-	-	(195,000,000)		(195,000,000)
Comprehensive income for the year						
Profit	-	-	-	3,153,954		3,153,954
Other comprehensive income	-	-	-	3,482,146		3,482,146
Total comprehensive income for the year	-	-	-	6,636,100		6,636,100
Balance at 31 December 2018	56,079,360	3,515,423,218	130,000,000	966,751,839		5,968,254,417

The accompanying notes form an integral part of the financial statements

Ichitan Group Public Company Limited and its Subsidiary

Statement of changes in equity

	Separate financial statements				
	Retained earnings				Total equity
	Issued and paid-up share capital	Share premium on ordinary shares	Surplus on share-based payment transactions	Legal reserve	
Note					
<i>(in Baht)</i>					
Year ended 31 December 2019					
Balance at 1 January 2019	1,300,000,000	3,515,423,218	56,079,360	130,000,000	5,968,254,417
Transactions with owners, recorded directly in equity					
Dividends to owners of the Company	-	-	-	-	(65,000,000)
Total transactions with owners, recorded directly in equity	-	-	-	-	(65,000,000)
Comprehensive income for the year					
Profit	-	-	-	-	401,707,404
Other comprehensive income	-	-	-	-	281,893
Total comprehensive income for the year	-	-	-	-	401,989,297
Balance at 31 December 2019	1,300,000,000	3,515,423,218	56,079,360	130,000,000	6,305,243,714

The accompanying notes form an integral part of the financial statements

Ichitan Group Public Company Limited and its Subsidiary

Statement of cash flows

		Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2019	2018	2019	2018
<i>(in Baht)</i>					
<i>Cash flows from operating activities</i>					
Profit for the year		407,450,810	43,841,063	401,707,404	3,153,954
<i>Adjustments to reconcile profit to cash receipts</i>					
Depreciation	11	572,599,149	567,990,339	572,599,149	567,990,339
Amortisation of intangible assets	12	1,663,858	1,605,105	1,663,858	1,605,105
Impairment losses on intangible assets	12	10,026,194	4,309,595	10,026,194	4,309,595
Impairment loss on investment in joint venture	9	-	-	37,600,000	133,000,000
Interest income		(572,214)	(759,308)	(5,511,184)	(7,773,392)
Finance costs		36,865,118	59,447,190	36,865,118	59,447,190
Loss on inventories devaluation	8	29,194,920	46,666,226	29,194,920	46,666,226
Unrealised gain on exchange		(50,580)	(369,224)	(50,580)	(369,224)
Loss on write-off of equipment		562,233	44,168	562,233	44,168
Loss on disposal of equipment		1,024	-	1,024	-
Provisions for employee benefits	14	7,393,555	3,934,272	7,393,555	3,934,272
Share of loss of investment in joint venture	9	29,773,367	109,955,605	-	-
Tax income	19	(45,940,654)	(82,181,772)	(45,940,654)	(82,181,772)
		<u>1,048,966,780</u>	<u>754,483,259</u>	<u>1,046,111,037</u>	<u>729,826,461</u>
<i>Changes in operating assets and liabilities</i>					
Trade accounts receivable		(18,903,828)	(77,061,627)	(145,288,662)	(48,103,455)
Other current receivables		4,570,931	6,492,768	10,015,612	(6,915,129)
Inventories		78,513,810	35,806,580	130,079,215	(116,008,857)
Other current assets		112,617	-	112,617	-
Other non-current assets		(1,668,212)	(468,835)	(1,668,212)	(468,835)
Trade accounts payable to other parties		(118,364,307)	(36,047,540)	(122,477,801)	(31,934,046)
Other payables		(24,402,025)	17,500,155	(24,442,298)	17,594,244
Accrued expenses		(36,648,929)	(20,490,071)	(35,451,600)	21,495,264
Net cash generated from operating		<u>932,176,837</u>	<u>680,214,689</u>	<u>856,989,908</u>	<u>565,485,647</u>
Income tax paid		(153,303)	(9,899,166)	(153,104)	(9,898,992)
Net cash from operating activities		<u>932,023,534</u>	<u>670,315,523</u>	<u>856,836,804</u>	<u>555,586,655</u>

The accompanying notes form an integral part of the financial statements

Ichitan Group Public Company Limited and its Subsidiary

Statement of cash flows

		Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2019	2018	2019	2018
		(in Baht)			
Cash flows from investing activities					
Interest received		572,214	759,308	4,579,677	6,572,707
Cash inflow on short-term loans to subsidiary	4	-	-	50,000,000	340,000,000
Cash outflow on short-term loans to subsidiary	4	-	-	-	(240,000,000)
Acquisition of short-term debt security		-	(10,000)	-	(10,000)
Cash outflow on paid-up capital of investment in joint venture	9	(104,400,000)	(158,700,000)	(104,400,000)	(158,700,000)
Proceeds from sale of equipment		30,000	-	30,000	-
Acquisition of plant and equipment		(98,298,927)	(41,887,524)	(98,298,927)	(41,887,524)
Acquisition of intangible assets		(339,120)	(1,179,616)	(339,120)	(1,179,616)
Net cash used in investing activities		(202,435,833)	(201,017,832)	(148,428,370)	(95,204,433)
Cash flows from financing activities					
Interest paid		(37,237,855)	(59,446,611)	(37,237,855)	(59,446,611)
Dividends paid to owners of the Company	21	(65,000,000)	(195,000,000)	(65,000,000)	(195,000,000)
Increase (decrease) in short-term borrowings		(200,000,000)	220,000,000	(200,000,000)	220,000,000
Cash outflow on long-term borrowings		(444,224,790)	(430,139,410)	(444,224,790)	(430,139,410)
Net cash used in financing activities		(746,462,645)	(464,586,021)	(746,462,645)	(464,586,021)
Net increase (decrease) in cash and cash equivalents					
		(16,874,944)	4,711,670	(38,054,211)	(4,203,799)
Cash and cash equivalents at 1 January		114,558,137	109,846,467	97,329,675	101,533,474
Cash and cash equivalents at 31 December	5	97,683,193	114,558,137	59,275,464	97,329,675
Supplemental disclosures of cash flows information:					
Property, plant and equipment paid by cash are detailed as follows:					
Property, plant and equipment purchased during the year	11	103,382,907	23,109,880	103,382,907	23,109,880
Add (less) - Changes in advanced payment		(12,947,257)	(2,440,266)	(12,947,257)	(2,440,266)
- Changes in payables		7,863,277	21,217,910	7,863,277	21,217,910
Property, plant and equipment paid by cash		98,298,927	41,887,524	98,298,927	41,887,524

The accompanying notes form an integral part of the financial statements

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

Note	Contents
1	General information
2	Basis of preparation of the financial statements
3	Significant accounting policies
4	Related parties
5	Cash and cash equivalents
6	Trade accounts receivable
7	Other current receivables
8	Inventories
9	Investment in joint venture
10	Investment in subsidiary
11	Property, plant and equipment
12	Intangible assets
13	Interest-bearing liabilities
14	Provisions for employee benefits
15	Additional paid-in capital and reserves
16	Segment information and disaggregation of revenue
17	Employee benefit expenses
18	Expenses by nature
19	Income tax
20	Basic earnings per share
21	Dividends
22	Financial instruments
23	Commitments with non-related parties
24	Event after the reporting period
25	Thai Financial Reporting Standards not yet adopted

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 25 February 2020.

1 General information

Ichitan Group Public Company Limited, the “Company”, is incorporated in Thailand on 3 September 2010 and was listed on the Stock Exchange of Thailand in April 2014. The Company’s registered office as follows:

Head office is located at 8 T-One Building, 42th-44th Floor, Sukhumvit 40 Alley, Kwang Phra Khanong, Khet Khlong Toei, Bangkok 10110, Thailand.

Branch office is located at 111/1 Moo 4, Rojana Industrial Park, Tambol U-Thai, Amphur U-Thai, Ayutthaya 13120, Thailand.

The Company’s major shareholders during the financial year were Passakornnatee family which owned 46% of the Company’s share capital as at 31 December 2019.

The principal activities of the Company are the manufacturing and sale of beverages.

Details of the joint venture and subsidiary as at 31 December 2019 and 2018 are disclosed in notes 9 and 10 to the financial statements, respectively.

2 Basis of preparation of the financial statements

(a) *Statement of compliance*

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

New and revised TFRS effective for annual accounting periods beginning on or after 1 January 2019. The initial application of these new and revised TFRS has resulted in changes in certain of the Group’s accounting policies. There is no material impact on the Group’s financial statements. The Group has initial applied TFRS 15 *Revenue from Contracts with Customers* which replaces TAS 18 *Revenue*, and related interpretations. The details of accounting policies are disclosed in note 3 (o) to the financial statements.

In addition, the Group has not early adopted a number of new and revised TFRS which are not yet effective for the current period in preparing these financial statements. Those new and revised TFRS that are relevant to the Group’s operations are disclosed in note 25 to the financial statements.

(b) *Functional and presentation currency*

The financial statements are prepared in Thai Baht, which is the Company’s functional currency. All financial information has been rounded in the notes to the financial statements to the nearest thousand Baht unless otherwise stated.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

(c) *Use of judgments and estimates*

The preparation of financial statements in conformity with TFRS requires management to make judgments, estimates and assumptions that affect the application of the Group's accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties at 31 December 2019 that have a significant risk of resulting in material adjustments to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- | | |
|----------------|--|
| Notes 9 and 12 | Impairment test of investment in joint venture and intangible assets: key assumptions underlying recoverable amounts; |
| Note 14 | Measurement of defined benefit obligations: key actuarial assumptions. |
| Note 19 | Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised. |

3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained in note 3 (o) to the financial statements.

(a) *Basis of consolidation*

The consolidated financial statements relate to the Company and its subsidiary (together referred to as the "Group") and the Group's interests in joint venture.

Subsidiary

Subsidiary is an entity controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiary are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Joint venture

A joint venture is an arrangement in which the Group has joint control, whereby the Company has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interest in joint venture is accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of joint venture, until the date on which joint control ceases.

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with joint venture are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currency of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates at the reporting date.

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

Foreign currency differences are generally recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated to Thai Baht at the exchange rates at the reporting date.

The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity until disposal of the investment.

When a foreign operation is disposed of in its entirety or partially such that joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of joint venture while retaining joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

(c) Cash and cash equivalents

Cash and cash equivalents in the statement of cash flows comprise cash balances, call deposits and highly liquid short-term investments.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

(d) Trade and other accounts receivable

A receivable is recognised when the Group has an unconditional right to receive consideration. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

A receivable is stated at invoice value less allowance for doubtful accounts which is determined based on an analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

(e) Inventories

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

Cost is calculated using the weighted average cost principle, and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

(f) Investments

Investments in subsidiary and joint venture

Investments in subsidiary and joint venture in the separate financial statements of the Company are accounted for using the cost method. Investment in joint venture in the consolidated financial statements is accounted for using the equity method.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of total holding of investments.

(g) Property, plant and equipment

Recognition and measurement

Owned assets of the Group

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in profit or loss.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

Land improvements	5 - 20 years
Building and building improvements	5 - 30 years
Machinery and equipment	10 - 15 years
Furniture, fixtures and office equipment	5 - 15 years
Tool and equipment	5 years
Vehicles	5 years

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

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

(h) Intangible assets

Intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Amortisation

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Amortisation is recognised in profit or loss on a straight line basis over the estimated useful lives of intangible assets, other than right to use trademark and production formulas, from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

Software licences	10 years
Right to use trademark	Indefinite useful lives
Production formulas	Indefinite useful lives

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

(i) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For intangible assets that have indefinite useful lives, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss.

Impairment losses recognised in prior periods in respect of non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(j) Interest-bearing liabilities

Interest-bearing liabilities are recognised as stated in the agreements.

(k) Trade and other accounts payable

Trade and other accounts payable are stated at cost.

(l) Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payments

The grant-date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met. For business partners, the share-based payment awards granted vest immediately on the grant date, and the grant-date fair value of the awards is recognised as an expense immediately.

(m) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

(n) *Measurement of fair values*

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

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

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

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

(o) *Revenue*

Accounting policies for revenue recognition in 2019

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

Sale of goods

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

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Accounting policies for revenue recognition in 2018

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

Sale of goods

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

(p) Investment income

Investment income comprises dividend and interest income from investments and deposits from financial institutions. Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established. Interest income is recognised in profit or loss as it accrues.

(q) Finance costs

Interest expenses and similar costs are charged to profit or loss for the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial year of time to be prepared for its intended use or sale.

(r) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease.

Determining whether an arrangement contains a lease

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

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

(s) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiary and joint venture to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax assets and liabilities on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(t) *Earnings per share*

The Group presents basic earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

(u) *Related parties*

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

(v) *Segment reporting*

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

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

4 Related parties

Relationships with joint venture and subsidiary are disclosed in notes 9 and 10 to the financial statements. Other related parties that the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation/ nationality	Nature of relationships
Tan Passakornnatee	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including major shareholder and director of the Company
Eng Passakornnatee	Thai	Major shareholder and director of the Company
I Am Green Tea Co., Ltd.	Thailand	Shared shareholders and a close relative of the director of the Company is the director.
Kin Kab Tan Co., Ltd.	Thailand	Shared directors and shareholders
Tanboon Co., Ltd.	Thailand	Shared directors and shareholders
Passakornnatee Co., Ltd.	Thailand	Shared directors and shareholders
T-One Building Co., Ltd.	Thailand	Shared directors and shareholders
Tan Asset Co., Ltd.	Thailand	Shared shareholders

The pricing policies for transactions with related parties are explained further below:

Transactions	Pricing policies
Sale/Purchase of goods	Market price
Management service income	Contract prices determined by the terms and conditions used in the normal course of business.
Interest income	Source of fund cost
Other expenses	Agreed price

Significant transactions for the years ended 31 December with related parties were as follows:

Year ended 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Subsidiary				
Sale of goods	-	-	407,210	37,441
Management service income	-	-	-	1,800
Interest income	-	-	4,959	7,032
Other related parties				
Sale of goods	311,175	380,248	273,681	351,480
Purchase of goods	49	479	49	479
Other expenses	6,688	1,000	6,688	836
Key management personnel				
Key management personnel compensation				
Short-term employee benefit	33,071	36,178	33,071	36,178
Post-employment benefits	1,288	1,655	1,288	1,655
Total key management personnel compensation	34,359	37,833	34,359	37,833

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Balances as at 31 December with related parties were as follows:

Trade accounts receivable

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Subsidiary	-	-	434,221	-
Other related parties	27,940	36,745	15,482	36,745
Total	27,940	36,745	449,703	36,745

Other current receivables

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Subsidiary	-	-	4,068	4,936
Other related parties	107	213	107	213
Total	107	213	4,175	5,149

Movement of loans to

	Interest rate At 31 December (% per annum)	At 1 January	Separate financial statements		At 31 December
			Increase (in million Baht)	Decrease	
2019					
Subsidiary	5	100,000	-	(50,000)	50,000
Total		100,000			50,000
2018					
Subsidiary	5	200,000	240,000	(340,000)	100,000
Total		200,000			100,000

Accrued expenses

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Related parties	1,094	1,474	1,094	1,474

Future minimum lease payments under non-cancellable operating leases

At 31 December 2019

	Consolidated financial statements	Separate financial statements
	(in thousand Baht)	
Within 1 year	13,137	13,137
1 - 5 years	20,800	20,800
Total	33,937	33,937

The Company has lease agreements with a related party (T-One Building Co., Ltd.) covering office premises including facilities and others for period of 3 years expiring in 2022.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Significant agreements with related parties

Product distribution agreement

On 1 July 2017, the Company entered into an agreement to grant a related party (I Am Green Tea Co., Ltd.) the authority and responsibility to act as a product distributor for the Company. This agreement shall be in effect from 1 July 2017 to 30 June 2020.

Trademark assignment agreement

On 11 May 2015, the Company entered into a trademark assignment agreement with a joint venture. Under the term of the agreement, the Company agrees to assign certain trademarks and license as specified in the agreement to the joint venture to use in Indonesia. In this regard, the joint venture agrees to pay a consideration in an amount of USD 3,000 to the Company. The agreement shall be in effect for a period of 10 years and is renewable for another 10 years upon the expiry of the agreement with the new terms as specified in the agreement or as soon as the Company ceases to be a shareholder of the joint venture.

Intellectual property license agreement

On 11 May 2015, the Company entered into an intellectual property license agreement with a joint venture. Under the term of the agreement, the Company agrees to grant the joint venture a license to use knowhow, technical information and certain formula as specified in the agreement for the purposes of manufacturing and sale of the products in Indonesia. In this regard, the joint venture agrees to pay a royalty fee in an amount of USD 3,000 per annum. The agreement shall continue in force until the date being 10 years after the date on which the Company ceases to be a shareholder of the joint venture and is renewable for another 10 years upon the expiry of the agreement with the new terms as specified in the agreement.

5 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Cash on hand	83	103	83	103
Cash at financial institutions				
- current accounts	76	(15,989)	74	(15,991)
Cash at financial institutions				
- savings accounts	97,524	130,444	59,118	113,218
Cash and cash equivalents in the statement of cash flows	97,683	114,558	59,275	97,330

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

6 Trade accounts receivable

		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Related parties					
Within credit terms	4	27,940	36,745	449,703	36,745
		<u>27,940</u>	<u>36,745</u>	<u>449,703</u>	<u>36,745</u>
Other parties					
Within credit terms		738,708	707,855	443,330	707,855
Overdue:					
Less than 3 months		-	344	-	344
6 - 12 months		-	2,800	-	2,800
		<u>738,708</u>	<u>710,999</u>	<u>443,330</u>	<u>710,999</u>
Total		<u>766,648</u>	<u>747,744</u>	<u>893,033</u>	<u>747,744</u>

The normal credit terms granted by the Group range from 30 days to 60 days.

7 Other current receivables

		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Related parties	4	107	213	4,175	5,149
Other parties					
Prepaid expenses		30,317	14,701	30,165	14,701
Refundable value added tax		6,804	24,306	-	21,072
Suspense input value added tax		3,880	5,064	3,859	4,966
Accrued other income		1,740	2,438	1,740	2,438
Rebate and sponsorship receivables		772	1,235	772	1,235
Others		946	1,180	946	1,180
		<u>44,459</u>	<u>48,924</u>	<u>37,482</u>	<u>45,592</u>
Total		<u>44,566</u>	<u>49,137</u>	<u>41,657</u>	<u>50,741</u>

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

8 Inventories

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Finished goods	352,308	405,697	300,740	405,694
Raw materials	187,375	237,864	187,375	237,864
Supplies	24,739	23,536	24,739	23,536
Total	564,422	667,097	512,854	667,094
Less allowance for decline in value	(17,774)	(12,740)	(17,774)	(12,740)
Net	546,648	654,357	495,080	654,354
Inventories recognised in 'cost of sale of goods':				
- Cost	4,313,760	4,384,583	4,365,325	4,236,808
- Write-down to net realisable value	29,195	46,666	29,195	46,666
Net	4,342,955	4,431,249	4,394,520	4,283,474

9 Investment in joint venture

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
At 1 January	86,934	61,202	86,970	61,270
Additional paid-up	104,400	158,700	104,400	158,700
Share of net loss of investment in joint venture	(29,773)	(109,956)	-	-
Allowance for impairment	-	-	(37,600)	(133,000)
Exchange differences on translating foreign operations	(7,860)	(23,013)	-	-
At 30 December	153,700	86,933	153,770	86,970

On 27 August 2014, the Company entered into a joint venture agreement with PT Atri Pasifik ("AP"), a company incorporated in Indonesia, in order to invest in PT Ichi Tan Indonesia ("PTI"), a new joint venture established in Indonesia. The purposes of the joint venture are to produce and sell ready-to-drink beverage branded "Ichitan" in Indonesia. The Company and AP equally invested in the joint venture (50% of the issued and paid-up share capital of the joint venture) totaling Indonesian Rupiah 200,000 million for the portion of the Company (or approximately Baht 575 million). The Company paid an initial authorised share capital in 50% of the paid-up share capital of Indonesian Rupiah 50,000 million (or equivalent to Baht 135.6 million) and the incorporation of the joint venture was completed on 25 November 2014. As established by the joint venture agreement, investors have joint control over, whereby, the Company has rights to the net assets of the arrangement rather than rights to its assets and obligations for its liabilities. Accordingly, the Company has accounted for the investment in the joint venture using the equity method.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

On 21 June 2016, the Company received a funding call notice from the joint venture to call for an additional paid-up of Indonesian Rupiah 40,000 million (or equivalent to Baht 115.6 million) for the purpose of land acquisition and additional working capital. The Company paid the said paid-up capital on 30 June 2016 and the joint venture completely registered the capital increase with the Indonesia Investment Coordinating Board on 8 August 2016.

On 31 July 2017, the Company received a funding call notice from the joint venture to call for an additional paid-up of Indonesian Rupiah 45,000 million (or equivalent to Baht 121.1 million) for the purpose of additional working capital. The Company paid the said paid-up capital on 11 August 2017 and the joint venture completely registered the capital increase with the Indonesia Investment Coordinating Board on 22 August 2017.

On 5 January 2018, the Company received a funding call notice from the joint venture to call for an additional paid-up of Indonesian Rupiah 60,000 million (or equivalent to Baht 158.7 million) for the purpose of additional working capital. The Company paid the said paid-up capital on 17 January 2018 and the joint venture completely registered the capital increase with the Indonesia Investment Coordinating Board on 24 January 2018.

On 10 January 2019, the Company received a funding call notice from the joint venture to call for an additional paid-up of Indonesian Rupiah 45,000 million (or equivalent to Baht 104.4 million) for the purpose of additional working capital. The Company paid the said paid-up capital on 23 January 2019 and the joint venture completely registered the capital increase with the Indonesia Investment Coordinating Board on 23 January 2019.

Due to the actual sales of beverage branded “Ichitan” in Indonesia may be significantly less than initial expectations and forecasts. The management of the Company believed that the value of investment in PTI might have been impaired and assessed the recoverable amount of investment in PTI. Based on the result of the assessment and management judgment, the Company recorded impairment loss on investment in PTI of Baht 37.6 million in the statement of comprehensive income of separate financial statements for the year ended 31 December 2019 (2018: Baht 133.0 million).

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

Investment in joint venture as at 31 December 2019 and 2018 were as follows:

Consolidated financial statements									
	Type of business	Country of operation	Ownership interest		Paid-up capital		Cost		Equity
			2019	2018	2019	2018	2019	2018	
			(%)				(in thousand Baht)		
Joint venture									
PT Ichi Tan Indonesia	Manufacturing and sale of beverages	Indonesia	50	50	1,270,741	1,061,941	635,370	530,970	153,700
Total							635,370	530,970	86,934
Separate financial statements									
	Ownership interest	Paid-up capital	Cost		Impairment		At cost-net		
			2019	2018	2019	2018	2019	2018	
			(in thousand Baht)						
Joint venture									
PT Ichi Tan Indonesia	50	50	1,270,741	1,061,941	635,370	530,970	(481,600)	(444,000)	153,770
Total					635,370	530,970	(481,600)	(444,000)	86,970

None of the Company's joint venture is publicly listed and consequently do not have published price quotations.

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

The following table summarises the financial information of the joint venture as included in their own financial statements. The table also reconciles the summarised financial information to the carrying amount of the Company's interest in this company.

	PT Ichi Tan Indonesia	
	2019	2018
	<i>(in thousand Baht)</i>	
Revenue	64,887	29,631
Expenses	(124,434) ^a	(249,542) ^a
Total comprehensive income (100%)	<u>(59,547)</u>	<u>(219,911)</u>
Company's share of total comprehensive income (50% hold)	<u>(29,773)</u>	<u>(109,956)</u>
Current assets	236,905 ^b	138,686 ^b
Non-current assets	145,262	77,781
Current liabilities	<u>(74,766)</u>	<u>(42,600)</u>
Net assets (100%)	<u>307,401</u>	<u>173,867</u>
Carrying amount of interest in joint venture (50% hold)	<u>153,700</u>	<u>86,933</u>
Remark:		
a. Includes depreciation and amortisation	2,415	1,793
b. Includes cash and cash equivalents	209,529	88,743

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

10 Investment in subsidiary

Separate financial statements

	Type of business	Country of operation	Ownership interest (%)		Paid-up capital		Cost		Dividend income	
			2019	2018	2019	2018	2019	2018	2019	2018
							(in thousand Baht)			
<i>Local direct subsidiary</i>							1,000	1,000	-	-
Ichitan Power Co., Ltd.	Sale of beverages	Thailand	99.99	99.99	1,000	1,000	<u>1,000</u>	<u>1,000</u>	<u>-</u>	<u>-</u>
Total							1,000	1,000	-	-

130
Annual Report 2019

Consolidated financial statements / Separate financial statements									
	Land	Land improvements	Building and building improvements	Machinery and equipment	Furniture, fixtures and office equipment <i>(in thousand Baht)</i>	Tool and equipment	Vehicles	Assets under construction and installation	Total
<i>Cost</i>									
At 1 January 2018	431,698	73,756	2,615,750	5,687,733	73,570	184,526	17,595	25,190	9,109,818
Additions	-	-	718	-	2,783	5,653	-	13,955	23,109
Transfers	-	-	(6,729)	11,157	3,122	-	-	(7,550)	-
Disposals and write-off	-	-	-	-	(154)	(308)	-	-	(462)
At 31 December 2018 and 1 January 2019	431,698	73,756	2,609,739	5,698,890	79,321	189,871	17,595	31,595	9,132,465
Additions	-	-	12,048	1,760	2,654	5,484	298	81,139	103,383
Transfers	-	-	36,780	28,500	3,699	14,278	-	(83,257)	-
Disposals and write-off	-	-	(16,214)	-	(6,225)	(910)	(2,026)	-	(25,375)
At 31 December 2019	431,698	73,756	2,642,353	5,729,150	79,449	208,723	15,867	29,477	9,210,473
<i>Depreciation</i>									
At 1 January 2018	-	(19,675)	(559,306)	(1,553,219)	(46,827)	(112,285)	(9,538)	-	(2,300,850)
Depreciation charge for the year	-	(3,663)	(138,865)	(389,340)	(6,363)	(26,379)	(3,380)	-	(567,990)
Disposals and write-off	-	-	22	(22)	136	282	-	-	418
At 31 December 2018 and 1 January 2019	-	(23,338)	(698,149)	(1,942,581)	(53,054)	(138,382)	(12,918)	-	(2,868,422)
Depreciation charge for the year	-	(3,682)	(142,180)	(390,789)	(7,029)	(25,593)	(3,326)	-	(572,599)
Disposals and write-off	-	-	16,032	-	6,191	846	1,712	-	24,781
At 31 December 2019	-	(27,020)	(824,297)	(2,333,370)	(53,892)	(163,129)	(14,532)	-	(3,416,240)
<i>Net book value</i>									
At 1 January 2018	431,698	54,081	2,056,444	4,134,514	26,743	72,241	8,057	25,190	6,808,968
At 31 December 2018 and 1 January 2019	431,698	50,418	1,911,590	3,756,309	26,267	51,489	4,677	31,595	6,264,043
At 31 December 2019	431,698	46,736	1,818,056	3,395,780	25,557	45,594	1,335	29,477	5,794,233

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

The gross amount of the Company's fully depreciated plant and equipment that was still in use as at 31 December 2019 amounted to Baht 148.1 million (2018: Baht 130.0 million).

Security

As at 31 December 2019, the Company had mortgaged/pledged the Company's assets with a net book value of Baht 2,673.6 million (2018: Baht 2,982.9 million) as collateral against borrowings from financial institutions, as described in note 13 to the financial statements.

Assets under construction and installation

Assets under construction and installation as at 31 December 2019 amounted to Baht 29.5 million (2018: Baht 31.6 million), and mainly represented construction costs for expanding the factory building and cost of machinery and equipment including the related installation costs.

12 Intangible assets

	Consolidated financial statements / Separate financial statements			
	Software licences	Right to use trademark	Production formulas	Total
	(in thousand Baht)			
<i>Cost</i>				
At 1 January 2018	15,244	196,262	9,346	220,852
Additions	1,180	-	-	1,180
At 31 December 2018 and 1 January 2019	16,424	196,262	9,346	222,032
Additions	339	-	-	339
At 31 December 2019	16,763	196,262	9,346	222,371
<i>Amortisation and impairment losses</i>				
At 1 January 2018	(3,499)	(191,273)	-	(194,772)
Amortisation for the year	(1,605)	-	-	(1,605)
Impairment loss	-	(4,310)	-	(4,310)
At 31 December 2018 and 1 January 2019	(5,104)	(195,583)	-	(200,687)
Amortisation for the year	(1,664)	-	-	(1,664)
Impairment loss	-	(679)	(9,346)	(10,025)
At 31 December 2019	(6,768)	(196,262)	(9,346)	(212,376)
<i>Net book value</i>				
At 1 January 2018	11,745	4,989	9,346	26,080
At 31 December 2018 and 1 January 2019	11,320	679	9,346	21,345
At 31 December 2019	9,995	-	-	9,995

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

On 15 May 2014, the Company entered into a master sale and purchase agreement to acquire the right to use Bireley's fruit beverage trademark, including the production formulas, from a local company for the consideration of Baht 224.3 million. The total purchase price was comprised of the right to use Bireley's trademark to produce and distribute fruit beverage in 16 countries worldwide at the amounts as specified in the agreement, totaling Baht 215.0 million, and the production formulas of Baht 9.3 million. As at 31 December 2014, the Company paid for the right to use Bireley's trademark and production formulas in amount of Baht 205.6 million; of which the right to use Bireley's trademark in certain countries and the production formulas were registered and transferred to the Company totaling Baht 168.2 million, and were recorded in the account "Intangible assets". The rights to use Bireley's trademark in some countries were in the process of registration, totaling Baht 37.4 million, and were recorded in the account "Advances for purchase of right to use trademark". These advances will be transferred to the account "Intangible assets" upon the completion of the subsequent transfer.

As at 31 December 2014, the Company had no plan to sell product under Bireley's trademark to overseas countries, except for Thailand, and unable to reliably estimate future cash flows from the use of Bireley's trademark in overseas countries excluding the use of Bireley's trademark in Thailand. Therefore, the management of the Company recognised an impairment loss for the right to use trademark in the account "Intangible assets" amounting to Baht 84.1 million and in the account "Advances for purchase of right to use trademark" amounting to Baht 37.4 million totaling Baht 121.5 million.

During 2015, the registration and subsequent transfer of the rights to use Bireley's trademark in overseas countries, totaling Baht 35.0 million, were completed. The Company transferred the right to use trademark and the associated impairment losses from the account "Advances for purchase of right to use trademark" to the account "Intangible assets". In addition, the Company received the revocation against the right to use Bireley's trademark in Taiwan of which the registration and transfer was completed in 2014, amounting to Baht 9.3 million, from the Taiwan's Intellectual Property Office. Therefore, the Company has written off the right to use trademark in Taiwan from the account "Intangible assets". However, the seller of the right to use trademark is responsible for such revocation and has agreed to return the consideration of the right to use Bireley's trademark in Taiwan to which the seller received from the Company in full. Accordingly, the Company reversed an associated impairment loss of Baht 9.3 million in 2015.

During 2016, the registration and subsequent transfer of the right to use Bireley's trademark in overseas country, totaling Baht 2.3 million, was completed. The Company transferred the right to use trademark and the associated impairment loss from the account "Advances for purchase of right to use trademark" to the account "Intangible assets". In addition, the Company additionally paid for the right to use Bireley's trademark in overseas country amounting to Baht 9.3 million; of which the registration and subsequent transfer of the aforesaid right to use Bireley's trademark in that country was completed during the year. The Company recorded the right to use trademark and recognised an impairment loss in the same amount in the account "Intangible assets".

Impairment testing for the right to use Bireley's trademark in Thailand

The recoverable amount of the right to use trademark in Thailand was based on its value in use, determined by discounting the after-tax cash flow savings from using the right to use trademark as opposed to paying the royalty fee. The key assumptions used in the estimation of value in use were revenue growth, royalty rate, tax rate and discount rate.

After-tax cash flow savings were calculated based on the forecasted revenue from Bireley's fruit beverage, adjusted for the royalty payment and the tax charge. Revenue growth was projected taking into account management's forecast of the growth levels and the estimated sales volume and future price. The royalty rate was based on the comparable royalty rate information of other beverage products. The discount rate was calculated based on the weighted average cost of capital (WACC) with no terminal growth.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

According to the impairment testing, found that the estimated recoverable amount as at 31 December 2019 is lower than the carrying amount of Baht 0.7 million (2018: Baht 4.3 million). Therefore, the management considered to recognise an allowance for impairment loss for the right to use trademark in Thailand in the account "Intangible assets" and an impairment loss for the right to use trademark in the statement of comprehensive income for the year ended 31 December 2019 amounting to Baht 0.7 million (2018: Baht 4.3 million). In addition, the Company recognised an allowance for impairment loss for the production formulas as at 31 December 2019 amount of Baht 9.3 million (2018: Nil).

13 Interest-bearing liabilities

	Consolidated financial statements / Separate financial statements					
	2019		Total (in million Baht)	2018		Total
	Secured	Unsecured		Secured	Unsecured	
Short-term borrowings from financial institutions						
Promissory notes	-	260,000	260,000	-	460,000	460,000
Current portion of long-term borrowings from financial institutions	215,990	-	215,990	444,225	-	444,225
Long-term borrowings from financial institutions	324,674	-	324,674	540,664	-	540,664
Total interest-bearing liabilities	540,664	260,000	800,664	984,889	460,000	1,444,889

Assets pledged as security for liabilities as at 31 December 2019 and 2018 were as follows:

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		(in thousand Baht)			
Property, plant and equipment	11	2,673,559	2,982,851	2,673,559	2,982,851
Total		2,673,559	2,982,851	2,673,559	2,982,851

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Long-term borrowings from financial institutions

As at 31 December 2019, the Company entered into significant secured borrowing agreements with financial institutions as follows:

The first financial institution

Borrowing agreement	Approved credit facilities	Carrying amount as at 31 December 2019	Interest rate (% per annum)	Term of payment
Number 1 dated 4 April 2012 addendum to the loan agreement dated 1 August 2014	Baht 972.0 million	Baht 107.8 million	Interest from the drawdown date to 31 December 2012 at the rate of 4% per annum, from 1 January 2013 to 31 March 2015 at MLR minus 2.37% per annum and subsequently at MLR minus 2.12% per annum	Monthly, repayable in 3 years and the first installment is due in May 2018

As security for its borrowings, the Company must mortgage/pledge land and construction thereon, machinery and equipment of the factory as collateral against loans from financial institution. The Company mortgaged its assets with the financial institution to secure the borrowing obligation as prescribed under the borrowing agreements.

Under the long-term borrowing agreements, the Company must be in compliance with the debt covenants and maintain the required financial ratios and other terms as stated in the agreements, such as Tan Passakornnatee and his family must maintain his shareholding at not less than 30% of the authorised share capital and the Company must not give the loan to the management or the related companies or the shareholders.

The second financial institution

Borrowing agreement	Approved credit facilities	Carrying amount as at 31 December 2019	Interest rate (% per annum)	Term of payment
Number 1 dated 20 December 2016	Baht 750.0 million	Baht 432.9 million	Interest rate is 6 months BIBOR rate plus 1.25% per annum	Quarterly, repayable in 6 years and the first installment is due in June 2018

As security for its borrowings, the Company must mortgage/pledge land and construction thereon, machinery and equipment of the factory. The Company registered a second mortgage of land with the third financial institution to secure these borrowing obligations for credit facilities of Baht 20 million.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Under the long-term borrowing agreements, the Company must be in compliance with the debt covenants and perform other terms as stated in the agreements, such as the Company must maintain its corporate existence and all of rights, privileges and franchises.

In April 2019, the Company repaid long-term borrowings from financial institution for agreement dated on 12 July 2013 and addendum to the loan agreement dated on 26 August 2014 in full.

Interest rates

as at 31 December

Consolidated financial statements / Separate financial statements

2019 2018
(% per annum)

Short-term borrowings from financial institutions	2.35 - 2.50	2.25 - 2.50
Long-term borrowings from financial institutions	2.73 - 5.00	3.00 - 5.00

Unutilised credit facilities

As at 31 December 2019, the Company had unutilised credit facilities totaling Baht 1,010.0 million (2018: Baht 918.9 million).

14 Provisions for employee benefits

The Group operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plan exposes the Group to actuarial risks, such as interest rate risk, salary increase rate risk and turnover rate risk.

Present value of the defined benefit obligations

Consolidated financial statements

2019 2018

Separate financial statements

2018 2017

(in thousand Baht)

At 1 January	29,363	29,782	29,363	29,782
Include in profit or loss:				
Current service cost	2,774	3,079	2,774	3,079
Past service cost	3,856	-	3,856	-
Interest on obligation	764	855	764	855
	<u>7,394</u>	<u>3,934</u>	<u>7,394</u>	<u>3,934</u>
Included in other comprehensive income				
Actuarial gain				
- Financial assumptions	5,921	(2,904)	5,921	(2,904)
- Experience adjustment	(6,273)	(1,449)	(6,273)	(1,449)
	<u>(352)</u>	<u>(4,353)</u>	<u>(352)</u>	<u>(4,353)</u>
At 31 December	<u>36,405</u>	<u>29,363</u>	<u>36,405</u>	<u>29,363</u>

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Principal actuarial assumptions

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
				(%)
Discount rate	1.80	2.80	1.80	2.80
Future salary growth	4	3	4	3

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

At 31 December 2019, the weighted-average duration of the defined benefit obligation was 16 years (2018: 12 years).

Sensitivity analysis

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

	Consolidated financial statements / Separate financial statements			
	1% increase in assumption		1% decrease in assumption	
At 31 December	2019	2018	2019	2018
				(in thousand Baht)
Discount rate	(1,649)	(1,020)	1,804	1,103
Future salary growth	3,614	2,246	(3,090)	(1,957)

15 Additional paid-in capital and reserves

Share premium

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

Share-based payments

Share-based payments are recognised in equity is the fair value of employees' and business partners' rights to acquire the shares at grant dates based on the underlying fair value of the shares and the consideration payable and to recognise related expense, with a corresponding increase in equity in accordance with TFRS 2.

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

Other components of equity

Exchange differences on translating foreign operations

Exchange differences on translating foreign operations account within equity comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

16 Segment information and disaggregation of revenue

Reportable segment

Management considers that the Group operates in a single line of business, namely the Beverage business, and has, therefore, only one reportable segment.

Geographical information

In presenting information on the basis of geographical area, segment revenues is based on the geographical location of customers.

Revenue is disaggregated by primary geographical areas and timing of revenue recognition of the Group for the years ended 31 December 2019 and 2018 were as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Thailand	3,855,400	3,510,795	3,904,798	3,321,067
Others	1,478,814	1,693,193	1,478,814	1,693,193
Total revenue	5,334,214	5,203,988	5,383,612	5,014,260
Timing of revenue recognition				
At a point in time	5,334,214	5,203,988	5,383,612	5,014,260
Total revenue	5,334,214	5,203,988	5,383,612	5,014,260

Major customer

Revenues from one customer of the Group and the Company represent approximately Baht 3,698.5 million and Baht 3,397.2 million in the consolidated and separate financial statements, respectively (2018: Baht 3,283.1 million and Baht 3,079.2 million in the consolidated and separate financial statements, respectively) of the Group and the Company's total revenues.

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

Promotional privileges

The Group has been granted promotional certificates by the Office of the Board of Investment for manufacture of beverages from plants, vegetables or fruits in pack. The Group has been granted several privileges including exemption and/or reduction from payment of income tax on the net profit derived from promoted operations with certain terms and conditions prescribed in the promotional certificates.

Revenue from promoted and non-promoted businesses for the years ended 31 December 2019 and 2018 were summarised as follows:

	Consolidated financial statements					
	2019			2018		
	Promoted businesses	Non-promoted businesses	Total	Promoted businesses	Non-promoted businesses	Total
	<i>(in thousand Baht)</i>					
Local sales	2,024,774	1,830,626	3,855,400	1,775,095	1,735,700	3,510,795
Export sales	1,173,199	305,615	1,478,814	1,264,779	428,414	1,693,193
Total	3,197,973	2,136,241	5,334,214	3,039,874	2,164,114	5,203,988

	Separate financial statements					
	2019			2018		
	Promoted businesses	Non-promoted businesses	Total	Promoted businesses	Non-promoted businesses	Total
	<i>(in thousand Baht)</i>					
Local sales	2,202,326	1,702,472	3,904,798	1,771,985	1,549,082	3,321,067
Export sales	1,173,199	305,615	1,478,814	1,264,779	428,414	1,693,193
Total	3,375,525	2,008,087	5,383,612	3,036,764	1,977,496	5,014,260

17 Employee benefit expenses

	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Salaries and wages		227,666	203,934	227,666	203,934
Defined benefit plan	14	7,394	3,934	7,394	3,934
Defined contribution plan		4,530	4,278	4,530	4,278
Others		22,692	21,295	22,692	21,295
Total		262,282	233,441	262,282	233,441

Defined contribution plan

The defined contribution plan comprise provident fund established by the Group for its employees. Membership to the fund is on a voluntary basis. Contributions are made monthly by the Group and employees each at the rates ranging from 2% to 5% of their employees' basic salaries. The provident fund is registered with the Ministry of Finance as juristic entity and is managed by a licensed Fund Manager.

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

18 Expenses by nature

		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
		(in thousand Baht)			
<i>Included in cost of sale of goods:</i>					
Changes in inventories of finished goods		53,389	55,191	104,954	(96,624)
Raw materials and supplies used		2,543,266	2,730,513	2,543,266	2,734,553
Depreciation and amortisation		561,121	560,585	561,121	560,585
Excise tax		537,276	411,182	537,276	411,182
Utility expenses		254,964	239,762	254,964	239,762
Employee benefit expenses		150,637	138,314	150,637	138,314
Distribution and transportation expenses		21,433	22,807	21,433	22,807
Others		220,869	272,895	220,869	272,895
Total		4,342,955	4,431,249	4,394,520	4,283,474
<i>Included in distribution costs:</i>					
Advertising and sales promotion expenses		388,021	488,489	388,021	474,269
Distribution and transportation expenses		11,954	12,952	11,954	12,659
Entrance and other service fees		5,970	11,789	5,969	11,836
Export expenses		1,228	1,398	1,228	1,398
Total		407,173	514,628	407,172	500,162
<i>Included in administrative expenses:</i>					
Employee benefit expenses		110,882	94,273	110,882	94,273
Impairment loss	9, 12	10,025	4,310	47,625	137,310
Depreciation and amortisation		13,142	9,011	13,142	9,011
Rental fees		10,203	6,140	10,203	6,140
Others		25,185	25,547	24,873	24,517
Total		169,437	139,281	206,725	271,251

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

19 Income tax

Income tax recognised in profit or loss

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Current tax				
Adjustment for prior years	-	2,573	-	2,573
	<u>-</u>	<u>2,573</u>	<u>-</u>	<u>2,573</u>
Deferred tax				
Movements in temporary differences	(45,941)	(84,755)	(45,941)	(84,755)
	<u>(45,941)</u>	<u>(84,755)</u>	<u>(45,941)</u>	<u>(84,755)</u>
Total	<u>(45,941)</u>	<u>(82,182)</u>	<u>(45,941)</u>	<u>(82,182)</u>

Recognised in other comprehensive income

	Consolidated financial statements / Separate financial statements					
	2019			2018		
	Before tax	Tax expense	Net of tax	Before tax	Tax expense	Net of tax
	<i>(in million Baht)</i>					
Defined benefit plan actuarial gains	352	(70)	(282)	4,353	(871)	(3,482)
Total	<u>352</u>	<u>(70)</u>	<u>(282)</u>	<u>4,353</u>	<u>(871)</u>	<u>(3,482)</u>

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Reconciliation of effective tax rate

	Consolidated financial statements			Separate financial statements		
	2019	2018	2019	2018	2019	2018
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit (loss) before income tax		361,510		(38,341)		(79,028)
Income tax using the Thai corporation tax rate	20	72,302	20	(7,668)	20	(15,806)
Share of loss of investment in joint ventures		(1,565)		(4,609)		-
Income not subject to tax		(91,064)		(43,967)		(43,967)
Expenses not deductible for tax purposes		4,400		(4,162)		4,250
Expenses that are additional deductible for tax purposes		(29,475)		(29,232)		(29,232)
Recognition of previously unrecognised tax losses		(539)		-		-
Current year losses for which no deferred tax asset was recognised		-		4,883		-
Under provided in prior years		-		2,573		2,573
Total	(13)	(45,941)	(214)	(82,182)	(104)	(82,182)

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Deferred tax

	At 1 January	Consolidated financial statements / Separate financial statements (Charged) / Credited to:		At 31 December
		Profit or loss (in thousand Baht)	Other comprehensive income	
2019				
Deferred tax assets				
Allowance for decline in value of inventories	1,180	610	-	1,790
Impairment loss on intangible assets	21,938	(2,106)	-	19,832
Impairment loss on investment in joint venture	88,800	7,520	-	96,320
Provisions for employee benefits	5,873	1,478	(70)	7,281
Loss carry forward	60,722	38,439	-	99,161
Total	178,513	45,941	(70)	224,384
2018				
Deferred tax assets				
Allowance for decline in value of inventories	1,050	130	-	1,180
Impairment loss on intangible assets	25,422	(3,484)	-	21,938
Impairment loss on investment in joint venture	62,200	26,600	-	88,000
Provisions for employee benefits	5,957	787	(871)	5,873
Loss carry forward	-	60,722	-	60,722
Total	94,629	84,755	(871)	178,513

As at 31 December 2019, the Group incurred unused tax losses of Baht 78.8 million (2018: Baht 81.5 million) which have not been recognised as deferred tax assets because it is not probable that tax benefit will be utilised in the foreseeable future.

20 Basic earnings per share

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Profit attributable to ordinary shareholders of the Company (basic)	407,451	43,841	401,707	3,154
Number of ordinary shares outstanding (basic)	1,300,000	1,300,000	1,300,000	1,300,000
Earnings per share (basic) (in Baht)	0.31	0.03	0.31	0.00

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

21 Dividends

The dividends paid by the Group to the shareholders are as follows:

	Approval date	Payment schedule	Dividend rate per share (Baht)	Amount (in thousand Baht)
<i>2019</i>				
Annual dividend of 2018	25 April 2019	21 May 2019	<u>0.05</u>	<u>65,000</u>
<i>2018</i>				
Annual dividend of 2017	25 April 2018	18 May 2018	<u>0.15</u>	<u>195,000</u>

22 Financial instruments

Financial risk management policies

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group does not hold or issue derivative financial instruments for speculative or trading purposes.

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

Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, and also monitors the level of dividends to ordinary shareholders.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. The Group is primarily exposed to interest rate risk from its borrowings (note 13 to the financial statements). The Group manages the interest rate risk of financial assets and liabilities by considering fixed and floating rates depending on the market situation.

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

The interest rates of interest-bearing financial liabilities as at 31 December 2019 and 2018 and the periods in which those liabilities mature were as follow:

		Consolidated financial statements / Separate financial statements			
		Maturity period			
<i>At 31 December</i>	Interest rate (% per annum)	Within 1 year	After 1 year but within 5 years (in thousand Baht)	After 5 years	Total
2019					
Financial Liabilities					
Short-term borrowings from financial institutions	Market rate	260,000	-	-	260,000
Current portion of long-term borrowings from financial institutions	MLR minus 2.12% and 6 months BIBOR plus 1.25%	215,990	-	-	215,990
Long-term borrowings from financial institutions	MLR minus 2.12% and 6 months BIBOR plus 1.25%	-	324,674	-	324,674
Total		475,990	324,674	-	800,664
2018					
Financial Liabilities					
Short-term borrowings from financial institutions	Market rate	460,000	-	-	460,000
Current portion of long-term borrowings from financial institutions	MLR minus 2%, MLR minus 2.12% and 6 months BIBOR plus 1.25%	444,225	-	-	444,225
Long-term borrowings from financial institutions	MLR minus 2%, MLR minus 2.12% and 6 months BIBOR plus 1.25%	-	432,439	108,225	540,664
Total		904,225	432,439	108,225	1,444,889

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases which are denominated in foreign currencies.

As at 31 December 2019 and 2018 the Group was exposed to foreign currency risk in respect of financial liabilities denominated in the following currencies.

	Consolidated financial statements / Separate financial statements							
	2019		2018					
	United States Dollars	Yen	Euro	Total (in thousand Baht)	United States Dollars	Yen	Euro	Total
Payables on purchase of property, plant and equipment	(14,459)	(152)	(40,902)	(55,513)	(17,141)	(161)	(53,115)	(70,417)
Trade accounts payable	(8,791)	-	-	(8,791)	-	-	-	-
Net exposure	(23,250)	(152)	(40,902)	(64,304)	(17,141)	(161)	(53,115)	(70,417)

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Credit risk

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

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

Liquidity risk

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

Carrying amount and fair values

Since the majority of the financial assets and liabilities classified as short-term and borrowings are bearing interest at rates close to current market rate, the management believes that as at 31 December 2019 and 2018, the carrying amount of the Group's financial instruments does not materially differ from their aggregate fair value.

23 Commitments with non-related parties

Capital commitments

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Property, plant and equipment	-	20,601	-	20,601
Total	-	20,601	-	20,601

Future minimum lease payments under non-cancellable operating leases

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Within 1 year	7,274	13,724	7,274	13,724
1 - 5 years	13,332	20,667	13,332	20,667
Total	20,606	34,391	20,606	34,391

The Group has lease agreements with local companies covering office equipment, vehicles and others for periods of 1 to 4 years expiring during 2020 to 2023.

Ichitan Group Public Company Limited and its Subsidiary
Notes to the financial statements
For the year ended 31 December 2019

Other commitments

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Unused letters of credit	40,902	55,258	40,902	55,258
Purchase orders for goods and supplies	181,694	54,972	181,694	54,972
Total	222,596	110,230	222,596	110,230

Letter of guarantee

As at 31 December 2019 the Company had commitment to a financial institution for letter of guarantee issued by the financial institution in favor of a state enterprise of Baht 17.9 million (2018: Baht 17.9 million).

Significant agreements with non-related parties

As at 31 December 2019 the Group had the following significant agreements with non-related parties.

Product distribution agreements

The Company has four production distribution agreements with two local companies and two overseas companies. Under the terms of the agreements, the Company agrees to pay distribution fees at the rates as specified in the agreements. The first agreement shall be in effect from 1 February 2019 to 31 January 2022 and is renewable automatically for another 3 years. The contractual parties have a right to terminate the agreement by giving advance notice of not less than 6 months prior to the expiration of the agreement. The second agreement shall be in effect from 1 November 2017 to 31 October 2020. The third agreement shall be in effect from 30 April 2017 to 29 April 2022 and is renewable automatically for another 5 years. The contractual parties have a right to terminate the agreement by giving advance notice of not less than 1 year prior to the expiration of the agreement. The fourth agreement shall be in effect from 1 June 2017 to 30 June 2022.

A subsidiary, Ichitan Power Co., Ltd., has production distribution agreements with a local company. Under the terms of the agreement, the subsidiary agrees to pay distribution fees at the rates as specified in the agreement. The first agreement shall be in effect from 1 February 2019 to 31 January 2022 and is renewable automatically for another 3 years. The contractual parties have a right to terminate the agreement by giving advance notice of not less than 6 months prior to the expiration of the agreement.

Natural gas purchase agreement

The Company has a natural gas purchase agreement with a local company. Under the terms of the agreement, the Company agrees to pay disbursements and comply with conditions as specified in the agreement. The agreement shall be in effect from 1 September 2018 to 31 August 2020 and is renewable by giving advance written notice of not less than 90 days prior to the expiration of the agreement.

Ichitan Group Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2019

Domestic transportation services agreement

The Company has a domestic transportation services agreement with a local company. Under the terms of the agreement, the Company agrees to pay disbursements and comply with conditions as specified in the agreement. The agreement shall be in effect from 1 April 2019 to 31 March 2024 and is renewable automatically for another 5 years. The contractual parties have a right to terminate the agreement by giving advance notice of not less than 6 months prior to the expiration of the agreement.

24 Event after the reporting period

At the meeting of the Board of Directors of the Company held on 25 February 2020, the Board of Directors approved the appropriation of annual dividend for the year 2019 of Baht 0.35 per share, amounting to Baht 455 million, is scheduled to be paid to the Company's shareholders on 21 May 2020. The annual dividend, however, is subject to the final approval from the shareholders of the Company.

25 Thai Financial Reporting Standards not yet adopted

New and revised TFRS, which are relevant to the Group's operations, expected to have material impact on the consolidated and separate financial statements when initially adopted, and will become effective for the financial statements in annual reporting periods beginning on or after 1 January 2020, are as follows:

TFRS	Topic
TFRS 7*	Financial Instruments: Disclosures
TFRS 9*	Financial Instruments
TFRS 16	Leases
TAS 32*	Financial Instruments: Presentation
TFRIC 16*	Hedges of a Net Investment in a Foreign Operation

* TFRS - Financial instruments standards

(a) TFRS - Financial instruments standards

These TFRS - Financial instruments standards establish requirements related to definition, recognition, measurement, impairment and derecognition of financial assets and financial liabilities, including accounting for derivatives and hedge accounting. When these TFRS are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

(b) TFRS 16 Leases

TFRS 16 introduces a single lessee accounting model for lessees. A lessee recognises a right-of-use asset and a lease liability, with recognition exemptions for short-term leases and leases of low-value items. As a result, the Group will recognise new assets and liabilities for its operating leases. As at 31 December 2019, the Group's future minimum lease payments under non-cancellable operating leases amounted to Baht 54.5 million, on an undiscounted basis. When this TFRS is effective, some accounting standards and interpretations which are currently effective will be cancelled.

Management is currently considering the potential impact from these TFRS on the financial statements in the initial period adopted.

มั่นใจ 100%

**ดื่มขวดนี้
สดชื่น ปลอดภัย**

**ปลอดเชื้อ
100%**

Cold Aseptic
บรรจุในระบบปิด
และปิดฝาทันที

**ปลอดภัย
จากจุลินทรีย์**

Sterilization
ฆ่าเชื้อด้วย
ความร้อน 137 °C

**มาตรฐาน
การผลิต
ระดับโลก**

GMP HACCP




ICHITAN
Green Factory



พลังงานเพื่อสิ่งแวดล้อม
ใช้โซลาร์เซลล์ผลิตพลังงานไฟฟ้า
จากธรรมชาติ

รางวัลเกียรติยศองค์กรต้นแบบ
การลดก๊าซเรือนกระจก
T-VER 2017



ICHITAN GROUP Public Company Limited
8 T-One Building, 42nd-44th Fl., Soi Sukhumvit 40,
Phra Khanong, Khlong Toei, Bangkok 10110 Thailand
Tel. +66 2023 1111 Fax. +66 2020 3999
www.ichitangroup.com