



THAIFOODS GROUP
PUBLIC COMPANY LIMITED

2019

ANNUAL REPORT



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Message from Directors



Thaifoods Group Public Company Limited (the “Company”) has continued to positively generate revenue with total revenue for the year 2017 - 2019 were Baht 25,913.13 million, Baht 28,357.21 million and Baht 29,105.51 million, respectively or increasing 9.43% and 2.64%, respectively. The mainly increasing's result was swine business had increase of sale price and volume. For the poultry business sale price was higher while drop in volume. The net profit for the year 2019 of Baht 1,440.00 million increase of 133.92 % from the net profit in 2018 or net profit margin was 4.95%

The poultry business for the year 2019 was Baht 16,443.34 million, decreased by 8.24 % from the previous year. Average chicken price for the year 2019 was Baht 38.62/kg, increases the same period of 2018. Moreover, in late of year 2019 the slaughterhouse in Kanchanaburi had got the license approval to export chicken parts to China that is the factory no.2 follow the slaughterhouse in Prachinburi that has been granted in 2018.

The swine business for the year 2019 was Baht 7,942.83 million, increased by 26.96% from the previous year due to higher of average swine price and sale volume. Average swine price for the year 2019 was Baht 68.86/kg was increase from the same period of 2018.

The revenue the feed operations and others for the year 2019 was Baht 4,533.02 million, increasing by 20.64% from previous year due to increase of external sale continuously by the external sell volumes for the year 2017 - 2019 were 190,857.05 tonnes, 290,328.28 tonnes and 344,753.29 tonnes, respectively or increase equivalent to 52.12% and 18.75% respectively. The growth of such external sale volume was the good quality, farmers reliable and good experience team for feed formulation.

For the year 2020 with the Covid 19 epidemic crisis, it will be a year that will affect the domestic and international economic. However, the Company will be go through the plan for provide consumers with sufficient and quality food and then ready to help each other with customers, employees and partners in all



aspects. The Company expects that its revenue will growth from the domestic demand in terms of Modern trade and exporting to China that has already recovered. Including the expectation of the swine price will be in good level due to the supply decreasing from the previous year.

In 2019, the Company has achieve corporate governance rated “Very Good” from the Thai Institute of Directors Association, where the Company expects to improve corporate governance in the coming years to assure shareholders creditability of the Company.

For CSR, the Company operates its business according to the principles of good governance. It’s responsible for all stakeholders that committed to business development, along with the economic, social and environmental balance to sustainable business practices and manufacturer of quality and safe food in accordance with international standards. Moreover, the Company has encouraged innovation and new technologies to improve safety, increase production quality and efficiency while reducing the impact on the community, society and the environment. The Company has also promoted knowledge safety, welfare and continuous growth in the line to make all related person sustainable.

The Company strongly believes that being a Good Corporate Citizen under good corporate governance can generate returns for shareholders and all stakeholders. It is strongly believed that. “Quality Foods Quality Life”.



(Mr. Chaipatr Srivisarvacha)
Chairman of the Board of Director



(Mr. Winai Teawsomboonkij)
Director

Board of Directors



Mr. Chaipatr Srivisarvacha
Chairman of the Board of Director

Mr. Winai Teawsomboonkij
Director

Mr. Phet Nantavisai
Director



Ms. Siriluck Tangwiboonpanich
Director

Mr. Prasit Wasupath
Independent Director

Mr. Weidt Nuchcharoen
Chairman of Audit Committee/
Independent Director



Mr. Weerasak Ungkajornkul
Audit Committee/
Independent Director

Mr. Assanee Subvanich
Audit Committee/
Independent Director

Managements



Mr. Winai Teawsomboonkij
Chief Executive Officer

Mr. Phet Nantavisai
Executive Vice President
Farm Unit and
Quality Development

Ms. Siriluck Tangwiboonpanich
Senior Assistant
Vice President
Accounting and Credit

Mr. Sugun Thampon
Senior Assistant Vice
President Slaughterhouse
and Sausage Factory



Mr. Santi Wutisela
Assistant Vice President
Poultry Farm Business

Mr. Patipan Chaipanya
Assistant Vice President
Animal Health Business

Mr. Narongrit Khwankhwaisap
Assistant Vice President
Swine Farm Business

Ms. Patrapan Rungcharoen
Assistant Vice President
New Product Development



Mr. Pichet Mongkolsiriwatana
Assistant Vice President
Animal Feed Business

Mr. Panya Sakunchot
Assistant Vice President
Further Factory

Audit Committee's Report

To: The Shareholders

The Audit Committee of Thaifoods Group Plc. ("the Committee") was appointed by a resolution of the Board of Directors and consists of three independent directors. Mr. Weidt Nuchjalearn was appointed as the Chairman of the Committee while Mr. Weerasak Ungkajornkul and Mr. Assanee Subvanich were appointed as members. The Secretary to the Committee is Miss Pattama Hongsittiwongse, who also serves as Internal Audit Division Manager of the Company.

The Committee performed its duties and responsibilities as assigned by the Board of Directors and as set forth in the Audit Committee Charter. The Committee gave precedence to found good internal control framework and operation system, including review suitable corporate governance, adequacy of risk management, efficiency and effectiveness of internal control.

In 2019, the Committee held a total of 4 meetings. The Committee's significant activities in 2019 are summarized below:

- 1. Financial Statements Review:** The Committee reviewed the quarterly and annual financial statements of the Company including the Company's connected transactions or any transactions which may give rise to any conflicts of interest. The Committee worked with the Company's management, internal auditors and external auditors to consider significant accounting estimates, policies, the Management Discussion and Analysis (MD&A) and disclosure of information in the notes of financial statements to ensure that the reports were timely, accurate and reliable as well as in compliance with the Thai Financial Reporting Standards (TFRS). Moreover, the Committee held a private meeting with the external auditors without the Company's management to consider risk based audit plan and accuracy and reliability of the Company's financial statements, and to ensure that the external auditors had preserved their independence.
- 2. Good Corporate Governance Review:** The Committee reviewed the Company's operations in compliance with the securities and exchange laws, regulations of the SET and rules, regulations related to the Company's business and Code of Conduct. In addition, the Committee reviewed the Company's connected transactions or any transactions resulting in a conflict of interest, by assigning Compliance Division to make a quarterly compliance report to the Committee.
- 3. Risk Management Review:** The Committee reviewed effectiveness and reasonableness of the Company's risk management system which may be trigger from inside or outside the Company. The Committee also reviewed risk management policy and monitored progress of risk management plan and its actions to mitigate significant risk to acceptable levels as per the Company's risk appetite on a quarterly basis and gave suggestions on the improvement of the work.

4. **Internal Control Systems and Internal Audit Review:** The Committee reviewed the assessment result of the internal control system reported by internal auditor on a quarterly basis and found that the internal control system of the Company was appropriate and fit for purpose for the Company's business operations which in line with the external auditor's opinion that there was no irregularities were found in the Company's financial statements.

In relation to the internal audit work, the Committee reviewed and approved the internal audit plan, reviewed results of full audit reports, follow-up audit reports and their agreed improvement actions. The Committee provided recommendations and monitored significant issues to ensure sufficient and appropriate internal control system and good corporate governance.

5. **Consideration for Appointment of External Auditor for the year 2019:** The Committee had worked with the Management team to consider selection of external auditors and audit fees for the year 2020 through auditors' experiences, knowledge, independence and reasonable proposed fees. After which the Committee agreed to recommend the Board of Directors to propose in the Annual General Meeting of Shareholders to appoint auditors from KPMG Poomchai Audit Ltd. The proposed auditors are Mr. Veerachai Ratanajaratkul, Certified Public Accountant (CPA) Registration No. 4323 and/or Ms. Sujitra Masena, CPA Registration No. 8645 and/or Ms. Nareewan Chaibantad, CPA Registration No. 9219 wherein anyone is eligible to conduct audit engagement and express opinion on the financial statements of the Company for the year 2020.

In summary, the Committee fully performed its duties independently by using knowledge, abilities and prudence in providing opinions and creative recommendations for the fair benefit of all interested parties. The Committee view that the Company's financial statements were correct and reliable in compliance with the financial reporting standards and the generally accepted accounting standards. The Board of Directors and all managements' goal is to achieve the Company's target and also focus on effectiveness, transparency and reliability of corporate governance and sufficiency and efficiency of internal control system.

On behalf of the Audit Committee

Thaifoods Group Public Company Limited



(Mr. Weidt Nuchcharoen)

Chairman of Audit Committee



General Information

Name	THAIFOODS GROUP PUBLIC COMPANY LIMITED
Symbol	TFG
Type of Business	The principal business operations of the Company are producing and distributing frozen and chilled chicken products, producing and distributing swine and producing and distributing feed mill.
Head Ofce address	1010, Shinawatra Tower 3, 12 th Fl., Viphavadi-Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900
Registration number	0107557000292
Homepage	www.tfg.co.th
Tel.	(66) 2 513 8989
Fax.	(66) 2 513 9060
Registered Capital	6,138,160,412 baht
Paid up Capital	5,607,572,686 baht
Type of Stock	Common stock
Auditor	KPMG Phoomchai Audit Limited Empire Tower, 50-51 Fl. 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel (66) 2 677 2000 Fax (66) 2 677 2222
Registrar	Thailand Securities Depository Co., Ltd. 14 th Fl, 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Tel (66) 2 009 9000 Fax (66) 2 009 9991

Summary of Financial Highlights

		2017	2018	2019
Financial Position and Operating Results (Million Baht)				
Total Assets		18,893.71	22,711.06	22,786.59
Total Liabilities		11,522.57	14,875.71	12,900.76
Total Equity		7,371.15	7,835.35	9,885.83
Revenue from Sales of Goods and Rendering of Services		25,789.40	27,933.54	28,919.19
Total Revenues		25,913.13	28,357.21	29,105.51
Cost of Sales of Goods and Rendering of Services		22,547.51	25,715.53	25,431.26
Total Expenses		24,283.02	27,739.62	27,563.97
Profit (owners of the parent)		1,516.04	645.46	1,440.00
Current Ratio				
Current Ratio	(Times)	0.98	0.81	0.81
Accounts Receivable Turnover	(Times)	27.01	19.52	17.27
Inventory Turnover	(Times)	8.05	8.34	8.32
Accounts Payable Turnover	(Times)	13.77	11.64	12.44
Profitability Ratio				
Gross Profit (Loss) Margin	(%)	12.57	7.94	12.06
Operating (Loss) Margin	(%)	7.48	3.49	6.74
Net profit (Loss) Margin	(%)	5.85	2.28	4.95
Return on Equity	(%)	22.46	8.49	16.25
Efficiency Ratio				
Return on Total Assets	(%)	8.79	3.10	6.33
Return on Fixed Assets	(%)	28.92	17.26	22.50
Financial Policy Ratio				
Debt to Equity Ratio	(Times)	1.56	1.90	1.30
Interest Coverage Ratio	(Times)	10.31	6.73	9.04

Policy and Overview of Business Operation

Thaifoods Group Public Company Limited or (the “Company” or “Thaifoods”), we are a vertically integrated food producer specializing in the production of chicken and swine with operations in Thailand and Vietnam.

Our business focuses primarily on the production of chicken and selling chicken’s products (whole chickens, chicken parts and processed chicken), production of swine and selling swine’s products and live pigs for sale to brokers, retailers, slaughterhouses, industrial and modern trade companies, export/re-export agents and the export market. We also operate several feed mills that produce feed for animals, which is primarily used in the raising of our chickens and pigs, but is also sold to third-party customers. These businesses can be categorized according to the following product lines:

- Our poultry business, involving chicken breeding, chicken meat production and sales and sale of day-old chicks, live chickens and processed chicken;
- Our swine business, involving pig breeding, sale of live pig and pork meat;
- Our feed business, involving the manufacture and sale of feed for animals, mainly chickens and pigs; and
- Other business, involving primarily provision of research facility services, production and sales of animal feed sacks and plastic farming equipment and production and sale sauce and seasoning drink.



As of December 31, 2018, the Company has 19 breeder chicken farms, 7 hatchery farms, and 558 contracted farmer farms, 3 chicken slaughterhouses (2 plants in Kanchanaburi province, 1 Prachinburi province). and 1 chicken sausage factory in Prachinburi, For the swine business in Thailand, the Company has 2 great-grandparent farms, 4 grandparent farms, 4 replacement GGP - GP breeder farms, 13 parent farms, 418 contract farming farms (in Thailand), 2 swine slaughterhouses in Khon Kaen and Chon Buri provinces.

and pig slaughterhouse for hire of production, amount 2 factories in Nakhon Pathom province and Prachinburi province For the swine business in Vietnam, there are 1 grandparent farms, 3 parent farms, 28 contract farms (in Vietnam) with 3 feed factories in Thailand (2 plant in Suphanburi province and 1 plant in Prachinburi province)

As of December 31, 2019, the Company has 19 breeder chicken farms, 7 hatchery farms, and 342 contracted farmer farms, 3 chicken slaughterhouses (2 plants in Kanchanaburi province, 1 plant in Prachinburi province) and 1 chicken sausage factory in Prachinburi. For the swine business in Thailand, the Company has 2 great-grandparent farms, 5 grandparent farms, 4 replacement GGP-GP breeder farms and 13 parent farms, 456 contract farming (in Thailand), 2 own swine slaughterhouses in Khon Kaen and Chon Buri province and a contracted swine slaughterhouse in Nakhon Pathom province. In the swine business in Vietnam, there are 1 grandparent farm, 3 parent farms, 27 contract farms (in Vietnam) with 3 feed factories in Thailand (2 plants in Suphanburi province and 1 plant in Prachinburi province)

Total revenue for the year 2017 - 2019 were Baht 25,913.13 million, Baht 28,357.21 million and Baht 29,105.51 million, respectively or increasing 9.43% and 2.64%, respectively. The majority of the Company's revenue was generated from poultry operations, followed by swine operations and feed operations, respectively, which separate by segment for the year 2017 - 2019 as follow.

Business	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Poultry	18,022.95	69.55	17,920.16	63.20	16,443.34	56.50
Swine	5,166.78	19.94	6,255.99	22.06	7,942.83	27.29
Feed and others	2,599.68	10.03	3,757.39	13.25	4,533.02	15.57
Other income	123.72	0.48	423.67	1.49	186.32	0.64
Total	25,913.13	100.00	28,357.21	100.00	29,105.51	100.00

Revenue from poultry operations for the year 2017 - 2019 were Baht 18,022.95 million, Baht 17,920.16 million and Baht 16,443.34 million, respectively. Revenue of 2018 decreased 0.57% from 2017 due to the effect of decrease in average chicken meat price while the quantity was rather the same. The average price in 2018 was Baht 37.64/kg decrease from 2017 and volume sold in 2018 was 403,697.15 tonnes rather the same from 2017. In 2018 the Company had start operation of further chicken in mid 2018.

In 2019, the revenue decrease 8.24% from 2018 due to decrease in quantity chicken meat while the average price was increase. The average price in 2019 was Baht 38.62/kg increase from 2018 due to increase in chicken market price. The volume sold in 2019 was 364,660.15 tonnes decrease from 2018 as a result of decreasing in volume sold in the markets.

Revenue from swine operations for the year 2017 - 2019 were Baht 5,166.78 million, Baht 6,255.99 million and Baht 7,942.83 million, respectively. Revenue for the year 2018 increased 21.08% from 2017 as a result of price and volume. Average selling prices in 2018 were Baht 60.56/kg which increased to 2018 due to and the volumes sold were 90,488.24 tonnes increased from 2017 due to increased farming capacity and expansion of domestic sale of pork parts.

Revenue from swine operations for the year 2019 increased 26.96% from 2018 as a result of price and volume. Average selling prices in 2019 were Baht 68.86/kg which increased to 2018 and the volumes sold were 100,030.89 tonnes which increased from 2018 due to increased farming capacity and expansion of domestic sale of pork parts.

Revenue from feed operations and others for the year 2017 - 2019 were Baht 2,599.68 million, Baht 3,757.39 million and Baht 4,533.02 million, respectively or increasing 44.53% and 20.64%, respectively due to increase sale volume to external customer. The sell volumes for the year 2017 - 2019 were 190,857.05 tonnes, 290,328.28 tonnes and 344,753.29 tonnes, respectively or increase equivalent to 52.12% and 18.75% respectively.

We utilize a highly effective vertically-integrated supply chain in our poultry and swine businesses. Pursuant to our poultry business model, we raise breeder chickens on our breeder chicken farms, hatch eggs in our hatcheries, outsource day-old chicks for raising to contract farmers, which allows us to maximize our return on capital investment, and then collect the chickens for meat production at our slaughterhouses.

We sell whole chickens and chicken parts primarily to our customers located in Thailand, and, beginning in the first quarter of 2015, to customers located in Japan and European Union. In April 2016, chicken sausage factory started operating for domestic sale. Our poultry business represented 56.50% of consolidated revenue from total revenue for the year 2019.

In swine business, we sell live pigs through our operations in Thailand and Vietnam. We purchase three different breeds of pigs, breed them to a triple crossbreed pig, outsource the pigs for raising to our contract farmers and then sell the live pigs to our customers. Our swine business represented 27.29% of our consolidated revenue from total revenue for the year 2019.

We also produce animal feed. In 2019, 74.65% of the feed by volume produced was used to feed our chickens and pigs with the remainder of the feed sold to third-party customers. Our feed business represented 14.89% of our consolidated revenue from total revenue for the year 2019.

Vision, Mission, Objective and Long-Term Goals of the Company

Vision

THAIFOODS is a food manufacturer with a quality and safety standard

Mission

- Transparent and investigable management
- Responsibly interact with societies, environment and stakeholders
- Manufacture product of sufficient quality and safety
- Promote and invent new innovations and technologies
- Develop products and expand distribution channels
- Continuously professionalize human resources development
- Develop internal management to global standards
- Develop information technology system for strategic management

Objective

“Conduct sustainable integrate business under good governance and moral and social responsibility”

Long-Term Goals

“An organization that grows steadily and sustainably in all aspects with balance”

History and Major Milestones

In 1987, Mr. Winai Teawsomboonkij, our founder, CEO and Chairman of the Executive Committee, began operating his first chicken farm, with a capacity of 20,000 chickens, in the Lopburi province of Thailand. We were incorporated in Thailand on 4 July 2001 under the name Thai Food (2001) Co., Ltd. On 2 July 2002, we officially changed our registered name to Thai Foods Poultry International Co., Ltd., and then, we officially changed our registered name to our current name of Thai Foods Group Co., Ltd. On 18 August 2014, we converted to a public company and officially changed our registered name to THAIFOODS GROUP PUBLIC COMPANY LIMITED. Our reorganization was effected through a series of transactions from 2011 to 2014, pursuant to which all of our business operations controlled by Mr. Winai Teawsomboonkij and his related persons were reorganized and restructured to be held by our Company.

The following timeline summarizes key events in our history.

Year	Milestone
2001	The Company were founded under the name Thai Food (2001) Co., Ltd.
2002	The Company changed our registered name to Thai Foods Poultry International Co., Ltd.
2003	The Company began operating our first chicken slaughterhouse in the Kanchanaburi province of Thailand with a capacity of 139,000 chickens per day.
2004	The Company began operating breeder chicken farms by acquiring three breeder chicken farms and one hatchery in the Chonburi province of Thailand, which increased our breeder chicken capacity to 312,000 chickens and our production capacity at our hatcheries to 699,840 eggs per week.
2007	<p>The Company began operating our first grandparent pig farm in the Kanchanaburi province of Thailand with a capacity of 1,900 pigs.</p> <p>The Company began operating our first feed mill facility in the Suphanburi province of Thailand with a capacity of 30,000 tonnes of feed per month.</p>
2010	The Company established our first great-grandparent pig farm in the Kanchanaburi province of Thailand with a capacity of 450 pigs.
2011	The Company began operating our first layer chicken farm in the Kanchanaburi province of Thailand with a capacity of 38,400 layer chickens.
2012	<p>The Company changed our registered name to Thai Foods Group Co., Ltd.</p> <p>The Company began operating our first parent pig farm in the Nakornsawan province of Thailand with a capacity of 1,800 pigs.</p> <p>The Company acquired Thai Foods Research Center and Thai Foods Layer Farm, which were previously owned directly and/or controlled by Mr. Winai Teawsomboonkij and his related persons.</p>
2013	<p>The Company established our Vietnam swine operations and began operating our first grandparent pig farm in Vietnam, through a contract farmer, with a capacity of 700 grandparent pigs and our first parent pig farm in Vietnam with a capacity of 1,400 pigs.</p> <p>The Company began operating a new feed mill facility in the Prachinburi province of Thailand with a capacity 50,000 tonnes per month, increasing our feed capacity to 120,000 tonnes per month.</p> <p>The Company acquired Thai Foods Swine Farm, which was previously owned directly and/or controlled by Mr. Winai Teawsomboonkij and his related persons.</p>

Year	Milestone
2014	<p>The Company began operating a new slaughterhouse in the Prachinburi province of Thailand with a capacity 150,000 chickens per day, increasing our production capacity to 440,000 chickens per day.</p> <p>The Company began operating a new hatchery in the Kanchanaburi province of Thailand, increasing our hatchery capacity to 4,878,720 eggs per week.</p> <p>The Company converted one of our breeder chicken farms into a farm to raise some of our day-old layer chicks. Prior to this conversion, the raising of all of our day-old layer chicks was outsourced to contract farmers. Around the same time, the Company finished constructing and began operating a replacement breeder chicken farm in the Sa Kaeo province of Thailand. Following this conversion of one breeder chicken farm and construction of one replacement breeder chicken farm, our breeder chicken capacity increased to 1,716,900 breeder chickens as the replacement breeder chicken farm had a higher capacity than the farm it replaced.</p> <p>The Company began operating two new parent pig farms in the Kanchanaburi and Nakhon Ratchasima provinces of Thailand, increasing our total capacity at our parent pig farms (including our Vietnam parent pig farm with a capacity of 1,400 pigs) from 8,950 pigs to 12,000 pigs.</p> <p>The Company began renting and operating a new grandparent pig farm in the Prachinburi province of Thailand, increasing our total capacity at our grandparent pig farms from 5,300 pigs to 8,000 pigs.</p> <p>The Company acquired Ayothaya Agri-Tech, Thai Foods Swine International, and T. Paragon, which were previously owned directly and/or controlled by Mr. Winai Teawsomboonkij and his related persons.</p> <p>On 5 August 2014, EGM No. 4/2014, our shareholders approved the decrease in par value of our Shares from Baht 100 per Share to Baht 1 per Share and the total number of issued Shares consequently increased from 37,500,000 Shares to 3,750,000,000 Shares. In addition, our shareholders approved an increase of our Company's registered share capital from Baht 3,750,000,000 to Baht 5,400,000,000, of which up to 250,000,000 Shares will be allocated to existing shareholders and up to 1,400,000,000 Shares will be allocated to the public.</p> <p>On 18 August 2014, the Company converted to a public company and officially changed our registered name to THAIFOODS GROUP PUBLIC COMPANY LIMITED.</p> <p>On 14 November 2014, the Company registered with the MOC our increase in paid-up share capital from Baht 3,750,000,000 to Baht 4,000,000,000 in connection with the allocation of 250,000,000 Shares to existing shareholders.</p>
2015	<p>In the first quarter of 2015, the Company began exporting 504 tonnes and 120 tonnes of meat to customers located in Japan and the European Union respectively.</p> <p>The Company also began selling chicken sausage by entering into an outsourcing arrangement with a third-party food processor which will allow us to sell processed chicken sausage to customers under our own brand.</p>

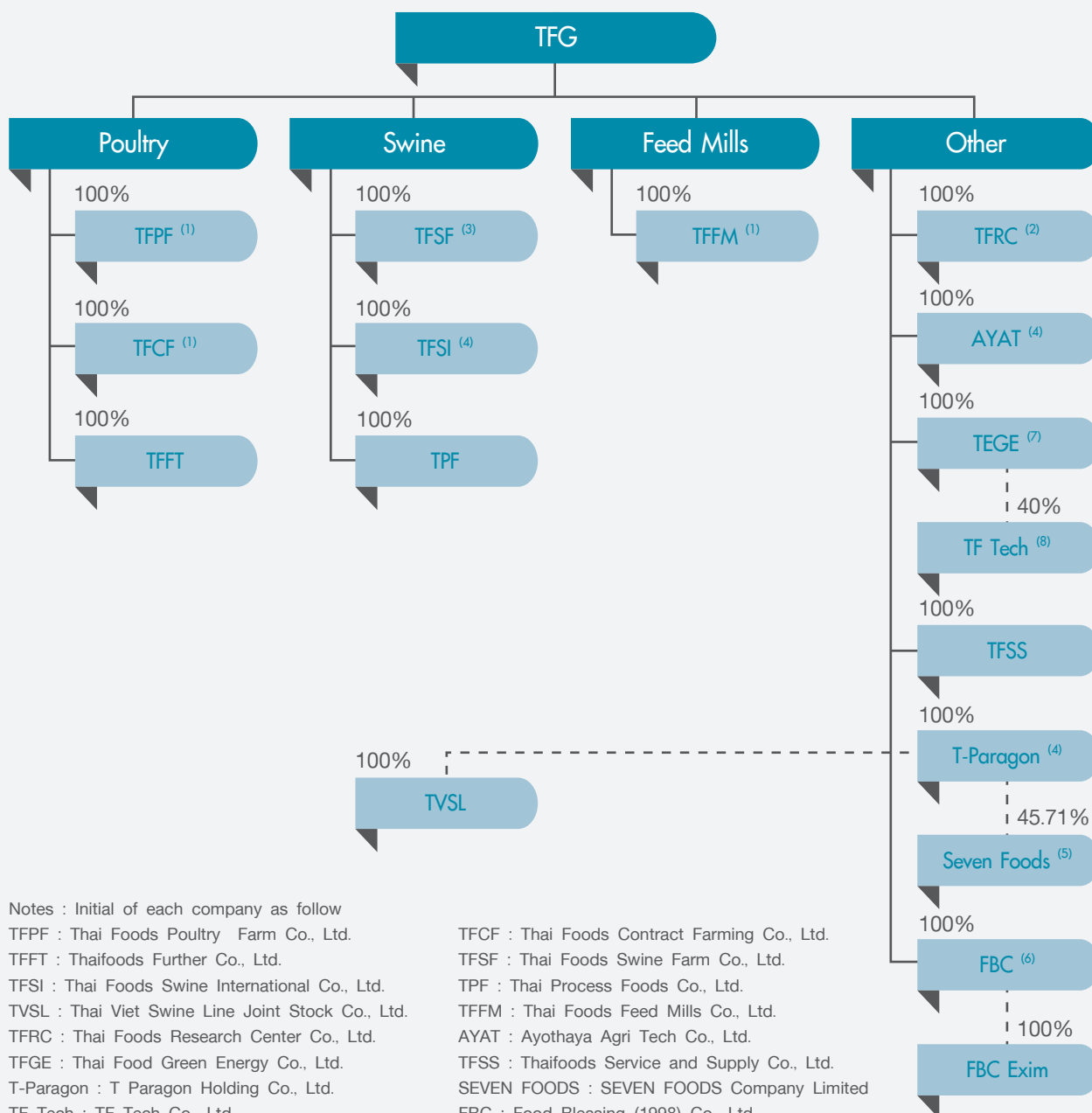
Year	Milestone
	<p>Extraordinary General Meeting of the Company No. 4/2014, held on 5 August 2014, approved the resolution to increase the capital and the initial public offering (IPO). As the period in which the Company will make an initial public offering will exceed one year from the date of the passing of the resolution, Extraordinary General Meeting No. 2/2015, held on 19 June 2015 passed the following resolution:</p> <ul style="list-style-type: none"> - the decrease of the Company's registered capital from Baht 5,400,000,000 to Baht 4,000,000,000 by decreasing the number of shares which have not been sold to 1,400,000,000 shares; and - the increase of the Company's registered capital from Baht 4,000,000,000 to Baht 5,400,000,000 by offering to sell not more than 1,400,000,000 shares to the public. <p>The Company registered the resolution to decrease and increase the Company's registered capital with the Department of Business Development, Ministry of Commerce on 11 August 2015 and 13 August 2015, respectively.</p> <p>The Company listed in Stock Exchange of Thailand on 8 October 2015.</p> <p>On December 2015 T Paragon Holding Co., Ltd has made the payment for the increase of capital in the amount of JPY 32 million or THB 9.6 million to invests 45.71% shareholding in SEVEN FOODS Company Limited.</p>
2016	<p>On 8 April 2016, the Company began operating a new chicken sausage factor in the Prachinburi province of Thailand.</p> <p>On 7 June 2016, the Warrants No. 1 ("TFG-W1") to offer such Warrants for sale to the existing shareholders of the Company at the allocation ratio of 10 existing ordinary shares per 1 unit of TFG-W1 was traded in Stock Exchange of Thailand. The exercise ratio is that 1 unit of TFG-W1 shall be entitled to purchase 1 ordinary share of the Company. The exercise price under the Warrants is Baht 2.50 per share. Therefore, there was the changing registered capital of Baht 5,100,000,000 to Baht 5,610,000,000.</p> <p>On August 22, 2016, the Company has established of Thaifoods Further Company Limited to operate the cooked product. With initial registered capital of Baht 20,000,000 divided into 200,000 ordinary shares with a par value of Baht 100 each and paid-up capital of Baht 5,000,000, the Company holds 100% of the registered capital.</p>
2017	<p>On January 1, 2017, the Company purchased shares of Big Food Group Company Limited ("Big Food"), which operates broiler chicken business and there is a chicken slaughterhouse by purchasing 100,016 existing shares from the existing shareholders and January 20, 2017, and purchase 200,000 new ordinary shares, totaling 300,016 shares at the price of Baht 200 per share. (At par value of Baht 100 per share) or total value of Baht 60,003,200, representing a proportion of shareholding 75.004 of the capital share (registered capital after the capital increase of Big Food)</p> <p>On January 11, 2017, the Company registered the increase of paid-up capital from Baht 5,100,000,000 to Baht 5,108,664,700 due to the first exercise TFG-W1 no. 1 on December 30, 2016.</p>

Year	Milestone
	<p>On January 12, 2017, the Company registered the increase in the share capital of Thaifoods Further Company Limited from its registered capital of Baht 20,000,000, paid-up capital of Baht 5,000,000 to registered capital Baht 100,000,000 Paid up capital 25,000,000 Baht (With a par value of 100 baht).</p> <p>On January 12, 2017, the Company has established of Thai National Logistics Company Limited. With initial registered capital of Baht 60,000,000 divided into 6,000,000 ordinary shares with a par value of Baht 10 each and paid up capital of Baht 15,000,000. The Company holds 100% of the registered capital.</p> <p>On 7 June 2017, the Warrants No. 2 ("TFG-W2") to offer such Warrants for sale to the existing shareholders of the Company at the allocation ratio of 10 existing ordinary shares per 1 unit of TFG-W2 was traded in Stock Exchange of Thailand. The exercise ratio is that 1 unit of TFG-W2 shall be entitled to purchase 1 ordinary share of the Company. The exercise price under the Warrants s Baht 9.50 per share. Therefore, there was the changing reg registered capital of Baht 5,610,000,000 to Baht 6,138,160,412.</p> <p>On July 13, 2017, the Company registered the increase of paid-up capital from Baht 5,108,664,700 to Baht 5,109,396,600 due to the first exercise TFG-W1 no. 2 on June 30, 2017.</p> <p>On July 18, 2017, the Company registered the increase in the share capital of Thaifoods Further Company Limited from its registered capital of Baht 100,000,000, paid-up capital of Baht 25,000,000 to registered capital Baht 500,000,000 Paid up capital Baht 500,000,000 (With a par value of 100 baht).</p> <p>On November 1, 2017, the Company registered the increase in the share capital of Thai Food Swine International Company Limited from its registered capital and paid-up capital of Baht 135,000,000 to Baht 180,000,000.</p>
2018	<p>On January 10, 2018, the Company registered the increase of paid-up capital from Baht 5,109,396,600 to Baht 5,112,905,700 due to the first exercise TFG-W1 no. 3 and TFG-W2 no. 1 on December 29, 2017.</p> <p>On March 13, 2018, Thai Foods Layer Farm Co., Ltd. changed the name to Thaifoods Service and Supply Co., Ltd that distribution chicken and pork product.</p> <p>On July 9, 2018, the Company registered the increase of paid-up capital from Baht 5,112,905,700 to Baht 5,113,305,700 due to the first exercise TFG-W1 no. 4 and TFG-W2 no. 2 on June 30, 2018.</p> <p>On December 7, 2018, the Company has paid an interim dividend of Bath 0.07 per share for the business operation results of the first 9 month of 2018 for 5,113,305,700 shares, totaling Baht 357,931,399.</p> <p>On December 28, 2018, the Company sells the shares of Big Food amount of 300,016 shares at price 200 baht/share totaling Baht 60 million.</p>

Year	Milestone
2019	<p>On January 9, 2019, the Company registered the increase of paid-up capital from Baht 5,113,305,700 to Baht 5,176,628,660 due to the first exercise TFG-W1 no. 5 and TFG-W2 no. 3 on December 28, 2019.</p> <p>On May 27, 2019 the Company registered the increase of paid-up capital from Baht 5,176,628,660 to Baht 5,607,572,686 due to the last exercise TFG-W1 on May 17, 2019.</p> <p>On June 17, 2019 the Company acquire in Food Blessing (1988) Company Limited (“FBC”) a producer of sauce and seasoning products supplied in domestic and overseas, by acquiring the existing shares from FBC’s existing shareholders in amount of 1,800,000 shares, THB 155.86 per share (at the par value of THB 100 each) or Baht 280.56 million being 100.00 percent of FBC’s registered capital. In additional FBC has 1 subsidiary name FBC Exim company limited (“FBC EXIM”).</p> <p>On September 12, 2019 the Company has establish a new subsidiary as name TF Tech Company Limited (“TF Tech”). The purpose is generated and sells electricity from renewable energy structural engineering and technology (Floating Solar). The Company holds 76% of share capital.</p> <p>On November 7, 2019 the Company subsidiary name Thai National Logistic company Limited (“TNL”) change the name to Thai Foods Green Energy Company Limited (“TFGE”) for holding TF Tech replace of the Company and changed hold the share in TF Tech from 76% of share capital to 40% of share capital, as result of TF Tech ceasing to be a subsidiary of the Company.</p>

Shareholding Structure of the Company

Shareholding Structure of the Company as of 31 December 2019



⁽¹⁾ In 2011, the Company acquired Thai Foods Poultry Farm Company Limited or ("TFPF") Thai Foods Contract Farming Company Limited or ("TFCF") and Thai Foods Feed Mills Company Limited or ("TFFM").

⁽²⁾ In the year 2012, the Company acquired Thai Foods Research Center Company Limited or ("TFRC") and Thai Foods Layer Farm Company Limited or ("TFLF") and change name to Thaifoods Service and Supply Co., Ltd. (TFSS) in 2018

⁽³⁾ In 2013, the Company acquired Thai Foods Swine Farm Company Limited or ("TFSF"). Thai Foods Swine Line Co., Ltd. and Thai Foods Hybrid International Co., Ltd., entities in the business of pig breeding on 26 December 2012 and wholly owned by Mr. Winai Teawsomboonkij and his related persons, were amalgamated into Thai Foods Swine Farm prior to our acquisition of Thai Foods Swine Farm

⁽⁴⁾ In 2014, the Company acquired the following additional subsidiaries: T Paragon Holdings Company Limited or ("T Paragon") which owns Thai Viet Swine Line Joint Stock Company Limited or ("TVSL"), Ayothaya Agri-Tech Company Limited or ("AYAT") and Thai Foods Swine International Company Limited or ("TFSI") which started swine operations in 2015 Thailand by the year 2015.

⁽⁵⁾ In 2015, T-Paragon invests 45.71% shareholding in SEVEN FOODS Company Limited or ("SEVEN FOODS")

⁽⁶⁾ The Company acquire FBC shares on 100% and FBC has 1 subsidiary name FBC Exim

⁽⁷⁾ TNL change name to TFGE

⁽⁸⁾ The Company establish TF Tech for renewable and technology business

The Company's subsidiaries

The following table sets out certain information about the Company's Subsidiaries.

Company name	Register Capital (THB)	% Shareholding	Principal Business Activities
Poultry Business			
1. Thai Foods Poultry Farm Co., Ltd.	1,200,000,000	100	Production and distribution of broiler chick
2. Thai Foods Contract Farming Co., Ltd.	125,000,000	100	Production and distribution of broiler chicken
3. Thaifoods Further Co., Ltd.	500,000,000	100	Production and distribution of processed chicken
Swine Business			
4. Thai Foods Swine Farm Co., Ltd.	1,000,000,000	100	Production and distribution of swine
5. Thai Foods Swine International Co., Ltd.	180,000,000	100	Production and distribution of swine
6. Thai Viet Swine Line Joint Stock Co., Ltd. ^{1/}	8,700,000 ^{2/}	100	Production and distribution of swine
7. Thai Process Foods Co.,Ltd	50,000,000	100	Production and distribution of process pork
Feed Business			
8. Thai Foods Feed Mills Co., Ltd.	2,000,000,000	100	Manufacturing and distribution of feed
Other Business			
9. Thai Foods Research Center Co., Ltd.	50,000,000	100	Research of cattle disease and manufacturing of vaccine
10. Ayothaya Agri Tech Co., Ltd.	80,000,000	100	Manufacturing of sack and plastic sack
11. T Paragon Holding Co., Ltd.	276,300,000	100	Holding company
12. Thai Foods Green Energy Co., Ltd.	100,000,000	100	Holding company
13. Thaifoods Service and Supply Co., Ltd.	180,000,000	100	Distribution of chicken and swine production
14. Food Blessing (1988) Co., Ltd.	180,000,000	100	Production Sauce & Seasoning Drink
15. FBC EXIM Co., Ltd.	1,000,000	100	Distributor of Sauce & Seasoning Drink

Notes : ^{1/} The Company indirectly own 100% of Thai Viet Swine Line Joint Stock Co., Ltd. (formerly Thai Viet Swine Line Co., Ltd.), as Thai Viet Swine Line Joint Stock Co., Ltd.. is a wholly owned subsidiary of T. Paragon Holding Company Limited.

^{2/} Register capital in U.S dollars

Nature of Business

Revenue Structure

Revenue structure of the Company and subsidiaries separate by category in 2017 - 2019 as follows;

Business	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Poultry	18,022.95	69.55	17,920.16	63.20	16,443.34	56.50
Swine	5,166.78	19.94	6,255.99	22.06	7,942.83	27.29
Feed and others	2,599.68	10.03	3,757.39	13.25	4,533.02	15.57
Other income	123.72	0.48	423.67	1.49	186.32	0.64
Total	25,913.13	100.00	28,357.21	100.00	29,105.51	100.00

Note : Others income comprised of interest income and gain on changes in fair value of biological assets

Product

The Company are a vertically-integrated producer of: (i) poultry - chicken products in whole and in parts and processed chicken, with operations comprising breeding, chicken raising, egg laying, hatching, chicken meat and processed chicken production; (ii) swine - live pigs, with our operations comprising breeding, pig raising, live pig and pork meat sales; and (iii) feed - feed for animals, mainly chicken and pigs, with operations comprising manufacturing and distributing animal feed for both internal use and external sales and (iv) other business – the Company provide research facility services to third parties and develop vaccinations. The Company also produce and sale of animal feed sacks and plastic farming equipment.

Product

1) Poultry business

The Company produce and sell a variety of chicken meat, including whole chickens and chicken parts, such as wings, chests, legs, flippers and gizzards, and processed chicken. Chicken sales are main source of revenue, accounting for 69.55%, 63.20% and 56.50% of consolidated revenue in 2017 - 2019, respectively. The Company also sell live chickens to slaughterhouses depending on market circumstances, as well as day-old chicks, breeder chickens after they are no longer able to lay eggs and layer chickens.

Grow-out in Contract Farms

As at 31 December 2019, the Company utilized a network of more than 342 contract farmers to raise day-old chicks. The contracts with the contract farmers are generally three years in length with automatic renewals if neither party terminates the agreement, through network of contract farmers, the Company had the ability to raise 3.075 million chickens at any given time. Outsourcing to contract farmers enables us to maximize return on capital investment as it limits the amount of capital expenditures required to raise our chickens and it allows us to quickly scale up operations.

Breeder Chickens

As at 31 December 2019, the Company raise breeder chickens at our 19 breeder farms, which consist of 235 operational farm houses. The Company purchase breeder chickens from Arbor Acres, a company with a division specializing in the production of breeder chickens. The Company began purchasing breeder chickens from Arbor Acres in 2004 when the Company began operating first three breeder farms and first hatchery. The Company do not enter into long-term contracts with them, but instead enter into contracts on an annual basis, which provides us greater flexibility in estimating our order amounts and pricing of our products.

Sales and Marketing

The Company generally do not experience any significant seasonality patterns in our operations and business, although the Company usually experience an increase in sales volume before major festive seasons such as Chinese New Year and Christmas. The Company generally experience a slowdown in sales volume for a short period of time after these festive seasons. Additionally, during Thailand's Vegetarian Festival, which occurs sometime in September or October depending on the Lunar calendar, the Company experience a decrease in sales volume.

The Company has sales and marketing team who responsible to sell the chicken products which target sales to broker, industrial and modern trade companies, exporter/ re-exporter agents and retailers. The Company began to export chicken products to other countries such as Japan and the European Union in first quarter of 2015.

2) Swine Business

The Company have pig breeding and farming operations in Thailand and Vietnam whereby the Company sell live pigs to brokers, slaughterhouses and retailers. Revenue from swine business growth continuously, the revenue from 2017 - 2019 was 19.94%, 22.06% and 27.29% of total revenue, respectively. Our operations in Thailand and Vietnam are substantially similar, with very few differences.

The operations include breeding and raising pigs, and selling live market pigs to our customers. The Company have adopted the "Duroc x Landrace x Yorkshire" crossbreeding technique with "Landrace x Yorkshire" crossbred females mating with Duroc males, giving birth to "Duroc x Landrace x Yorkshire" crossbred piglets, which, when grown at the contract farmers' fattening farms, are sold to the customers.

Fattening Pigs at Contract Farms

As at 31 December 2019, the Company utilized a network of 483 contract farmers (456 in Thailand and 27 in Vietnam) to raise the fattening pigs on fattening farms before selling the live pigs to the customers. The contracts are generally a minimum of five years.

Through the network of contract farmers, as at 31 December 2019, the Company had the capacity to raise over 570,000 fattening pigs at any given time which increased from 2018 that raise over 432,280 fattening pigs at any given time. In 2019, the Company sold an average of approximately 74,648 fattening pigs per month, which was an increase from an average of approximately 68,321 fattening pigs per month and 62,618 fattening pigs per month in 2018 and 2017 respectively.

Purchase of Great-Grandparent Pigs

Since 2012, the Company have purchased our great-grandparent pigs through a distributor in oversea for that expertise in pigs production for breed and improvement the pig efficiency.

Sales and Marketing

As at 31 December 2019, the Company sell live pigs primarily through the efforts of our sales and marketing team and operate in both Thailand and Vietnam, our sales team is located in both countries.

Simultaneous with our plans to expand our swine business and increase our diversity of swine products in the future, the Company expects to increase our sales team.

3) Feed Business

The Company produce animal feed primarily for chickens and pigs, but also, to a much lesser extent, for ducks. Our feed is primarily used to feed our chickens and pigs at our owned and operated farms and those of the contract farmers. Our feed is also sold to third parties as another source of revenue for our Company. The Company produced 1,359,747.87 tonnes of animal feed in 2019, 74.65% of the feed produced in 2019 was used to feed our chickens and pigs. The remaining feed was sold to agents who then resold the feed primarily to chicken and pig farmers. Our total revenue for the sales to third-party customers was Baht 4,334.84 million, constituting 14.89% of our consolidated revenue in 2019.

Purchase of Raw Materials

Our feedstuffs production process begins with our purchase of feed ingredients, such as corn, soybean meal, rice bran fresh, rice bran solvent and various feed additives. Corn is the main raw material. Our raw material purchased was purchased domestically and was imported from outside of Thailand especially soybean meal and feed additives represent the majority of the ingredients the Company import. Our soybean meal is imported from the United States, Brazil, Argentina and Paraguay and a portion of our feed additives are imported from the United States. The Company pay our international suppliers in U.S. dollars. Our feed ingredients are readily available from numerous sources at competitive prices and the Company generally purchase these ingredients as the Company enter into forward purchase contracts base on appropriate period for reduce risk of raw material price. The Company typically have at least one month's supply of raw materials on hand at any one time and the Company perform regular storage checks for quality and quantity.

While feed ingredients have historically been subject to price fluctuation due to factors such as consumption demand, government policies and weather conditions in major farming regions, in the event that the prices increase for our feed ingredients, there are known substitutes that the Company could purchase to include in our animal feed. For example, some part of rice bran oil or palm oil could be a substitute for soybean meal.

As of 31 December 2019, ADM Asia-Pacific Trading Pte. Ltd. and Cargill Siam Ltd. are our soybean suppliers, which accounted for 3.77% and 2.29% our cost of sales of goods and rendering of services for the year ended 31 December 2019. There is no single supplier accounted for more than 10.0% of cost of sales of goods and rendering of services over the past.

Sales and Marketing

Our animal feed is sold directly to our customers through the efforts of our sales and marketing team.

4) Other Businesses

Sales of Animal Feed Sacks and Plastic Farming Equipment

Ayothaya Agri-Tech was established in 2011 and the Company acquired it in 2014. Ayothaya Agri-Tech produces sacks for our internally used animal feed and plastic farming equipment for our chicken operations, including plastic buckets, food pans and egg trays. Ayothaya Agri-Tech's sales were made to our Company or our subsidiaries. The revenue contribution for Ayothaya Agri-Tech to our Company is not material.

Provision of Research Facility Services, Development of Vaccinations and Medical Supplies and Sales of Medical Supplies to Third Parties

The Company provide research facility services to third parties and develop vaccinations and medical supplies in our research and development facility to be used in the raising of our chickens and pigs. The revenue contributions for our third-party research facility services.

Tax Incentives

The prevailing corporate rate of income tax applicable to Thai companies was 20.0% of net profit under BOI law. Our Company and certain subsidiaries incorporated in Thailand have been granted various tax exemptions by the BOI relating to the Company and relevant subsidiaries' operations. The BOI exempts the Company and relevant subsidiaries from paying corporate income tax on the net profit derived from certain of the Company and the relevant subsidiary's activities. Each tax exemption is valid for 5 - 8 years commencing on the date of first income derived from the relevant activity.

The following table represents the current status of the corporate income tax exemptions for each relevant subsidiary.

Company	BOI Certificate No.	Facility Location	Date of First Income Derived From Relevant Activity	Date of Expiration of Corporate Income Tax Exemption	Product Under the Promoted Project
TFFM	2017(2)/2556	Prachinburi	16 September 2013	15 September 2021	Animal Feed
	61-0764-0-00-1-0	Suphanburi	-	8 years after recognize revenue	Animal Feed
TFG	2099(2)/2555	Kanchanaburi	29 May 2012	28 May 2020	Whole chicken and chicken part
	2100(2)/2555	Prachinburi	25 April 2014	24 April 2022	Whole chicken and chicken part
	59-1424-1-00-1-0	Prachinburi	4 November 2016	3 November 2021	Processed product
TFPF	2945(2)/2555	Chonburi	18 October 2012	17 October 2020	Day-old chick
	1257(2)/2556	Kanchanaburi	27 December 2012	26 December 2020	Day-old chick
	2763(2)/2556	Sra Kaew	3 January 2014	2 January 2022	Day-old chick
TFSF	1196(2)/2556	Prachinburi	11 February 2013	10 February 2021	Piglet
TFSI	60-0408-1-00-1-0	Khon Kaen	18 April 2017	17 April 2020	Pork part
	60-1294-1-00-1-0	Chonburi	18 September 2017	17 September 2020	Pork part
TFFT	60-0907-1-00-1-0	Kanchanaburi	-	5 years from start operation	Processing food

In addition, the Company and certain subsidiaries have been granted tax exemptions from payment of import duties on machinery within the specific date of each promotion. In the case where a loss has been incurred during the period of receiving the exemption of juristic person income tax, the Company and certain subsidiaries have been granted permission to deduct such annual loss from the net profits accrued after the expiration of the period of exemption of corporate income tax for a period of not more than five years from the expiration date. The relevant company may choose to deduct such loss from its net profit of any one year or several years. Also, the dividends derived from promoted activities that are granted an exemption of juristic person income tax shall be exempted from computation of taxable income throughout the period our Company receives the exemption of juristic person income tax. However, the aforementioned promotions are subject to the condition that our Company and certain subsidiaries have at least 51.0% of their share capital held by Thai shareholders.

In addition, in Vietnam, TVSL has been granted tax incentives pursuant to Investment License No. 331023000026, as amended, dated 22 April 2013 issued by the People's Committee Quang Nam Province for the operation of a 1,400 lean sow farm. The relevant provisions of the license are as follows:

1. Corporate tax rate

<u>Year</u>	<u>Tax rate</u>
Year 1-4	0%
Year 5 - 15	5%
Year 16 - 24	10%

In 22 June 2015, Vietnam Governance issued new regulation (Circular 96 - Income tax 2015) determined each farm area would get different corporate tax rate (the Governance separate 3 areas; normal area, urban area and special urban area).

For Nuitan was TVSL area which in special urban area and could be operate farming, the rate for 50 years at 0% and TVSL's revenue generates from hired other farm with TVSL may the different tax rate.

2. Exemption from import tax

TVSL is exempted from import tax for the goods that are to be used in the production of fixed assets as prescribed in Article 12 of Decree No. 87/2010/ND-CP, dated 13 August 2010 of the government, detailing regulations to implement the law on Export Tax and Import Tax for a period of 50 years, expiring on 23 June 2064.

3. Exemption from the land rent

TVSL is entitled to an exemption from the land rent for the project promoted under the Investment License for a period of 50 years after the project is complete (according to Article 14 of Decree No. 142/2005/ND-CP).

Material Licenses and Permits

In Thailand and Vietnam, our facilities and operations are subject to regulation by various governmental agencies. In Thailand, these include, but are not limited to, the Department of Livestock Development, the National Bureau of Agricultural Commodity and Food Standards, the Ministry of Industry of Thailand and the Subdistrict Administrative Organization.

In Vietnam, the Company were granted Investment License No. 331023000026, as amended, dated 22 April 2013, for the operation of a 1,400 parent farm in the Quang Nam Province of Vietnam. Further, the governmental agencies in Vietnam include, but are not limited to, the Ministry of Agriculture and Rural Development, the Animal Husbandry and Veterinary Department, the Department of Planning and Investment, the Department of Building and Construction, the Ministry of Natural Resources and Environment and the Provincial People's Committee.

Our slaughterhouses in Thailand are subject to continuous on-site inspection by the government. The official inspector from Department of Livestock Development visit our farms at least once a year and the official inspector from Department of Livestock and a Halal representative from the Central Islamic of Thailand are stationed at our slaughterhouses on a daily basis to ensure our products meet the applicable standards and to monitor the facilities sanitary conditions. Each time the Company transport the chickens and pigs from and to the contract farmers, the Company need a permit from the local veterinarian from the Department of Livestock Development, who is there at the time of transport to check whether the chickens satisfy the food safety standard.

Certificate

Over the past four years to end of 31 December 2019, the Company have received numerous certificates from governmental and regulatory agencies for our quality management and good practices. These certificates include, but are not limited to the following: (1) Good Agricultural Practice (“GAP”) Certificates from the Department of Livestock Development for our various chicken and swine farms and for our hatcheries; (2) Good Manufacturing Practice (“GMP”) Certificate from the Department of Livestock Development for our feed mills in the Suphanburi and Prachinburi provinces of Thailand; (3) Certified Qualified Producer for Hygienic Meat Certificate from the Department of Livestock Development for our chicken products; (4) Beta-Argonist Free Certificate from relevant Livestock Provincial Offices for various pig farms; (5) Quality Management System Certificates (“ISO 9001”) from the Management System Certification Institute (Thailand) for our feed mill in the Suphanburi province of Thailand and our slaughterhouses; (6) a Hazard Analysis and Critical Point System (“HACCP”) certificate from the Department of Livestock for our slaughterhouses; (7) an Environmental Management System Certificate (“ISO 14001”) from the National Quality Assurance for our slaughterhouses; and (8) a certificate issued by the Department of Livestock Development for the resting area (lairage) of animal carcasses for export out of Thailand; (9) Universal Feed Assurance Scheme (“UFAS”); (10) Genesis GAP Certificate; (11) General Requirements for the Competence of Testing and Calibration Laboratories (“ISO 17025”); (12) The British Retail Consortium Certificate (“BRC”) and (13) Certificate for Storage facilities and sales of pharmaceuticals for animals.

The Certificate of TVSL’s operation has as follows; (1) Good Operation Agriculture (VietGAP) for swine farm issued by the Vietnam’s Governance (2) Quality Management System Certificates (“ISO 9001”) issued by Vietnam’s Governance.

Industry and Trends

Poultry Business

Manufacturing Figures

In 2019, broiler manufacturing figures was 1,684.26 Million birds, or equivalent to 2.49 Million tonnes, increased from 2018 which was 1,594.47 Million birds, or 2.36 Million tonnes. The total increase is measured at 5.63% from 2018, due to the good safety and manufacturing standard of broiler farm in Thailand which effectively increased production serve consumption of consumer in domestic and export. (The Office of Agricultural Economics)

Export Figures

In 2019, Thailand exports a total of 900,000 tonnes of broilers, valued at Baht 105,500 Million, increased from 2018 which was 839,428 Million tonnes, valued at Baht 100,389 Million, with total sales figures in 2019 increased by 7.22% from 2018 due to increase the consumption demand of trade partner both Japan and European Union market which are main export market of Thailand. Main export market name is Japan, European Union and ASEAN Countries respectively. Thailand currently ranked as one of the world top broiler exporters.

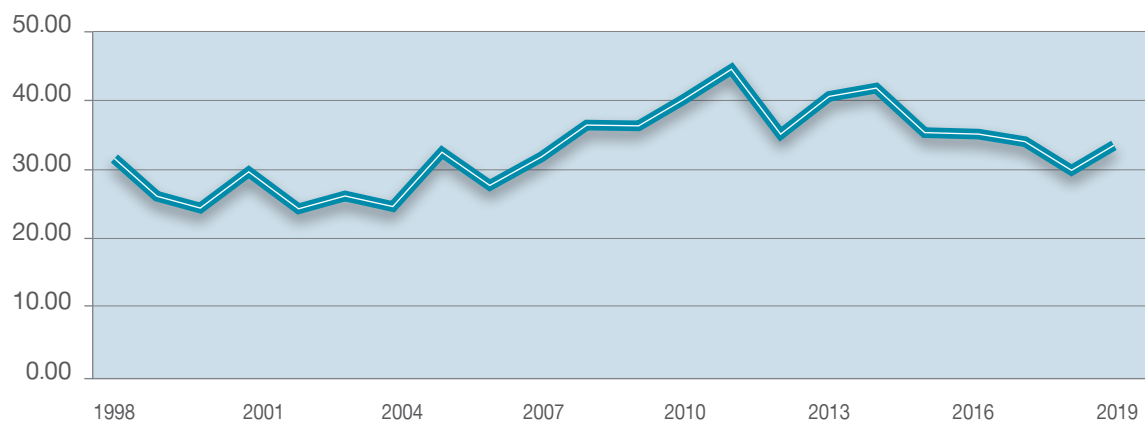
Broiler exports can be divided into two parts, frozen broiler exports and processed chicken. Total frozen broiler export figures in 2019 was 300,000 tonnes, valued at Baht 23,500 Million, increased from 2018 which was 278,985 tonnes at Baht 22,382 Million, total increase in 2019 was 7.53% from 2018. As for processes chicken in 2019, total export figures was 600,000 tonnes, valued at Baht 82,000 Million, increased from 2018 which was 560,442 tonnes, at Baht 78,008 Million, total increase in 2019 was 7.06% from 2018. (Source: The Office of Agricultural Economics)

Broiler Farm Pricing

In 2019, pricing of broilers was 33.74 Bt/Kg, increased from 2018 which was 30.19 Bt/Kg or decrease by 6.66% due to increasing domestic demand and exports.

Annual Figures: Broiler Broiler Pricing 1998 - 2019

Baht/Kilogram



(Source: Thai Feed Mill Association)

Swine Business

Manufacturing Figures

In 2019, swine manufacturing figures was 20.43 Million unit, decreased from 2018 which was 20.85 Million unit. The total decrease is measured at 2.01% from 2018, due to the price of pigs has depressed, farmers suffer losses from raising pigs causing some farmers stop raising pigs and reduce the amount of pig farming. Additional the government has measures to reduce the amount of pigs to adjust the price of live pigs as resulting in the overall pig production decreased.

Export Figures

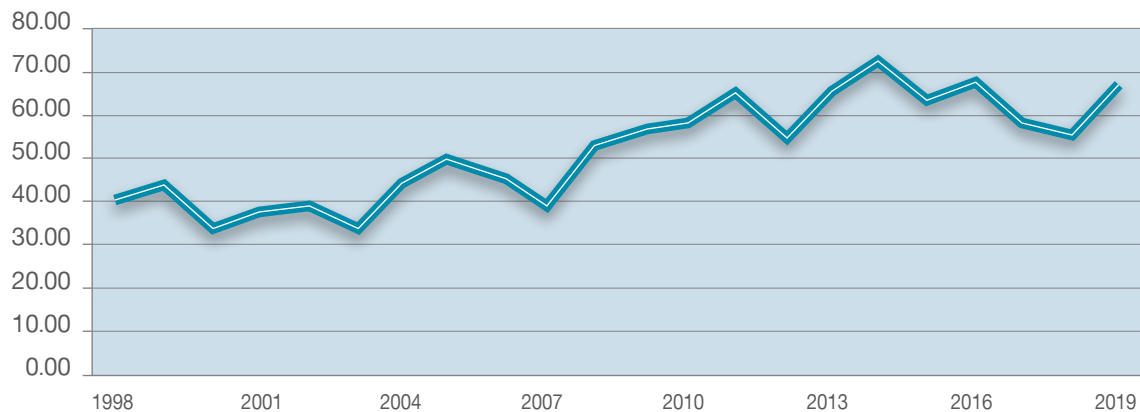
In 2019, Thailand have part pork meat figures was 3,205 tonnes, valued at Baht 293.55 Million increased from 2018 which was 2,238 tonnes, at Baht 178.08 Million baht, total increase in 2019 was 34.23% from 2018 and process pork figures was 7,697 tonnes, valued at Baht 2,032.97 Million decreased from 2018 which was 7,977 tonnes, at Baht 1,919.14 Million, total decrease in 2019 was 3.51% from 2018 due to demand live pig of the neighborhood in border area in period of mid year increase continuously

Swine Farm Pricing

In 2019, swine prices at farm was 65.71 Bt/Kg, increased from 2018 which was 55.30 Bt/Kg or 19.20% increase due to the swine price slump causing some farmers to stop raising pigs.

Annual Figures: Swine Farm Pricing 1998 - 2019

Baht/Kilogram



(Source: Thai Feed Mill Association)

Business Trends

Production figure of broiler in 2020 is estimated to 1,801.80 Million birds, increase by 6.98% from 2019 in accordance with population increase and consumer demands due to poultry as chicken meat essential for consumption and cheaper compare with other meat. For poultry export in 2020, figures are estimated to 1,000,000 tonnes, valued at Baht 118,000 Million, The volume increased by 11.11% and the value increased by 11.85% from 2019. In 2020, it is expected to increase in line with demand of the market especially Japan market, European Union market and other markets that are trend to import chicken from Thailand to increase as a result of preventive measures, strict to surveillance of animal epidemics and maintain the standard of production and product quality. It is recognized by consumers and export partner. Thailand has been able to increase exports of chicken meat continuously.

Production figures of swine in 2020 is estimated to be 20.53 Million unit, increased by 0.49% from 2020. It is expected to part pork and process pork meat will closely in 2019 due to pork price has higher while production also higher including export volume would be unchange. (Source: The Office of Agricultural Economics)

Production and Facilities

Production Capacity

Poultry Business

Facilities

As at 31 December 2019, the Company raises the breeder chickens at 19 breeder farms, which consist of 235 operational farm houses. The breeder farms are strategically located in areas with no history of disease and which are low risk flood zones.

As at 31 December 2019, the Company also own and operate seven hatcheries where eggs are incubated and hatched which have the location detail as follow;

No.	Name	Location/Province
1.	Thung Krabam	19/1 Thung Krabam Subdistrict, Lao Khwan District, Kanchanaburi Province
2.	Nong Pradu	155/3 Moo.2, Nong Pradu Subdistrict, Lao Kwan District, Kanchanaburi Province
3.	Bor Ploy	11/1 Moo.5. Bor Ploy Subdistrict, Bor Ploy District, Kanchanaburi Province
4.	Lao Khwan	107 Moo.7, Lao Khwan Subdistrict, Lao Khwan District, Kanchanaburi Province
5.	Nern Moke	139 Moo.8, Nong Irun Subdistrict, Ban Bueng District, Chonburi Province
6.	Nong Samsak	45/1 Moo.1, Nong Samsak Subdistrict, Ban Bueng District, Chonburi Province
7.	Sra Keaw	168 Moo.12, Saralamdaun, Meung District, Sra Keaw Province

As at 31 December 2019, the Company own 183 automatic hatchery machines across 7 hatcheries that aid in the hatching process, the hatcheries operated at approximately 69% of capacity.

The Company also own and operate three slaughterhouses, two of the slaughterhouses are located in the Kanchanaburi province and one of the slaughterhouses is located in the Prachinburi province. The Company also rent and operates distribution facilities to store and deliver a portion of chicken meat to the customers in all regions. The Company also use these distribution facilities to store and deliver the pork meat, chicken sausage and other products to the customers.

Production Capacity

The following table sets out the historical production capacities for the poultry operations as at the end of year 2015 - 2019

Poultry	2015	2016	2017	2018	2019
Breeder ^{1/} (unit)	1,716,900	1,755,178	1,755,178	1,858,210	1,959,955
Eggs ^{2/} (egg)	4,878,720	5,008,320	5,008,320	6,390,720	6,390,720
Slaughter (Chickens per day)	466,000	466,000	470,000	500,000	455,000
Chicken Sausage (Tonnes per day)	-	60	60	60	60

Notes : ^{1/} This category represents the number of breeder chickens that can be raised and housed at the breeder farms.

^{2/} This category represents the number of eggs that can be hatched at the hatcheries per week.

As at 31 December 2019, the Company operates three slaughterhouses with the total capacity of 455,000 chickens per day. The two slaughterhouses located in the Kanchanaburi province have a capacity of 180,000 chickens per day and 95,000 chickens per day respectively. Each was operating at 80.88% of capacity. The slaughterhouse in the Prachinburi province had a total capacity of 180,000 chickens per day and was operating at 100.00% capacity. This slaughterhouse in the Prachinburi province has started operates in 2014. For the chicken sausage factory which located in the Prachinburi province, had have a capacity of 60 tons per day and was operating at 91.67% capacity. This factory has started operates in 2016.

The slaughtering is able to increase the capacities in the future beyond the stated capacities due to the expansion plans, the Company intend to increase the number of operational hours, the number of days per week, the Company operate and/or the number of work shifts at the slaughterhouses to accommodate the intended expansion of the poultry operations.

Swine Business

Facilities

As of December 31, 2019, the Company has 2 grandparent swine farms, which the Company owns and operates themselves, of a total of 650 pigs. For grandparent swine farm, the Company has 3 farms which 3 owns and operates and leases 3 farms with a total production capacity of 9,100 pigs. In Vietnam, there is a lease of 1 grandparent pig farm with farmers with a capacity of 800 pigs.

For the replacement GGP-GP breeder farm, the Company lease and operates 4 farms with a total production capacity of 33,000 pigs in Thailand.

The Company has 13 parent farms in Thailand which owns 2 farms and leased 11 farms with a total production capacity of 27,700 pigs. However, the Company has swine farm under contract farming system to raise part of the Company breeders pig.

Also in Vietnam, the Company has 3 parent farms, which the Company owns 2 parent farms and lease operates 1 farm with a total production capacity of 4,200 pigs and farm under the contract farming system 27 farms to raise breeders pigs in Vietnam.

The Company does not own or operate fattening farms and rely entirely on contract farmers to raise the fattening pigs. In 2019, the Company can raise an average of approximately 74,648 fattening pigs per month. In Vietnam, the Company can raise an average of approximately 7,200 fattening pigs per month.

The two own slaughterhouse in Khon Kaen and Chonburi province. The one contracted swine slaughterhouses in the Nakhon Pathom.

Production Capacity

The following table sets out the historical production capacities for the swine operations as at the end of year 2015 - 2019;

Swine	2015	2016	2017	2018	2019
Farms in Thailand					
Great-grandparent pig ^{1/}	450	1,150	1,150	650	650
Number of great-grandparent pigs farm	1	2	2	2	2
Grandparent pig ^{1/}	3,600	3,600	3,600	6,950	9,100
Number of Grandparent pigs farms	2	2	2	4	5
Replacement GGP-GP breeder ^{1/}	20,000	15,000	33,000	42,000	33,000
Number of Replacement GGP-GP breeder	3	2	3	4	4
Parent pig ^{1/}	16,700	21,700	21,700	26,700	27,700
Number of parent pigs farms	9	11	11	13	13
Fattening pigs (Pig/Month)	44,045	53,767	62,618	68,321	74,648
Farms in Vietnam					
Grandparent pig	800	800	800	800	800
Number of Grandparent pigs farms	1	1	1	1	1
Parent pig	4,200	4,200	4,200	4,200	4,200
Number of parent pigs farms	3	3	3	3	3
Fattening pigs (Pig/Month)	5,178	6,700	6,700	7,500	7,200
Number of contract farming	20	25	26	28	27
Slaughterhouses (Pig/Day)					
Khon Kaen province	-	-	600	600	700
Chonburi province	-	-	800	800	800
Nakhon Pathom province	150	150	150	150	150
Prachinburi province	164	220	220	220	-

Notes : ^{1/} This category represents the number of pigs that can be raised at our great-grandparent farm, grandparent farms (not including our contract farm in Vietnam and our replacement gilts), replacement GGP-GP breeder and parent farms (not including our contract farms), respectively.

Feed Business

Facilities

As at 31 December 2019, the Company own and operate three feed mills to produce the feed with total capacity 131,400 tonnes per month, two of which are located in the Suphanburi province with total capacity of 81,000 tonnes per month and operating at 97.52% of capacity. The third feed mill located in the Prachinburi province has a total capacity of 50,400 tonnes per month and, operating at 80.03% of capacity.

Production Capacity

The following table sets out the historical production capacities for the feed business as at the end of year 2015 - 2019;

Feed mills (Tonnes per month)	2015	2016	2017	2018	2019
Capacity	120,000	120,000	123,000	131,400	131,400

Environmental Matters

All hatchery, slaughtering, meat production, butchering facilities, sausage production and feed production in Thailand must be in compliance with the laws and regulations governing the environment under the control of the Bureau of Industrial Environmental Technology of the Department of Industrial Works. In this regard, the aforementioned laws prescribe standards on the environmental conditions inside and surrounding the facilities, such as water, noise, air chemical boiler and facility emissions that are deemed waste, pollution or any other substances that has an impact on the environment.

Although according to the law, the establishment of the company is not in line with the environmental report. However, the company's factory is classified as a factory that must provide environmental personnel at the establishment. Controller of water pollution And environmental manager In addition, both refineries are equipped with a BOD Online) Connect the signal to the factory department. For feed mill, it is a company that has factories that need to have chemical controllers. But no other environmental pollution controllers.

The Company provides environmental and safety audits in accordance with relevant laws. Every year, outsourced companies make a report to measure the environment of the company's feed mill. To check the environment in and around the Company's facilities, both in terms of noise levels and air quality within the establishment. Air quality in general atmosphere outside the establishment. Include the amount of pollutant in the air vented from the chimney of the establishment as a result of such transaction. Compliance with (1) The Notification of the Ministry of Industry Re: Safety Measures for Factory Operation in Working Environment (2) The Ministerial Regulations prescribe standards for management and management of occupational safety, health and working environment. (2006) and (3) Notification of the Ministry of Industry Re: Determination of noise levels, noise levels and noise levels caused by factory operation. End of discharge shaft (2005) (4) Annoucement of the Misistry of Industry Re: Characteristics of air release from pipe (2006) (5) Notification of the Ministry of Industry (No. 2) Concerning the characteristics of wastewater discharged from factory in 1996 (6) On Disposal 2005 and (7) Public Health Act No. 2, 2008 for the disposal of solid waste.

We also engaged other private companies to prepare an internal report on the environmental conditions inside and outside our slaughterhouses in 2016. The report focused on the heat, light, noise, chemicals and mineral dust in the atmosphere and concluded that our slaughterhouses meet the following standards: (1) the Notification of the Ministry of Interior B.E. 2520 Re: The occupational safety in respect to the working environment (Chemical); (2) the Ministerial Regulation on the Prescribing of Standards for Administration and Management of Occupational Safety, Health and the Environment in Relation to Heat, Light and Noise B.E. 2549 (2006); (3) the Notification of the Ministry of Industry No.2 Re: Industrial effluent standard B.E. 2539 (1996); and (4) the Notification of the Ministry of Industry Re: Emission standard of soot from boiler B.E. 2549 (2006).

In addition, we are focused on minimizing the environmental impact of our production processes. In an effort to determine as environment policy for factory and farm's operation, reduce our environmental impact, we endeavor to reduce our energy and resource consumption and recycle where possible. We additionally adhere to the guidelines of the Ministry of Natural Resources and Environment, which conducts inspections of our farms' waste control from time to time. In the past, we have not received complaints from the relevant authorities in connection with environmental matters.

Risk Factors

Structural Risk

1) Risk from the from single breeder supplier and few great grandparents swine supplier

The Company purchase breeder chickens from Arbor Acres Co., Ltd., the sole well-known supplier of breeder chickens in the market, in yearly purchase deal for each subsequent year. As for great grandparent swine, the Company exclusively purchase from the representative of Dan Breed International Co., Ltd. and Pig Improvement Co., Ltd. in yearly purchases deal from each company. Supplies of breeder chicken and great grandparent breeders swine are essential for the Company's business, shortage may affects the Company's supply and demand or the products manufactured by the Company.

Risk Management

The Company has extensive experience and knowledge in the field of poultry and pork production and has long maintained a good relationship with our suppliers. However, if such supplier could not meet our demands for, the Company inevitably resorts to other suppliers who could provide the same level of quality and supply. The market currently features a large pool of supplier and sales representative selling breeder chickens and great grandfather swine. The Company can also develop our own swine breed to compensate for great grandfather swine breeds.

2) Contract Farming dependence risk

The Company utilizes contract farming system to raise poultry and swine. As of December 31, 2019 the Company have 342 poultry farmers contracted and 456 swine farmers contracted. In the contract farming system, farmers will be responsible for the raising of poultry and swine until they have matured. The Company will then collects and transport the poultry to the slaughterhouse for processing and distribution as meat to buyers. Swine follows the same process, however, some are sold live rather than slaughter for meat. The risk factor in contract farming includes instability in the interest of the farmers which may sometimes shift agricultural interest based on potential market profit or if more preferable contract rate were provided by our competitor and the issues in quality control which affect demand and may incur opportunity loss to the Company.

Risk Management

In mitigating the aforementioned risks, the Company will preferably engage in contract of at least 3 years, where farmers selected must pass the farming capabilities assessment of the Company and if needed upgrades may be perform on the contracted farm to meet the specification of the Company. The Company also stipulates maximum transportation distance to mitigate risk for transportation death. Development and assistance program are also provided, where veterinarian and veterinary nurse advise farmers in an effort to bolsters farming standards and ensure profit for the farmers.

3) Risk factors from the labor required for slaughterhouse operation

As of December 31, 2019, the Company has 9,151 employees working in slaughterhouses 5,544 in the Kanchanaburi and 3,607 in Prachinburi (most are employed at daily rates). In the operation of slaughterhouses, large amount of labor is required to handpick and modify raw materials. Shortage in the number of employees would impact the production the plant reducing production numbers. This particular risk factor also includes the requirement in employee skills, which may adversely affect the quality of the product.

Risk Management

The Company employs local worker as well as recruitment agencies to fulfill the production demands. When employees procured by recruitment agencies resign, the agency will promptly find replacement for the position. The Company also offers competitive remuneration rates as incentive. To ensure quality from product produced by new employees, the Company regularly provides training programs, employ Quality Assurance officers throughout the whole production line and invest in machinery which reduce labor requirement while ensuring stable production numbers.

4) Risk factor from consumer confidence in the product safety

Consumers prefers products which are clean and safe, if the produce were to be contaminated or of unsatisfactory quality due to the production, transportation or storage, adverse effects may be felt to the reputation, image, business opportunity and performance of the Company.

Risk Management

The Company prioritizes product quality and safety above all. For this purpose the Company utilizes; quality control, sanitization measures, product temperature control and product samplings in order to meet manufacturing standard and assure quality of products. The Company also received the following standards certificate from both local agencies and abroad; GMP (Good Manufacturing Practice), HACCP (Hazard Analysis Critical Control Point), HALAL, ISO 9001 (Quality Management System) and ISO14001 (Environmental Management System).

5) Risk factors from single shareholder group holding more than 75 percent of tradable shares

The Company has one major shareholder group which is Mr. Winai Teawsomboonkij's Group holding 4,243,245,131 shares as of March 11, 2020, accounting for 75.67% of all tradable shares, in the ratio of 3/4 of all shares, enabling this particular group to affect the decision making of the Company in agenda requiring special resolution in the meeting of shareholders. Other shareholders may be at risk in their ability to vote against the agenda proposed by this major shareholder group. In addition, shareholding in this magnitude prevents takeover from other parties without the consent of this major shareholder, whereby some shareholders may view such event as an opportunity to generate profit.

Risk Management

As of 25 February 2020, the Company has 4 independent directors into the board of director from the total position of 8 persons available, i.e. 50.00 percent of all directors and appoints another 3 independent surveyor in to the Surveyor Committee. The committee will operate to investigate and correct transaction which may be regarded as conflict of interest and to ensure that any such transaction benefits the Company. As well as maintaining transparency in the system.

External Risk Factors

1) Risk factor from price fluctuation

The Company revenue are mostly generated from the sales of live chicks, poultry meat, live swine and pork meat, price are dependent on demands at the time, which fluctuates under the influence of many factors including; consumer behavior, purchasing power and seasonal demands. In terms of product supply, factors affecting includes; disease, domestic sales and sales abroad. Where demand may exceed supplying capacity, the Company will be unable to reap the full profit potential at that time, however, this particular scenario could also serve to increase price and provide for greater profit yield if managed appropriately. If supply exceeds demand, prices will fall along with the sales figures.

Risk Management

The Company has expanded sales channels to areas which provides better profit and is at lesser risk from price fluctuation. These new area includes; export, vendor agreements with large restaurant chains and poultry sausage production using raw material produce by the Company under the brand TFG which help enhance product value. To compensate for price fluctuation in the swine sector, the Company has increase production capacity to maintain stable pricing. The Company swine sales channel in Vietnam also helps mitigates risk from domestic price fluctuation.

2) Risk factors from uncertainties in raw material cost

The Company's main raw material cost are animal feeds material cost including; corn, soybean meal, tapioca pellet, in which market prices fluctuates in accordance with demand and supply at the time and other factors such as; trade embargo, weather condition, biofuel demands, state intervention, agriculture promotion policies and the future trades market mechanism. Any changes in prices will affect the principle cost of the Company.

Risk Management

The Company's material resource planning put into consideration; pricing, storage cost, purchasing period and exchange rates. Where price may rise above acceptable levels, the Company can shift to alternative raw material. The Company also hires teams of pricing expert to closely monitor raw material price as well as a research and development department ready to adapt and develop new recipe to accommodate alternative raw materials.

3) Risk factor from disease

Animal borne disease directly affects consumer confidence and the livestock industry as a whole. Disease which has recently plague Thailand includes; Swine Flu, Porcine Epidemic Diarrhea, Foot and Mouth Disease: FMD. Outbreak of any such serious animal disease may require the culling of potential host animal or exportation may be restricted, all of which adversely affects the Company.

Risk Management

The Company utilizes a number of prevention methods to ensure sanitization including; Evaporative Cooling System: EVAP to adjust to temperature to a suitable level and prevent disease carrying microbes from entering the plant, animal vaccination and Genesis farm development system are used in both the Company's farm and of contractors. The Company has invested in the development of lab testing system which can swiftly analyze and detect disease causing microorganism in order to resolve any emergency situation. The Company has also received certification from the Department of Livestock Development, Ministry of Agriculture and Cooperatives for the standard of safety practiced by the Company. However, animal borne disease generally affects the livestock industry as a whole. Major outbreaks in Thailand are beyond the control of the Company and will unavoidably affect the Company, regardless of the measure taken.

4) Risk factors from fluctuation in exchange rate

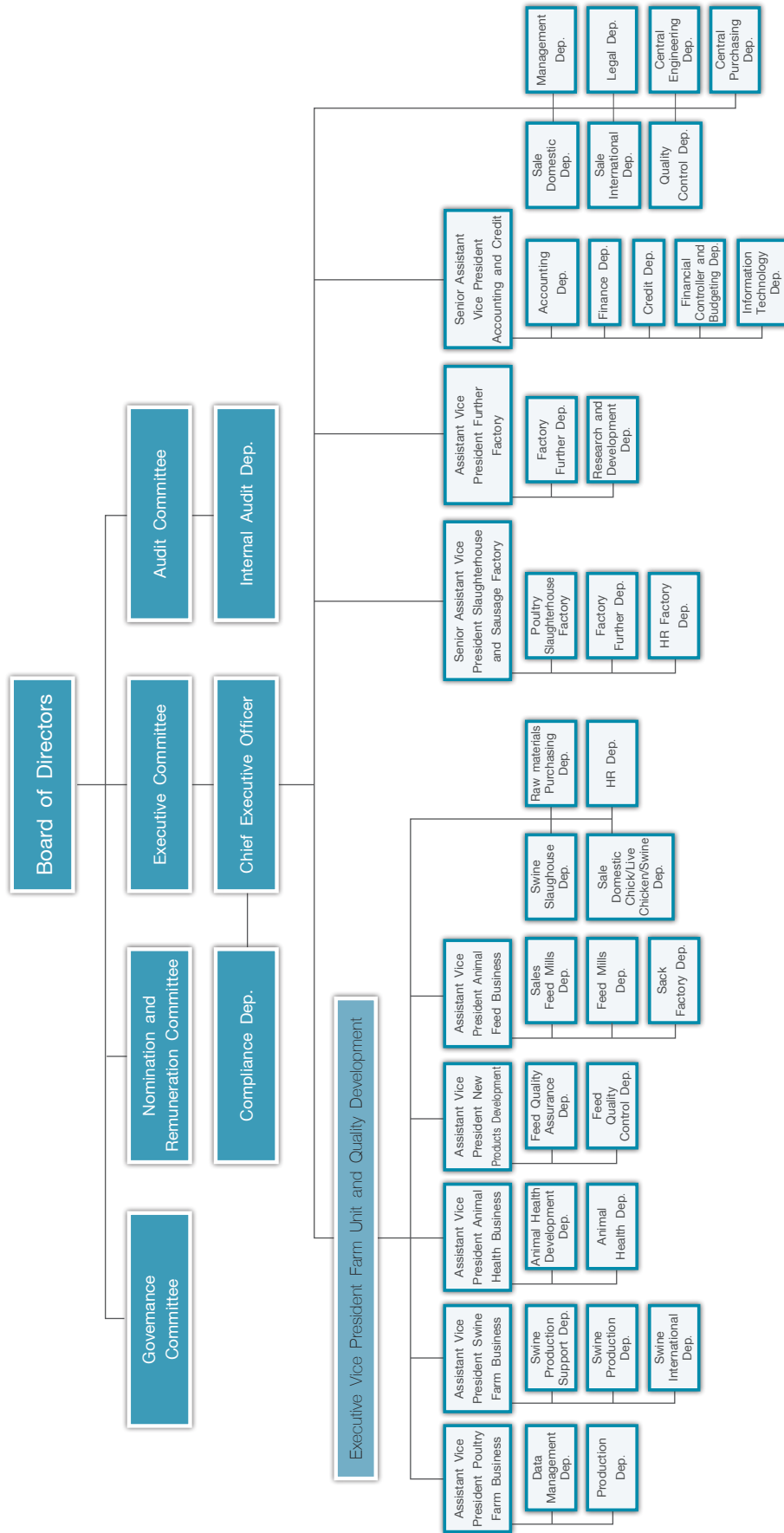
The Company import raw material and machinery from overseas, while also exporting products to foreign markets. Fluctuation in the exchange rates will affect the principle cost of the Company.

Risk Management

The Company has teams which monitor daily exchange rates in order to mitigate risk and trade currencies at acceptable pricing with the assistance from financial instrument from numerous banks. The Company also mainly settles debts in US dollars to purchase raw material and machinery from abroad, while also accepting the same for sales made in foreign market, effectively mitigating some of the risk in exchange rates.

Management and Shareholding Structure

The Organization Chart of the Company as of 31 December 2019 are as follows;



Registered capital and Paid up capital

As of December 31, 2019, the Company has registered capital 6,138,160,412 baht and paid-up capital amount 5,607,572,686 Baht divided into ordinary shares 5,607,572,686 shares with a par value of Baht 1 each with one share one vote.

Transfer of Shares Limit

The Company's shares can be transferred without restriction unless such transfer of shares would cause the "non-Thai" shareholders to hold shares in the Company in excess of 49% of the total issued outstanding shares.

Shareholding Structure

List of major shareholders listed in the share register of shareholders as of 11 March 2020 are summarized below:

No.	Name	No. of Shares	%
1.	Mr. Winai Teawsomboonkij Group	4,243,245,131	75.67
	Mr. Winai Teawsomboonkij	1,000,861,875	17.85
	Ms. Pritsana Teawsomboonkij	1	0.00
	Newstar Victor Company Limited ^{1/}	1,735,383,255	30.95
	BNP PARIBAS HONG KONG BRANCH ^{2/}	1,067,000,000	19.03
	BNP PARIBAS HONG KONG BRANCH ^{2/}	440,000,000	7.85
2.	Mr. Nattawut Teawsomboonkij	331,288,071	5.91
3.	UOB KAY HIAN PRIVATE LIMITED	192,496,300	3.43
4.	Ms. Vichita Teawsomboonkij	177,029,800	3.16
5.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	49,255,011	0.88
6.	Thai NVDR Company Limited	24,127,688	0.43
7.	Seamico Securities Public Company Limited	21,168,300	0.38
8.	RAFFLES NOMINEES (PTE) LIMITED	20,000,000	0.36
9.	Mr. Anan Sirimongkolkasem	18,000,000	0.32
10.	Ms. Kulanit Rattananon	12,870,300	0.23
	Top Ten Shareholders	5,089,480,601	90.76
	Other Shareholders	518,092,085	9.24
	Total	5,607,572,686	100.00

Note : ^{1/} Newstar Victor Company Limited was incorporated in Thailand on 17 June 2014 as a company engaged in investment business. It has a registered capital of Baht 1 million, fully paid-up. The major shareholder is Mr. Winai Teawsomboonkij, holding 99.97% of shares in the Company.

^{2/} BNP PARIBAS HONG KONG BRANCH was custodian as Mr. Winai Teawsomboonkij appoint service for deposit and manage share.



Other Securities

Bill of Exchange (B/E)

The Company issued Bill of Exchange (B/E) (unsubordinated and unsecured) which filling effective on 22 November 2018, offering period from 22 November 2018 to 12 November 2020. Total amounted of B/E is not more than Baht 3,500 million at any time with term of B/E is not more than 270 days from issuing date. As at 31 December 2018 the issuance of bills of exchange outstanding of Baht 850.00 million, average interest rate 4.05% - 4.35% per year.

Debentures

Debentures 1/2017

On 14 July 2017 the Company issued Baht 1,148.50 million unsubordinated, unsecured debentures in registered name from, which offering for specific investors. Maturity date at 14 July 2020 with bearing interest at the fixed rate of 4.90% per annum.

The Board of Directors

As of 25 February 2020, the Board of Directors structure of the Company consists of 1) Board of Directors and 2) sub-committee which are four committees, namely Audit Committee, Nomination and Remuneration Committee, Governance Committee, Executive Committee, and 3) Managements.

Board of Directors

As of 25 February 2020, the Board of Directors consists of 8 members are as follows:

Name	Position
1. Mr. Chaipatr Srivisarvacha	Chairman of the Board of Director
2. Mr. Winai Teawsomboonkij	Director
3. Mr. Phet Nantavisai	Director
4. Ms. Siriluck Tangwiboonpanich	Director
5. Mr. Prasit Wasupath	Independent Director
6. Mr. Weidt Nuchcharoen	Chairman of Audit Committee Director/ Independent Director
7. Mr. Weerasak Ungkajornkul	Audit Committee/ Independent Director
8. Mr. Assanee Subvanich	Audit Committee/ Independent Director

Mr. Winai Teawsomboonkij Mr. Phet Nantavisai Ms. Siriluck Tangwiboonpanich are authorized directors who can sign on behalf of the Company which two of these three directors jointly sign with the Company's seal affixed.

Director Attendant the Meeting

The details of Director Attendant the Meeting are as follows

Name	No. of Attendant the Meeting
1. Mr. Chaipatr Srivisarvacha	6/8
2. Mr. Winai Teawsomboonkij	8/8
3. Mr. Phet Nantavisai ^{1/}	8/8
4. Ms. Siriluck Tangwiboonpanich ^{2/}	7/7
5. Mr. Prasit Wasupath ^{3/}	8/8
6. Mr. Weidt Nuchcharoen	8/8
7. Mr. Weerasak Ungkajornkul	8/8
8. Mr. Assanee Subvanich ^{4/}	4/5
9. Mr. Anant Tangtongwechakit ^{5/}	6/8

Remark : ^{1/} Mr. Phet Nantavisai resigned from the Governance Committee effective from February 25, 2020

^{2/} Ms. Siriluck Tangwiboonpanich appoint to be the Director effective from February 5, 2019 and appoint to be Governance Committee effective from February 25, 2020

^{3/} Mr. Prasit Wasupath change position from the Director to be Independent Director effective from August 8, 2019 and appoint to be Nomination and Remuneration Committee and Governance Committee effective from February 25, 2020

^{4/} Mr. Assanee Subvanich appoint to be the Director effective from April 29, 2019 and change position from the Director to be Independent Director effective from August 8, 2019 and then appoint to be Audit Committee effective from February 25, 2020

^{5/} Mr. Anant Tangtongwechakit resigned from the Audit Committee/ Independent Director effective from January 31, 2020

Ms. Siriluck Tangwiboonpanich is the secretary to our Board of Directors and the Company's Secretary.

Audit Committee

As of 25 February 2020, Audit Committee consists of 3 members are as follows:

Name	Position
1. Mr. Weidt Nuchcharoen	Chairman of Audit Committee Director/ Independent Director
2. Mr. Weerasak Ungkajornkul	Audit Committee/ Independent Director
3. Mr. Assanee Subvanich	Audit Committee/ Independent Director

Mr. Weidt Nuchcharoen have knowledge and experience in matters of accounting and finance to audit the reliability of the financial statement. Mr. Weidt Nuchcharoen has a Master's degree in Business and Accountancy from Thammasat University.

The Details of Audit Committee Attendant the Meeting are as follows;

Name	No. of Attendant the Meeting
1. Mr. Weidt Nuchcharoen	4/4
2. Mr. Weerasak Ungkajornkul	4/4
3. Mr. Assanee Subvanich	-
4. Mr. Anant Tangtongwechakit	3/4

Nomination and Remuneration Committee

As of 25 February 2020, Nomination and Remuneration Committee consists of 3 members are as follows;

Name	Position
1. Mr. Chaipatr Srivisarvacha	Chairman of the Nomination and Remuneration Committee
2. Mr. Weerasak Ungkajornkul	Nomination and Remuneration Committee
3. Mr. Prasit Wasupath	Nomination and Remuneration Committee

The Details of Nomination and Remuneration Committee Attendant the Meeting are as follows;

Name	No. of Attendant the Meeting
1. Mr. Chaipatr Srivisarvacha	4/4
2. Mr. Weerasak Ungkajornkul	4/4
3. Mr. Prasit Wasupath	-

Governance Committee

As of 25 February 2020, Governance Committee consists of 3 members are as follows;

Name	Position
1. Mr. Chaipatr Srivisarvacha	Chairman of the Governance Committee
2. Ms. Siriluck Tangwiboonpanich	Governance Committee
3. Mr. Prasit Wasupath	Governance Committee

The Details of Corporate Governance Committee Attendant the Meeting are as follows;

Name	No. of Attendant the Meeting
1. Mr. Chaipatr Srivisarvacha	2/2
2. Mr. Phet Nantavisai	2/2
3. Ms. Siriluck Tangwiboonpanich	2/2
4. Mr. Prasit Wasupath	-

Executive Committees

As of 25 February 2020, Executive Committees consist of 3 members are as follows:

Name	Position
1. Mr. Winai Teawsomboonkij	Chairman of Executive Committee
2. Mr. Phet Nantavisai	Executive Committee
3. Ms. Siriluck Tangwiboonpanich	Executive Committee

Managements

As of 25 February 2020, managements consist of 10 members are as follows:

Name	Position
1. Mr. Winai Teawsomboonkij	Chief Executive Officer
2. Mr. Phet Nantavisai	Executive Vice President Farm Unit and Quality Development
3. Ms. Siriluck Tangwiboonpanich	Senior Assistant Vice President Accounting and Credit
4. Mr. Sugun Thampon	Senior Assistant Vice President Slaughterhouse and Sausage Factory
5. Mr. Santi Wutisela	Assistant Vice President Poultry Farm Business
6. Mr. Patipan Chaipanya	Assistant Vice President Animal Health Business
7. Mr. Narongrit Khwuanhwaisap	Assistant Vice President Swine Farm Business
8. Ms. Patrapan Rungcharoen	Assistant Vice President New Product Development
9. Mr. Pichet Mongkolsirawatana	Assistant Vice President Animal Feed Business
10. Mr. Panya Sakunchot	Assistant Vice President Further Factory

Remark : Mr. Pichet Mongkolsirawatana appoint to be managements effective from January 1, 2020

Company's Secretary

Our Board of Directors Meeting on 29 February 2016 resolved to approve the appointment of Ms. Siriluck Tangwiboonpanich to be our Company's Secretary in compliance with the requirements of the Securities and Exchange Act.

Mr. Siriluck Tangwiboonpanich has a Bachelor's degree of Business Administration (Accounting), Kasetsart University and Master degree of Business Administration (Finance), Kasetsart University.

Remuneration of our Board of Director and Executives

Remuneration of our Board of Directors

Monetary Remuneration

As of 31 December 2019, the total remuneration paid by the Company 9 members of the Board of Directors total amounted 8,510,000 Baht as follow:

Name	Remuneration (Baht)						
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Governance Committee	Monthly	Bonus 2019	Total
1. Mr. Chaipatr Srivisarvacha	315,000		150,000	70,000	480,000	60,000	1,075,000
2. Mr. Winai Teawsomboonkij	275,000				400,000	50,000	725,000
3. Mr. Phet Nantavisai	275,000			50,000	400,000	50,000	775,000
4. Ms. Siriluck Tangwiboonpanich	225,000			50,000	400,000	50,000	725,000
5. Mr. Prasit Wasupath	275,000				400,000	50,000	725,000
6. Mr. Weidt Nuchcharoen	275,000	155,000			400,000	50,000	880,000
7. Mr. Weerasak Ungkajornkul	275,000	105,000	110,000		400,000	50,000	940,000
8. Mr. Anant Tangtongwechakit	225,000	80,000			400,000	50,000	755,000
9. Mr. Assanee Subvanich	100,000				400,000	50,000	550,000
Total	2,240,000	340,000	260,000	170,000	3,680,000	460,000	7,150,000

Other Remuneration

-None-

Remuneration of our Executives

Monetary Remuneration

As of 31 December 2019, the total remuneration paid by the Company to the Executives total amounted Baht 59.97 Million as follow:

Type of Remuneration	2019		2018	
	Number of Executives	Total Amount (Million Baht)	Number of Executives	Total Amount (Million Baht)
Monthly salary	9	38.83	12	37.64
Bonus	9	14.09	12	5.89
Other expenses	9	7.05	12	4.77
Total		59.97		48.30

Notes : Other expenses include travel allowance and a phone allowance.

Other Remuneration

The Company provide a company car with the value not exceeding Baht 1 million.

Employees

No. of Employees

As of 31 December 2019, there were a total number of 2,552 employees by the Company as follow:

Department	As at 31 December 2019	As at 31 December 2018
	Number of employees	Number of employees
1. Manangement	9	8
2. Poultry Unit	255	241
3. Swine Unit	205	163
4. Factory Support Unit	57	17
5. Sausage Unit	61	58
6. Research and Development Unit	88	80
7. Internal Audit Department	6	6
8. Compliance Department	3	3
9. Purchasing Department	40	40
10. Human Resource Department	26	24
11. Sales and Marketing Department	171	187
12. Factory/ Sale Feed Department	586	498
13. Poultry Slaughter Factory	524	424
14. Legal Department	10	11
15. Account Department	117	121
16. Finance Department	13	12
17. Credit Department	11	12
18. Information Technology Department	15	11
19. Financial Controller and Budgeting Department	5	4
20. Other Department	350	645
Total	2,552	2,565

Remuneration of Employees

In 2019, the total remuneration paid by the Company to our employees total amounted Baht 1,146.58 million for 2,552 employees and in 2018, the total remuneration paid by the Company to our employees total amounted Baht 1,095.59 million for 2,565 employees including salary, bonus, and other types of remuneration, as follow:

Type of Remuneration	As at 31 December 2019		As at 31 December 2018	
	Number of executives	Million Baht	Number of executives	Million Baht
Monthly salary		720.91		757.07
Bonus		234.34		170.32
Other expenses		191.30		168.20
Total	2,552	1,146.58	2,565	1,095.59

Note : Number of employees are monthly employees.

Our provident funds were founded on 1 July 2014.

Human Resource Development Policy

We focus on human resource development so that our employees have the knowledge and ability to contribute to our operations and future growth. On an annual basis we review the training offered to our employees. We regularly arrange for our employees to attend appropriate external and internal courses, and monitor and assess the result of these courses. For the year ended 31 December 2019, a training budget of Baht 4.65 million

Labor Dispute

As at 31 December 2019, we were not involved in any material legal dispute with our employees and no employees were members of any labor union.

Board of Directors and Management's Profiles

Details of the Board of Directors, Management and Company Secretary as of 25 February 2020

Mr. Chaipatr Srivisarvacha		Chairman of the Board of Director
	Appointed as director on December 25, 2015	
Age	60 Year	
Highest Education	Master Business Administration (Finance), Illinois Benedictine College, U.S.A. Bachelor (Metallurgy), Lehigh University, U.S.A.	
Experience		
2015 - Present	Chairman of the Board of Director, Thaifoods Group Public Company Limited	
2011 - Present	Independent Director, Precious Shipping Public Company Limited	
2009 - Present	Authorized Director, Krungthai Zmico Securities Company Limited	
2007 - Present	Chief Executive Officer, Seamico Securities Public Company Limited	
2018 - 2019	Chairman Audit Committee, The Stock Exchange of Thailand	
2016 - 2019	Director, TSFC Securities Public Company Limited	
2015 - 2019	Governor, The Stock Exchange of Thailand	
2013 - 2014	Member of Audit Committee, The Stock Exchange of Thailand	
2013 - 2013	Chairman Derivatives Investor Fund Committee, Thailand Future Exchange Public Company Limited	
2012 - 2013	Director, Thailand Future Exchange Public Company Limited	
2003 - 2013	Independent Director and Audit Committee Member, Brooker Group Public Company Limited	
Director program and other training course	Director Certification Program, class, 2003, Institution of Directors Association Chairman 2000 program, 2005, Institution of Directors Association Capital Market Leader Program, 2013, Capital Market Academy Corporate Governance for Capital Market Intermediaries program, class 3/2015 Institution of Directors Association CMA-GMS 1 Program, Capital Market Academy Executive Education 27 March - 12 April 2015, Stock Exchange of Thailand	
Year of Directorship	4 year	
Position in others listed Company	Independent Director, Precious Shipping Public Company Limited Chief Executive Officer, Seamico Securities Public Company Limited	
Position in Non-Listed Company	Authorized Director, Krungthai Zmico Securities Company Limited	
Nature of relationships between director/management	None	
No. of shares held as at March 11, 2020	2,117,800 shares or equivalent to 0.04% of total Company's share.	

Mr. Winai Teawsomboonkija
Director/ Chairman of Executive Committee/ Chief Executive Officer

	(The director who authorized to sign) Appointed as director on August 18, 2014
Age	57 Year
Highest Education	Diploma in Agriculture Economics, Kasetsart University
Experience	
2001 - Present	Director/ Chairman of Executive Committee/ Chief Executive Officer, Thaifoods Group Public Company Limited
2016 - Present	Director, Goldern Shine Company Limited
2016 - Present	Director, Speed Force Company Limited
2014 - Present	Director, Newsaga Company Limited
2014 - Present	Director, Star Capital (HK) Limited
2014 - Present	Director, Norcot Holdings Limited
2014 - Present	Director, NEWSAGA Limited
2014 - Present	Director, Newstar Victor Company Limited
2014 - Present	Director, T Treasury Company Limited
2014 - Present	Director, Thaifoods's subsidiaries
Director program and other training course	Director Certification Program (DCP), class 169/2013, Institution of Directors Association
Year of Directorship	5 Year
Position in others listed Company	None
Position in Non-Listed Company	Director, Goldern Shine Company Limited Director, Speed Force Company Limited Director, Newsaga Company Limited Director, Star Capital (HK) Limited Director, Norcot Holdings Limited Director, NEWSAGA Limited Director, Newstar Victor Company Limited Director, T Treasury Company Limited Director, Thaifoods's subsidiaries
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	1,000,861,875 shares or equivalent to 17.85% of total Company's share.

Mr. Phet Nantavisai
Director/ Executive Vice President Farm Unit and Quality Development

	(The director who authorized to sign) Appointed as director on November 12, 2018
Age	35 Year
Highest Education	Master's Degree, Business Administration, NIDA Business School
Experience	
2018 - Present	Director, Thaifoods Group Public Company Limited
2016 - Present	Executive Vice President Farm Unit and Quality Development, Thaifoods Group Public Company Limited
2012 - 2016	Deputy Managing Director (Swine Business, Research and Development), Thaifoods Group Public Company Limited
2010 - 2011	Farm Manager, Thaifoods Group Public Company Limited
Director program and other training course	Director Certification Program (DCP), class 160/2019, Institution of Directors Association Seminar "Animal Nutrition and Feed Formulation" at Kasetsart University
Year of Directorship	1 Year
Position in others listed Company	None
Position in Non-Listed Company	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Ms. Siriluck Tangwiboonpanich
Director/ Senior Assistant Vice President Accounting and Credit

	(The director who authorized to sign) Appointed as director on February 5, 2019
Age	39 Year
Highest Education	Master's Degree, Business Administration (Finance), Kasetsart University
Experience	
2018 - Present	Director/ Senior Assistant Vice President Accounting and Credit, Thaifoods Group Public Company Limited
2017 - 2018	Assistant Vice President Accounting and Credit, Thaifoods Group Public Company Limited
2016 - 2017	Accounting Senior Manager, Thaifoods Group Public Company Limited
2014 - 2015	Accounting Manager, Thaifoods Group Public Company Limited
Director program and other training course	Director Accreditation Program (DAP) 169/2020, Thai Institute of Directors
Year of Directorship	1 Year
Position in others listed Company	None

Position in Non-Listed Company	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None
<div> <div>Mr. Prasit Wasupath</div> <div>Independent Director</div> </div>	
Age	Appointed as director on April 28, 2016 65 Year
Highest Education	Master Business Administration, Ramkhamhaeng University
Experience	2019 - Present Independent Director, Thaifoods Group Public Company Limited 2016 - Present Director, Thaifoods Group Public Company Limited 2016 - Present Audit Committee/ Independent Director, Sirivej Medical Company Limited 2015 - Present Audit Committee/ Independent Director/ Nomination and Remuneration Committee, Ubon Bio Ethanol Company Limited 2016 - 2019 Director/ Executive Director, Thai Credit Guarantee Corporation 2014 - 2019 Chairman of the Board of Director, Krung Thai Leasing Company Limited 2010 - 2019 Director/ Nomination and Remuneration Committee/ Audit Committee, Krungthai ZMICO Securities Company Limited 2015 - 2016 Specialist in SME, Krung Thai Bank Public Company Limited 2012 - 2014 First Senior Executive Vice President/ Business Center Group, Krung Thai Bank Public Company Limited 2011 - 2014 Director, Krung Thai Asset Management Public Company Limited 2011 - 2012 First Executive Vice President/ Business Center Group, Krung Thai Bank Public Company Limited
Director program and other training course	Director Accreditation Program (DAP) 147/2017, Thai Institute of Directors Role of the Chairman Program RCP 36/2016, Institution of Directors Association Corporate Governance for Capital Market Intermediaries-CGI, Class 2/ 2015 Financial Executive Development Program (FINEX XVII) Class 17/August 2008 Modern Management Strategy for KTB's Executives Class 1 (July 2007)
Year of Directorship	4 Year
Position in others listed Company	None
Position in Non-Listed Company	Audit Committee/ Independent Director, Sirivej Medical Company Limited Audit Committee/ Nomination and Remuneration Committee/ Independent Director, Ubon Bio Ethanol Company Limited
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Mr. Weidt Nuchcharoen
Chairman of Audit Committee / Independent Director

	Appointed as director on August 18, 2014
Age	66 Year
Highest Education	Master's Degree in Thammasat Business School, Thammasat University Bachelor's Degree in Faculty of Economics (Agriculture) and Business Administration, Kasetsart University
Experience	
2014 - Present	Chairman of Audit Committee Director/ Independent Director, Thaifoods Group Public Company Limited
2018 - Present	Chairman of Director, Siamrajathane Company Limited
2018 - Present	Chairman of Director, Thai Techno Glass Company Limited
2018 - Present	Chairman of Director of Revenue, National Broadcasting Services of Thailand
2017 - Present	Consultants, Thipaya Insurance Public Company Limited
2017 - Present	Chairman of the Risk Committee/ Audit Committee Director/ Nomination and Remuneration Committee, Raimon Land Public Company Limited
2016 - Present	Independent Director/ Chairman of Audit Committee Director, WHAUP & Power Public Company Limited
2015 - Present	Director/ Chairman of Audit Committee Director, STEC Company Limited
2014 - Present	Investment Policy Committee, SME Bank
2017 - 2019	Director, Srisawad Finance Public Company Limited
2015 - 2019	Director, Srisawad Power 1979 Public Company Limited
2015 - 2018	Director, Thai Zoological Park Organization
2015 - 2018	Director, Thai Water Logical Organization
2015 - 2017	Director, Thipaya Insurance Public Company Limited
2015 - 2017	Director, Thai Forest Industry Organization
2015 - 2016	Advisor, Stock Exchange MAI
2015 - 2016	Director, Hemaraj Land And Development Public Company Limited
2014 - 2015	Specialist of SME and Banking System, Islamic Bank of Thailand
2013 - 2015	Director Krungthai-AXA Life Insurance Public Company Limited
2012 - 2014	Senior Executive Vice President - Head of Retail Banking, Krungthai Bank Public Company Limited
2011 - 2014	Director, KTB Leasing Company Limited
2010 - 2012	Executive Vice President - Head of Business Center Group, Krungthai Bank Public Company Limited
Director program and other training course	Role of Chairman Program, Class 31 year 2013, Institution of Directors Association Commercial Credit Skills Assessment Program, Year 2007, Chulalongkorn University Top Executive Program in Commerce and Trade (TEPCOT), class 3/2010, Commerce Academy, University of Thai Financial Executive Development Program, Class 14/2005, The Thai Institute of Bangkok and Finance Association (FINEX)

Year of Directorship	5 Year
Position in others listed Company	Consultants, Thipaya Insurance Public Company Limited Chairman of the Risk Committee/ Audit Committee Director/ Nomination and Remuneration Committee, Raimon Land Public Company Limited Independent Director/ Chairman of Audit Committee Director, WHAUP & Power Public Company Limited
Position in Non-Listed Company	Chairman of Director, Siamrajathane Company Limited Chairman of Director, Thai Techno Glass Company Limited Chairman of Director of Revenue, National Broadcasting Services of Thailand Director/ Chairman of Audit Committee Director, STEC Company Limited Investment Policy Committee, SME Bank
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Mr. Weerasak Ungkajornkul

Audit Committee/ Independent Director

	Appointed as director on August 18, 2014
Age	71 Years
Highest Education	Bachelor's Degree in Law (Honor Degree), Thammasart University
Experience	
2014 - Present	Audit Committee/ Independent Director, Thaifoods Group Public Company Limited
2009 - 2013	Director/ Legal Advisor, Law for Life Company Limited
Director program and other training course	Director Certification Accreditation Program (DCP), Class 79/2009, Institution of Directors Association
Year of Directorship	5 Year
Position in others listed Company	None
Position in Non-Listed Company	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Mr. Assanee Subvanich

Audit Committee/ Independent Director

	Appointed as director on April 29, 2019
Age	70 Year
Highest Education	Master of Business Administration, Kasetsart University Bachelor's Degree in Law (Honor Degree), Thammasart University
Experience	
2020 - Present	Audit Committee, Thaifoods Group Public Company Limited
2019 - Present	Independent Director, Thaifoods Group Public Company Limited
2014 - Present	Director's Advisor, Krungthai Zmico Securities Company Limited
2018 - 2019	Advisor, Thai Appraisal Foundation
2013 - 2014	Director, KTB Leasing Company Limited
2009 - 2012	Director, KTB Law Co.,Ltd.
Director program and other training course	Director Certification Program (DCP), Class 114/2009, Thai Institute of Directors Association Balanced Scorecard Course, Training Center, Krungthai Bank Public Company Limited Marketing Director Course, Thammasat University Designing The Micro Finance Program, Training Center, Krungthai Bank Public Company Limited Program for Senior Executives on Justice Administration, Class 8, Office of the Judiciary Audit Committee Program, Class 44/2013, Thai Institute of Directors Association Corporate Governance for Capital Market Intermediaries, Class 2/2015, Thai Institute of Directors Association IT Governance and Cyber Resilience Program, Class 7/2018, Thai Institute of Directors Association
Year of Directorship	1 Year
Position in others listed Company	None
Position in Non-Listed Company	Director's Advisor, Krungthai Zmico Securities Company Limited
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Mr. Sugun Thampon
Senior Assistant Vice President Slaughterhouse and Sausage Factory

Age	38 Year
Highest Education	Bachelor's Degree, Industrial Engineering, Engineering, Burapha University
Experience	
2018 - Present	Senior Assistant Vice President Slaughterhouse and Sausage Factory, Thaifoods Group Public Company Limited
2017 - 2018	Assistant Vice President Slaughterhouse (Prachinburi) and Sausage Factory, Thaifoods Group Public Company Limited
2015 - 2017	Factory Manager, Slaughterhouse (Prachinburi), Thaifoods Group Public Company Limited
2004 - 2015	Production Manager, Charoen Pokphand Foods Public Company Limited
Director program and other training course	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	1,490,000 Shares or equivalent to 0.03% of total Company's share

Mr. Santi Wutisela
Assistant Vice President Poultry Farm Business

Age	56 Year
Highest Education	Bachelor's Degree, Poultry Science, Maejoo University
Experience	
2016 - Present	Assistant Vice President Poutry Farm Business, Thaifoods Group Public Company Limited
2013 - 2015	Assistant Managing Director, Broiler and Hatchery Business, Thai Foods Poultry Farm Company Limited
2012 - 2013	General Manager, Broiler and Hatchery Business, Thai Foods Poultry Farm Company Limited
Director program and other training course	Arbor Acres training school in U.S.A.
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Mr. Patipan Chaipanya
Assistant Vice President Animal Health Business

Age	48 Year
Highest Education	Bachelor's Degree, Veterinary Medicine, Khon Kaen University
Experience	
2016 - Present	Assistant Vice President Animal Health Business, Thaifoods Group Public Company Limited
2014 - 2015	Senior Manager, Research & Development Business, Thaifoods Group Public Company Limited
Director program and other training course	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Mr. Narongrit Khwuankhaisap
Assistant Vice President Swine Farm Business

Age	56 Year
Highest Education	Bachelor's Degree, Animal Science, King Mongkut's Institute of Technology Ladkrabang Bachelor's Degree, Business Administration (Marketing), Sukhothai Thammathirat Open University
Experience	
2010 - Present	Assistant Vice President Swine Farm Business, Thaifoods Group Public Company Limited
1996 - 2009	Assistant Managing Director, Agrithai and Consultant Company Limited
Director program and other training course	Entrepreneurship : Management of Innovation, Jan - Mar 2012 Sasin Graduate Institute of Business Administration of Chulalongkorn University
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Ms. Patrapan Rungcharoen
Assistant Vice President New Product Development

Age	38 Year
Highest Education	Ph.D. in Agro-Industrial Product Development, Agricultural - Industry, Kasetsart University
Experience	
2019 - Present	Assistant Vice President New Product Development, Thaifoods Group Public Company Limited
2017 - 2019	Assistant Vice President Feed Mills Business, Thaifoods Group Public Company Limited
2016 - 2017	Feed Research and Development Senior Manager, Thaifoods Group Public Company Limited
2014 - 2016	Feed Research and Development Division Manager, Thaifoods Group Public Company Limited
Director program and other training course	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	None

Mr. Pichet Mongkolsiriwatana
Assistant Vice President Animal Feed Business

Age	51 Year
Highest Education	Bachelor Degree, Animal Science Kasetsart University
Experience	
2020 - Present	Assistant Vice President Animal Feed Business, Thaifoods Group Public Company Limited
2017 - 2019	Senior Feed Mills Sale Division Manager, Thaifoods Group Public Company Limited
2015 - 2017	Feed Mills Sale Division Manager, Thaifoods Group Public Company Limited
1992 - 2015	Division Manager, Krung Thai Foods Public Company Limited
Director program and other training course	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	10,000 Shares or equivalent to 0.00% of total Company's share

Mr. Panya Sakunchot
Assistant Vice President Further Factory

Age	45 Year
Highest Education	Master of Business Administration, Business Administration, Stamford International University
Experience	2019 - Present Assistant Vice President Further Factory, Thaifoods Group Public Company Limited 2017 - 2018 Senior Manager Further Factory, Thaifoods Group Public Company Limited 2014 - 2016 Factory Manager, Thai Union Manufacturing Company Limited (Samutsakorn) 2012 - 2014 QA/QC Assistant Manager, GFPT Nichirei (Thailand) Company Limited (Chonburi)
Director program and other training course	None
Nature of relationships between director/management	None
No. of shares held as at March 11, 2020	17,000 Shares or equivalent to 0.00% of total Company's share

Shareholding of Directors and Management

Name		Common Share (Shares)				Change Increase/ (Decrease)
		11 March 2020		31 December 2018		
		Direct	Indirect	Direct	Indirect	
Directors						
1.	Mr. Chaipatr Srivisarvacha	2,117,800	-	-	-	2,117,800
2.	Mr. Winai Teawsomboonkij	1,000,861,875	3,242,383,256	1,018,107,832	2,946,166,597	278,970,702
3.	Mr. Phet Nantavisai	-	-	-	-	-
4.	Ms. Siriluck Tangwiboonpanich	-	-	512,500	-	(512,500)
5.	Mr. Prasit Wasupath	-	-	-	-	-
6.	Mr. Weidt Nuchcharoen	-	-	-	-	-
7.	Mr. Weerasak Ungkajornkul	-	-	-	-	-
8.	Mr. Assanee Subvanich	-	-	-	-	-
Managements						
1.	Mr. Sugun Thampon	-	-	-	-	-
2.	Mr. Santi Wutisela	-	-	-	-	-
3.	Mr. Patipan Chaipanya	-	-	-	-	-
4.	Mr. Narongrit Khwuankhwaisap	-	-	-	-	-
5.	Ms. Patrapan Rungcharoen	-	-	-	-	-
6.	Mr. Pichet Mongkolsiriwatana	10,000	-	10,000	-	-
7.	Mr. Panya Sakunchot	17,000	-	10,000	-	7,000



Dividend Payment Policy

Our Board of Directors may consider making an annual dividend payment upon the approval of the shareholders at a shareholders' meeting. An interim dividend payment can be approved by the Board of Directors from time to time, provided that we have adequate profits and liquidity. The Board of Directors will inform shareholders of any interim dividend payment at the next shareholders' meeting.

Our current dividend policy is to pay a total dividend of not less than 50% of net profits after deductions for tax and the legal reserve fund as required by applicable law and our Articles of Association and setting aside amounts required for working capital, capital expenditure and business expansion requirements. The Board of Directors will take shareholders' interests into account when considering the dividend payment, ensuring that such a payment will not materially and adversely affect our ordinary course of business. Dividend payments are subject to change based on our performance, financial condition, liquidity, business expansion plans, and future needs as our Board of Directors and/or shareholders deem appropriate.

No minimum dividend payment has been set for our subsidiaries. Nonetheless, the Board of Directors and/or the shareholders of our subsidiaries may consider dividend payments out of annual net profit after deductions for tax and the legal reserve fund, and will take into consideration business conditions, including, but not limited to, the investment plans for business expansion, performance, the financial condition, the liquidity and future needs of each subsidiary.

Corporate Governance

In order to accelerate for achieving the sustainable development, THAIFOODS Group Public Company Limited has conducted the business under the Corporate Governance Policy in accordance with the criteria of good Corporate Governance Policy of the listed companies and Business Code of Conduct that are inclusive regarding the finance, investment, competition and good governance and responsibility in business. THAIFOODS Group Public Company Limited has promulgated the Good Corporate Governance Policy and Business Code of Conduct to the Company executive, employees and all stakeholders via the Company website (www.tfg.co.th) as well as preparing the Anti Corruption Policy; that is one of the principle in Good Corporate Governance, for being the principle and the practice guideline for the Directors, executive and employees as the countermeasure with the corruption.

Because of conducting to comply with the good Corporate Governance Policy by all personnel in the Company, then THAIFOODS Group Public Company Limited has been evaluated for Good Corporate Governance of listed companies for the year 2019 in level of “Very Good” that is organized by Thai Institute of Directors Association (IOD) under supporting by The Stock Exchange of Thailand (SET).

THAIFOODS Group Public Company Limited fully attempts with continuous in development for standard of Corporate Governance for the Company by prioritized to the business sustainability in part of economy, society and environment, including the prioritization with the role and leadership of the President and the Directors in various aspects such as vision and strategy, innovation that add value for economy, society and environment for the Company and stakeholders as well as supporting the operation in various parts such as financial liquidity and debt payment of the Company, the qualitative prioritization for the Company operation; objectives, goals, corporate values and the prioritization on balancing in performances of the Board of Directors and executive. Then, THAIFOODS Group Public Company Limited do not have the family business structure, which may impact with the performance of the Board of Directors and the Company executive including compliance with the policy on confidential treatment of insider information and any information; that has impacted with the stock price. Therefore, the Company has disclosed the financial information and non-financial information to stakeholders for strengthening the stakeholders’ confidence and increase the value including making profit growth with steadily and sustainable.

On 25th February 2020, the Board of Directors has considered and reviewed by realization to the performance with the responsibility. Then the Board of Directors Meeting has the resolution to approve usage of the principle of good Corporate Governance; issued edition in year 2017, which was set for the practical principle and best practice for the listed companies to adapt for suitable with the context in business operation of THAIFOODS Group Public Company Limited as appeared in the Corporate Governance policy. There are some principles which the Company has not yet apply during 2019, however, there are disclosed in the Board of Directors minutes.

CORPORATE GOVERNANCE POLICY

THAIFOODS Group Public Company Limited realizes and gives priority to the efficiency, transparency and auditability of management system that creates trust and confidence amongst all relevant parties. As a result, it leads the business to have the sustainable development under the operation with business ethics and compliance with the laws. THAIFOODS Group Public Company Limited therefore prescribed the Company's Corporate Governance Policy to enhance the existing operation to have more clarified and standardized system and distribute the good practice to all staff levels of the company that would reinforce the absolute culture in the Corporate Governance. The Company has brought the principle of Corporate Governance Code for listed companies 2017 of the Securities and Exchange Commission (SEC), as the main guideline, to adapt for maximum efficiency in the operation. However, such operation for THAIFOODS Group Public Company Limited was inclusively set for 8 (eight) sections of principles by the principles and practical guidelines are as follows:

SECTION 1 ESTABLISH CLEAR LEADERSHIP ROLE AND RESPONSIBILITIES OF THE BOARD

The Board of Directors realizes their role and responsibilities as the leader of organization who has the duties to control the Company to have the good management according to the good Corporate Governance for the listed companies by emphasizing on the determination in operation success simultaneously with the operation ethics, and have the responsibilities with the society and the environment apart from the financial operating performance and also include perform duties of the Directors, Executive and all staffs and employees with trustworthiness, careful responsibilities, absent from the personal Conflict of Interest, comply with the rules, regulations, laws, Articles and resolution of the Shareholders Meeting in order to get the maximum benefit towards the Company with suitable and do not perform any action that is the Company's Conflict of Interest.

The Board of Directors encourages and drives the Company to use the principle of good Corporate Governance to be a part of organizational culture for the sustainable development through the policies and practical method for the Executive Committee and employees such as good Corporate Governance Policies, Code of Conduct by significantly insisting on the Company's objective. Furthermore, the Board still prioritizes with improvement on the efficiency in all levels of operation in order to be the suitable structure and being the driven mechanism for the Company achieving the goals including communicating to the Directors, Executive and all staffs and employees for understanding and performing with clear and actual practice. Then the Board assigns the follow-up action and reviews the policies and procedures on periodically.

The Board of Directors has assigned scope, roles, duties and responsibilities for all of the Board of Directors, the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, Corporate Governance Code, and Chief Executive Officer (CEO) including follow-up to perform the assigned duties with appropriately as follows:

The Organization Chart of THAIFOODS Group Public Company Limited comprises of four 5 committees as the Board of Directors, the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee Corporate Governance Code. Whereas THAIFOODS Group Public Company Limited prescribes the Board of Directors has the power of authority and revises the business plan.

In part of approval for investment projects or the value of transferred right over the property that more than three (3) years and approval for acquisition and disposals of assets relating with the operation of THAIFOODS Group Public Company Limited, all abovementioned must be approved by the Board of Directors and the Executive Committee. However, the aforesaid delegation of authorities shall depend upon size of the aforesaid transactions. Whereby the Board of Directors has the authorization in level of the aforesaid delegation of authorities depend upon the value not more than 15% (fifteen percentages) of net tangible assets value of THAIFOODS Group Public Company Limited. Meanwhile, The Executive Committee has the authorization in level of the aforesaid delegation of authorities depend upon the value not more than 10% (ten percentages) of net tangible assets value of THAIFOODS Group Public Company Limited.

Furthermore, THAIFOODS Group Public Company Limited still assigns the delegation of authorities prior to conduct any transaction relating with the financial agreement such as the Executive Committee has the authorization according to level of the delegation of authorities for entering the following transactions, (a) Open the bank account (b) enter into the other credit limit agreement as Non-funding type such as the Letter of Guarantee (L/G) (c) enter into the credit limit agreement as Funding type such as Promissory Notes, Loan Agreement and Trust Receipt (T/R) that the value is not more than Baht 500 (Five Hundred) Million and (d) Signing as the Guarantor for the Subsidiaries companies with the guarantee limit not more than 3% (three percentages) of net tangible assets value of THAIFOODS Group Public Company Limited. Whereas the Board of Directors has the authorization according to level of the delegation of authorities, for entering into the credit limit agreement as Funding type and being the Guarantor for the Subsidiaries companies, as unlimited amount. Whereas the Chief Executive Officer (CEO) of THAIFOODS Group Public Company Limited has the authorization according to level of the delegation of authorities, for entering into the agreement or Memorandum of Understanding (MOU) that is the normal business practice of THAIFOODS Group Public Company Limited. Managing Director has the authorization according to level of the delegation of authorities, for entering into the agreement or Memorandum of Understanding (MOU) that is the normal business practice within the credit limit not more than Baht 20 (twenty) Million.

Whereby the varying set of the Committees of THAIFOODS Group Public Company Limited has a term to hold the position and scope of delegation of authority for each set of the committees as follows;

THE BOARD OF DIRECTORS

Term of Office for the Board of Directors

The Board of Directors has a term of office to hold the position for three (3) years since the date of appointment. As a result, since the aforesaid term to hold in the position is expired, a Director who leaved from the Office by the reason of rotation, he/she may be reappointed to take a position of the Director.

The Board of Director has appoved the Board meeting plan for the year 2019 will be 6 times.

Scope of authority, duties and responsibilities of the Board of Directors

- 1) Carry out the duties in accordance with all the legal and regulatory requirements, as well as the objective, the Articles of Association of the Company, the resolution of both the Board of Directors and the Shareholders Meeting, with responsibilities, carefulness and integrity including perform as lead by example
- 2) To determine the major policies for business such as the policies relation to finance, funds management, risk management, management of information technology and to supervise the management for the implementation of policies include setting a plan for directors and management development, as well as a sucession plan.

- 3) To consider and prescribe the description and approve for the following topics; the vision, mission, value, business strategy, business direction, business policies, goals, road map, action plans and budget for the Company and subsidiaries, that provided by the Executive Committee and management due to conduct and review every year.
- 4) To consider and approve matters other than which are within the authority delegated to the Chief Executive Officer (CEO), or matters which must be approved by the Board of Directors or a shareholders meeting as prescribed by the law or the relevant rules or procedures of the Company.
- 5) To supervise and appraise the management and performance result of the Executive Committee, the President, Chief Executive Officer (CEO), Managing Director, Executive and any personnel that has been assigned to do the aforesaid duties in order to comply with the policies; that were specified by the Board of Directors. To supervise and appraise the management and performance result of the Chief Executive Officer (CEO) and Managing Director perform their responsibilities in compliance with their fiduciary duties, duty of care, and duty of loyalty, enabling to make its decisions as a result of exercising independent judgement on corporate affairs and consider human resources management and development programmes in appropriately.
- 6) To follow-up the result of the Company operation with continuous in order to comply with the action plan, objective, business strategy, policies, and the Company's budget.
- 7) To control, supervise, review in order to possess the system for financial reporting that is transparently, accurately and sufficiently as well as provide the internal control system and internal auditing and finance and risk management according to legal, regulatory requirements, and the Articles of Association of the Company.
- 8) Set for preparation the balance sheet and statement of profit and loss at the year-end of accounting period of the Company and signs for affirmation on the aforesaid financial statements in order for proposed to the Shareholders Meeting in the Annual General Meeting for approved consideration, including financial and non-financial information disclosures.
- 9) Consider and review for selection and appointment of the external Auditor and consider for the suitable remuneration according to the proposal of the Audit Committee before proposed to the Shareholders Meeting in Annual General Meeting as approved consideration.
- 10) Assign to have the written policies regarding the Corporate Governance in accordance with the principle of the Good Governance, Code of Conduct and adapt using the aforesaid policies with efficiency. So as to create the confidence that the Company has the responsibilities towards all groups of stakeholders with fairness.
- 11) Consider for approval in appointment the person; who has the suitable qualification and has no prohibit qualification according to the Public Companies Act B.E. 2535 (including with the additional revision), the Securities and Stock Exchange Act B.E. 2535 (including with the additional revision) including the notification, regulatory requirements and/or the relevant regulation, to hold the position in case that the Director's position is vacant due to the other reason in except of the retirement as rotation. Also, they need to consider for approval in appointment the substitute Director instead of the retired Director and consider the prescription in remuneration of Director for proposed in the Shareholders Meeting for approved consideration.
- 12) Appoint the Sub-committee including the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, or the other Sub-committees. Also, the Board prescribes the power of authority of the aforesaid Sub-committee for assist and supports the duties of the Board of Directors.

- 13) Consider to prescribe, rectify and changing the name of Director who has the authority to sign binding with the Company.
- 14) Formulation and reviewing the Company's management structure as well as its authourites, duties and responsibilities must be appropriate and clearly defined. The directors must be honest in their duties, have vision, ability and experience and be able devote their time to fully perform their duties for the Company under independent in their decision making. The Board of Directors must include at least one female director.
- 15) Consider the appointment for Executive according to the definition specified by the Securities and Exchange Commission (SEC) or the Capital Market Supervisory Board and the Company Secretary, who is to counsel assist and respon the Board of Director to ensure its compliance with all matters legal rules and regulation as requied by the law and corporate governance ,including consider the remuneration of the aforesaid Executive according to the proposal of the Nomination and Remuneration Committee.
- 16) The Borad of Directors will assign the authority, duties and responsibilities relating to daily managerial tasks to Chief Executive Officer (CEO).
- 17) Request for consultation as the professional opinions from the external organization if it is necessary for the suitable decision-making.
- 18) Encourage the Director and Executive of the Company to participate in or take the seminar courses of Thai Institute of Directors Association (IOD) in course relating with the duties and responsibilities of that Director and Executives.
- 19) Control the operation of the Company to consistent with the efficiency and protect any benefits relating with all group of stakeholders and achive sustainable value creation, competitiveness and performance with long-term perspective under ethical and responsible business, while utilizing innovation and technology effectively which is good corbate citizenship and corporate resilience.

THE AUDIT COMMITTEE

Term of Office for the Audit Committee

The Audit Committee has a term of office to hold the position for three (3) years since the date of appointment. As a result, since the aforesaid term to hold in the position is expired, Chairman of Audit Committee and Audit Committees members, who leaved from the Office by the reason of rotation, may be reappointed to take a position of the Independent Director.

Scope of authority, duties and responsibilities of the Audit Committee

- 1) Review the Company's financial reports for accuracy and adequate disclosure.
- 2) Review the Company's internal controls system and internal auditing for suitability, sufficiency and efficiency including considers for the Independence of the Internal Audit Division throughout approved consideration for appointment, transfer, or demotions of Chief Audit Executive or other department that take responsibilities regarding the Internal Auditing.
- 3) Review the Company's operations to comply with the laws of Securities and Stock Exchange, the regulations of the Stock Exchange of Thailand (SET) or any other laws related to the Company's business.
- 4) Consider, select and nominate the person that is independent and be responsible for an independent auditor for the Company and offer the aforesaid person for the appropriate remuneration including the Audit Committee must attend a meeting with an independent auditor without the Management group being present at least once a year.

- 5) Consider the accuracy and completeness for disclosure of the Company related transactions or transactions with being the potential Conflict of interest in order that they comply with the laws and regulations of the Stock Exchange of Thailand (SET). Whereby it should be ensure the appropriateness of the transactions and the maximum benefit towards the Company.
- 6) Prepare the Audit Committee report which is disclosed in the Company's annual report and that prepared report must be initialed by the Chairman of the Audit Committee with at least the following information;
 - Comments concerning the accuracy, completeness and creditability of the Company's financial report.
 - Comments concerning the sufficiency of the Company's internal control system.
 - Comments concerning the compliance with the laws of Securities and Exchange, regulations of the Stock Exchange of Thailand (SET) or any other laws relating with the Company's business.
 - Comments concerning the suitability of the external Auditor.
 - Comments concerning the report that may have possible Conflicts of interest.
 - The number of Audit Committee meetings and the attendance of each member of the Audit Committee.
 - Overall opinions or remarks of the Audit Committee in compliance with the Audit Committee Charter and other items which shareholders and general investors should be informed that are within scope, duties and responsibilities assigned by the Board of Directors of the Company.
- 7) Perform the other duties as assignment from the Board of Directors of the Company.
- 8) During the process of the Audit Committee, if found or there is the suspicion whether the following transaction or any action may have the significant impact with the financial status and result of operation, the Audit Committee must report to the Company's Board of Directors for rectification or adjustment within the period that the Audit Committee deems as appropriate.
 - The Conflict of Interest transactions
 - Fraud or irregularity or significant deficiency of the Internal Control system
 - Violation in laws of Securities and Stock Exchange, regulations of the Stock Exchange of Thailand (SET) or any other laws relating with the Company's business

If the Board of Directors or the Executive does not perform the rectification or adjustment within the period that was referred in the abovementioned paragraph, a member of the Audit Committee may report there is the transaction or any action; according to the abovementioned paragraph, to the office of the Securities and Exchange Commission (SEC) or the office of the Stock Exchange of Thailand (SET).

- 9) Revise and propose for additional adjustment in scope, duties and responsibilities of the Audit Committee deems as appropriate.
- 10) Revise the rules, regulations and the result of operation in the previous year with at least once a year.

THE EXECUTIVE COMMITTEE

Term of Office for the Executive Committee

The Executive Committee has a term of office to hold the position for three (3) years since the date of appointment. As a result, since the aforesaid term to hold in the position is expired, member of the Executive Committees, who leaved from the Office by the reason of rotation, may be reappointed to take a position of the Director.

Scope of authority, duties and responsibilities of the Executive Committee

- 1) Consider and prepare the policies, business strategy, goals and business plan, financial goals and budget of the Company by considering in the suitability of business factor. Then Executive Committee will present and request for approval by the Board of Directors. However, in case, the situation is changed; the Executive Committee will reconsider about the suitability of the approved budget for that situation.
- 2) Control, review and monitor the business operation of the Company complying with the policies, business strategy, goals and business plan, financial goals and budget of the Company, which is approved by the Committee, must be comply efficient and effective with the business condition. Herewith the committee will give an advice, supervision about the management for top executive.
- 3) Determine the organization structure and policies regarding with the management of the Company, nomination or transfer for the Executive of each business, consider and follow-up the succession plan for the Executive including manpower plan and determine the criteria in the remuneration payment and criteria for performance evaluation of the Executive.
- 4) Study the feasibility in new investment project and have the power of authority to consider and approve for investment or co-investment with the personnel, juristic person or any other business organization in the format that the Executive Committee considers as appropriate in order to conduct the business according to the Company's objectives as well as consideration and approve spending money for the aforesaid investment, entering into the contract and/or perform any action related with the aforesaid matter until complete within the assigned credit limit, and/or the law and relevant regulation, and/or the Articles of Association of the Company.
- 5) Follow-up the achievement in business operation and progress of investment project in each business and report the overview either the problems and consequent obstacles and ways or guideline of improvement or rectification to the Board of Directors for acknowledgement.
- 6) Consider and give the recommendation or comments to the Board of Directors of Company regarding to the project, proposal or entering any transaction relating with the business operation including consideration the alternative for funding whenever it need and the funding is over than the specific credit limit and/or the laws and related criteria or the Articles of Association prescribe the Shareholders Meeting and/or the Board of Directors is the approver for those said transaction.
- 7) Consider and approve for entering the financial transaction with the financial institution for opening the account, borrowing, require the credit, pledge, mortgage, guarantee and other transaction, including purchasing and sales transaction and register for land ownership according to the objective useful for the business operation of the Company throughout entering into the agreement, submit the application form/proposal, coordinating, perform the juristic act with the government section in order to acquire the right of the Company and/or entering any transaction that related with the aforesaid matter until fulfill the specific credit limit and/or the laws and related criteria or the Articles of Association.

- 8) Consider and approve the regulation, procedures, management policy and business operation of the Company or any execution that binding with the Company.
- 9) Control for the compliance with the Risk Management policies, Enterprise Risk Management framework for having the Enterprise Risk Management in organization with efficiency and continuously.
- 10) Control and support the operational Risk Management to be consistent with the Company's strategy and the operational goals including promoting for the culture of Enterprise Risk Management in the organization.
- 11) Revise the system or evaluate the efficiency of Risk Management with at least once a year.
- 12) Report to the Board of Directors regarding Risk and managing plan to cope with the significant risk of the organization. In case there is the factor or significant event that may impact the Company with materiality, then they need to report the Board of Directors for acknowledgment and consideration as soon as possible.
- 13) Appoint and/or assign the Executive Director or any person or persons to perform any action within the line of authority of the Executive Committee according to the Executive Committee deems appropriate. However, the Executive Committee may cancel, withdraw or rectify or revise the aforesaid authority.
- 14) Have the power of authority and any responsibilities in accordance with the assignment or the policies as assignment from the Board of Directors of the Company.
- 15) Consider and approve the manual for delegation of authority for let the appointed person and/or the attorney acknowledges the scope of responsibilities and authorities and using as the operational manual by supporting the evidence as reference and also must comply with the systematic procedures.

THE NOMINATION AND REMUNERATION COMMITTEE

Term of Office for the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has a term of office to hold the position for three (3) years since the date of appointment. As a result, since the aforesaid term to hold in the position is expired, member of the Nomination and Remuneration Committees, who leaved from the Office by the reason of rotation, may be reappointed to take a position of the Director.

Scope of authority, duties and responsibilities of the Nomination and Remuneration Committee

- 1) Consider to propose the structure, the composition and the qualifications of the Board of Directors and Sub-committees.
- 2) Consider the criteria and nominating process and propose the name of suitable person occupy in the position as the Director. Then the Board of Directors must consider proposing to the Shareholders Meeting in case of vacant position because of resignation from the directorship. In the other case, they must propose to the Board of Directors.
- 3) Recommend the name list of the Director occupy in the position in the each Sub-committee of the Company.
- 4) Consider to scrutinize the suitable person occupy in the position as the top Executive of the Company such as the Chairman of the Executive Committee in case of vacant position.
- 5) Consider to approve for the succession plan for the position of the Company's top Executive.
- 6) Consider the suitable format and criteria of payment for the remuneration of Directors and the Chairman of the Executive Committee.
- 7) Consider stipulating the criteria for appraisal/evaluation the Chairman of the Executive Committee and propose to the Board of Directors of the Company for approved consideration.

- 8) Appraise/evaluate the performance of the Chairman of the Executive Committee and propose to the Board of Directors of the Company for consideration.
- 9) Consider stipulating the annual remuneration of Directors and top Executives of the Company including the meeting allowance, yearly bonus, and other benefits by proposing the remuneration towards the Board of Directors.

Chairman of the Board of Director

Scope of authority, duties and responsibilities of the Chairman of the Board of Director

- 1) The Chairman must not be the Executive Director and must not be the same person as Managing Director and there is no any relationship with the Management group.
- 2) Encourage, assist, and supervise the business operation of the Management group through Managing Director. However, he will not overlap the routine work or daily operation; that is under the responsibilities of the Managing Director.
- 3) The Chairman act as both the Committee and in the Shareholders Meeting.
- 4) The Chairman is the casting vote in case that the voting vote of both parties, in the Board of Directors Meeting, is equal.
- 5) The Chairman is responsible as leader of the Board of Directors in controlling, follow-up and monitoring the administration work of the Executive Committee and the other Sub-committees to achieve the objective according to specified plan.

CHIEF EXECUTIVE OFFICER (CEO)

Scope of authority, duties and responsibilities of the Chief Executive Officer-CEO

- 1) Defines the policies, strategies, structure and authority including be responsible for preparation the strategic plan and annual budgeting plan proposed by the Management group for further consideration by the Board of Directors of the Company.
- 2) Control, monitor, operate and/or manage the general tasks complying with the policies, work plan and budget approved by the Board of Directors of the Company.
- 3) Being the Company's attorney in administer the Company's enterprise to comply with the objectives, rules, policies, regulation, requirements, order, the resolution of the Shareholders Meeting and/or the resolution of the Board of Directors.
- 4) Has the authority to execute and present own self as the Company representative contacting with third parties in the related enterprise and be benefit to the Company.
- 5) Consider for approval the operation plan of each department and consider for approval on any request from each department in case of over the command/authorization of that department.
- 6) Mandate or issue the order, regulation, notification, memorandum for controlling the operation to comply with the Company's policies and benefits and also maintain the working discipline and regulation of the organization.
- 7) Assign the authority to the employee in the management level to perform as acting authority for one or more issues as seemly appropriate.
- 8) Approve the appointment for advisors in varying parts that are necessary to the Company's operation and be consistent with the regulation of the Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand (SET).

- 9) Have the authority, duties and responsibilities to manage the Subsidiaries Companies and other departments in the Company.
- 10) Operate in other areas assigned by the Board of Directors on occasionally.

SECTION 2 DEFINE OBJECTIVES THAT PROMOTE SUSTAINABLE VALUE CREATION

THAIFOODS Group Public Company Limited emphasizes on the business operation with sustainability. Then the Board of Directors give the importance to prescribe, supervise the objectives, goals and the core strategy of the Company throughout the annual operating plan both of intermediate and long-term plan, with conformity and create the value for the Company, all stakeholders and community, society and environment. Moreover, the Board enhances the Company to compete in the business by creating value for organization such as promote the innovation and technology to use for the business operation as appropriate. Therefore, THAIFOODS Group Public Company Limited can exist with sustainability under the opportunity and business risk of the Company. So as to have more confidence that the strategy and action plan of the Company is suitable, the Board of Directors has assigned the Executive Committee, Chief Executive Officer (CEO) to be the responsible person and properly report to the Board of Directors. Furthermore, the Board of Directors has set the analysis on the environment and varying risk factors that may impact with the business operation of the Company including the resources allocation and control the operation with appropriately. After all, they must properly report the situation to the Board of Directors for acknowledgement. Moreover, the Board of Directors encourages the action in order to confident that the objective, goals, and the Company's strategy must be communicated through all levels of staffs and employees of the Company for understanding and becomes the organization culture.

SECTION 3 STRENGTHEN BOARD EFFECTIVENESS

The Board of Directors emphasize on role in Corporate Governance of THAIFOODS Group Public Company Limited. Then The Board has set the structure, authority, duties and responsibilities with clear and appropriate including set up Corporate Governance for business operation of the Subsidiaries companies and affiliated company in order for maximum benefit for THAIFOODS Group Public Company Limited as follows:

INDEPENDENT DIRECTORS

THAIFOODS Group Public Company Limited prescribed the composition of the Board of Directors by consisting of the Independent Directors with at least one-third (1/3) of the total number of Directors in the Company.

The Board of Directors or the Shareholders Meeting (as the case may be) will be the authority to appoint the Independent Directors participating in the Board of Directors. As a result, THAIFOODS Group Public Company Limited have the policy to appoint the Independent Directors with at least one-third (1/3) of the total number of Directors and there is the Independent Directors not less than three (3) Directors.

The criteria in selection for the Independent Directors will comply with the criteria in selection for the Board of Directors. The qualification of any person, who will act as the Independent Director, must consider from the qualification and prohibited aspects of the Director according to the laws of Public Company Act and laws of Securities and Stock Exchange including the notification, articles and/or related regulation. The Independent Directors must have the educational background, technical skill, working experiences and other appropriateness composing altogether for proposed to the Shareholders Meeting for further consideration in appointment as the Company Director. However, if any of Independent Director who leaved from the Office before the expiry period, the Board of Directors may appoint the Independent Director who has the aforesaid qualification to

occupy in the position as the replacement. Therefore, the new Independent Director will have the term of office only for the remaining period of the replaced Independent Director.

The Board of Directors has assigned the qualifications of the Independent Directors as follows;

- 1) A person who owns equity holdings of not more than 1% (one percentage) of the total number of voting shares of the Company and its Subsidiaries, the Parent company and the JV companies, the majority Shareholder, or a person with a controlling power over the Company; whereby such equity holdings includes those held in the name of persons connected with or related to the Independent Director.
- 2) Not being a person or a Director who is, or has been, involved in the management of, an employee or staff of, an advisor (with a monthly regular salary) to, as well as a person with a controlling authority or power over, the Company and its Subsidiaries, the Parent company, the JV companies, a Subsidiary of parallel status with the majority Shareholder, or belongs to a person with a controlling authority or power over the Company, unless not less than 2 (two) years have passed since the date of submission for authorized issued and offered the security. Whereby the aforesaid prohibited characters are not included in case that the Independent Director has been the government officer, or the advisor of the government unit with that person being the majority Shareholder or a person with a controlling power over the Company.
- 3) Not being a person, related by blood or through legal registration, with the status of a father or mother, spouse, siblings and children as well as including spouses of the children, of the other Director, of members of the Management group, the majority Shareholder, those with a controlling power over, as well as of someone about to be appointed a Director or a member of Management of or with a controlling power over the Company or its Subsidiaries.
- 4) Not being a person who has or had business relationships with the Company and its Subsidiaries, the Parent company, the JV companies or the majority Shareholder or a person with a controlling power of the applicant, in a manner that may result being a hindrance to the exercise of a fully independent judgment on his/her part; as well as not being a significant Shareholder or a person with a controlling power of someone who has business relationships with the Company and its Subsidiaries, the Parent company, the JV companies, a majority Shareholder or a person with a controlling power of the applicant. Unless not less than 2 (two) years have passed since the date of submission for authorized issued and offered the security.
- 5) Not being a person who is or has been an external Auditor of the Company and its Subsidiaries, the Parent company and the JV companies, the majority Shareholder, or a person with a controlling power over the Company, as well as not being a significant Shareholder, a person with a controlling power or a Managing Partner of an Audit firm in which the Auditor of the Company and its Subsidiaries, the Parent company, the JV companies, the majority Shareholder or a person with a controlling power over the Company. Unless not less than 2 (two) years have passed since the date of submission for authorized issued and offered the security.
- 6) Not being a person who has or had provided any type of professional services (including legal or financial advisory services) to and receiving total fees payment being more than Baht 2.0 million for such services per year from the Company and its Subsidiaries, the Parent company, the JV companies, the majority Shareholder or a person with a controlling power over the Company, as well as not being a significant Shareholder, a person with a controlling power or a Managing Partner of any such legal entity providing the abovementioned professional services. Unless not less than 2 (two) years have passed since the date of submission for authorized issued and offered the security.

- 7) Not being a Director who has been appointed to represent a Director of the Company, or the majority Shareholder as well as a Shareholder connected to the majority Shareholder of the Company.
- 8) Not being conducted the similar business as that of the Company and significant business competitor of the Company or its Subsidiaries; or a person who is a significant partner in a Partnership, as well as a part of the Management group, staff and employee, an advisor with a monthly regular salary, or a Shareholder with a shareholding in excess of 1% (one percentage) of the total voting rights, of another company operating a business similar to that of the Company and its Subsidiaries.
- 9) Not having any other qualifications and/or status that will not enable the giving of fully independent opinions regarding to the operations of the Company.
- 10) Not being a Director, may be assigned by the Board of Directors to make the decisions regarding to the operations of the Company and its Subsidiaries, the Parent company the JV companies, as well as Subsidiaries companies of a parallel status of the majority Shareholder and/or a person with a controlling power over the Company.
- 11) Not being a Director of the Subsidiaries companies or Subsidiaries companies of a parallel status especially of the listed companies.

Whereby the Independent Directors will need to examine and certify their self-independent qualification with at least once a year, then inform and report the history information of the Director at the Annual Statement of the Company information (Form 56-1) and the annual report of THAIFOODS Group Public Company Limited.

NOMINATION FOR THE DIRECTORS

During the nomination for the Directors, there are 2 (two) members of the Nomination and Remuneration Committee, as Independent Directors, from total 3 (three) of members of the Nomination and Remuneration Committee, are responsible for considering in nomination and screening the suitable individual according to the Articles of Association of the Company. Also, they will be the nominator for the name of the person who has the suitable qualification to be the professional Director and have the diversification. Then they will give their comments to the Board of Directors for approved consideration. After that there is the proposal the name of aforesaid Director to the Shareholders Meeting for further appointment as the Director according to the criteria.

The Nomination and Remuneration Committee have considered the nature of business and future plan then specify the qualification of the Director. He must have the good knowledge in business of the Company. The Nomination and Remuneration Committee will give the opportunity for the Director and the Shareholders to participate in nomination the name list of the Director who has the suitable qualification.

Nomination for the Directors has the criteria and procedures as follows;

- 1) During the voting process for election the Director, it will be assumed that one (1) Shareholder has one (1) voting right per one (1) share.
- 2) During the voting process for election the Director, each Shareholder will spend all voting right according to the above-mentioned in (1) for election either one person or persons to be the Director. In case of election for persons to be the Directors, it cannot divide the voting right to any person more or less than the possessed right of own self.
- 3) Any person, who has received the highest voting right respectively, he will be elected as the Director equals to the number of Director should be elected in that time. In case the person, who has been elected in the following under sequence, has the equally voting right but more than the number of Director should be elected in that time, then the Chairman in the meeting will be the casting vote.

In case that there is the vacant position of Director because of the other cause except of retire by rotation, then the Nomination and Remuneration Committee select the person, who has the qualification and has no prohibited aspects of the Director according to the laws of Public Company Act and laws of Securities and Stock Exchange, to be replaced as the Director in the next following Board of Directors Meeting. Unless the term of that retired Director remains less than 2 (two) months, then the person, who come to replace as the aforesaid Director, will stay in the position of Director only for the remaining period of the replaced Director.

The resolution of the Board of Directors in accordance with the first paragraph must comprise the voting vote not less than three from four (3/4) of the remaining number of the Director.

STRUCTURE OF THE BOARD OF DIRECTORS

1. Composition of the Board of Directors

- 1.1 The Board of Directors of THAIFOODS Group Public Company Limited consist of at least 5 (five) Directors. At least one-third (1/3) of the total number of Directors, but not less than 3 (three) Directors, must be Independent Directors that conform to the criteria of the Securities and Exchange Commission (SEC). Whereby, the Board of Directors of THAIFOODS Group Public Company Limited is the professional for part of business, accounting and finance that related and supports the business of the Company. THAIFOODS Group Public Company Limited have the another 3 (three) sets of Sub-committees such as the Audit Committee, the Executive Committee and the Nomination and Remuneration Committee.
- 1.2 Chairman of the Board of Directors, Chief Executive Officer (CEO), Chairman of the Executive Director and Managing Director have the different duties and responsibilities. The Board of Directors has clearly assigned the authority, duties and responsibilities of the Chairman of the Board of Director, Chief Executive Officer (CEO), Chairman of the Executive Director and Managing Director and no one of the abovementioned position will be protected from having the authority with unlimited stage.
- 1.3 THAIFOODS Group Public Company Limited has appointed the Company Secretary to give advice on issues regarding laws and other regulations for acknowledgement by the Board of Directors. Also, he/she has performed duties to take care of the activities of the Board of Directors including coordination for compliance with the resolution of the Board of Directors.

2. Qualifications of Directors

- 2.1 All Directors must possess the qualifications, and have no prohibited characteristics, as prescribed by the law on public limited companies, law on securities and exchange and notifications of the regulatory authorities.
- 2.2 All Directors have the experience, knowledge, capabilities in related fields of business and industry for the overall interests of the Company, and must be able to perform duties in an efficient manner, to present the point of view; which will be benefit to the handling of significant risks. Moreover, they must have the honesty, trustworthy and good ethical behavior.

3. Board of Directors Meetings

- 3.1 THAIFOODS Group Public Company Limited has regularly held the Board of Directors Meetings with at least three (3) months per time for every period of one (1) year and there may have the additional Extraordinary meeting as necessary that determined advance schedule on January every year. All members of the Board of Directors give priority attending in every meeting unless

- otherwise in the necessary case. THAIFOODS Group Public Company Limited should deliver the invitation letter or notice for meeting with clearly specified the agenda in advance before the date of meeting at least seven (7) days in order for the Director have enough time to consider or study the meeting agenda and the supporting documents for the meeting.
- 3.2 During the Board of Directors Meeting, all Directors can express their opinions with clearly and independence. There is the written record as the minute of the meeting and be kept the minute of the meeting; that was certified by the Board of Directors for the Director and the relevant party to verify. In addition, the top Executive may participate in some agenda of the meeting to give the detailed information or more helpful information as the concern party. He/she may acknowledge the policies directly in capable to perform with the efficiency.
- 3.3 The President is the person who considers selecting the issues into the agenda of the Board of Directors Meeting and all Directors have independence to propose the issue into the meeting agenda.
- 3.4 The Board of Directors have the access right entering to the information, in case of additional require and necessary, by requested from Managing Director or the Company Secretary or the other Executive has been assigned within the specific extent of policies. In the necessary case, the Board of Directors may prepare for the independent opinion from the advisor or the outside professional services with the Company's expense.
- 3.5 During the process for resolution in the meeting, the Board of Directors has held the majority vote by one (1) Director has one (1) voting right. Whereas the Director, who has the issue as the Conflict of Interest, will not attend in the meeting and does not use the right to vote for that issue. If there is the equality in voting right, Chairman in the meeting will use his additional one (1) vote as casting vote.
- 3.6 During each meeting, the Secretary of the Board of Directors attends in the meeting as the recorder for minute of the meeting and submits to the President of the Company signing for attestation and proposes for affirmative by the meeting in the 1st agenda of the next meeting. Moreover, he/she will be the information collector or keep the documents regarding the meetings for convenience to explore with reference.

ORIENTATION FOR THE NEW DIRECTOR

THAIFOODS Group Public Company Limited has determined the orientation for newly appointed Director by providing the explanation for presenting the overview of company business to newly appointed Director for acknowledgement in the following topics;

- 1) Business entity framework (Laws, Articles of Association of the Company, regulation)
- 2) Information about the business operation and activities
- 3) Significant projects
- 4) Organization development, business development
- 5) Good Corporate Governance
- 6) Social Responsibilities

SELF-ASSESSMENT OF THE BOARD OF DIRECTORS

THAIFOODS Group Public Company Limited have the policies for the Board of Directors to evaluate the result of self-assessment with at least once a year in order to assist the Board of Directors considering or revising their work or performance, the issues and the other obstacles during the previous year. In addition, it will increase the working efficiency of the Board of Directors. Then, it will prepare in two (2) aspects as follows;

- 1) The entire board performance evaluation will evaluate in various parts such as
 - 1) Structure and Characteristics of The Board
 - 2) Roles, Duties and Responsibilities of the Board
 - 3) The Board of Directors Meetings preparation
 - 4) The Board's performance of duties
 - 5) Relationship with management
 - 6) Self-development of Directors and Executives Development
- 2) The individual performance evaluation for each member of the Board will evaluate in various parts such as
 - 1) Preparation of the Director
 - 2) Strategic planning and business planning
 - 3) Risk Management and Internal Controls
 - 4) Caring for matter relating to conflict of interest
 - 5) Follow-up the financial reports and operation
 - 6) The Board of Directors Meetings
 - 7) Others, etc.

SECTION 4 ENSURE EFFECTIVE CHIEF EXECUTIVE OFFICER AND PEOPLE MANAGEMENT

THAIFOODS Group Public Company Limited prioritized with all levels of personnel since level of Director, Executive and all employees in order for having the confidence that the Company shall be driven by the personnel; who possess the knowledge, capability, skill and the necessary experience, that bring the Company into effect with achievement in setup objective and target.

The Board of Directors assigns the Nomination and Remuneration Committee as the regulator set the criteria and method for recruiting the person who has the appropriate qualification along with study the suitability of succession plan for top Executive and reported to the Board of Directors for acknowledgement.

THE NOMINATION FOR TOP EXECUTIVES

In case of the nomination for the personnel occupy in the position of Chief Executive Officer (CEO) / Chairman of Executive Committee then the Executive Committee will be the preliminary consideration in screening the nomination the person who has the complete and suitable qualification, capabilities, skill and experience useful for the operating of THAIFOODS Group Public Company Limited. Also, he would have the clearly understanding the business as well as capable to manage the work to achieve the objective, goals that specified by the Board of Directors. After that it will be proposed to the Nomination and Remuneration Committee for approval consideration before they will propose the result to the Board of Directors for further approved.

REMUNERATION OF THE DIRECTORS AND THE EXECUTIVES

- 1) Assign the remuneration of the Directors to be in the comparable aspects with the industrial level, experience, Accountability and Responsibility including the expected benefits from each Director. While the Director who has been assigned more duties and responsibilities such as the member of the Sub-committee, that person should take more and suitable remuneration.
- 2) Assign the remuneration of the Managing Director and top Executive to be in line with the principle and policy specified by the Board of Directors and for maximum benefit for the Company. While the level of remuneration such as salary, bonus and attractive compensation will be conform to the performance result of each Executive and must consider with the benefit received by Shareholders.
- 3) All of non-executive Directors or the Nomination and Remuneration Committee will be the appraiser for the Director and the Executive in every year using as remuneration consideration for the Directors and the Executive by using the agreed criterion in advance with the Director and the Executive according to substantial criteria including the financial performance result, compliance with objective for long term strategy and development of the Executive, etc. Also, they will propose the result of aforesaid evaluation to the Board of Directors for approved consideration and the President or Senior Director should communicate the result of consideration to Managing Director for acknowledgement.

DEVELOPMENT OF THE DIRECTORS AND THE EXECUTIVES

- 1) Encourage and facilitate to have the training and education for all related concerns regarding to the Corporate Governance of the Company such as Directors, members of the Audit Committee, Executives, the Company Secretary, etc. Training and education will enable all aforesaid concerns to improve their performance continuously, and it can be set either In-house course of the Company or use the training service by outsource institute.
- 2) The Management group should provide all documents and useful information in performing duties for the new Directors, in every time of the appointment, including an introduction about the Company regarding to the nature of business and guideline for business operation to new Directors.

OVERSIGHT FOR THE OPERATION OF THE SUBSIDIARIES COMPANIES AND THE JV COMPANIES

Oversight for the business operation of those Subsidiaries companies, the Company has sent the Company representative to be the Director in the Subsidiaries companies. As a result, the aforesaid person must have the suitable qualification and experience for those businesses and there is no Conflict of Interest in business. However, the aforesaid representative must administer and manage the business of the Subsidiaries companies according to the policies that was approved by the Company and by the criteria and regulation specified in the Articles of Association of the Company and by the rules of the relevant Subsidiaries companies.

Besides, the Company will closely follow-up the operating performance and business operation of the aforesaid entity and present the analysis result including comments or recommendation to the Board of Directors of the Subsidiaries companies or the JV companies or the entity that jointly control as supporting for consideration in setting policies or improvement or enhancement for the business of the Subsidiaries companies or the JV companies or the entity that jointly control, to have the development and grow up with consecutively.

SECTION 5 NURTURE INNOVATION AND RESPONSIBLE BUSINESS

THAIFOODS Group Public Company Limited promotes for building innovation and creating the value for the business concurrently with building the maximum benefit for all stakeholders under the responsibilities towards the community, society and environment. The Company would encourage the innovation to conform to the objectives, target, and strategic plan throughout existing in the Operational plan. Furthermore, the Company gives priority to the resources allocation to have the efficiency and effectiveness, management for information technology at the organizational level to add more chance and develop the business operation including with the Risk Management in order to achieve the objective and specific goals. The Company set the mechanism and practical guideline and other policies as follows:

Policies and guideline towards the employees

THAIFOODS Group Public Company Limited realizes that employees are the key success factor for target achievement of the Company with extreme values. Then it is the Company policy to treat the employees with fairness regarding the remuneration, nomination, transfers along with the competency development in order to comply with the aforesaid policy, so there are the following practical procedures:

- 1) Treat the employees with politeness and respect to the individuality.
- 2) Offer the remuneration to employees with fairness and set up the provident fund for employees and also prioritize concerning with the employee welfare.
- 3) Maintain the working environment to have more security in life and employees' assets.
- 4) Give the importance with the development in knowledge and capability of employees by giving the opportunity with thoroughly and properly in order for developing the employee's competency to support the growth of the organization.
- 5) Strictly comply with the laws and other regulations relating with the employees.

Policies and guideline towards the customers

THAIFOODS Group Public Company Limited realizes that the customer is important so that the Company assigns the policy to treat with the customer as follows:

- 1) Provide the control system to monitor regarding to the production process and procurement for the product with good quality for customers including prioritizes in the improvement and development in the production technology and the inspection for the quality of product should be update.
- 2) Provide the control system to monitor the compliance with the customer's agreement with honesty, carefulness and regularity.
- 3) Provide the control system to monitor the confidential treatment for customer information, likewise the Company's secrecy and do not use for own benefit or misuse by relevant person.

Policies and guideline towards the business partner and/or creditors

THAIFOODS Group Public Company Limited has the policies for the employee performing towards the business partner and/or the creditors with fairness, honesty and do not exploit the business partner by taking in account for the maximum benefit for the Company. Basic of return for both parties is equitable and avoid the situation that cause for the conflict of interest. Besides, the negotiation for solving the problem will keep depending on the fundamental of business relationship. Then the practical methods are as follows:

- 1) Do not call or take or pay any benefit illegal in commerce with the business partner and/or creditors.
- 2) Comply with any agreed conditions. In case that the Company cannot comply with any condition, so all concerns will consider altogether to solve the aforesaid problem.

Policies and guideline towards the competitors

THAIFOODS Group Public Company Limited has the policies to perform towards trading competitors by non-violate the secrecy or foresee the trading competitors' secrecy with fraudulent method. So, the Company prescribes the principles of policies as follows;

- 1) Perform or act under the rules or framework for the good competition.
- 2) Do not seek for any secret information of trading competitors by the illegal method.
- 3) Do not perform or act with intentionally to destroy the reputation of trading competitors by accuse of scandalous.

Policies and guideline towards the society and/or the community

THAIFOODS Group Public Company Limited has the policies to conduct the business that beneficial to the economy and society and adhere to conduct oneself as the good citizen and fully comply with the laws and related regulation. THAIFOODS Group Public Company Limited intends on the development, encouragement and raise the quality of life for society and community; that the Company located in, to have the better quality along with the Company's growth.

Policies towards the Environment and efficiency use of the resources

THAIFOODS Group Public Company Limited conducts the business as food manufacturer that considers the safety towards the environment in every process starting from the survey and strictly prepares the report for Environmental Impact Assessment (EIA) by setting the system and the operating procedures not to create the impact towards the environment both internal and around the area. Moreover, there is the arrangement for the knowledge enhancement, training for all personnel in regard to the preserving the environment, also give the priority to the enhancement for resources usage with efficiency and create the maximum benefit by considering the impact towards the environment and assign the preventive measurement and relieve the incurred impact with systematic.

Policies on Occupational Health, Safety and Workplace Safety

THAIFOODS Group Public Company Limited adhere to set the protection regarding the occupational health, safety and workplace safety for personnel, properties and working procedures, then the Company has the policies to support any activities encouraging the safety, occupational health through preserving the workplace safety to be always secure with life and employee's asset, community and social participation. Then the Committee for occupational health, safety and workplace safety was set up and prescribe the relevant policies to develop the safety management system and control, improve and rectify the danger or accidents occurring as a result of the staff carrying out their work. Also, the Company set the activities to enhance the knowledge and understanding in regard to the safety in working for all personnel.

Policies on Non-infringement of Intellectual Property

THAIFOODS Group Public Company Limited has the policies and procedures regarding to the legal rights in the Intellectual Property, such as trademark, patent, copyright, trade secret and other Intellectual Properties specified by laws. The Company prescribes the Company, the Executive, staff and employees of the Company to comply with the Code of conduct regarding to the Intellectual Property or copyright.

Anti Corruption Policies

THAIFOODS Group Public Company Limited engages the business operation with transparency under the principle in Good Corporate Governance; opposes the bribery and the corruption, support all level of personnel to consider as the importance and also has the consciousness to oppose the corruption. Furthermore, THAIFOODS Group Public Company Limited announced its intentions to be an alliance of the Thai Private Sector in opposing corruption (Collective Action Coalition, CAC). Moreover, the Company prescribes the Anti Corruption Policies in writing for being the guideline for the Directors, the Executive and all staffs and employees strictly to perform.

Guideline in Protection and Anti Corruption

Any action performs along with the Anti Corruption Policies must be used the guideline according to the handbook for the Company's business code of conduct, policies, and practical guideline for each varying group of stakeholders including the regulation and relevant operational handbook throughout the other practical guideline that specified by the Company. So as to clarify in execution with the high level of fraudulent risk, then the Company has set the following policies;

1. General Discussion

- 1.1 Strictly comply with the policies that conform to the Protection and Anti Corruption including rules, regulation and requirements in all format; either direct or indirect method.
- 1.2 Do not perform any action that intents to be fraudulent to the stakeholders, whom relate with the Company, in subject to own duties or responsibilities; either direct or indirect method, to acquire the benefit for the organization, oneself or the concerns.
- 1.3 Do not neglect or ignore since found any action; be within the scope of fraudulent relating with the Company, then it will be considered as the suitable duty informing to the Secretary of the Corporate Governance Committee or the other whistle blowing channel of the Company as appropriate and should give the cooperation to examine the facts.
- 1.4 The Company will support and encourage all levels of personnel to consider this as importance and have the consciousness in Anti Corruption including providing the internal controls for protection in all formats of fraudulent and in all countries that the Company enter to invest.
- 1.5 Any person, who commits the fraud case, will be investigated, no matter what is the position of that person, because it is considered as commit a crime according to the working regulations governing the personnel management, is enforced with all classes of employee. Therefore, that person must be considered the specified discipline including may be punished by laws, if that action is illegal, too.
- 1.6 The Company will give fairness and protect employees or any person who informs the clue or fraud evidence regarding the Company or a staff who refuses to commit fraud according to the measurement to protect the complainant or cooperator in reporting the fraud case according to the policies relating with the complaint and protection to the complainant.
- 1.7 The Company will regularly review the guideline and operational measurement for conform to the changing in laws and nature of business.

2. Political Contribution

The Company is the politically neutral organization, not aligning with any political parties, political groups or any politician and adheres to the democracy regime. The Company still has the policies not offering the financial support, properties, any other privilege or participate in the political parties, any politician or any person who deals with the politic, either direct or indirect method, for benefit to the Company's business. Whereby, the Company realizes that employees have the right and duties in the democracy regime to engage in or support the political activities with independence under the constitutional provisions, laws and relevant regulation.

Policies and guideline towards Charity Donation and Funding

THAIFOODS Group Public Company Limited will have more careful in transaction of charity donation and funding because it is the activities regarding spending money without the tangible compensation and lead to be the fraud risk. Then every charity donation and funding of the Company must be transparent, must not be against the laws and morality, and that transaction must be approved by the Company's authorized person with reviewable and traceable for all documents as evidence. However, charity donation and funding must be under the following conditions as shown the source and clear objective of that operating project such as record the requestor in application form, name of project owner, objective, success, benefit received from the project and attached with the supporting documents. Besides, that project must not have the characteristic presenting any action; having the other benefits that tend to be the fraud case.

Policies and guideline towards Giving or Receiving Gifts, Entertainment and other expenses

- THAIFOODS Group Public Company Limited has set guidelines for the following transaction; Giving or Receiving Gift, and/or Entertainment and/or other expenses, to/from any person, must be comply with type and worth, and have the suitable in accordance with the traditions.
- Prohibit all levels of staffs and employees to request or receive the gifts, entertainment, other services charge with unsuitable in order for persuading to practice or ignore the practice including any benefits from the contractor, subcontractor, customer, sub-customer, trader, supplier, joint venture or all groups of the Company's stakeholders, no matter what is the case.
- If the Company is in the process of price bidding, then the employee must not receive the gift, entertainment, other services charge or any benefits from the company that participated in the bidding.

Channels for contacts and communication

THAIFOODS Group Public Company Limited has the channels for the stakeholders to submit the recommendation, opinion, comments or ask the questions including complaints to the Company via the enclosed letter to the Board of Directors or Chief Executive Officer (CEO) or send e-mail to the President, Chairman of the Audit Committee and Corporate Governance Committee as apparent in the Company website (www.tfg.co.th) under the topic "Whistle Blowing Channel". Whereby, the Company has the measurement for keeping the information of the complainant to be secret in order to create the confidence for the complainant.

Whistle Blowing Policies and mechanism to safeguard the whistle-blower

The Board of Directors has prescribed the channel for whistle blowing into 2 levels by 1st Channel in level of the Executive such as the chief/commander or supervisor in each level, Internal Audit Division and 2nd Channel in level of the Company Director such as The Board of Directors, the Audit Committee. The Company prepares the channel for receiving complaints, comments and recommendation throughout the clue of illegal action or performs the wrong code of conduct and also misconduct of the person in the Company or behavior which tends to be fraud. Moreover, the Board prioritizes on keeping the information as the complaint to be secret and it will be recognized only the appointed group of persons in order for creating the confidence for the complainant.

SECTION 6 RISK MANAGERMENTS AND INTERNAL CONTROL

Supervision regarding Use of the inside information

THAIFOODS Group Public Company Limited supervises the matter regarding use of the inside information in accordance with the principle of Good Corporate Governance by setting in written in the handbook of the policies to use of the inside information; that was delivered up to the Directors, the Executive and employees since the first date of working. So, the important policies can be summarized as follows;

- 1) THAIFOODS Group Public Company Limited shall give knowledge for Directors and the Executive of the Company and its Subsidiaries companies regarding the duties to give a declaration report of holding the Company security by oneself, spouse and under-aged children to the office of the Securities and Exchange Commission (SEC) according to the Article 59 and the punishment in Article 275 of the Securities and Stock Exchange Act. Moreover, they must also give the declaration report of acquisition or distribution for the Company security by oneself, spouse and under-aged children to the office of the Securities and Exchange Commission (SEC) according to the Article 246 and the punishment in Article 298 of the Securities and Stock Exchange Act.
- 2) Inform the Directors and the Executives of THAIFOODS Group Public Company Limited, including with the spouse and under-aged children, to prepare and disclose the declaration report of holding Company security and the report of changing in holding the Company security to the office of the Securities and Exchange Commission (SEC) according to the Article 59 and the punishment in Article 275 of the Securities and Stock Exchange Act and submit the copy of this report to THAIFOODS Group Public Company Limited on the same date as the date of sending such report to the Securities and Exchange Commission (SEC).
- 3) The Company assigns the Directors, the Executives including the incumbent in management level from field of Accounting or Finance as the level of Department Manager above or equivalent and the relevant officer, who acknowledges the significant inside information; that may impact with the changing in stock price, must suspend the buy and sell transaction for the Company security during the period before disclosure of the financial statements or disclosure regarding the financial status and the Company status until the Company has already disclosed the information to the public. The Company will inform the Directors, the Executives including the incumbent in management level from field of Accounting or Finance as the level of Department Manager above or equivalent, abstain in written, from the buy and sell transaction for the Company security, with at least 30 (thirty) days in advance before the disclosure for the information to the public and should wait for at least 24 (twenty-four) hours after the disclosure for the information to the public, and also prohibits not to disclose that significant information to the other persons.

- 4) The Company has set the discipline in case there is the violence for use the inside information to acquire the benefit's oneself by starting from give the written warning, deduct the wages, temporary suspend from work without pay the wages, or leave the job. Those aforesaid punishments will be considered by depending on the intention to perform and the gravity of the wrong action.
- 5) Prohibit the Directors, the Executive, employees of the Company to use of inside information of the Company, that have or may have impact to changing of the Company's stock price, and still does not disclose to the public, but that person foresee by the position or by the status, use it for purchase or sale or offer to purchase or offer to sale, or persuade the other person to purchase or sale, or offer to purchase or offer to sale share or other securities (if any) of the Company; either direct or indirect method, and no matter how the aforesaid action will act for own benefit or others, or bring the facts to disclose for the other person to do that said action, whether that person receives the benefit or compensation or not.
- 6) Prohibit the Directors, the Executives, the employees of the Company or the ex-Directors, the ex-Executive and the resigned employees to disclose the inside information or the Company's secrecy throughout the confidential information of the business partner, that person acknowledged from performed the duties, to third parties for acknowledgement. Even though the disclosure for the aforesaid information may not incur the damage to the Company or the business partner of the Company.
- 7) Directors, the Executives and employees of the Company or the ex-Directors, the ex-Executive and the resigned employees have the duties to keep the secret and/or the inside information, and have the duties to use of inside information only for benefit to the business operation of the Company. Whereby, prohibit the Directors, the Executives and employees of the Company brings the secrecy and/or the inside information of the Company to use as benefit for the other company that oneself is the shareholder, director, executive, staff and employee.

Conflict of interest

The Board of Directors has the policies regarding protection for Conflict of Interest on basic of any decision in conducting the business activities; it must be done only for the maximum benefit of the Company. So, it should avoid the action; that may incur the Conflict of Interest by assigning the relevant concerns or the stakeholder on the considered transaction, all those must inform the Company about the relationship or their own Conflict of Interest in the aforesaid transaction and they must not enter to participate in consideration for decision-making including have no authorization in that transaction.

If there is any transaction that may incur the Conflict of Interest but not the operation as normal business or non-comply with the general trade condition, then it should be proposed to the Board of Directors Meeting for approved consideration. The Audit Committee should be assigned for consideration on the suitability with careful for propose to the Board of Directors Meeting. However, the Company must comply with the criteria of the office of the Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET).

Business Code of Conduct

The Board of Directors provides the code of conduct as the guideline and being the good code of conduct for the Director, the Executive throughout the employees to abide as the guideline to perform duties according to the Company's mission with honesty, trustworthy and justice in terms of performing to the Company, all groups of the stakeholders including set the follow-up action system to monitor the aforesaid guideline with regularly. In addition, the Company continually arranges the training for employees to acknowledge about the practice in accordance with the business code of conduct. So, the Director, the Executive and

employees have the duties strictly to comply with the code of conduct. Whereas the supervisor in all levels has the duty to observe and promote his subordinates to comply with the specific code of conduct and behave oneself as the good sample to encourage the employees to comply. The Company has distributed the Code of Conduct within the Company website (www.tfg.co.th).

Risk Management

The Board of Directors set the target in business operation with clearly and measurable performance. The Management group will regularly compare the actual performance with the specific target. By the appraisal for the risk factor derived from internal or external source, analyze the factor as the root cause and set the measurement in follow-up the situation as the cause of risk factor, the measurement in reduce the risk including assigned the relevant unit to follow-up that risk with regularly and also report the progress to the chief, commander or supervisor.

Internal Controls and Internal Auditing

THAIFOODS Group Public Company Limited has the regulatory system, Risk Management and internal control with efficiency and effectiveness and be consistent with the international standards. The Audit Committee has the duties to set the supervisory policy to enable the Internal Auditing task having the Independency. Whereas the internal control and Internal Auditing will be performed by the Internal Audit Division and proposed the audit result to the Audit Committee for approved consideration before further report to the Board of Directors.

Compliance with the regulations

THAIFOODS Group Public Company Limited has the Compliance Unit to responsible for monitoring and follow-up in order for risk management in the compliance with the laws, other regulations (Compliance Risk) including with the compliance with the Anti Corruption Policies and other policies.

Remuneration of the external Auditor

During the Extraordinary Shareholders Meeting No. 4/2557 dated on 5th August 2014, the Company had appointed the PricewaterhouseCoopers ABS Co., Ltd as the Company's Auditor for the year ended 31st December 2014 with the Auditing fee at a total not over than Baht 6.5 Million (Six Million Baht) per year for THAIFOODS Group Public Company Limited and its Subsidiaries companies located in Thailand for 9 (nine) companies and in amount not over than 21,500 US Dollars per year for one (1) subsidiary company operating in Vietnam (The Company had appointed PricewaterhouseCoopers (Vietnam) Limited as the Auditor).

During the Annual General Meeting of Shareholders for the year 2015 dated on 9th March 2015, the Company had appointed the PricewaterhouseCoopers ABS Co., Ltd that is the certified public accountant, certified by the office of the Securities and Exchange Commission (SEC), for being the Company's Auditor for the year 2015 with the Auditing fee by auditing only the Company's financial statements, quarterly review for the financial statements and consolidated financial statements totaling amount Baht 1.38 Million (One Million Three Hundred Eighty Thousand Baht only).

During the Annual General Meeting of Shareholders for the year 2016 dated on 28th April 2016, the Company had appointed the KPMG Phoomchai Auditing Co., Ltd that is the audit firm with independent and expertise in auditing and there is no relationship or no conflict of interest with the Company, Executive, the majority Shareholders or the related party, for being the Company's Auditor for the year 2016 with auditing fee in auditing the Company and its Subsidiaries companies totaling amount Baht 8.94 Million (Eight Million Nine Hundred Forty Thousand Baht only).

During the Annual General Meeting of Shareholders for the year 2017 dated on 21st April 2017, the Company had appointed the KPMG Phoomchai Auditing Co., Ltd that is the audit firm with independent and expertise in auditing and there is no relationship or no conflict of interest with the Company, Executive, the majority Shareholders or the related party, for being the Company's Auditor for the year 2017 with auditing fee in auditing the Company and its Subsidiaries companies totaling amount Baht 9.79 Million (Nine Million Seven Hundred Ninety Thousand Baht only).

During the Annual General Meeting of Shareholders for the year 2018 dated on 23rd April 2018, the Company had appointed the KPMG Phoomchai Auditing Co., Ltd that is the audit firm with independent and expertise in auditing and there is no relationship or no conflict of interest with the Company, Executive, the majority Shareholders or the related party, for being the Company's Auditor for the year 2018 with auditing fee in auditing the Company and its Subsidiaries companies totaling amount Baht 11.75 Million and other cost about 0.86 Million

During the Annual General Meeting of Shareholders for the year 2019 dated on 29th April 2019, the Company had appointed the KPMG Phoomchai Auditing Co., Ltd that is the audit firm with independent and expertise in auditing and there is no relationship or no conflict of interest with the Company, Executive, the majority Shareholders or the related party, for being the Company's Auditor for the year 2019 with auditing fee in auditing the Company and its Subsidiaries companies totaling amount Baht 11.45 and other cost about 0.62 Million

SECTION 7 ENSURE DISCLOSURE AND FINANCIAL INTERGRITY

THAIFOODS Group Public Company Limited prioritizes the disclosure in the significant information relating with the Company both financial information and non-financial information with accurate, complete, timely and transparent according to the criteria specified by The Stock Exchange of Thailand (SET) and the office of Securities and Exchange Commission (SEC) and other information that may have the impact towards the stock price of the Company. All aforesaid information has effected with the decision-making process of the investor and the Company's stakeholders. The Board of Directors will follow-up and control in order to have the following execution;

- 1) Mechanism, which will create the confidence in communication and report; disclosed to the investor and the stakeholders must be correct, do not make misunderstanding and sufficient for the decision of the investor. The Investor Relation of the Company, must have knowledge, skill and experience, is the responsible person in preparing the report and disclose the information. In addition, the aforesaid disclosure will consider the varying relevant factors such as conformity to the objective, main target, strategy, and the Company's policies, Audit Committee's comments including with the result of sufficiency evaluation of the internal control system, Auditor's opinion in the financial reports and Auditor's notice regarding the internal control system in order to have confident that the communication and disclosure of information, either the stakeholders or third parties, must be suitable and equalize under the protection for secret information and information that have impact towards the stock price in order to have the efficiency in communication and disclosure of information.
- 2) Follow-up system will be used for evaluation the sufficiency of the financial liquidity and debt payment capability such as evaluate and reports the financial status of the Company to the Board of Directors with regularly in order for planning, being the mechanism or managing guideline in conducting the business with the careful approach, reasonableness and timely. Moreover, it should concern with

the fairness to all groups of the stakeholders. In addition, the authorization for executing any transaction or proposes the comments to the Shareholders Meeting for approval, the Board of Directors should be confident that executing the aforesaid transaction; will not impact to the continuity in operating the enterprise, the financial liquidity or debt payment capability.

- 3) Report for the Corporate Governance Policies, Business Code of Conduct, other policies such as Risk Management Policies, Policies regarding on caring the environment and society, Anti Corruption Policies, Policies and guideline for the employees and stakeholders, Policies regarding human rights that was comment as the summary. The result of compliance with the aforesaid policies, which reflects to the operation, may bring into creating worthy for the organization with sustainability. However, in the case that it cannot comply with the aforesaid policies, so it should have the supported reason. All those may report through the channel of the information technology such as the Annual Report, the Annual Sustainability Report and the Company website by both Thai and English language.
- 4) Disclose the report regarding the responsibilities of the Board of Directors towards the financial report and coupled with the Auditor report in the Annual report. If the information in any transaction relating specifically to any Director, then that Director should disclose his/her own information for completeness and accuracy such as Information about Shareholders of his/her group, the disclosure in the part connecting with the Shareholders' agreement of his/her group.
- 5) The system which gives the confidence that preparation for the financial report and disclosure for the significant information, must be accurate, sufficient, timely and comply with the criteria, standard and the relevant practice. The disclosure for the aforesaid information, includes the financial statements, the Annual Statement of the Company information (Form 56-1), the annual report (Form 56-2), must sufficiently reflect the financial status and the operating performance. It should have the management discussion and analysis (MD&A) comprising the financial statement disclosure in order to acknowledge the information and understand the financial status and the operating performance of the Company not only the figure information in the financial statement.
- 6) Disclose the Audit fees and other service fees that provided by the external Auditor.
- 7) Disclose the roles and duties of both Board of Directors and the Sub-committees, the number of meetings, the number of each Director attended in the meeting in the previous year, and comments in performing their duties, including the information about the Board of Directors continue to attend the training and develop their professional knowledge and presented in the annual report.
- 8) Disclose the policies regarding remuneration payment to the Directors and top Executive that reflects the undertaking and each responsibilities and also format or aspects of the remuneration. However, the amount of disclosed remuneration should include the remuneration that each Director received from being the Director of the Subsidiaries companies and the remuneration of the external Auditor, too.
- 9) Not only disclosure for the information according to the specified criteria and via channel of The Stock Exchange of Thailand (SET), the Annual Statement of the Company information (Form 56-1) and the annual report (Form 56-2), The Board of Directors will consider to disclose the information both Thai and English language via the other channel such as the Company website including presenting the up-to-date information.

SECTION 8 ENSURE ENGAGEMENT AND COMMUNICATION WITH SHAREHOLDERS

THAIFOODS Group Public Company Limited realizes the importance to supervise and concern with all classes of stakeholders, not only the inside stakeholders such as the shareholders, the Company executive and employees but the outside stakeholders such as the customer, the creditors, the business partner, the competitors, government sector, society, community. The Company realizes that the contribution and opinion from all classes of the stakeholders will be useful in the operation and the Company's business development. Therefore, the Company must comply with the laws and related conditions for taking care the right of aforesaid stakeholders and do not perform any action that being the violation in right of the stakeholders. Moreover, the Company operation must be considered the right of all classes of the stakeholders according to the following guidelines;

Policies and guideline towards the shareholders

THAIFOODS Group Public Company Limited always reminds the shareholders as the proprietor and the Company has the duties to boost the long-term shareholder value. Then the Company assigns the Directors, Executive or Management and employees must comply with the following procedures;

- 1) Perform the duties with honesty along with the decision to execute any transaction relied on the professional principles with carefulness, cautiousness and fairness towards the major Shareholder or the minority Shareholders for maximize the benefit with overall Shareholders.
- 2) Present the report of the Company position, the operating performance, and the statement of financial position, accounting and other reports with proper, complete and agreed with the fact.
- 3) Prohibit not seeking the benefit for own self or the other person from using any Company information that still not disclose for public or perform any action in aspect of incurring the Conflict of Interest with the Company.

The Company has supported and prioritized for the Shareholders having confidence that they have participated in the significant issues of the Company according to the right of Shareholders; that is not limited only for the specific legal right. As a result, the Company does not perform any action that is the violation or derogate the right of Shareholders. The Company emphasizes with promotion to Shareholders using their own right, for example, the preliminary right of Shareholders such as share purchase/sales or share transfer, the Company profit sharing, participation, getting news and information and sufficient communication between Shareholders and the Company, attending to the meeting for use voting right in the Shareholders Meeting in order for appointment or withdrawal the Director, appoint the external Auditor and matter impacts with the Company such as dividend allocation, appointments or amendments to the Articles of Association of the Company and Memorandum of Association of the Company, decreases or increases in shares capital and approval for the extraordinary transactions. Furthermore, The Board of Directors emphasize the important matter both legal and others that may impact with the working of the Company; that is considered or approved by the Shareholders depending upon the case of the Shareholders Meeting. Not only the aforesaid basic rights, the Company still prescribe the practical guideline in any matter to encourage and facilitate the Shareholders to use their right along with the policies to facilitate and encourage attending in the Annual General Meeting of Shareholders and it includes the following matters;

- 1) Disclose the policies to support or encourage all groups of the Shareholders attending in the Shareholders Meeting.
- 2) Inform the information about date, time, place and agenda in the meeting with the narration and reason attached in each agenda or attached with the requested resolution; that specified in the invitation letter for the Annual General Meeting of Shareholders and Extraordinary Meeting of Shareholders or inside the attachment of the meeting agenda. Also, there should not have any action as the limitation in the opportunity of the Shareholders to study for company information.
- 3) Facilitate the shareholders to use their right attending in the meeting with fully votes and abstains any action which is the limitation for the opportunity attending into the Shareholders Meeting such as attending into the meeting for voting as resolution should not be the complicated method, the place for arranging the Shareholders Meeting should be comfort with the transportation.
- 4) The presiding Chairman shall allocate the appropriate time and encourage the Shareholders to have a chance to express their opinion and ask the question towards the meeting regarding the issues related with the Company. Moreover, the Chairman gives the chance for the Shareholders to submit the question in advance before the meeting date by clearly setting the criteria to submit the question in advance. He should inform the Shareholders to acknowledge together with delivery for the invitation letter for attending in the Shareholders Meeting and also promulgating the aforesaid criteria to submit the question in advance on website of THAIFOODS Group Public Company Limited, too.
- 5) Support the Shareholders to use of proxy forms on which the Shareholders are able to specify the direction of their votes. The Company nominates the name of Independent Director with at least one (1) person as the alternative to propose the Shareholders for a proxy.
- 6) Enhance the Director including all executives or management team attending in the Shareholders Meeting to answer the Shareholders' question.
- 7) Provide the resolution in the Shareholders Meeting for each item in case of that agenda has many items such as the agenda for election of Directors.
- 8) Execute to bring the technology; using in the Shareholders Meeting both Shareholders registration, counting the vote and demonstrate the result, in order for managing the meeting with speedy, correct and accuracy.
- 9) Encourage the Company to appoint a free individual as independent party of inspectors or scrutineers in the Annual General Meeting of Shareholders and Extraordinary Meeting of Shareholders. These scrutineers should be disclosed in the meeting for acknowledgement with recorded in the minute of the meeting.
- 10) Provide the minute of the Shareholders Meeting for recording the explanation on voting tabulating procedures, methodology to display the voting result for acknowledgement by the meeting before meeting execution. Moreover, it is the opportunity for the Shareholders to raise the issues or ask the questions and records the questions and answers, resolutions, voting results of each agenda item containing approving, dissenting, and abstaining votes including records the list of the Board members who attended or quitted from the meetings.
- 11) Disclose to the public for acknowledgement in the result of voting of each agenda in the Annual General Meeting of Shareholders and Extraordinary Meeting of Shareholders in the following day on website of THAIFOODS Group Public Company Limited and website of Stock Exchange of Thailand (SET).

Not only has the Board of Directors monitored the Shareholders Meeting to be tidy, transparent and efficient and subserve the Shareholders to use their right as the aforesaid mention, the Board of Directors still set the policy to manage the equitable treatment and fairness for all Shareholders, a Shareholder with management positions, non-executive Shareholders or the majority Shareholders and the minority Shareholders including foreign Shareholders. Therefore, the resolution of the meeting and preparation for the minute of the Shareholders Meeting shall be disclosed with correct and complete, and then there are the following procedures;

- 1) Submit the invitation letter for the Shareholders Meeting with specified the agenda and the opinion of the Board of Directors towards the Stock Exchange of Thailand (SET) and also promulgating this on website of THAIFOODS Group Public Company Limited with at least 28 days (twenty-eight) before the appointment date of the Shareholders Meeting and also promulgating together with the invitation letter for the Shareholders Meeting; issued in Thai edition and English edition.
- 2) Inform the Shareholders to acknowledge the criteria using in the meeting, procedures for voting as the resolution including the voting rights in accordance with each category of shares.
- 3) Prescribe the criteria for the minority Shareholders to propose or add the meeting agenda in advance before the date of the Shareholders Meeting with clear in advance in order to present the fairness and transparency in consideration; whether it is suitable to add the said agenda of the minority Shareholders or not. Moreover, a Shareholder with management positions should not add the meeting agenda that is not informed in advance with unnecessary, especially the important agenda which the Shareholders must take time to study or explore the information before decision making.
- 4) Set the methods for the minority Shareholders to nominate the name of candidates; who has the suitable qualification in order to take a position of the Director, by nominating that name via the Nomination and Remuneration Committee in advance before the date of Shareholders Meeting together with the supporting information for consideration in aspect of the candidates' qualification and their consent.
- 5) Give an opportunity for the Shareholders to use their right to appoint the Director as individual.
- 6) Assign all Directors and the Executive; who have the duty to report their ownership of the Company's shares according to the regulation should regularly submit to the Board an aforesaid report and also should disclose within annual report of the Company.
- 7) Prescribe the written procedures concerning the preservation and protection against abuse of inside information with improperly and notify the aforesaid procedures to all concerns in the Company for compliance. Moreover, it prohibits any person, that involved with the inside information, to trade the Company's securities within one (1) month before disclosure of the quarterly financial statements and annual financial statements and also pending security trade for 24 (twenty-four) hours after disclosure of the significant information.
- 8) Assign the Directors to report their conflicts of interest regarding each agenda item before consideration by the Board and record in the minute of the Board of Directors Meeting. Also, in the case of the Director who has a significant conflict of interest; that may let such Director do not give the free opinion, so the Board should require that Director abstain from participating in the board discussion on a particular agenda item.

During the year 2019 the Company did not receive any complaints relating with disrespect towards the basic shareholder rights. The Company has the equitable treatment of Shareholders.

Corporate Social Responsibility (CSR)

Corporate Social Responsibility Report has been prepared for the year 2019 separate with annual report.
Details can find via the website of the company (www.tfg.co.th).

Sample : TFG's Activities



Internal Control and Risk Management

In the Board Meeting No.2/2020 held on February 25, 2020, where the Audit Committee also attended, the Board reviewed the adequacy of internal control within the Company as presented by the Audit Committee in a format prescribed by the Securities and Exchange Commission based on COSO's internal control framework. The framework incorporates 5 following questions: Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities. Following the review, the Board is of the opinion that the Company's internal control system was sufficient and appropriate which could help the Company's business operation to achieve goal or mission with efficiency and effectiveness and safeguard the assets from fraud. The financial report of the Company was accurate and reliable in accordance with the financial reporting standards and the generally accepted accounting standards. In summary, opinions from both Internal Audit Division and External Auditor of KPMG Poomchai Audit Ltd. were agreed that the internal control system of the Company is sufficient and satisfactory. The Company's financial statements for the year ended December 31, 2019, were correct, reliable, free from material misstatement, whether due to fraud or error and presented fairly in all material respect.

Chief of Internal Audit

In the Audit Committee Meeting No.1/2017 held on February 23, 2017, the Committee was appointed Miss Pattama Hongsittiwongse, who serves as Internal Audit Division Manager to be a Secretary to the Committee. She has knowledge, abilities and work experience and is qualified to efficiently and adequately perform roles as assigned.

The appointment, transfer and termination of employment of the Chief of Internal Audit department shall be subject to the Audit Committee's approval.

Chief of Compliance

The Company has appointed Ms. Oranuch Pensirivorasap in position of Chief of Compliance department to oversee the compliance of the regulatory authorities responsible for overseeing the Company's business operations.

Related Party Transactions

Related Parties

The Company and subsidiaries had business transactions with related parties. Our relationships with such related parties are summarized below;

Related Person	Relationship
Mr. Winai Teawsomboonkij	<ul style="list-style-type: none"> - Principal shareholder, owns 20.22% of the Company's shares (as of 31 December 2019) - Director, Chairman of the Executive Committee and Chief Executive Officer of the Company
Thai Viet Agri Group ("TVAG")	<ul style="list-style-type: none"> - TVAG produces animal feed in Vietnam. - Seapeak Holding Company Limited hold TVAG 100% shares and controlled by Mr. Winai Teawsomboonkij. - TVAG have no the same shareholders and directors with the Company's group. - TVAG was controlled by Mr. Winai Teawsomboonkij who is the Company's director. - TVAG may extend land lease agreement till 31 July 2022 and in process to new approval the agreement for extension 5 years. TVAG is waiting for approval from renewal and currently TVAG will continue to operate normally. - For Seapeak Holding Company Limited ("Seapeak") which hold TVAG's share. The Company's group decide to do not the business with Seapeak. Moreover Seapeak would not do the similar business and/or competition business with the Company's group. The Board of Directors and the Audit Committees recommend the Company should report the progress to the meeting.
Seven Foods Co., Ltd.	<ul style="list-style-type: none"> - Seven Foods Co., Ltd. operate distribute frozen chicken products. - T Paragon Holding Company Limited which the subsidiary of the Company, hold Seven Foods Co., Ltd. 45.71% of total share. - Seven Foods Co., Ltd. have no the same shareholders and directors with the Company's group.

Summary detail of related transactions of related parties which may conflict of interest for the year 2018 and 2019 as follows;

Name	Nature of Transaction	Value of Transaction (Million Baht)		Reason and Necessity and Opinion of the Audit Committee
		2019	2018	
Thai Viet Agri Group ("TVAG")	<u>Purchase Transactions</u>			<ul style="list-style-type: none"> - The Audit Committee emphasized that these were normal transactions and the price of the purchase is the market price and comparable to that of other suppliers and concluded that these transactions were justifiable and fair. - TVAG renews the land lease agreement for another 5 years from 1 June 2017 until 31 July 2022.
	Thai Viet Swine Line purchases animal feed from Thai Viet Agri Group at the price of Thai Viet Agri Group's cost plus 5%, as the purchase price is considered to be fair compared to the prices of the other suppliers.			
	<ul style="list-style-type: none"> - Purchases - Accounts Payable 	289.16 44.74	309.89 83.58	
	<u>Contract Farming</u>			<ul style="list-style-type: none"> - The Audit Committee is of the opinion that the said remuneration is a normal business transaction, with the same terms and conditions as those in other party contracts. With no relationship, therefore, sees that the transaction is reasonable and has a fair price - TVAG renews the land lease agreement for another 5 years from 1 June 2017 until 31 July 2022.
	Thai Viet Swine Line hired Thai Viet Agri Group to raise the pigs at the price stated in the contract farming contract which is similar to Thai Viet Swine Line's other contract farming contracts.			
	<ul style="list-style-type: none"> - Cost of Contract Farming - Accounts Payable 	18.50 5.99	18.91 5.06	
	<u>Other Revenue</u>			
	<ul style="list-style-type: none"> - TFRC has service laboratory for TVAG 	0.20	-	
Seven Foods Co., Ltd. (Japan)	Thaifoods Group sells chicken parts to seven foods to market price as same as other clients			<ul style="list-style-type: none"> - The Audit Committee emphasized that these are normal transactions and the prices were the market rate and comparable to that of other companies and concluded that these transactions were justifiable and fair.
	<ul style="list-style-type: none"> - Sales of Goods - Accounts Receivable 	174.55 62.01	191.06 65.71	

Name	Nature of Transaction	Value of Transaction (Million Baht)		Reason and Necessity and Opinion of the Audit Committee
		2019	2018	
Mr. Winai Teawsomboonkij: Director/ Chief Executive Committee /Chief Executive Officer	<u>Collateral Loans</u> As of 31 December 2018, the Company has a credit line 1 financial institutions including promissory notes, letters of credit and/or trust receipts and trade exchange in total credit 500 million baht and 15 million USD including TFFM and TFG. Mr. Winai Teawsomboonkij guaranteed the entire debt without any charge requested from the guarantor.	-	No compensation	<ul style="list-style-type: none"> - The Audit Committee emphasized that guaranteeing the entire credit line is a normal practice for financial institutions and the transaction is reasonable and beneficial to the business practice to purchase and set up machinery and equipment to produce our products. In addition, no charge or return was requested from Mr. Winai Teawsomboonkij and was considered by the Audit Committee to be reasonable for the transaction. The Audit Committee considered the transaction to be justifiable and fair. - Our Company requested that the financial institutions release Mr. Winai Teawsomboonkij of his guarantee, while we are awaiting approval from one remaining financial institution.

REASON AND NECESSITY FOR THE RELATED PARTY TRANSACTIONS

For the years 2018 - 2019, we entered into a number of related party transactions. Such transactions were necessary and justifiable in order to operate our business continuously and beneficially. The interest rate we received was higher than the deposit rate at local financial institutions and lower than the interest rate we received from financial institutions on our outstanding loans. The short-term loans we obtained have been used for our working capital and the interest rates were higher than those offered by the market and such loans are guaranteed by the directors of our Company in accordance with the conditions set by the lenders. The transactions within our Group are considered to be normal transactions with fair terms and conditions when compared to the market price and/or the transactions with non-related third parties.

The resolution of the Board of Directors No. 2/2020 held on 25 February 2020 with the Audit Committee who are independent directors attend the meeting for consideration the such related transaction with opinion was necessary, justifiable and beneficial for the Company

The Audit Committee is required to evaluate, and has evaluated, these transactions and provide an opinion on the necessity of our Company entering into these transactions.

POLICIES AND PROCEDURES FOR FUTURE RELATED PARTY TRANSACTIONS

For future related party transactions, we will comply with applicable laws and regulations, including the Securities and Exchange Act of Thailand, the SET, regulations, notifications, orders or rules of the Capital Market Supervisory Board, regulations of our Company and our subsidiaries, as well as Thailand's generally accepted accounting standards in respect of information disclosure on related persons or businesses as prescribed by the Certified Public Accountant Association of Thailand. Any person who may have a conflict of interest or has an interest in a matter shall not be entitled to vote in respect of the meeting agenda for such related party transaction.

In case of the regulation for approval the related transactions of Board Directors's Meeting or Shareholder's Meeting, the Audit Committee will provide an opinion as to the appropriateness of such transaction.

We have implemented the following policies for related party transactions:

Arm's Length Basis Transaction

Our transactions with a person who may have a conflict of interest or has an interest in such matter or may have a conflict of interest in the future must be considered and approved by the Audit Committee pursuant to the Board of Directors' approval. We may enter into such transactions, provided that such transactions were concluded to be on normal commercial terms in the same manner as a reasonable person would have based on similar circumstances and without influential commercial bargaining power of an individual in the capacity of a director, executive or related person ("Arm's Length Basis"). In addition, the commercial terms of such related party transactions must be within normal operations, or to support our Company and/or our subsidiaries' businesses, provided that the pricing and terms are normal to those in the market and that the transaction will not result in a misappropriation of benefits and include the following:

1. Pricing, terms and conditions received/given by our Company and/or our subsidiaries to the general public;
2. Pricing, terms and conditions received/given by the related person to the general public; and
3. Pricing, terms and conditions of other companies with similar business received/given to the general public.

Should we enter into a transaction on an Arm's Length Basis as stated above, our managements shall consider, evaluate and approve such transaction. Our management shall then provide a report concerning the transaction for our Board of Directors. In the event there are conflicts from the transaction that contradicts the policy, our Audit Committee and Board of Directors shall jointly work towards a solution.

Transactions not on commercial terms or other related party transactions

Should we enter into transactions which are not on normal commercial terms or other related party transactions of our Company and/or our subsidiaries with a person who may have conflict of interest or has an interest in such matter in the future, we shall seek and receive an opinion from our Audit Committee on the necessity and suitability of the transaction, that the price, terms and conditions are consistent with the market practice and that such transaction is comparable with third-party prices. Such transactions will also be presented to and for the consideration of our Board of Directors and/or shareholders. In the event that the Audit Committee does not possess the relevant skill or expertise in relation to such related transaction, we will seek an opinion from an independent expert or our accountant, which will then be considered by our Audit Committee, Board of the Directors and/or at a shareholders' meeting, as the case may be. Any person who may have a conflict of interest or has an interest in such matter shall not be entitled to vote in respect of the meeting agenda for such related transaction.

The details of the transaction will be disclosed in the notes of the financial statements to be reviewed or audited by our Company's auditor and in our annual reports and annual resignation Company's Regulations (Form 56-1).

Policy on future related transactions

Related party transactions occurring from normal operations, in support of normal operations and financial assistance to subsidiaries will occur in the future as necessary and appropriate, such as trading with Thai Foods Feed Mills. Fair and appropriate policies regarding pricing for related transactions will be clearly defined according to market conditions in order to avoid transfers of benefits and with consideration to the best interests of our Company and our subsidiaries, as well as having the Audit Committee advice on such actions.

Collateralization according to loan contracts between our Company and our subsidiaries and persons who may have conflict of interest is expected to continue, due to the necessity of obtaining loans from financial institutions in order to perform normal operations, which is a common requirement for commercial banks to grant loans to businesses. We do not expect to have any expenses from the aforementioned collateralization.

Borrowing from persons who may have conflict of interest is expected to continue according to necessity to the operation of our business. We will define loan contracts with clear conditions and according to the best interests of our Company.

Our Board of Directors will help to ensure that related party transactions that may occur in the future are compliant with applicable laws and regulations, including but not limited to, the Thai SEC regulations, the Capital Market Supervisory Board and the SET, as well as the accounting standards regarding disclosure of information concerning related persons and companies as determined by the Certified Public Accountant Association of Thailand.



Key Financial Information

1) Summary of Financial Statement

The table shows statement of financial position and statement of income in 2017 - 2019 are as follows:

Statement of financial position	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Current assets						
Cash and cash equivalents	1,105.33	5.85	210.08	0.92	398.77	1.75
Current investments	2.00	0.01	-	-	-	-
Trade accounts receivable	1,094.52	5.79	1,768.02	7.78	1,581.50	6.94
Other current receivable	223.65	1.18	311.60	1.37	279.17	1.23
Short-term loans to joint venture	-	-	-	-	17.30	0.08
Inventories	2,891.80	15.31	3,276.38	14.43	2,836.26	12.45
Current biological assets	3,097.56	16.39	3,200.76	14.09	3,109.08	13.64
Advance payments to farmers	383.95	2.03	325.65	1.43	218.73	0.96
Total current assets	8,798.81	46.57	9,092.48	40.04	8,440.80	37.04
Non-current assets						
Advance payments to farmers	285.97	1.51	225.57	0.99	229.34	1.01
Investment in joint ventures	1.87	0.10	4.05	0.02	27.83	0.12
Other long-term investments	0.20	0.00	0.20	0.00	0.20	0.00
Trade account receivable	-	-	-	-	130.80	0.57
Other non-current receivables	16.64	0.09	6.98	0.03	10.66	0.05
Investment properties	49.35	0.26	35.38	0.16	35.13	0.15
Property, plant and equipment	7,930.16	41.97	11,246.24	49.52	11,617.95	50.99
Non-current biological assets	747.79	3.96	972.34	4.28	1,060.23	4.65
Other intangible assets	111.52	0.59	105.11	0.46	107.73	0.47
Goodwill	43.92	0.23	6.54	0.03	67.30	0.30
Restricted deposits at financial institutions	101.70	0.54	104.33	0.46	103.55	0.45
Deferred tax assets	783.38	4.15	892.07	3.93	933.14	4.10
Other non-current assets	22.40	0.12	19.77	0.09	21.92	0.10
Total non-current assets	10,094.91	53.43	13,618.57	59.96	14,345.79	62.96
Total assets	18,893.71	100.00	22,711.06	100.00	22,786.59	100.00

Statement of financial position	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities and equity						
Current liabilities						
Short-term borrowings from financial institutions	4,858.94	25.72	6,654.79	29.30	5,713.76	25.08
Trade accounts payable	1,928.04	10.20	2,489.51	10.96	1,598.77	7.02
Other accounts payable	1,157.78	6.13	1,277.96	5.63	1,038.14	4.56
Current portion of debentures	210.00	1.11	-	-	1,148.50	5.04
Current portion of long-term borrowings from financial institutions	610.27	3.23	605.25	2.66	667.22	2.93
Current portion of finance lease liabilities	146.05	0.77	226.87	1.00	240.46	1.06
Income tax payable	42.43	0.22	20.75	0.09	48.26	0.21
Total current liabilities	8,953.50	47.39	11,275.12	49.65	10,455.11	45.88
Non-current liabilities						
Debentures	1,148.50	6.08	1,148.50	5.06	-	-
Long-term borrowings from financial institutions	449.91	2.38	1,271.12	5.60	1,465.70	6.43
Finance lease liabilities	717.93	3.80	876.13	3.86	631.89	2.77
Provisions for employee benefit	60.19	0.32	22.13	0.10	36.34	0.16
Retentions	2.49	0.01	4.20	0.02	3.67	0.02
Deferred tax liabilities	190.05	1.01	278.51	1.23	308.06	1.35
Total non-current liabilities	2,569.07	13.60	3,600.59	15.85	2,445.66	10.73
Total liabilities	11,522.57	60.99	14,875.71	65.50	12,900.77	56.62
Equity						
Authorised share capital	6,138.16	-	6,138.16	-	6,138.16	-
Issued and paid-up share capital	5,109.40	27.04	5,113.31	22.51	5,607.57	24.61
Advance received from exercise of warrants	-	-	63.32	0.28	-	-
Premium on ordinary shares	995.33	5.27	1,096.18	4.83	1,742.60	7.65
Deficit on change in ownership interests in subsidiary	(21.95)	(0.12)	-	-	-	-
Deficits on common control transactions	(231.27)	(1.22)	(231.27)	(1.02)	(231.27)	(1.01)
Retained earnings - Legal reserve	163.19	0.86	197.97	0.87	249.53	1.10
Retained earnings - Unappropriated	1,128.69	5.97	1,139.02	5.02	2,067.63	9.07
Other components of equity	227.43	1.20	456.80	2.01	449.75	1.97
Equity attributable to owners of the parent	7,370.82	39.01	7,835.33	34.50	9,885.80	43.38
Non-controlling interests	0.32	0.00	0.02	0.00	0.02	0.00
Total equity	7,371.15	39.01	7,835.35	34.50	9,885.82	43.38
Total liabilities and equity	18,893.71	100.00	22,711.06	100.00	22,786.59	100.00

Source : Consolidated financial statements of Thaifoods Group Public Company Limited for the Year 2017 - 2019 audited by certified public accountant.

Statement of income	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenue from sale of goods and rendering of services	25,789.40	99.52	27,933.54	98.51	28,919.19	99.36
Net gain on changes in fair value of biological assets	-	-	135.60	0.48	-	-
Reversal of loss on land revaluation	-	-	35.98	0.13	18.79	0.06
Net foreign exchange gain	15.17	0.06	-	-	-	-
Interest income	76.04	0.29	61.97	0.22	70.46	0.24
Gain on loss of control in subsidiary	-	-	105.00	0.37	-	-
Other income	32.52	0.13	85.12	0.30	97.08	0.33
Total revenues	25,913.13	100.00	28,357.21	100.00	29,105.51	100.00
Expenses						
Cost of sales of goods and rendering of services	22,547.51	87.01	25,715.53	90.68	25,431.26	87.38
Net loss on changes in fair value of biological assets	55.73	0.22	-	-	39.32	0.14
Distribution costs	771.36	2.98	773.31	2.73	698.04	2.40
Administrative expenses	601.39	2.32	797.37	2.81	971.07	3.34
Loss on land revaluation	5.51	0.02	-	-	1.92	0.01
Net foreign exchange loss	-	-	96.31	0.34	18.41	0.06
Finance costs	301.53	1.16	357.09	1.26	403.96	1.39
Total expenses	24,283.02	93.71	27,739.62	97.82	27,563.97	94.70
Share of profit of joint venture	(3.69)	(0.01)	1.32	0.00	4.18	0.01
Profit before income tax	1,626.42	6.28	618.91	2.18	1,545.71	5.31
Income tax expense	108.18	0.42	3.32	0.01	105.72	0.36
Profit for the year	1,518.23	5.86	615.59	2.17	1,440.00	4.95
Other comprehensive income for the year	(18.28)	0.07	264.47	0.93	(7.05)	(0.02)
Total comprehensive income for the year	1,499.96	5.79	880.06	3.10	1,432.94	4.92

Source : Consolidated financial statements of Thaifoods Group Public Company Limited for the Year 2017 - 2019 audited by certified public accountant.

2) Financial Ratio

	Year ended 31 December		
	2017	2018	2019
Current Ratio			
Current Ratio (Times)	0.98	0.81	0.81
Accounts Receivable Turnover (Times)	27.01	19.52	17.27
Inventory Turnover (Times)	8.05	8.34	8.32
Accounts Payable Turnover (Times)	13.77	11.64	12.44
Profitability Ratio			
Gross Profit (Loss) Margin (%)	12.57	7.94	12.06
Operating (Loss) Margin (%)	7.48	3.49	6.74
Net Profit (Loss) Margin (%)	5.85	2.28	4.95
Return on Equity (%)	22.46	8.49	16.25
Efficiency Ratio			
Return on Total Assets (%)	8.79	3.10	6.33
Return on Fixed Assets (%)	28.92	17.26	22.50
Financial Policy Ratio			
Debt to Equity Ratio (Times)	1.56	1.90	1.30
Interest Coverage Ratio (Times)	10.31	6.73	9.04

Notes : ⁽¹⁾ Current ratio = Total current assets / Total current liabilities

⁽²⁾ Accounts receivable turnover = Revenue from sale of goods and rendering of services / Average trade account receivable

⁽³⁾ Inventory turnover = Cost of sales of goods and rendering of services / Average inventories - net

⁽⁴⁾ Accounts payable turnover = Cost of sales of goods and rendering of services / Average trade payables

⁽⁵⁾ Gross profit margin = Gross profit (loss) / Revenue from sale of goods and rendering of services x 100

⁽⁶⁾ Operating margin = Profit (loss) before finance cost and income tax expense / Revenue from sale of goods and rendering of services x 100

⁽⁷⁾ Net profit margin = Profit (loss) for the year / Total revenue x 100

⁽⁸⁾ Return on equity = Profit (loss) for the year / Average total shareholders' equity x 100

⁽⁹⁾ Return on total assets = Profit (loss) for the year / Average total assets x 100

⁽¹⁰⁾ Return on fixed assets = (Profit (loss) for the year + Depreciation) / (Average fix asset) x 100

⁽¹¹⁾ Debt to equity = Total liabilities / Total shareholders' equity

⁽¹²⁾ Interest coverage ratio = EBITDA / Interest expense

Management's Discussion and Analysis

1) Results of Operations

Revenue

Total revenue for the year 2017 - 2019 were Baht 25,913.13 million, Baht 28,357.21 million and Baht 29,105.51 million, respectively or increasing 9.43% and 2.64%, respectively. The majority of the Company's revenue was generated from poultry operations, followed by swine operations and feed operations, respectively, which separate by segment for the year 2017 - 2019 as follow.

Business	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Poultry	18,022.95	69.55	17,920.16	63.20	16,443.34	56.50
Swine	5,166.78	19.94	6,255.99	22.06	7,942.83	27.29
Feed and others	2,599.68	10.03	3,757.39	13.25	4,533.02	15.57
Other income	123.72	0.48	423.67	1.49	186.32	0.64
Total	25,913.13	100.00	28,357.21	100.00	29,105.51	100.00

Revenue from poultry operations

Revenue from poultry operations for the year 2017 - 2019 were Baht 18,022.95 million, Baht 17,920.16 million and Baht 16,443.34 million, respectively. Revenue of 2018 decreased 0.57% from 2017 due to the effect of decrease in average chicken meat price while the quantity was rather the same. The average price in 2018 was Baht 37.64/kg decrease from 2017 and volume sold in 2018 was 403,697.15 tonnes rather the same from 2017. In 2018 the company had start operation of further chicken in mid 2018.

In 2019, the revenue decrease 8.24% from 2018 due to decrease in quantity chicken meat while the average price was increase. The average price in 2019 was Baht 38.62/kg increase from 2018 due to increase in chicken market price. The volume sold in 2019 was 364,660.15 tonnes decrease from 2018 as a result of decreasing in volume sold in the markets.

Revenue from swine operations

Revenue from swine operations for the year 2017 - 2019 were Baht 5,166.78 million, Baht 6,255.99 million and Baht 7,942.83 million, respectively. Revenue for the year 2018 increased 21.08% from 2017 as a result of price and volume. Average selling prices in 2018 were Baht 60.56/kg which increased to 2018 due to and the volumes sold were 90,488.24 tonnes increased from 2017 due to increased farming capacity and expansion of domestic sale of pork parts.

Revenue from swine operations for the year 2019 increased 26.96% from 2018 as a result of price and volume. Average selling prices in 2019 were Baht 68.86/kg which increased to 2018 and the volumes sold were 100,030.89 tonnes which increased from 2018 due to increased farming capacity and expansion of domestic sale of pork parts.

Revenue from feed operations and others

Revenue from feed operations and others for the year 2017 - 2019 were Baht 2,599.68 million, Baht 3,757.39 million and Baht 4,533.02 million, respectively or increasing 44.53% and 20.64%, respectively due to increase sale volume to external customer. The sell volumes for the year 2017 - 2019 were 190,857.05 tonnes, 290,328.28 tonnes and 344,753.29 tonnes, respectively or increase equivalent to 52.12% and 18.75% respectively.

Cost of sales of goods and rendering of services

Cost of sales of goods and rendering of services for the year 2017 - 2019 were Baht 22,547.51 million, Baht 25,715.53 million and Baht 25,431.26 million, respectively. In 2018, Cost of sale was increase 14.50% form 2017 in according to increase in volume sold. In 2019, Cost of sales was decrease 1.11% form 2018 due to lower cost of raw material and cost management efficiency. Gross profit margin for the year 2017 - 2019 were 12.57%, 7.94% and 12.06%, respectively.

Selling and Administrative expenses

Distribution costs for the year 2017 - 2019 were Baht 771.36 million, Baht 773.31 million and Baht 698.04 million, respectively. In 2018 distribution cost was slightly increase 0.25% form 2017 but in 2019 was decrease 9.73% form 2018 due to improvement of sales to more efficiency.

Administrative expenses for the year 2017 - 2019 were Baht 601.39 million, Baht 797.37 million and Baht 971.07 million, respectively. In 2018, administrative expenses was increase 32.59% form 2017 and in 2019 was increase 21.78% form 2018 mainly due to idle cost form further factory which had not full capacity.

Finance cost

Finance cost for the year 2017 - 2019 were Baht 301.53 million, Baht 357.09 million and Baht 403.96 million, respectively or increase 18.43% and 13.13% respectively due to a higher amount drawn on banking facilities for purchase raw material to support the increased production capacity.

Profit (loss) for the year

Profit (loss) for the year 2017 - 2019 were Baht 1,518.23 million, Baht 615.59 million and Baht 1,440.00 million, respectively. For the year 2018, profit decreased by 59.45% from 2017 due to decrease in average price of chicken meat and further factory had just start operation that causing cost and expense rather high. For 2019 profit decrease by 133.92% mostly due to swine operation and cost management. Net profit (Loss) margin were 5.85% 2.28% and 4.95% respectively.

2) Financial Position

Assets

Total assets at the end of year 2017 - 2019 were Baht 18,893.71 million, Baht 22,711.06 million and Baht 22,786.59 million, respectively or increasing by 20.20% and 0.33%, respectively. Primarily total assets were property, plant and equipment. Return on total assets at the end of year 2017 - 2019 were 8.79%, 3.10% and 6.33%, respectively.

Property, plant and equipment

Property, plant and equipment at the end of year 2017 - 2019 were Baht 7,930.16 million, Baht 11,246.24 million and Baht 11,617.95 million, respectively or increasing by 41.82% and 3.31%, respectively. The increase was primarily due to the additional of land, farm and factory to support the increasing capacity, machinery for export product and more efficiency production.

Trade accounts receivable

Trade accounts receivable at the end of year 2017 - 2019 were Baht 1,094.52 million, Baht 1,768.02 million and Baht 1,712.30 million, respectively. For the end of year 2018 increasing by 61.53% from 2017 mainly due to adjust sale channel through export and other channel which higher credit term. The end of 2019 was decrease 3.15% from 2018 mostly due to higher of allowance for doubtful accounts.

Inventories

Inventories at the end of year 2017 - 2019 were Baht 2,891.80 million, Baht 3,276.38 million and Baht 2,836.26 million, respectively. For the end of year 2018 increased by 13.30% from the end of 2017 due to the increase of raw materials. For the end of year 2019 increased by 13.43% from the end of 2018 due to decrease in raw materials from the company had charge criteria of minimum stock.

Advance payments to farmers

Advance payments to farmers at the end of year 2017 - 2019 were Baht 699.92 million, Baht 551.22 million and Baht 448.07 million, respectively or decreasing by 21.25% and 18.71%, respectively. Advance payments to farmers were decrease due to the Company provided the assistance for the farmers by contact and negotiation with commercial banks. Moreover, the Company provided more channel to request the credit facility for the farmers, therefore the farmers earned the expediting credit facility as a result of the company decreased in payment the advance payment to the farmers.

Liabilities

Total liabilities at the end of year 2017 - 2019 were Baht 11,522.57 million, Baht 14,875.71 million and Baht 12,900.77 million, respectively. At the end of 2018 was increase 29.10% from the end of 2017 mostly due to increase in short- term and long term borrowings from financial institutions and trade account payable. At the end of 2019 was decrease 13.28% from the end of 2018 mostly due to decrease in short-term borrowings from financial institutions and trade account payable. The majority of the company's total liabilities comprised of short-term and long-term from financial institutions trade and other accounts payable.

Interest-bearing debt

Interest-bearing debt at the end of year 2017 - 2019 were Baht 8,141.60 million, Baht 10,782.66 million and Baht 9,867.53 million, respectively or increasing (decreasing) by 32.44% and (8.49)%, respectively. At the end of year 2019, primarily interest-bearing debt were short-term interest-bearing debt represented by 78.74% of interest-bearing debt and long-term interest-bearing debt represented by 21.26% of interest-bearing debt.

Short-term borrowings from financial institutions at the end of year 2017 - 2019 were Baht 4,858.94 million, Baht 6,654.79 million and Baht 5,713.76 million, respectively. At the end of year 2018, short-term borrowings from financial institutions increased by 36.96% due to business expansion. At the end of 2019 decreased by 14.14% from at the end of 2018 due to adjust the balance proportional amount between short-term and long-term debt.

Long-term borrowings from financial institutions (including current and non current portion) at the end of year 2017 - 2019 were Baht 1,060.19 million, Baht 1,876.37 million and Baht 2,132.92 million, respectively. At the end of year 2018, Long-term borrowings from financial institutions increased by 76.98% and 13.67% respectively, the increasing was mostly due to expansion of factories, farms and machineries and equipments.

Finance lease liabilities (including current and non current portion) at the end of year 2017 - 2019 were Baht 863.98 million, Baht 1,103.00 million and Baht 872.35 million, respectively. At the end of 2018 was increase by 27.66% from the end of 2017 due to purchasing machinery for increase productivity and efficiency of production. At the end of 2019 was decrease by 20.91% from the end of 2018 due to normal repayment.

Debentures at the end of year 2019 were Baht 1,148.50 million to use for long term investment for business expansion and working capital.

Debt to equity at the end of year 2017 - 2019 was 1.56 times, 1.90 times and 1.30 times, respectively.

The following table sets out of interest-bearing debt at the end of year 2017 - 2019;

Interest-bearing debt	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Short-term borrowings from financial institutions	4,858.94	59.68	6,654.79	61.72	5,713.76	57.90
Current portion of Debenture	210.00	2.58	-	-	1,148.50	11.64
Current portion of long-term borrowings from financial institutions	610.27	7.50	605.25	5.61	667.22	6.76
Current portion of finance lease liabilities	146.05	1.79	226.87	2.10	240.46	2.44
Total short-term interest-bearing debt	5,825.26	71.55	7,486.91	69.43	7,769.94	78.74
Debentures	1,148.50	14.11	1,148.50	10.65	-	-
Long-term borrowings from financial institutions	449.91	5.53	1,271.12	11.79	1,465.70	14.85
Finance lease liabilities	717.93	8.82	876.13	8.13	631.89	6.40
Total long term interest-bearing debt	2,316.34	28.45	3,295.75	30.57	2,097.59	21.26
Total interest-bearing debt	8,141.60	100.00	10,782.66	100.00	9,867.53	100.00

Trade accounts payable

Trade accounts payable at the end of year 2017 - 2019 was Baht 1,928.04 million, Baht 2,489.51 million and Baht 1,598.77 million, respectively at the end of 2018 was increasing by 29.12% from the end of 2017 mostly due to higher trade accounts payable in part of purchase raw material. The end of 2019 was decrease by 35.78%, mostly due to higher order in domestic raw materials.

Total equity

Total equity at the end of year 2017 - 2019 were Baht 7,371.15 million, Baht 7,835.35 million and Baht 9,885.83 million, respectively. At the end of 2018, total equity increased by 6.30% from the end of 2017 due to the Company has an improved performance. At the end of 2019 was increase by 26.17% from the end of 2018 due to improved performance and the last exercise of TFG-W1 that dated May 17, 2019

Return on equity at the end of year 2017 - 2019 was 22.46%, 8.49% and 16.25%, respectively.

3) Liquidity

Profit before income tax expense for the year 2017 - 2019 were Baht 1,626.42 million, Baht 618.91 million and Baht 1,545.71 million, respectively. To adjust with the non-cash item and changes in operating assets and liabilities, the Company has net cash provided by (used in) operating activities for the year 2017 - 2019 in the amount of Baht 2,138.93 million, Baht 1,047.72 million and Baht 2,329.64 million, respectively. The adjustment comprised of depreciation, depreciation of biological assets, finance costs bad debt and doubtful debts and changes in operating assets and liabilities which were current and non-current biological assets, trade accounts payable and trade accounts receivable.

Net cash used in investing activities for the year 2017 - 2019 were Baht 1,460.20 million, Baht 3,404.31 million and Baht 1,291.90 million, respectively, mainly due to cash payments for property, plant and equipment for the year 2017 - 2019 for in the amount of Baht 1,868.86 million, Baht 3,537.88 million and Baht 1,289.00 million, respectively.

Moreover, net cash provided by (used in) financing activities for the year 2017 - 2019 were Baht 149.26 million, Baht 1,485.39 million and Baht (849.67) million, respectively For 2018 was mainly proceeds from increasing due to issuance debenture. For 2019 increasing due to cash received from the exercise of TFG-W1 and short-term borrowings from financial institutions.

The following table sets forth certain information concerning our cash flows for the year 2017 - 2019.

(Unit : Million Baht)	2017	2018	2019
Net cash provided by (used in) operating activities	2,138.93	1,047.72	2,329.64
Net cash used in investing activities	(1,460.20)	(3,404.31)	1,291.89
Net cash provided by (used in) financing activities	149.26	1,485.39	(849.67)
Net increase (decrease) in cash and cash equivalents	827.98	(871.20)	188.71
Cash and cash equivalents at the beginning of the year	308.70	1,105.33	210.08
Effect of exchange rate changes on balances held in foreign currencies	(31.36)	-	0.62
Cash and cash equivalents at the end of the year	1,105.33	210.08	398.77

The investors can study additional information on 56-1 form as shown as follows;

- Website of the Securities Exchange Commission (www.sec.or.th) or
- Website of the Stock Exchange of Thailand (www.set.or.th) or
- Website of the Company (www.tfg.co.th)

Thaifoods Group Public Company Limited and its Subsidiaries

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



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Independent Auditor's Report

To the Shareholders of Thaifoods Group Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Thaifoods Group Public Company Limited and its subsidiaries (the “Group”) and of Thaifoods Group Public Company Limited (the “Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2019, the consolidated and separate statements of income and 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 the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that is relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

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

Valuation of deferred tax assets	
Refer to Notes 3 (w) and 24 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
The Group recognised the deferred tax assets in respect of the unutilised tax loss carry forward in the significant amount. The recognition involves management judgment in forecasting future taxable income and the Group's capability to utilise tax loss. Thus this is one of the key areas to focus on my audit.	My audit procedures included; <ul style="list-style-type: none"> - Inquired of management to understand the basis of forecasting future taxable profit; - Reconciled tax loss and the expiration date with tax report; - Assessed the reasonableness of the assumptions adopted in the forecasting future taxable profit by comparing with historical results, business plan and available comparable industry data and other market factors; - Tested the calculation of forecasting; and - Considered the adequacy of the Group's disclosures in accordance with Thai Financial Reporting Standards.

Impairment on investments in subsidiaries and plant and equipment	
Refer to Notes 3(h), 3(j), 3(l) 11 and 13 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>According to the deficits of certain subsidiaries and the operating losses from those subsidiaries arising from the product price fluctuations are the indicators of impairment in subsidiaries in the separate financial statements, and the subsidiaries' plant and equipment in the consolidated financial statements.</p> <p>Assessing impairment of investments in subsidiaries and impairment of plant and equipment involves highly subjective judgments. The Group and the Company have estimated net present value of future cash flow from assets used for operating from the management's assumptions resulted to the impairment assessment could vary significantly in case the vary assumptions made by management are changed. Thus this is one of the key areas to focus on my audit.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> - inquired of management to gain an understanding of the process of identifying and assessment the impairment indicators; - assessed the budgeting procedures which is the source of discounted future cash flow model; - assessed the reasonableness of the key assumptions, for assessing the asset's recoverable amount by comparing with historical results, business plan and available comparable industry data and other market factors; - assessed the appropriateness of the discount rate by comparing the average rate of industry in which the Group operated; - tested the sensitivity of the key assumptions and assessed the impact on discounting future cash flow; and - considered the adequacy of the disclosures in accordance with Thai Financial Reporting Standards.

Valuation of trade accounts receivable and advance payments to farmers	
Refer to Notes 3(e), 7 and 10 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>The Group has trade accounts receivable from distributing frozen and chilled chicken products and swine products and advance payments which are paid to the farmers to operate their poultry and swine farm business. The managements assessed allowance for doubtful account based on debtor's age analysis, payment histories and future expectations of customer payments including the security of farmers.</p> <p>The level of judgment involved in assessing allowance for doubtful accounts for trade accounts receivable and advance payments to farmers. Thus this is one of the key areas to focus on my audit.</p>	<p>My audit procedures included;</p> <ul style="list-style-type: none"> - performed an understanding of the process and tested the design and implementation and tested a sample to assess the effectiveness of the Group's internal control over credit control and approval of new customer or farmers acceptance and the collection process; - tested the calculation of receivable aging and tested a sample with related documents; - considered the reasonableness of assumption used to set the percentage of allowance determined by management by assessed the payment histories and the payments of trade accounts receivable and farmers after the reporting period including the capability of payment for trade accounts receivable and farmers and the security of farmers. Recalculated the allowance based on the Group's accounting policy; - assessed the security of farmers and tested a sample with related documents; and - considered the adequacy of the Group's disclosures in accordance with Thai Financial Reporting Standards.

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 charge with governance and request that the correction be made.

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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



(Veerachai Ratanajaratkul)
Certified Public Accountant
Registration No. 4323

KPMG Phoomchai Audit Ltd.
Bangkok
25 February 2020



Thaifoods Group Public Company Limited and its Subsidiaries

Statement of financial position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2019	2018	2019	2018
<i>(in thousand Baht)</i>					
Current assets					
Cash and cash equivalents	6	398,769	210,076	123,088	90,588
Trade accounts receivable	5, 7	1,581,504	1,768,024	630,210	783,572
Other current receivable	5	279,165	311,600	83,267	124,121
Short-term loans to subsidiaries	5	-	-	2,870,210	1,781,530
Short-term loans to joint venture	5	17,300	-	-	-
Inventories	8	2,836,255	3,276,377	788,134	705,162
Current biological assets	9	3,109,080	3,200,760	-	-
Advance payments to farmers	10	218,730	325,647	-	-
Total current assets		8,440,803	9,092,484	4,494,909	3,484,973
Non-current assets					
Advance payments to farmers	10	229,341	225,574	-	-
Investments in subsidiaries	11	-	-	5,714,834	5,339,837
Investment in joint ventures	12	27,834	4,053	-	-
Other long-term investments		200	200	-	-
Trade account receivable		130,802	-	-	-
Other non-current receivables		10,656	6,977	7,214	4,218
Investment properties		35,128	35,379	-	-
Property, plant and equipment	13	11,617,953	11,246,235	3,174,908	3,042,278
Non-current biological assets	9	1,060,236	972,341	-	-
Other intangible assets	14	107,732	105,106	49,219	75,099
Goodwill	4, 11	67,304	6,535	-	-
Restricted deposits at financial institutions	15	103,546	104,326	2,892	2,864
Deferred tax assets	24	933,135	892,074	646,498	617,417
Other non-current assets		21,920	19,774	16,863	14,236
Total non-current assets		14,345,787	13,618,574	9,612,428	9,095,949
Total assets		22,786,590	22,711,058	14,107,337	12,580,922

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

Thaifoods Group Public Company Limited and its Subsidiaries
Statement of financial position

	<i>Note</i>	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
Liabilities and equity		2019	2018	2019	2018
<i>(in thousand Baht)</i>					
<i>Current liabilities</i>					
Short-term borrowings from					
financial institutions	16	5,713,762	6,654,786	1,944,030	2,093,462
Trade accounts payable	5	1,598,772	2,489,505	184,806	215,882
Other accounts payable	5	1,038,139	1,277,958	377,913	420,483
Current portion of debentures	16	1,148,500	-	1,148,500	-
Current portion of long-term					
borrowings from financial institutions	16	667,223	605,249	371,942	207,226
Current portion of finance lease					
liabilities	16	240,458	226,874	183,058	172,672
Income tax payable		48,256	20,750	-	-
Total current liabilities		10,455,110	11,275,122	4,210,249	3,109,725
<i>Non-current liabilities</i>					
Debentures	16	-	1,148,500	-	1,148,500
Long-term borrowings from financial					
institutions	16	1,465,697	1,271,122	542,816	473,830
Finance lease liabilities	16	631,892	876,130	318,467	475,173
Provisions for employee benefit	17	36,339	22,129	7,304	6,006
Retentions		3,671	4,199	-	-
Deferred tax liabilities	24	308,056	278,508	39,758	27,648
Total non-current liabilities		2,445,655	3,600,588	908,345	2,131,157
Total liabilities		12,900,765	14,875,710	5,118,594	5,240,882

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



Thaifoods Group Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity (Continued)	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2019	2018	2019	2018
<i>(in thousand Baht)</i>					
Equity					
Share capital	18				
Authorised share capital		6,138,160	6,138,160	6,138,160	6,138,160
Issued and paid-up share capital		5,607,573	5,113,306	5,607,573	5,113,306
Advance received from exercise of warrants		-	63,323	-	63,323
Additional paid-in capital					
Premium on ordinary shares	18	1,742,596	1,096,180	1,742,596	1,096,180
Deficits on common control transactions		(231,270)	(231,270)	-	-
Retained earnings					
Appropriated					
Legal reserve	19	249,528	197,970	249,528	197,970
Unappropriated		2,067,628	1,139,016	1,353,415	833,630
Other components of equity		449,749	456,802	35,631	35,631
Equity attributable to owners					
of the parent		9,885,804	7,835,327	8,988,743	7,340,040
Non-controlling interests		21	21	-	-
Total equity		9,885,825	7,835,348	8,988,743	7,340,040
Total liabilities and equity		22,786,590	22,711,058	14,107,337	12,580,922

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

Thaifoods Group Public Company Limited and its Subsidiaries

Statement of income

	Note	Consolidated		Separate	
		financial statements		financial statements	
		For the year ended 31 December		For the year ended 31 December	
		2019	2018	2019	2018
<i>(in thousand Baht)</i>					
Revenues					
Revenue from sale of goods and rendering of services	5, 20	28,919,187	27,933,541	15,158,272	15,865,460
Net gain on changes in fair value of biological assets	9	-	135,601	-	-
Reversal of loss on land revaluation		18,785	35,977	10,395	2,919
Net foreign exchange gain		-	-	-	23,451
Interest income	5	70,461	61,967	104,600	60,676
Dividend income	5, 11	-	-	600,000	640,000
Gain on loss of control in subsidiary	4, 11	-	105,002	-	-
Other income	5	97,078	85,119	89,318	69,497
Total revenues		29,105,511	28,357,207	15,962,585	16,662,003
Expenses					
Cost of sales of goods and rendering of services	5, 22	25,431,258	25,715,530	13,853,142	14,950,641
Net loss on changes in fair value of biological assets	9	39,321	-	-	-
Distribution costs	22	698,042	773,314	530,752	610,022
Administrative expenses	22	971,067	797,369	398,012	405,914
Loss on land revaluation		1,921	-	170	-
Net foreign exchange loss		18,409	96,313	7,146	-
Finance costs	5, 23	403,956	357,092	159,166	161,128
Total expenses		27,563,974	27,739,618	14,948,388	16,127,705
Share of profit of joint ventures	12	4,176	1,321	-	-
Profit before income tax expense (income)		1,545,713	618,910	1,014,197	534,298
Income tax expense (income)	24	105,718	3,321	(16,971)	(161,229)
Profit for the year		1,439,995	615,589	1,031,168	695,527

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



Thaifoods Group Public Company Limited and its Subsidiaries

Statement of income

	<i>Note</i>	Consolidated		Separate	
		financial statements		financial statements	
		For the year ended 31 December		For the year ended 31 December	
		2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Profit attributable to:					
Owners of the parent		1,439,995	645,457	1,031,168	695,527
Non-controlling interests		-	(29,868)	-	-
Profit for the year		1,439,995	615,589	1,031,168	695,527
Earnings per share <i>(in Baht)</i>	25				
Basic		0.27	0.13	0.19	0.14
Diluted			0.12		0.13

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

Thaifoods Group Public Company Limited and its Subsidiaries

Statement of comprehensive income

	Consolidated		Separate	
	financial statements		financial statements	
	For the year ended 31 December		For the year ended 31 December	
Note	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Profit for the year	1,439,995	615,589	1,031,168	695,527
Other comprehensive income				
<i>Items that will be reclassified</i>				
<i>subsequently to profit or loss</i>				
Exchange differences on translating foreign operations	(7,515)	310	-	-
Total items that will be reclassified	(7,515)	310	-	-
<i>Items that will not be reclassified</i>				
<i>subsequently to profit or loss</i>				
Gain on revaluation of land	577	286,570	-	33,174
Gain on remeasurements of define benefit plan	17	43,632	-	16,491
Income tax relating to items that will not be reclassified to profit or loss	24	(66,040)	-	(9,933)
Total items that will not be reclassified to profit or loss	462	264,162	-	39,732
Other comprehensive income for the year, net of tax	(7,053)	264,472	-	39,732
Total comprehensive income for the year	1,432,942	880,061	1,031,168	735,259
Total comprehensive income attributable to:				
Owners of the parent	1,432,942	909,929	1,031,168	735,259
Non-controlling interests	-	(29,868)	-	-
Total comprehensive income for the year	1,432,942	880,061	1,031,168	735,259

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

Thaifoods Group Public Company Limited and its Subsidiaries
Statement of changes in equity

For the year ended 31 December 2018														
Balance at 1 January 2018														
Transactions with owners, recorded directly in equity														
Contributions by and distributions to owners of the parent														
18	Increase of ordinary shares	3,909	-	5,864	-	-	-	-	-	-	-	9,773	-	9,773
	Warrants exercised	-	63,323	94,984	-	-	-	-	-	-	-	158,307	-	158,307
26	Dividend	-	-	-	-	-	-	(613,569)	-	-	-	(613,569)	-	(613,569)
Transfer deficit to equity from loss control in subsidiary														
11		-	-	-	21,951	-	-	(21,693)	-	(258)	(258)	-	-	-
Total contributions by and distributions to owners of the parent														
		3,909	63,323	100,848	21,951	-	-	(635,262)	-	(258)	(258)	(445,489)	-	(445,489)
Changes in ownership interests in subsidiary														
Increase (decrease) in non-controlling interests from acquisition of new subsidiary														
11		-	-	-	-	-	-	-	-	65	65	65	29,566	29,631
Total changes in ownership interests in subsidiary														
		-	-	-	-	-	-	-	-	65	65	65	29,566	29,631
Total transactions with owners, recorded directly in equity														
		3,909	63,323	100,848	21,951	-	-	(635,262)	-	(193)	(193)	(445,424)	29,566	(415,858)
Comprehensive income for the year														
	Profit	-	-	-	-	-	-	645,457	-	-	-	645,457	(29,868)	615,589
	Other comprehensive income	-	-	-	-	-	-	34,906	310	229,256	229,566	264,472	-	264,472
	Total comprehensive income for the year	-	-	-	-	-	-	680,363	310	229,256	229,566	909,929	(29,868)	880,061
Transfer to legal reserve														
19		-	-	-	-	-	34,777	(34,777)	-	-	-	-	-	-
Balance at 31 December 2018														
		5,113,306	63,323	1,096,180	-	(231,270)	197,970	1,139,016	(22,337)	479,139	456,802	7,835,327	21	7,835,348

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

Statement of changes in equity

	Note	Separate financial statements					Total equity
		Issued and paid-up share capital	Advance received for shares	Premium on ordinary shares	Retained earnings	Other components of equity	
					Legal reserve	Land revaluation surplus	Total other components of equity
For the year ended 31 December 2018							
Balance at 1 January 2018							
Transactions with owners, recorded directly in equity							
<i>Contributions by and distributions to owner</i>							
	18	3,909	-	5,864	-	-	9,773
		-	63,323	94,984	-	-	158,307
	26	-	-	-	-	(613,569)	(613,569)
<i>Total contributions by and distributions to owner</i>							
		3,909	63,323	100,848	-	-	(445,489)
Total transactions with owners, recorded directly in equity							
		3,909	63,323	100,848	-	-	(445,489)
Comprehensive income for the year							
		-	-	-	-	-	695,527
		-	-	-	-	26,539	39,732
		-	-	-	-	26,539	735,259
Total comprehensive income for the year							
	19	-	-	-	34,777	-	-
Transfer to legal reserve							
		5,113,306	63,323	1,096,180	197,970	35,631	7,340,040
Balance at 31 December 2018							

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

Thaifoods Group Public Company Limited and its Subsidiaries
Statement of changes in equity

		Separate financial statements							
		Retained earnings			Other components of equity				
		Issued and paid-up share capital	Advance received for shares	Premium on ordinary shares	Legal reserve <i>(in thousand Baht)</i>	Unappropriated	Land revaluation surplus	Total other components of equity	Total equity
	<i>Note</i>								
For the year ended 31 December 2019									
		5,113,306	63,323	1,096,180	197,970	833,630	35,631	35,631	7,340,040
Balance at 1 January 2019									
Transactions with owners, recorded directly in equity									
<i>Contributions by and distributions to owner</i>									
	18	494,267	(63,323)	646,416	-	-	-	-	1,077,360
	26	-	-	-	-	(459,825)	-	-	(459,825)
<i>Total contributions by and distributions to owner</i>									
		494,267	(63,323)	646,416	-	(459,825)	-	-	617,535
Total transactions with owners, recorded directly in equity									
Comprehensive income for the year									
		-	-	-	-	1,031,168	-	-	1,031,168
		-	-	-	-	-	-	-	-
Total comprehensive income for the year									
		-	-	-	-	1,031,168	-	-	1,031,168
Transfer to legal reserve									
	19	-	-	-	51,558	(51,558)	-	-	-
Balance at 31 December 2019									
		5,607,573	-	1,742,596	249,528	1,353,415	35,631	35,631	8,988,743

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

Thaifoods Group Public Company Limited and its Subsidiaries

Statement of cash flows

		Consolidated		Separate	
		financial statements		financial statements	
		For the year ended 31 December		For the year ended 31 December	
	Note	2019	2018	2019	2018
		(in thousand Baht)			
Cash flows from operating activities					
Profit for the year		1,439,995	615,589	1,031,168	695,527
<i>Adjustments to reconcile profit to cash receipt (payments)</i>					
Depreciation of biological assets	9	693,897	646,402	-	-
Depreciation		975,559	752,139	380,292	307,462
Amortisation	14	36,026	31,781	25,955	25,727
Impairment losses on investment in subsidiaries	11	-	-	19,972	76,613
Elimination of unrealised profit on downstream sales to joint venture		(316)	(554)	-	-
Bad and doubtful debts expense (reversal of allowance for doubtful account)		192,514	51,360	13,583	(74,201)
Losses (reversal of allowance for losses) on decline in value of inventories	8	(47,867)	60,951	(33,569)	38,506
Interest income		(70,461)	(61,967)	(104,600)	(60,676)
Dividend income	11	-	-	(600,000)	(640,000)
Finance costs		403,956	357,092	159,166	161,128
Provisions for employee benefit	17	10,194	21,728	1,607	9,804
Unrealised (gain) loss on exchange		(3,072)	4,265	1,269	4,651
(Gain) loss on changes in fair value of biological assets	9	39,321	(135,601)	-	-
Loss and reversal loss on land revaluation		(16,864)	(35,977)	(10,225)	(2,919)
Loss on disposal of plant and equipment		3,656	5,160	3,966	6,904
Loss on write-off of plant and equipment		9,693	16,972	3,554	15,371
Loss on write-off of intangible assets		26	54	-	-
Share of profit of joint ventures		(4,176)	(1,321)	-	-
Gain on loss control in subsidiary	4	-	(105,002)	-	-
Loss on sale of investment in subsidiary		-	-	-	1,802
Income tax expense (income)		105,718	3,321	(16,971)	(161,229)
		3,767,799	2,226,392	875,167	404,470

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

Thaifoods Group Public Company Limited and its Subsidiaries

Statement of cash flows

	Note	Consolidated financial statements		Separate financial statements	
		For the year ended 31 December		For the year ended 31 December	
		2019	2018	2019	2018
<i>(in thousand Baht)</i>					
Cash flows from operating activities (continued)					
<i>Changes in operating assets and liabilities</i>					
Trade accounts receivable		(36,532)	(707,032)	138,523	(196,321)
Other current receivable		37,686	(46,690)	41,508	(35,069)
Inventories		521,407	(455,436)	(49,403)	(52,865)
Current and non-current biological assets		(734,659)	(919,405)	-	-
Other non-current receivables		(3,679)	9,664	(2,996)	6,118
Other non-current assets		(800)	(489)	(2,627)	20
Trade accounts payable		(935,854)	865,185	(31,076)	160,367
Other accounts payable		(187,394)	196,667	(50,252)	78,155
Provisions for employee benefit paid	17	(844)	(13,740)	(309)	(9,786)
Retentions		(529)	1,706	-	-
Net cash provided by operating		2,426,601	1,156,822	918,535	355,089
Income tax paid		(96,966)	(109,098)	-	-
Net cash provided by operating activities		2,329,635	1,047,724	918,535	355,089
Cash flows from investing activities					
Interest received		62,127	55,371	103,946	56,376
Dividend received		-	-	600,000	640,000
Decreased in current investment		-	2,000	-	-
Changes in restricted deposits at financial institutions		780	(2,625)	(28)	(27)
Cash outflow on short-term loans to subsidiaries	5	-	-	(10,397,140)	(10,065,297)
Proceed from repayment of short-term loans to subsidiaries	5	-	-	9,308,460	9,508,974
Cash outflow on long-term loans to joint venture	5	(72,600)	-	-	-
Proceed from repayment of short-term loans to joint venture	5	55,300	-	-	-
Advance payments received from farmers		72,158	88,467	-	-
Acquisition of investments in subsidiaries	11	-	-	(394,969)	(159,183)
Proceeds from sale of investment in subsidiary	4	-	20,802	-	20,802
Acquisition of subsidiary, net of cash acquired	4	(236,493)	-	-	-
Acquisition of investments in joint venture	12	(20,000)	-	-	-
Net cash outflow on acquisition of business	4	-	(15,000)	-	-
Acquisition of property, plant and equipment	28	(1,289,003)	(3,537,878)	(472,650)	(644,127)
Proceed from sale of plant and equipment		161,699	8,468	590	3,224
Acquisition of other intangible assets	28	(25,862)	(23,917)	(219)	(8,765)
Net cash use in investing activities		(1,291,894)	(3,404,312)	(1,252,010)	(648,023)

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

Thaifoods Group Public Company Limited and its Subsidiaries

Statement of cash flows

	Note	Consolidated		Separate	
		financial statements		financial statements	
		For the year ended 31 December		For the year ended 31 December	
		2019	2018	2019	2018
<i>(in thousand Baht)</i>					
Cash flows from financing activities					
Interest paid		(404,696)	(352,013)	(159,586)	(157,182)
Payment by lessee for reduction of the outstanding liability relating to a finance lease	16	(382,114)	(204,774)	(176,245)	(152,750)
Increase (decrease) in short-term borrowings from financial institutions		(936,944)	1,821,629	(149,431)	372,596
Proceeds from long-term borrowings from financial institutions	16	903,800	1,256,841	448,281	207,328
Repayment of long-term borrowings from financial institutions	16	(647,251)	(380,807)	(214,579)	(101,867)
Repayment of debentures	16	-	(210,000)	-	(210,000)
Proceeds from exercise of warrants		1,077,360	168,080	1,077,360	168,080
Dividend paid to owners of the Company	26	(459,825)	(613,570)	(459,825)	(613,570)
Net cash provided by (used in) financing activities		(849,670)	1,485,386	365,975	(487,365)
Net increase (decrease) in cash and cash equivalents before effect of exchange rates		188,071	(871,202)	32,500	(780,299)
Effect of exchange rate changes on cash and cash equivalents		622	-	-	-
Net increase (decrease) in cash and cash equivalents		188,693	(871,202)	32,500	(780,299)
Cash and cash equivalents from loss control's subsidiary		-	(24,047)	-	-
Cash and cash equivalents at 1 January		210,076	1,105,325	90,588	870,887
Cash and cash equivalents at 31 December	6	398,769	210,076	123,088	90,588

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

Thaifoods Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

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Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

These notes form an integral part of the interim 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

Thaifoods Group Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand on 8 October 2015. The Company’s registered office at 1010, Shinawatra Tower 3 Building, 12th Floors, Viphavadi Rangsit Road, Kwang Chatuchak, Khet Chatuchak, Bangkok 10900, Thailand.

The Company’s major shareholders during the financial year were New Star Victor Co., Ltd. (incorporated in Thailand), Mr. Winai Tiewsomboonkij and NEWSAGA LIMITED (incorporated in British Virgin Islands), which owned the Company’s share capital of 30.95%, 20.22% and 19.03%, respectively.

The principal businesses of the Company and its subsidiaries (together referred to the “Group”) are producing chicken and distributing frozen and chilled chicken products, producing and distributing swine, producing and distributing feed mill and producing and distributing processed products. Details of the Company’s subsidiaries as at 31 December 2019 and 2018 are given in note 11 to the financial statements.

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 are 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*, TAS 11 *Construction Contracts* and related interpretations. The details of accounting policies are disclosed in note 4(r).

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 32 to the financial statements.

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

(b) *Functional and presentation currency*

The financial statements are prepared in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to the nearest thousand and million unless otherwise stated.

(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.

(i) Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes to the financial statements:

- | | |
|--------------|---|
| 3 (a) and 12 | Equity-accounted investees: whether the Group has significant influence over an investee. |
| 3 (v) and 16 | An arrangement containing a lease and lease classification |

(ii) Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties at 31 December 2019 that have a significant risk of resulting in a material adjustments to the carrying amounts of assets and liabilities in the next financial year is included in the following notes to the financial statements:

- | | |
|-----------|--|
| 4 | Business combination: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed, measured on a provisional basis; |
| 7 and 10 | Measurement of allowance for doubtful debts of trade accounts receivable and advance payments to farmers; |
| 9 | Measurement of biological assets; |
| 11 and 13 | Impairment test of investment in subsidiaries and impairment of plant and equipment: key assumptions underlying recoverable amounts; |
| 17 | Measurement of defined benefit obligations: key actuarial assumptions; |
| 24 | Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised. |

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

3 Significant accounting policies

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

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in joint ventures.

Business combinations

The Group applies the acquisition method for all business combinations when control is transferred to the Group, as describe in subsidiaries section, other than those with entities under common control.

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 acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration.

Any contingent consideration is measured at fair value at the date of acquisition, and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognised in profit or loss.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

Acquisitions from entities under common control

Business combination under common control are accounted for using a method similar to the pooling of interest method. Under that method the acquirer recognises assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the moment of the transaction. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or discount from business combinations under common control in shareholder's equity. The surplus or discount will be transferred to retained earnings upon divestment of the businesses acquired.

The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non-controlling interests

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquire.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity - accounted investees

The Group's interests in equity-accounted investees comprise interests in a joint venture.

A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests 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 equity-accounted investees, until the date on which joint control ceases.

Thaifoods Group Public Company Limited and its Subsidiaries

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 statement. Unrealised gains arising from transactions with joint venture is 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 currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange ruling at that 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.

Non-monetary assets and liabilities measured at fair value in foreign currencies are translated to the functional currency at the exchange rates at the dates that fair value was determined.

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 operation are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences arising on translation are recognised in other comprehensive income and presented in the currency translation difference reserve in equity until disposal of the investment, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or 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. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of a joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

Thaifoods Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

(c) Derivatives

Derivatives are used to manage exposure to foreign exchange arising from operational, financing and investment activities. Derivatives are not used for trading purposes. The Group entering into forward exchange contracts to hedge certain exposure to hedge of future foreign currency transactions.

Gains and losses on forward exchange contracts are recognised in profit or loss in the same period as the exchange differences on the items covered by the hedge.

(d) Cash and cash equivalents

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits, highly liquid short-term investments and bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

Deposit that have restriction on use are presented separately in the account “Restricted deposit at financial institution” in the statement of financial position.

(e) 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.

(f) Inventories

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

Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition less all attributable discount, allowance or rebate. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Cost are calculated using the following principles:

Merchandise goods	- at cost (first in first out)
Finished goods and work in progress	- at standard cost which approximates actual (first in first out)
Raw materials and factory supplies	- at cost (weighted average cost)

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.

(g) Biological assets

Biological assets are measured at fair value less costs to sell (the incremental cost directly attributable to the disposal of a biological asset), except for the case where the fair value cannot be measured reliably, they are measured at cost less accumulated depreciation and impairment losses. Gains or losses on changes in fair value less costs to sell are recognised in profit or loss.

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Cost of biological assets comprises expenditure that is directly attributable to the acquisition of the asset and other costs incurred in bringing the assets to their present location and condition.

Depreciation of biological assets that produce such breeder is calculated using straight line basis from cost less estimate residual value over their useful lives of breeder as follow;

Poultry breeders	1 year
Swine breeders	2.5 years

Non-current biological assets, mainly consisting of swine breeders, are separately presented under the caption “Non-current assets”. Other biological assets are presented under the caption “Current assets” in the statement of financial position.

(h) Investment

Investments in subsidiaries and joint ventures

Investments in subsidiaries and joint ventures in the separate financial statements of the Company are accounted for using the cost method. Investments in joint ventures in the consolidated financial statements are accounted for using the equity method.

Investments in other debt and equity securities

Debt securities and marketable equity securities held for trading are classified as current assets and are stated at fair value, with any resultant gain or loss recognised in profit or loss.

Debt securities that the Group has the positive intent and ability to hold to maturity are classified as held-to-maturity investments. Held-to-maturity investments are stated at amortised cost, less any impairment losses. The difference between the acquisition cost and redemption value of such debt securities is amortised using the effective interest rate method over the period to maturity.

Debt securities and marketable equity securities, other than those securities held for trading or intended to be held to maturity, are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognised directly in equity. Impairment losses and foreign exchange differences are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss.

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

The fair value of financial instruments classified as held-for-trading and available-for-sale is determined as the quoted bid price at the reporting date.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in profit or loss.

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If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

(i) Investment properties

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful life of buildings is 40 years.

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

Transfers to property, plant and equipment

When the use of a property changes such that it is reclassified as property, plant and equipment, the carrying amount of investment properties is transferred to property and plant at the date of change in use.

(j) Property, plant and equipment

Recognition and measurement

Owned assets

Land is stated at revalued amounts. The revalued amount is the fair value at the date of revaluation less impairment losses. Plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items, restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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 net within other income in profit or loss. When revalued assets are sold, the amounts included in the revaluation reserve are transferred to retained earnings.

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Leased assets

Leases in terms of which the Group substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

Revalued assets

Revaluations are performed by independent professional valuers with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date.

Any increase in value, on revaluation, is recognised in other comprehensive income and presented in the revaluation reserve in equity unless it offsets a previous decrease in value recognised in profit or loss in respect of the same asset. A decrease in value is recognised in profit or loss to the extent it exceeds an increase previously recognised in other comprehensive income in respect of the same asset. Upon disposal of a revalued asset, any related revaluation surplus is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the carrying amount of property and plant is transferred to investment properties at the date of change in use.

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:

Buildings and building improvements	6 - 40 years
Utilities system	5 - 20 years
Machinery and equipment	5 - 20 years
Furniture, fixture and office equipment	3 - 20 years
Vehicles	5 - 15 years

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

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

(k) *Intangible assets*

Goodwill

Goodwill that arises upon the acquisition of business is included in intangible assets. The measurement of goodwill at initial recognition is described in note 3 (a). Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted investee.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

Other intangible asset that are acquired by the group and have indefinite useful lives i.e. trademarks is measured at cost less accumulated impairment losses. They are not amortised but tested for impairment annually or more frequently if there is any impairment indicator. The assessment of the classification of intangible assets as indefinite is reviewed annually.

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.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, 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 are as follows:

Computer software	5 - 20 years
Customer relationship	7 years
Trademarks	indefinite useful lives

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

(l) *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 goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

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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 unless it reverses a previous revaluation credited to equity, in which case it is charged to other comprehensive income.

Calculation of recoverable amount

The recoverable amount of held-to-maturity securities carried at amortised cost is calculated as the present value of the estimated future cash flows discounted at the original effective interest rate.

The recoverable amount of 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. For financial assets carried at amortised cost, the reversal is recognised in profit or loss.

An impairment loss in respect of goodwill is not reversed. Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(m) Interest-bearing liabilities

Interest-bearing liabilities are recognised as stated in the agreement.

(n) Trade and other accounts payable

Trade and other accounts payable are stated at cost.

(o) Employee benefits

Post-employment benefit - defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided.

Post-employment benefit - defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

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Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in other comprehensive income. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(p) 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 a finance cost.

(q) 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.

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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.

(r) 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 or other sales taxes and is after deduction of any trade discounts and volume rebates.

Sale of goods and services rendered

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

Revenue for rendering of services is recognised over time as the services are provided. The related costs are recognised in profit or loss when they are incurred.

For bundled packages, the Group accounts for individual products and services separately if they are distinct (i.e. if a product or service is separately identifiable from other items and a customer can benefit from it) or the multiple services are rendered in different reporting periods. The consideration received is allocated based on their relative stand-alone selling prices which are determined based on the price list at which the Group sells the products and services in separate transactions.

Accounting policies for revenue recognition in 2018

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

Sale of goods and services rendered

Revenue from the sale of goods is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. The Group will not recognise revenue if there is continuing control or management involvement with the goods sold or there are significant uncertainties regarding the measurement of consideration due and associated costs, or the probable return of goods. Service income is recognised as services are provided.

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(s) Rental income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

(t) Investment income

Investment income comprises dividend and interest income from investments and bank deposits. 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.

(u) 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 assets which necessarily takes a substantial period of time to be prepared for its intended use or sale.

(v) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, 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.

(w) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

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Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures 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 liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(x) *Earnings per share*

The Group presents basic and diluted 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. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares.

(y) *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.

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(z) *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.

4 Business combination

Acquisition of business

2019

On 17 June 2019, the Group obtained control over Food Blessing (1988) Co., Ltd. ("FBC"), which operate producing and distributing for domestic and export of sauce and seasoning products by acquiring shares and voting interests in FBC from existing shareholders of 1,800,000 shares with the consideration paid of Baht 155.9 per share (par value of Baht 100.0 per share) totaling of Baht 280.6 million. As a result, the Group's equity interest in FBC was 100%.

During the year from acquisition date to 31 December 2019, the business contributed revenue of Baht 255.7 million and net profit of Baht 14.0 million to the Group's results. If the acquisition had occurred on 1 January 2019, management estimates that revenue would have been Baht 442.2 million and net profit for the year ended 31 December 2019 would have been Baht 24.2 million. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2019.

The Group has applied Thai Financial Reporting Standards ("TFRS") No. 3 (revised 2018) *Business Combinations* to recognise the business combination transactions. The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed:

Consideration transferred

	<i>(in thousand Baht)</i>
Cash	280,556
Total	280,556

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Identifiable assets acquired and liabilities assumed

	<i>(in thousand Baht)</i>
Cash and cash equivalent	44,063
Trade accounts receivable	61,672
Other current receivables	5,804
Inventories	33,419
Property, plant and equipment	133,446
Other intangible assets	14,146
Other non-current assets	1,346
Trade accounts payable	(45,417)
Other accounts payable	(16,641)
Provisions for employee benefit	(4,860)
Deferred tax liabilities	(7,191)
Total identifiable net assets	219,787
Goodwill arising from the acquisition	60,769
Consideration transferred	280,556
Net cash obtained from the acquisition of the subsidiary	44,063
Cash paid	(280,556)
Net cash outflows	(236,493)

As at 31 December 2019, the Group had completed the fair value assessment of the net assets acquired in accordance with TFRS No. 3 (revised 2018). However, if the Group obtains any new information within one year from the acquisition date about facts and circumstances that existed at the acquisition date, the Group will adjust the above provisional fair values, or recognise any additional assets or liabilities existed at the acquisition date, then the acquisition accounting will be revised.

Goodwill

The factor contributed to goodwill include the benefits from exchange of knowledge and skill among personnel, which increasing the Group's the operating efficiency and product development.

Acquisition-related cost

The Group incurred business acquisition-related costs totaling of Baht 8.3 million related to external legal fees and due diligence costs. The Group recorded these costs in the administrative expenses in the Group's consolidated statement of income for year ended 31 December 2019.

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2018

On 1 June 2018, the Company's subsidiary, Thaifoods Service and Supply Co., Ltd. has acquired pork sausage business of Asia West Fine Foods Co., Ltd. as per purchase and sale agreement for business and machinery, dated 1 June 2018 with consideration paid by cash totaling of Baht 15 million.

During the year from acquisition date to 31 December 2018, the business contributed revenue of Baht 37.6 million and net profit of Baht 4.0 million to the Group's results. If the acquisition had occurred on 1 January 2018, management estimates that revenue would have been Baht 47.2 million and net profit for the year ended 31 December 2018 would have been Baht 2.1 million. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2018.

The Group has applied Thai Financing Reporting Standards ("TFRS") No.3 (revised 2017) *Business Combinations* to recognise the business combination transactions. The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed:

Consideration transferred

	<i>(in thousand Baht)</i>
Cash	15,000
Total	15,000

Identifiable assets acquired and liabilities assumed

	<i>(in thousand Baht)</i>
Inventories	1,925
Equipment	6,540
Net assets	8,465
Goodwill	6,535
Consideration transferred	15,000

Goodwill

The factor contributed to goodwill include the benefits from exchange of knowledge and skill among personnel, which for product development and to expand distribution channel which increasing the Group's the operating efficiency.

Acquisition-related cost

The Group incurred business acquisition-related costs totaling of Baht 0.2 million related to external legal fees and due diligence costs. The Group recorded these costs in the administrative expenses in the Group's consolidated statement of income for year ended 31 December 2018.



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Sale of Business

2018

On 28 December 2018 the Group lost control over Big Food Group Co., Ltd (“Big Food”), which operated broiler chicken and slaughter house by sale of shares and voting interests in Big Food to other party of 300,016 shares with the consideration received of Baht 200 per share totaling of Baht 60 million. The Group lost in whole interest 75%.

The Group recognised transactions as follows:

Recognised

	<i>(in thousand Baht)</i>
Cash	20,802
Receivable for sale of investment	39,200

Derecognised

Goodwill	43,916
Net assets	(118,547)
Non - controlling interests	29,631
Gain on loss control in subsidiary	105,002

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5 Related parties

Relationships with subsidiaries, associates and joint ventures are described in notes 11 and 12. Other related parties that the Group had significant transactions with during the year were as follows:

Name of parties	Country of incorporation/ nationality	Nature of relationships
New Star Victor Co., Ltd.	Thailand	Major shareholder and shared directors and shareholders
NEWSAGA LIMITED	British Virgin Islands	Major shareholder and shared directors and shareholders
Star Capital (H.K.) Limited	Hong Kong Special Administrative Region of the People's Republic of China	Shareholder and shared directors and shareholders
Thai Viet Agri Group Co., Ltd.	Vietnam	Shareholder have relationship with director
Mr. Winai Teawsomboonkit	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including major shareholder and director of the Group
Key management personnel	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group

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

Transactions	Pricing policies
Sale of goods	Agreed price
Service income	Contract prices determined by the terms and conditions used in the normal course of business
Interest income	Source of fund cost
Dividend income	Right to receive dividends
Purchase of raw materials and goods	Agreed price
Interest expense	Agreed rates stipulated in the agreements
Other income/ other expenses	Service rates as specified by service providers

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Significant transactions for the years ended 31 December 2019 and 2018 with related parties were as follows:

<i>For the year ended 31 December</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
<i>Subsidiaries</i>				
Revenue from sales of goods	-	-	411,395	102,992
Purchase of raw materials and goods	-	-	10,713,131	11,701,488
Interest income	-	-	104,374	59,574
Dividend income	-	-	600,000	640,000
Rental income and related service income	-	-	68,393	57,784
Other income	-	-	4,899	4,041
Interest expense	-	-	83	38
Other expenses	-	-	34,160	19,436
<i>Joint venture</i>				
Revenue from sales of goods	174,548	191,060	174,548	191,060
Rental income and related service income	66	-	66	-
<i>Other related parties</i>				
Purchase of raw materials	289,164	309,885	-	-
Farming service fees	18,499	18,911	-	-
<i>Key management personnel</i>				
Key management benefit expenses				
Short-term employee benefits	51,759	35,018	20,962	20,418
Post-employment benefits	3,506	2,945	1,724	2,303
Total key management benefit expenses	55,265	37,963	22,686	22,721

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

<i>Trade accounts receivable</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	51,611	20,478
Joint venture	62,009	65,714	62,009	65,714
Other related parties	73	-	-	-
Total	62,082	65,714	113,620	86,192
<i>Less allowance for doubtful accounts</i>	<i>(310)</i>	<i>(329)</i>	<i>(310)</i>	<i>(329)</i>
Net	61,772	65,385	113,310	85,863
Reversal of allowance for doubtful accounts for the year	(19)	(112)	(19)	(112)

<i>Other current receivable</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	14,213	14,100
Joint venture	215	-	1	-
Total	215	-	14,214	14,100

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<i>Movement of short-term loans to subsidiaries</i>	Separate financial statements			At 31 December
	At 1 January	Increase Decrease <i>(in thousand Baht)</i>		
2019				
Thaifoods Further Co., Ltd.	481,100	1,400,600	670,400	1,211,300
Thai Foods Poultry Farm Co., Ltd.	1,171,890	1,752,650	1,975,060	949,480
Thai Foods Feed Mills Co., Ltd.	-	1,788,186	1,191,586	596,600
Thai Foods Contract Farming Co., Ltd.	-	245,254	165,634	79,620
Thai Foods Research Center Co., Ltd.	48,100	33,600	53,900	27,800
Thai Process Foods Co., Ltd.	-	5,000	-	5,000
T Paragon Holding Co., Ltd.	260	150	-	410
Thai Foods Swine International Co., Ltd.	68,600	3,997,500	4,066,100	-
Thai Foods Swine Farm Co., Ltd.	11,580	1,161,000	1,172,580	-
Thai Foods Green Energy Co., Ltd. (formerly Thai National Logistics Co., Ltd.)	-	13,200	13,200	-
Total	1,781,530	10,397,140	9,308,460	2,870,210
2018				
Thaifoods Further Co., Ltd.	-	505,100	24,000	481,100
Thai Foods Poultry Farm Co., Ltd.	286,940	2,021,250	1,136,300	1,171,890
Thai Foods Feed Mills Co., Ltd.	353,100	837,000	1,190,100	-
Thai Foods Contract Farming Co., Ltd.	443,107	1,942,437	2,385,544	-
Thai Foods Research Center Co., Ltd.	48,100	17,000	17,000	48,100
T Paragon Holding Co., Ltd.	200	60	-	260
Thai Foods Swine International Co., Ltd.	-	3,820,100	3,751,500	68,600
Thai Foods Swine Farm Co., Ltd.	-	913,700	902,120	11,580
Thai Foods Service and Supply Co., Ltd.	93,760	2,000	95,760	-
Ayothaya Agri Tech Co.,Ltd	-	6,650	6,650	-
Total	1,225,207	10,065,297	9,508,974	1,781,530
<i>Less allowance for doubtful accounts</i>	(75,079)	-	75,079	-
Net	1,150,128			1,781,530

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During the year ended 31 December 2018, a subsidiary, Thaifoods Service and Supply Co., Ltd. made repayment on short-term loan amounted of Baht 93.8 million, therefore the Company reversed allowance for doubtful accounts amounted of Baht 75.1 million.

As at 31 December 2019, short-term loan to subsidiaries were unsecured and at call; and bear interest at the rates ranging from 4.68 % to 4.75 % per annum (2018: ranging from 4.84% to 5.23% per annum).

<i>Movement of short-term loan to joint venture</i>	Consolidated financial statements			At 31 December
	At 1 January	Increase (in thousand Baht)	Decrease	
2019				
TF Tech Co., Ltd.	-	72,600	55,300	17,300
Total	-	72,600	55,300	17,300

During the year ended 31 December 2019, a subsidiary, Thai Foods Green Energy Co., Ltd. (formerly Thai National Logistics Co., Ltd.), has short-term loan to a joint venture, TF Tech Co., Ltd. which were unsecured and at call; and bear interest at the rates ranging from 4.68 to 5.69 per annum.

<i>Trade accounts payable</i>	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	143,708	156,635
Other related parties	50,728	88,638	-	-
Total	50,728	88,638	143,708	156,635

<i>Other accounts payable</i>	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	5,647	613
Joint venture	1	-	-	-
Total	1	-	5,647	613

Significant agreements with related parties

As at 31 December 2019, the Group had the following significant agreements with related parties.

Sublease and service agreements

The local subsidiaries have sublease and service agreements with the Company. Under the terms of the agreements, the Company agreed to provide the office premises sublease. In this regard, the subsidiaries agreed to pay sublease fee to the Company at the rate stipulated in the agreements. These agreements are starting from 1 February 2016 to 31 January 2019 (“the first sublease period”) which is not longer than the period of office premises lease as stipulated in lease and service agreements. At the end of the first sublease period either party will extend the agreements as agreed term and conditions. The extended sublease agreements are starting from 1 February 2019 to 31 January 2022.

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For the year ended 31 December 2019

Land lease agreement

The Company had land lease agreement with a local subsidiary, Thaifoods Further Co., Ltd. (“TFFT”). Under the term of the agreement, the Company agreed to lease land to build the building using for production or sale of goods or perform any other act in accordance with the purpose of TFFT. In this regards, TFFT agreed to pay lease fee to the Company at the rate stipulated in the agreement. This agreement is starting from 26 July 2017 to 24 January 2025. At the end of lease period either party will extend the agreements as agreed term and conditions.

Sale and purchase of chicken agreement

The Company has sale and purchase of chicken agreement with a local subsidiary, Thai Foods Contract Farming Co., Ltd. (“TFCF”). In this regard, the sale volume and selling price are specified by TFCF, if there is any price changes, TFCF has to inform the Company in advance. This agreement is effective starting from 1 July 2015. If the Company has intention to terminate the agreement, written notification must be made to TFCF at least 30 days and repaid the outstanding debt.

Swine farming service contracts

A foreign subsidiary, (Thai Viet Swine Line Joint Stock Co., Ltd.) has swine farming service contracts with Thai Viet Agri Group Co., Ltd., a related company (“the party”). Under the terms of the agreement, the party agreed to provide the breeding services for swine in accordance with the condition in the agreement. In this regard, a subsidiary agreed to pay the farming service fees as stipulated in the agreements. These agreements are effective for a period of 5 years and will expire in December 2023 and March 2024.

6 Cash and cash equivalents

	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Cash on hand	1,023	3,158	121	2,255
Cash at financial institutions - current accounts	192,150	140,014	82,012	75,612
Cash at financial institutions - savings accounts	205,596	66,904	40,955	12,721
Total	398,769	210,076	123,088	90,588

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7 Trade accounts receivable

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Related parties					
Within credit terms		62,082	53,381	113,620	73,722
Overdue:					
Less than 3 months		-	12,333	-	12,470
Total	5	62,082	65,714	113,620	86,192
Less allowance for doubtful accounts		(310)	(329)	(310)	(329)
Net		61,772	65,385	113,310	85,863
Other parties					
Within credit terms		1,291,583	1,094,908	442,073	426,375
Overdue:					
Less than 3 months		148,391	500,229	67,910	268,469
3 - 6 months		34,489	79,275	7,947	6,305
6 - 12 months		52,593	18,938	14,893	124
Over 12 months		268,782	132,740	2,737	1,494
Total		1,795,838	1,826,090	535,560	702,767
Less allowance for doubtful accounts		(276,106)	(123,451)	(18,660)	(5,058)
Net		1,519,732	1,702,639	516,900	697,709
Grand total		1,581,504	1,768,024	630,210	783,572

The normal credit terms granted by the Group ranges from 1 days to 110 days.

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8 Inventories

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Raw materials	1,191,787	1,073,462	11,917	14,244
Work in progress	5,182	968	-	-
Finished goods	921,229	842,391	694,423	658,111
Package and supplies	365,310	318,323	127,190	111,772
Raw materials in transit	417,268	1,153,621	-	-
Total	2,900,776	3,388,765	833,530	784,127
Less allowance for decline in value of inventories	(64,521)	(112,388)	(45,396)	(78,965)
Net	2,836,255	3,276,377	788,134	705,162
Inventories recognised in ‘cost of sales of goods’				
- Cost	25,479,125	25,644,068	13,886,711	14,912,135
- Write-down to net realisable value (reversals of write-down)	(47,867)	71,462	(33,569)	38,506
Net	25,431,258	25,715,530	13,853,142	14,950,641

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9 Biological assets

	Consolidated financial statement		
	Chicken	Swine	Total
	<i>(in thousand Baht)</i>		
As at 1 January 2019			
Cost	2,001,328	2,493,190	4,494,518
Accumulate depreciation and impairment losses	(94,746)	(226,671)	(321,417)
	1,906,582	2,266,519	4,173,101
Increases due to purchase/raise	25,042,418	8,956,391	33,998,809
Decreases due to sale/harvest	(24,850,039)	(8,470,243)	(33,320,282)
Depreciation	(401,013)	(252,880)	(653,893)
Gain on change in fair value less cost to sale	-	(39,322)	(39,322)
Allowance for decline in value of inventories	21,877	-	21,877
Exchange differences on translating foreign operations	-	(10,974)	(10,974)
As at 31 December 2019	1,719,825	2,449,491	4,169,316
As at 31 December 2019			
Cost	1,929,948	2,833,548	4,763,496
Accumulate depreciation and impairment losses	(210,123)	(373,083)	(583,206)
Exchange differences on translating foreign operations	-	(10,974)	(10,974)
Total	1,719,825	2,449,491	4,169,316
Current	1,719,825	1,389,255	3,109,080
Non-current	-	1,060,236	1,060,236
Total	1,719,825	2,449,491	4,169,316

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	Consolidated financial statement		
	Chicken	Swine	Total
	<i>(in thousand Baht)</i>		
As at 1 January 2018			
Cost	2,151,385	2,041,547	4,192,932
Accumulate depreciation and impairment losses	(81,389)	(243,441)	(324,830)
Exchange differences on translating foreign operations	-	(22,756)	(22,756)
	2,069,996	1,775,350	3,845,346
Increases due to purchase/raise	27,884,021	7,435,574	35,319,595
Decreases due to sale/harvest	(27,542,610)	(6,840,044)	(34,382,654)
Decreases due to loss control in subsidiary	(80,849)	-	(80,849)
Depreciation	(402,099)	(244,303)	(646,402)
Gain on change in fair value less cost to sale	-	135,601	135,601
Reversal of allowance for decline in value of inventories (write-down allowance for decline in value of inventories)	(21,877)	4,341	(17,536)
As at 31 December 2018	1,906,582	2,266,519	4,173,101
As at 31 December 2018			
Cost	2,001,328	2,493,190	4,494,518
Accumulate depreciation and impairment losses	(94,746)	(226,671)	(321,417)
Total	1,906,582	2,266,519	4,173,101
Current	1,906,582	1,294,178	3,200,760
Non-Current	-	972,341	972,341
Total	1,906,582	2,266,519	4,173,101

Biological assets such as swine breeder, fattening swine, chicken breeder, chicken etc. Biological assets are measured at cost less accumulated depreciation and impairment losses (except fattening swine which are measured at fair value using quoted prices at the reporting date as references) due to the short production cycle. In particular, the market prices or fair values at present condition of the biological assets which are breeders are unavailable; and valuation based on a discounted cash flow method is considered unreliable given the uncertainty with respect to external factors.

Cost includes all costs incurred from the acquisition of biological assets and throughout the growth cycle e.g. cost of new-born animals, feed costs, and other farm costs.

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An analysis of the estimates of physical quantities of the Group's biological assets as at 31 December 2019 and 2018 were as follows:

	Consolidated financial statements	
	2019	2018
	<i>(Thousand head)</i>	
Chicken	14,773	19,012
Swine	543	495
Total	15,316	19,507

The estimates of physical quantities of the Group's biological assets were based on experience and historical data.

Fair value measurement

The fair value of the Group's biological assets including carrying amount in the consolidated financial statements were as follows:

	Carrying amount	Consolidated financial statements			
		Fair value			Total
		Level 1	Level 2	Level 3	
		<i>(in thousand Baht)</i>			
31 December 2019					
Biological assets at fair value					
less cost to sale	279,966	-	279,966	-	279,966
31 December 2018					
Biological assets at fair value					
less cost to sale	428,322	-	428,322	-	428,322

The valuation technique and the inputs used in measuring the fair value of those biological assets categorised in Level 2 is market comparison approach which use quoted prices based on market prices at the reporting date.

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10 Advance payments to farmers

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Current				
Advance payments to farmers	218,730	325,647	-	-
Net	218,730	325,647	-	-
Non-current				
Advance payments to farmers	364,058	329,299	-	-
Less allowance for doubtful accounts	(134,717)	(103,725)	-	-
Net	229,341	225,574	-	-
Total	448,071	551,221	-	-
Bad and doubtful debts expense for the year	30,992	30,240	-	-

Advance payments are paid to the farmers to operate their poultry and swine farms business. These contract farmers are contracted to rear chicks and pigs for the Group. The advance payments bear interest at 9.50% per annum (2018: 9.50% per annum). In respect of current advance payments to farmers, the farmers will repay the Group when they obtain loans from financial institutions. The Group expects that the repayment of current advance payments to farmers will be received within 1 year. The non-current advance payments to farmers will repay to the Group based on agreed method of payments depending on the operating performance of contract farming of each individual farmer. The non-current advance payments to farmers are secured by farmers' land.

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11 Investments in subsidiaries

Name of subsidiaries	Type of business	Country of operation	Separate financial statements								Dividend income for the year			
			Ownership interest (%)		Paid-up capital		Cost		Impairment		At cost - net			
			2019	2018	2019	2018	2019	2018	2019	2018	2019	2018		
<i>(in million Baht)</i>														
Local direct subsidiaries														
Thai Foods Feed Mills Co., Ltd.	Manufacturing and distribution of feed	Thailand	99.99	99.99	2,000	2,000	2,000	2,000	-	-	2,000	2,000	600	520
Thai Foods Poultry Farm Co., Ltd.	Production and distribution of broiler chick	Thailand	99.99	99.99	1,200	1,200	1,200	1,200	-	-	1,200	1,200	-	120
Thai Foods Contract Farming Co., Ltd.	Production and distribution of broiler chicken	Thailand	99.99	99.99	125	125	125	125	-	-	125	125	-	-
Thai Foods Research Center Co., Ltd.	Research of cattle disease and manufacturing of vaccine	Thailand	99.99	99.99	50	50	50	50	-	-	50	50	-	-
Thaifoods Service and Supply Co., Ltd.	Equipment rental service, production and distribution of process swine	Thailand	99.99	99.99	180	180	180	180	(137)	(127)	43	53	-	-
Thai Foods Swine Farm Co., Ltd.	Production and distribution of swine	Thailand	99.99	99.99	1,000	1,000	1,000	1,000	-	-	1,000	1,000	-	-
Ayothaya Agri Tech Co., Ltd.	Manufacturing of sack and plastic sack	Thailand	99.99	99.99	53	53	53	53	-	-	53	53	-	-
T Paragon Holding Co., Ltd.	Holding company	Thailand	99.99	99.99	239	218	239	218	-	-	239	218	-	-

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Name of subsidiaries	Type of business	Country of operation	Separate financial statements <i>(continued)</i>										Dividend income for the year	
			Ownership interest		Paid-up capital		At cost - net		Cost		At cost - net		2019	2018
			2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
<i>(in million Baht)</i>														
Thai Food Swine International Co., Ltd.	Production and distribution of swine	Thailand	99.99	99.99	180	180	113	113	-	-	113	113	-	-
Thaifoods Further Co., Ltd.	Production and distribution of processed product	Thailand	99.99	99.99	500	500	500	500	-	-	500	500	-	-
Thai Foods Green Energy Co., Ltd. (formerly Thai National Logistics Co.,Ltd	Holding company	Thailand	99.99	99.99	100	15	100	15	(10)	-	90	15	-	-
Thai Process Food Co., Ltd.	Production and distribution of processed swine	Thailand	99.99	99.99	13	13	13	13	-	-	13	13	-	-
Food Blessing (1988) Co., Ltd.	Production and distribution of sauce and seasoning products	Thailand	100.00	-	180	-	289	-	-	-	289	-	-	-
Total							5,862	5,467	(147)	(127)	5,715	5,340	600	640

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Purchase of investment

2019

- (1) The Company invested in Food Blessing (1988) Co., Ltd., by acquired 1,800,000 ordinary shares from the former shareholders on 17 June 2019 with the consideration paid of Baht 155.9 per share, totaling of Baht 280.6 million, which represent 100% shareholding and incurred shared acquisition-related costs totalling of Baht 8.3 million. The shares transfer has been completed on 17 June 2019.
- (2) On 19 June 2019 a subsidiary, T Paragon Holding Co., Ltd. has received the additional paid-up share capital of Baht 7.7 per share for 2,753,000 ordinary shares, totaling of Baht 21.1 million.
- (3) The Company increased its investment in subsidiary, Thai Foods Green Energy Co., Ltd. (formerly Thai National Logistic Co., Ltd.), amounting to Baht 85.0 million, and called for the additional paid-up share capital of Baht 7.5 per share for 6,000,000 ordinary shares, totaling of Baht 45.0 million. In addition, the subsidiary increased the authorised share capital from Baht 60 million to Baht 100 million and called for fully paid-up share capital amounting to Baht 40 million. The registration of the increase in share capital with the Ministry of Commerce has been completed on 6 November 2019.

2018

- (1) The Company increased its investment in a local subsidiary, Thaifoods Service and Supply Co., Ltd., amounting to Baht 130 million, by increasing the authorised share capital from Baht 50 million to Baht 180 million. The registration of the increase in share capital with the Ministry of Commerce has been completed on 13 March 2018.
- (2) The Company set up a local subsidiary, Thai Process Foods Co., Ltd., with an initial authorised share capital of Baht 50 million and to call for paid-up capital at 25% of Baht 13 million. In this regard, the Company has 99.99% shareholding of the subsidiary. The registration of initial share capital of the subsidiary with the Ministry of Commerce has been completed on 12 March 2018.
- (3) On 4 December 2018 a subsidiary, T Paragon Holding Co., Ltd. has received the additional paid-up share capital of Baht 6.06 per share for 2,753,000 ordinary shares, totaling of Baht 17 million.

Disposals of investment

On 28 December 2018 the Group sold its 75% in a subsidiary, Big Food Group Co., Ltd. ("Big Food"), for Baht 20 million in cash and Baht 40 million in receivable for sale of investment. The carrying amount of negative net assets (net liabilities) of Big Food was Baht 119 million and goodwill of Baht 44 million in the Group's financial statements on the selling date. The Group derecognised non-controlling interests of Baht 30 million, and recognised a gain on loss control in subsidiary of Baht 105 million which are presented separately in consolidated statement of income and the Company recognised a loss on sale of investment in subsidiary of Baht 2 million which is included in administrative expenses in separate statement of income. Additionally, the Group also transfer related transactions of Big Food from deficit on change in ownership interest in subsidiary and land revaluation surplus to retained earnings of Baht 22 million.

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Impairment testing for investments in subsidiaries

The recoverable amount was based on its value in use, determined by discounting the future cash flows. Five years of cash flows were included in the discounted cash flow model. The key assumptions used in the estimation of value in use were growth rate of earnings before income tax, depreciation and amortisation (“EBITDA”) which was based expectations of future outcomes taking into account past experience adjusted for anticipated revenue growth, discount rate which calculated from weighted average cost of capital, and terminal value growth rate.

According to the impairment testing, the estimated recoverable amount were lower than the carrying amount of investment in certain subsidiaries. Therefore, the management considered to recognise impairment losses of investment in the subsidiaries amounting to Baht 20.0 million for the year ended 31 December 2019 (2018 : 76.6 million).

Details of the Company’s indirect subsidiaries as at 31 December 2019 and 2018 were as follows:

Name of party	Type of business	Country of incorporation	Ownership interests	
			2019	2018
			(%)	
<i>Foreign indirect subsidiary</i>				
Thai Viet Swine Line Joint Stock Co., Ltd.	Production and distribution of swine	Vietnam	99.99	99.99
<i>Local indirect subsidiary</i>				
FBC Exim Co., Ltd	Trading	Thailand	100.00	-

Impairment testing for CGUs containing goodwill

Most of the goodwill arose from the Company’s purchase of share of Food Blessing (1988) Co., Ltd. For the purpose of impairment testing, goodwill has been allocate to the Group’s CGU which is Food Blessing (1988) Co., Ltd.

The recoverable amount was based on its value in use, determined by discounting the future cash flows. Five years of cash flows were included in the discounted cash flow model. The key assumptions used in the estimation of value in use were growth rate of earnings before income tax, depreciation and amortisation (“EBITDA”) which was based expectations of future outcomes taking into account past experience adjusted for anticipated revenue growth, discount rate which calculated from weighted average cost of capital, and terminal value growth rate.

Base on the impairment testing, the recoverable amount of CGU was estimated to be higher than its carrying amount and no impairment was required to these financial statements.

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12 Investment in joint ventures

Name of party	Type of business	Country of operation	Ownership interest (%)		Consolidated financial statements				Dividend income for the year	
			2019	2018	Paid-up capital	Cost	Equity	(in thousand Baht)	2019	2018
Non-marketable securities										
Seven Foods Co., Ltd.	Distribution of frozen chicken products	Japan	45.71	45.71	*	9,552	9,552	8,070	-	4,053
TF Tech Co., Ltd.	Electric power generation and transmission	Thailand	40.00	-	**	20,000	-	19,764	-	-
Total						29,552	9,552	27,834	-	4,053

* Incorporated in Japan with 1,400 common shares, Yen 50,000 par value and fully paid (Joint venture 1)

** Incorporated in Thailand with 2,000,000 common shares, Baht 100 par value and call for paid-up capital at 25% (Joint venture 2)

The Group accounts for investment in joint ventures by using the equity method in the consolidated financial statements.

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The Company set up a local subsidiary, TF Tech Co., Ltd., (“TF Tech”) with an initial authorised share capital of Baht 100 million and to call for paid-up capital at 25% of Baht 25 million. In this regard, the Company has 76.0% shareholding of the subsidiary totaling of Baht 19.0 million. The registration of initial share capital of the subsidiary with the Ministry of Commerce has been completed on 12 September 2019.

The shareholders of the Company have approved a subsidiary, Thai Foods Green Energy Co., Ltd. (“TFGE”) (formerly Thai National Logistic Co., Ltd.) to acquire shares of TF Tech. In addition, TF Tech increased the authorised share capital from Baht 100 million to Baht 200 million and to call for paid-up capital at 25% amounting to Baht 25 million. TFGE waived the right to purchase certain additional shares of TF Tech and paid for share capital at Baht 2.5 per share for 400,000 ordinary shares, totaling of Baht 1 million. In this regards, the shareholding change from 76% to 40% at the paid- up capital and change from a subsidiary to joint venture. The registration of the increase in share capital with the Ministry of Commerce has been completed on 12 December 2019.

The Group has considered that none of the joint venture is regarded as individually material to the Group.

Immaterial joint ventures

The following table summarised the financial information of the Group’s interest in immaterial joint ventures based on the amounts reported in the Group’s consolidated financial statements:

	Consolidated financial statements			
	Immaterial Joint ventures			
	Joint venture 1		Joint venture 2	
	2019	2018	2019	2018
	<i>(in million Baht)</i>			
Carrying amount of interests in immaterial joint ventures	16,566	8,741	(589)	-
Group’s share of:				
- Profit (loss) from continuing operations	4,411	1,321	(235)	-
- Other comprehensive income	(711)	310	-	-
- Total comprehensive income	3,700	1,631	(235)	-

Thaifoods Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

13 Property, plant and equipment

		Consolidated financial statements							
	Note	Land and land improvements	Buildings and building improvements	Utilities system	Machinery and equipment	Furniture, fixtures and office equipment <i>(in thousand Baht)</i>	Vehicles	Assets under construction and installation	Total
<i>Cost/revaluation</i>									
At 1 January 2018		1,113,177	3,451,812	1,134,699	3,887,581	240,103	96,967	987,394	10,911,733
Additions		85,144	60,529	46,704	336,806	22,945	2,987	3,403,100	3,958,215
Acquired through business combination	4	-	80	-	5,735	125	600	-	6,540
Decrease from loss control in subsidiary		(21,914)	(105,326)	(432)	(64,355)	(7,594)	(5,547)	(19,523)	(224,691)
Land revaluation surplus		322,547	-	-	-	-	-	-	322,547
Transfers		78,230	923,072	403,945	1,653,825	18,332	-	(3,077,404)	-
Disposals		-	(6,329)	(1,419)	(29,793)	(4,775)	(9,227)	-	(51,543)
Write-off		-	(24,811)	(754)	(15,179)	(1,718)	(112)	(1,182)	(43,756)
At 31 December 2018		1,577,184	4,299,027	1,582,743	5,774,620	267,418	85,668	1,292,385	14,879,045
and 1 January 2019									

Thaifoods Group Public Company Limited and its Subsidiaries

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For the year ended 31 December 2019

Consolidated financial statement (continued)

	Note	Land and land improvements	Buildings and building improvements	Utilities system	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
<i>(in thousand Baht)</i>									
Cost/revaluation									
At 1 January 2019		1,577,184	4,299,027	1,582,743	5,774,620	267,418	85,668	1,292,385	14,879,045
Additions		26,484	117,373	168,462	331,690	17,373	486	711,583	1,373,451
Acquired through business combination	4	112,599	13,435	-	6,153	1,259	-	-	133,446
Land revaluation surplus		17,441	-	-	-	-	-	-	17,441
Transfers		42,110	466,959	238,813	787,610	9,101	-	(1,544,593)	-
Disposals		-	(150,225)	(8,004)	(92,161)	(5,641)	(19,140)	-	(275,171)
Write-off		-	(2,360)	(8,996)	(10,729)	(2,009)	(24)	(1,240)	(25,358)
Exchange differences on translating foreign operations		-	(2,506)	-	177	1,564	346	-	(419)
At 31 December 2019		1,775,818	4,741,703	1,973,018	6,797,360	289,065	67,336	458,135	16,102,435

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Notes to the financial statements
For the year ended 31 December 2019

	Consolidated financial statement (continued)					
	Land and land improvements	Buildings and building improvements	Utilities system	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles and installation
						Total
				(in thousand Baht)		
Accumulated depreciation and impairment losses						
At 1 January 2018	-	(709,220)	(487,442)	(1,597,635)	(143,433)	(43,842)
Depreciation charge for the year	-	(140,939)	(113,510)	(451,493)	(35,407)	(10,540)
Decrease from loss control in subsidiary	-	15,384	194	15,932	2,643	1,799
Transfers	-	68	117	(142)	(43)	-
Disposals	-	2,382	1,418	21,602	4,263	8,250
Write-off	-	12,714	604	11,806	1,659	1
At 31 December 2018	-	(819,611)	(598,619)	(1,999,930)	(170,318)	(44,332)
and 1 January 2019	-	(157,826)	(175,030)	(603,747)	(31,500)	(7,205)
Depreciation charge for the year	-	(25)	70	(67)	22	-
Transfers	-	36,565	5,099	58,444	5,568	4,140
Disposals	-	1,145	4,780	7,918	1,800	22
Write-off	-	-	-	-	-	-
Exchange differences on translating foreign operations	-	589	-	(435)	(1,648)	(351)
At 31 December 2019	-	(939,163)	(763,700)	(2,557,817)	(196,076)	(47,726)
						(3,632,810)
						(975,308)
						-
						109,816
						15,665
						(1,845)
						(4,484,482)

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

Consolidated financial statements (continued)

	Land and land improvements	Buildings and building improvements	Utilities system	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
<i>Net book value</i>								
Owned assets	1,577,184	3,183,005	981,688	3,036,778	97,100	9,763	1,292,385	10,177,903
Assets under finance leases	-	296,411	2,436	737,912	-	31,573	-	1,068,332
At 31 December 2018	1,577,184	3,479,416	984,124	3,774,690	97,100	41,336	1,292,385	11,246,235
Owned assets	1,775,818	3,634,139	1,195,609	3,519,074	92,989	8,016	458,135	10,683,780
Assets under finance leases	-	168,401	13,709	740,469	-	11,594	-	934,173
At 31 December 2019	1,775,818	3,802,540	1,209,318	4,259,543	92,989	19,610	458,135	11,617,953

(in thousand Baht)

Cost/revaluation

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Notes to the financial statements

For the year ended 31 December 2019

Separate financial statements <i>(continued)</i>								
	Land and land improvements	Buildings and building improvements	Utilities system	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
	<i>(in thousand Baht)</i>							
<i>Accumulated depreciation and impairment losses</i>								
At 1 January 2018	-	(143,473)	(131,670)	(490,390)	(66,069)	(2,976)	-	(834,578)
Depreciation charge for the year	-	(22,184)	(29,629)	(235,383)	(19,152)	(1,114)	-	(307,462)
Transfers	-	68	118	(35)	(151)	-	-	-
Disposals	-	2,357	1,244	12,302	1,263	22	-	17,188
Write-off	-	12,523	136	1,941	46	-	-	14,646
At 31 December 2018								
and 1 January 2019	-	(150,709)	(159,801)	(711,565)	(84,063)	(4,068)	-	(1,110,206)
Depreciation charge for the year	-	(30,098)	(42,194)	(289,320)	(17,584)	(1,096)	-	(380,292)
Transfers	-	3	69	(67)	(5)	-	-	-
Disposals	-	7	-	7,232	1,076	121	-	8,436
Write-off	-	991	2,512	4,106	898	-	-	8,507
At 31 December 2019	-	(179,806)	(199,414)	(989,614)	(99,678)	(5,043)	-	(1,473,555)

Net book value

Owned assets

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

The gross amount of the Group's and the Company's fully depreciated plant and equipment that were still in use as at 31 December 2019 amounted to Baht 832 million and Baht 376 million, respectively (2018: Baht 576 million and Baht 193 million, respectively).

The Group and the Company entered into the sale and leaseback agreements for machineries and vehicles the amount of Baht 996 million and Baht 827 million, respectively (2018: Baht 882 million and Baht 820 million, respectively). As at 31 December 2019, the Group's and the Company's machineries and vehicles under sale and leaseback agreement with total net book value of Baht 752 million and Baht 552 million, respectively (2018: Baht 682 million and Baht 631 million, respectively) were pledged under finance lease and leaseback agreements.

Security

As at 31 December 2019, the Group's and the Company's property, plant and equipment with total net book value of Baht 2,849 million and Baht 292 million, respectively (2018: Baht 2,804 million and Baht 370 million, respectively) were pledged under overdrafts and short-term borrowings from financial institutions, long-term borrowings from financial institutions and letters of guarantee from financial institutions.

Property, plant and equipment under construction

Assets under construction and installations of the Group and the Company as at 31 December 2019 amounting to Baht 458 million and Baht 324 million, respectively (2018: Baht 1,292 million and Baht 411 million, respectively) were mainly represented cost of construction factory building, machinery and equipment including the related installation costs.

The Group and the Company's capitalised borrowing costs relating to the acquisition of the land and the construction of the new factory amounted to Baht 42 million and Baht 12 million, respectively (2018: Baht 50 million and Baht 13 million, respectively), with a capitalisation rate of 2.45% to 5.03% and 2.45% to 4.90%, respectively (2018: 2.50% to 5.50 % and 2.50% to 5.23 %, respectively).

Measurement of fair values

Fair value hierarchy

The fair value of land was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of the Group's and the Company's land portfolio every 3 years. The appraised value was Baht 1,112 million and Baht 186 million, respectively (2018: Baht 1,082 million and Baht 155 million, respectively).

The fair value measurement for land has been categorised as a Level 2 fair value based on the inputs to the valuation technique used by using the sales comparison approach. Sale prices of comparable land in close proximity are adjust for difference in key attributes such as property size. The most significant input into this valuation approach is price per square wah.

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

Impairment testing for plant and equipment

The recoverable amount was based on its value in use, determined by discounting the future cash flows. Five years of cash flows were included in the discounted cash flow model. The key assumptions used in the estimation of value in use were growth rate of earnings before income tax, depreciation and amortisation (“EBITDA”) which was based expectations of future outcomes taking into account past experience adjusted for anticipated revenue growth, discount rate which calculated from weighted average cost of capital, and terminal value growth rate.

According to the impairment testing, the estimated recoverable amount was greater than the carrying amount of plant and equipment. Therefore, the management considered to not recognise an impairment loss of property plant and equipment for the year ended 31 December 2019 (2018: *nil*).

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

14 Other intangible assets

Consolidated financial statements						
		Computer software	Trademarks	Customer relationship (in thousand Baht)	Computer software under installation	Total
	Note	Computer software				
Cost						
At 1 January 2018		167,111	-	-	5,023	172,134
Additions		13,924	-	-	11,546	25,470
Transfer		12,692	-	-	(12,692)	-
Decrease from loss control in subsidiary		(58)	-	-	-	(58)
Write-off		-	-	-	(54)	(54)
At 31 December 2018 and 1 January 2019		193,669	-	-	3,823	197,492
Additions		24,253	-	-	279	24,532
Acquired through business combination	4	846	11,256	2,044	-	14,146
Transfer		543	-	-	(543)	-
Write-off		(49)	-	-	-	(49)
At 31 December 2019		219,262	11,256	2,044	3,559	236,121

Thaifoods Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

	Consolidated financial statements (continued)				
	Computer software	Trademarks	Customer relationship (in thousand Baht)	Computer software under installation	Total
<i>Accumulated amortisation</i>					
At 1 January 2018	(60,612)	-	-	-	(60,612)
Amortisation charge for the year	(31,781)	-	-	-	(31,781)
Decrease from loss control in subsidiary	7	-	-	-	7
At 31 December 2018					
and 1 January 2019	(92,386)	-	-	-	(92,386)
Amortisation charge for the year	(36,026)	-	-	-	(36,026)
Write-off	23	-	-	-	23
At 31 December 2019	(128,389)	-	-	-	(128,389)
<i>Net book value</i>					
At 31 December 2018	101,283	-	-	3,823	105,106
At 31 December 2019	90,873	11,256	2,044	3,559	107,732

Thaifoods Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

	Separate financial statement		
	Computer software	Computer software under installation <i>(in thousand Baht)</i>	Total
Cost			
At 1 January 2018	139,455	1,504	140,959
Additions	7,376	89	7,465
Transfer	1,289	(1,289)	-
At 31 December 2018 and 1 January 2019	148,120	304	148,424
Additions	63	12	75
At 31 December 2019	148,183	316	148,499
Accumulated amortisation			
At 1 January 2018	(47,598)	-	(47,598)
Amortisation charge for the year	(25,727)	-	(25,727)
At 31 December 2018 and 1 January 2019	(73,325)	-	(73,325)
Amortisation charge for the year	(25,955)	-	(25,955)
At 31 December 2019	(99,280)	-	(99,280)
Net book value			
At 31 December 2018	74,795	304	75,099
At 31 December 2019	48,903	316	49,219

The gross amount of the Group's and the company's fully amortised intangible assets that were still in use as at 31 December 2019 amounted to Baht 6 million and Baht 2 million, respectively (2018: Baht 5 million and Baht 1 million, respectively).

15 Restricted deposits at financial institutions

As at 31 December 2019, the Group and the Company had restricted deposits at financial institutions totaling Baht 104 million in the consolidated statement of financial position and Baht 3 million in the separate statement of financial position, respectively (2018: Baht 104 million and Baht 3 million, respectively) in order to comply with conditions for using credit facilities of foreign financial institutions and as collateral for letters of guarantee issued by the depositary financial institutions in favour of state enterprises.

Thaifoods Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

16 Interest-bearing liabilities

	Consolidated financial statements					
	Secured	2019 Unsecured	Total	Secured	2018 Unsecured	Total
	<i>(in thousand Baht)</i>					
Short-term borrowings from financial institutions	4,870,029	843,733	5,713,762	5,770,355	884,431	6,654,786
Debenture	-	1,148,500	1,148,500	-	1,148,500	1,148,500
Long-term borrowings from financial institutions	2,132,920	-	2,132,920	1,876,371	-	1,876,371
Finance lease liabilities	-	872,350	872,350	-	1,103,004	1,103,004
Total interest-bearing liabilities	7,002,949	2,864,583	9,867,532	7,646,726	3,135,935	10,782,661

	Separate financial statements					
	Secured	2019 Unsecured	Total	Secured	2018 Unsecured	Total
	<i>(in thousand Baht)</i>					
Short-term borrowings from financial institutions	1,100,297	843,733	1,944,030	1,209,031	884,431	2,093,462
Debenture	-	1,148,500	1,148,500	-	1,148,500	1,148,500
Long-term borrowings from financial institutions	914,758	-	914,758	681,056	-	681,056
Finance lease liabilities	-	501,525	501,525	-	647,845	647,845
Total interest-bearing liabilities	2,015,055	2,493,758	4,508,813	1,890,087	2,680,776	4,570,863

***Asset pledged as security
for liabilities
as at 31 December***

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Property, plant and equipment	2,849,213	2,803,513	292,489	369,710
Investment properties	33,949	51,947	-	-
Total	2,883,162	2,855,460	292,489	369,710

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Notes to the financial statements

For the year ended 31 December 2019

<i>Long-term borrowings from financial institutions</i>	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
At 1 January	1,876,371	1,060,185	681,056	575,595
Increases	903,800	1,256,841	448,281	207,328
Decreases	(647,251)	(380,807)	(214,579)	(101,867)
Decrease from loss control in subsidiary	-	(59,848)	-	-
At 31 December	2,132,920	1,876,371	914,758	681,056

As at 31 December 2019, the Group had secured long-term borrowing agreements with financial institutions. Details were as follows:

Name of Company	Borrowing agreement	Approved credit facilities	Balance as at 31 December 2019 <i>(million Baht)</i>	Interest rate <i>(% per annum)</i>	Term of payment
Thaifoods Group Public Company Limited	The first	500	333	MLR minus specified rate	Every years for 3 years
	The second	300	300	Fixed rate as specified	Every 3 months for 38 months
	The third	18	17	BIBOR plus specified rate	Every months for 14 months
	The fourth	40	38	Fixed rate as specified	Every months for 24 months
	The fifth	47	45	Fixed rate as specified	Every months for 28 months
	The sixth	89	63	Fixed rate as specified	Every months for 60 months
	The seventh	22	15	Fixed rate as specified	Every months for 60 months
	The eighth	20	14	Fixed rate as specified	Every months for 60 months
	The ninth	76	48	Fixed rate as specified	Every months for 60 months
	The tenth	44	42	Fixed rate as specified	Every months for 60 months
Thaifoods Further Co., Ltd.	The first	1,100	797	MLR minus specified rate	Every months for 84 months
Thai Foods Feed Mills Co., Ltd.	The first	26	19	Fixed rate as specified	Every months for 60 months
	The second	50	34	Fixed rate as specified	Every months for 60 months
	The third	119	77	Fixed rate as specified	Every months for 60 months
	The fourth	39	33	Fixed rate as specified	Every months for 56 months
	The fifth	102	97	Fixed rate as specified	Every months for 56 months
Thai Foods Poultry Farm Co., Ltd.	The first	6	5	Fixed rate as specified	Every months for 60 months
	The second	59	48	Fixed rate as specified	Every months for 60 months
	The third	13	11	Fixed rate as specified	Every months for 60 months
	The fourth	80	75	Fixed rate as specified	Every months for 60 months
	The fifth	6	5	Fixed rate as specified	Every months for 60 months
	The sixth	21	17	Fixed rate as specified	Every months for 60 months

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

As at 31 December 2018, certain subsidiaries did not comply with the debt covenants in respect of debt to equity ratio and specified the borrowings from related parties as the subordinate from the borrowings from financial institutions as stipulated in the borrowing agreements. In this regard, the long-term borrowings from financial institutions amounting to Baht 83 million were classified as current portion of long-term borrowings from financial institutions in the consolidated statement of financial position (2019: nil).

Debentures	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
At 1 January	1,148,500	1,358,500	1,148,500	1,358,500
Decrease	-	(210,000)	-	(210,000)
At 31 December	1,148,500	1,148,500	1,148,500	1,148,500

At the annual general meeting of the shareholders of the Company held on 21 April 2017, the Company's shareholders approved the issuance and offer debentures in the aggregate amount of not exceeding Baht 6,000 million or equivalent amount in other currencies. The term, interest rate and other conditions of debentures issuance will be determined based on upon the prevailing market conditions at the time of issuing and offering the debentures. This is solely for the purposes of financing the long-term capital investments for business expansion and working capital of the Company in the future.

At the annual general meeting of the shareholders of the Company held on 28 April 2016, the Company's shareholders approved the issuance and offer debentures in the aggregate amount of not exceeding Baht 2,000 million or equivalent amount in other currencies. The term, interest rate and other conditions of debentures issuance will be determined based on upon the prevailing market conditions at the time of issuing and offering the debentures. This is solely for the purposes of financing the long-term capital investments for business expansion and working capital of the Company in the future.

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

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Debentures 1/2017

On 14 July 2017 the Company issued Baht 1,149 million unsubordinated, unsecured debentures in registered name from, which offering for specific investors. Maturity date at 14 July 2020 with bearing interest at the fixed rate of 4.90% per annum.

In this regards, the Company must comply with the specific covenants such as to maintain debt to equity ratio in the annual consolidated financial statements through the terms of debenture etc.

<i>Finance lease liabilities</i>	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
At 1 January		1,103,004	863,976	647,845	378,188
Purchase of assets under finance leases	28	151,460	444,454	29,925	422,407
Payment for reduction of the outstanding liabilities relating to a finance lease		(331,386)	(146,536)	(156,249)	(136,126)
Finance costs under finance lease contracts	23	(50,728)	(58,238)	(19,996)	(16,624)
Decrease from loss control in subsidiary		-	(652)	-	-
At 31 December		872,350	1,103,004	501,525	647,845

Consolidated financial statements						
2019			2018			
	Minimum lease payments	Interest	Present value of minimum lease payments (in thousand Baht)	Minimum lease payments	Interest	Present value of minimum lease payments
<i>Finance lease liabilities</i>						
<i>Maturity period</i>						
Within 1 year	280,919	40,461	240,458	284,911	58,037	226,874
1 - 5 years	632,749	77,745	555,004	836,269	131,884	704,385
After 5 years	87,377	10,489	76,888	199,550	27,805	171,745
Total	1,001,045	128,695	872,350	1,320,730	217,726	1,103,004

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		Separate financial statements			
		2019			2018
	Minimum lease payments	Interest	Present value of minimum lease payments (in thousand Baht)	Minimum lease payments	Interest
Finance lease liabilities					
<i>Maturity period</i>					
Within 1 year	197,198	14,140	183,058	192,480	19,808
1 - 5 years	331,459	12,992	318,467	500,090	24,917
Total	528,657	27,132	501,525	692,570	44,725

Unutilised credit facilities

As at 31 December 2019, the Group and the Company had unutilised credit facilities totaling Baht 4,098 million and Baht 3,176 million, respectively (2018: Baht 3,775 million and Baht 3,054 million, respectively).

17 Employee benefit obligations

The Group has defined benefit plans for employee's retirement based on the Labour law requirements of each country.

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	(in thousand Baht)			
Defined benefit plans	36,339	22,129	7,304	6,006
Total	36,339	22,129	7,304	6,006

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 plans expose the Group to actuarial risks, such as interest rate risk, future salary growth risk and turnover rate risk.

Thaifoods Group Public Company Limited and its Subsidiaries

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<i>Present value of the defined benefit obligations</i>	<i>Note</i>	Consolidated		Separate	
		financial statements		financial statements	
		2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
At 1 January		22,129	60,187	6,006	22,479
Include in profit or loss:					
Current service costs		6,280	19,999	1,163	9,231
Past service costs		2,739	-	270	-
Interest on obligation		1,175	1,729	174	573
		<u>10,194</u>	<u>21,728</u>	<u>1,607</u>	<u>9,804</u>
Include in other comprehensive income					
Actuarial gain					
- Demographic assumptions		-	(10,809)	-	(3,068)
- Financial assumptions		-	(12,149)	-	(1,759)
- Experience adjustment		-	(20,674)	-	(11,664)
		<u>-</u>	<u>(43,632)</u>	<u>-</u>	<u>(16,491)</u>
Acquired through business combination	4	4,860	-	-	-
Decrease from loss control in subsidiary		-	(2,414)	-	-
Benefits paid by the plan		<u>(844)</u>	<u>(13,740)</u>	<u>(309)</u>	<u>(9,786)</u>
At 31 December		<u>36,339</u>	<u>22,129</u>	<u>7,304</u>	<u>6,006</u>

On 5 April 2019, the Labor Protection Act was amended to include a requirement that an employee, who is terminated after having been employed by the same employer for an uninterrupted period of twenty years or more, receives severance payment of 400 days of wages at the most recent rate. The Group has therefore amended its retirement plan in accordance with the changes in the Labor Protection Act in 2019. As a result of this change, the provision for retirement benefits as well as past service cost recognised increased.

<i>Principal actuarial assumptions</i>	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Discount rate	2.50 - 3.48	2.50 - 3.48	2.80	2.66
Future salary growth	4	4	4	4
Turnover rate	0 - 39	0 - 39	17 - 39	17 - 39

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 obligations were 9 to 29 years (2018: 9 to 29 years).

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Sensitivity analysis

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

<i>Effect to the defined benefit obligation At 31 December</i>	Consolidated financial statements			
	1% increase in assumption		1% decrease in assumption	
	2019	2018	2019	2018
	<i>(in million Baht)</i>			
Discount rate	(2,797)	(2,301)	3,360	2,743
Future salary growth	3,244	2,649	(2,759)	(2,268)
Employee turnover	(5,277)	(4,485)	8,125	6,866

<i>Effect to the defined benefit obligation At 31 December</i>	Separate financial statements			
	1% increase in assumption		1% decrease in assumption	
	2019	2018	2019	2018
	<i>(in million Baht)</i>			
Discount rate	(458)	(422)	519	476
Future salary growth	502	460	(453)	(417)
Employee turnover	(1,690)	(1,558)	2,841	2,545

18 Share capital

	<i>Par value per share (in Baht)</i>	Consolidated/Separate financial statements			
		2019		2018	
		Number of shares	Amount	Number of shares	Amount
		<i>(million shares/million Baht)</i>			
Authorised shares at 31 December		6,138	6,138	6,138	6,138
<i>Issued and paid-up shares</i>					
At 1 January					
- ordinary shares	1	5,113	5,113	5,109	5,109
Exercise of warrants	1	495	495	4	4
At 31 December					
- ordinary shares	1	5,608	5,608	5,113	5,113

Issue of warrants

At the annual general meeting of the shareholders of the Company held on 28 April 2016, the Company's shareholders approved the issuance and allocation of not exceeding 510 million units of warrants which is the right to purchase the newly issued ordinary shares of the Company No. 1 ("TFG-W1 Warrants") to the existing shareholders proportion to their respective shareholding without change, at the allocation ratio of 10 existing ordinary shares with the par value Baht 1 per share to 1 unit of TFG-W1 Warrants (10:1). The exercise ratio is 1 unit of TFG-W1 Warrants to purchase 1 ordinary share with the exercise price of Baht 2.50 per share (except for the rights adjustment).

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At the annual general meeting of the shareholders of the Company held on 21 April 2017, the Company's shareholders approved the resolutions of the issuance and allocation of not exceeding 510.87 million units of warrants which is the right to purchase the newly issued ordinary shares of the Company No. 2 ("TFG-W2 Warrants") to the existing shareholders in proportion to their respective shareholding without charge, at the allocation ratio of 10 existing ordinary shares with the par value Baht 1 per share to 1 unit of TFG-W2 Warrants (10:1). The exercise ratio is 1 unit of TFG-W2 Warrants to purchase 1 ordinary share with the exercise price of Baht 9.50 per share (except for the rights adjustment). The warrants will be expired within 3 years after issuance of TFG-W2 Warrants. The Company issued TFG-W2 Warrants on 19 May 2017.

During the period ended 31 December 2019, TFG-W1 were exercised and registered as issued and paid-up share capital of 494.2 million shares (equivalent to Baht 494.2 million) with the proceed of Baht 1,235.7 million (2018: 67.2 million shares (equivalent to Baht 67.2 million) with the proceed of Baht 168.1 million). The Company registered the increase share capital of 3.9 million shares (equivalent to Baht 3.9 million) with the Ministry of Commerce.

Warrants TFG-W1	2019	2018
	<i>(in thousand unit)</i>	
At 1 January	433,371	500,603
Less: Exercised during the period	(430,944)	(67,232)
Exercise period expired	(2,427)	-
At 31 December	-	433,371

During the years ended 31 December 2019 and 2018, TFG-W2 were not exercised

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.

19 Reserves

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

The Company appropriated legal reverse for the year ended 31 December 2019 amounted to Baht 51.6 million (2018: Baht 34.8 million).

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Other components of equity

Currency translation differences

The currency translation differences recognised in equity relate to foreign exchange differences arising from translation of the financial statements of foreign entity to Thai Baht.

Valuation surplus

The valuation surplus account within equity comprises the cumulative net change in the valuation of land included in the financial statements at valuation until such land is sold or otherwise disposed of.

20 Segment information and disaggregation of revenue

Segment information

Segment information is based on core business operations of producing and distributing frozen and chilled chicken meat and products of chicken meat including producing and distributing swine and feed mill. For each of the strategic divisions, the chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments.

- Segment 1 : Poultry business
- Segment 2 : Swine business
- Segment 3 : Feed mill business
- Segment 4 : Others

The CODM considers the monthly performance of each reporting segment based upon profit (loss) before finance costs and income tax expense.

Disaggregation of revenue

The Group's main revenue is derived from revenue from sales and have timing of revenue recognition only at a point in time.

Thaifoods Group Public Company Limited and its Subsidiaries

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For the year ended 31 December 2019

Revenue and results, based on segments, in the consolidated financial statements for the years ended 31 December 2019 and 2018 were as follows:

	Poultry		Swine		Feed mill		Total		Others		Eliminate		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	<i>(in million Baht)</i>													
Revenue from external customer	16,443	17,920	7,943	6,256	4,335	3,746	28,721	27,922	198	12	-	-	28,919	27,934
Revenue from intra-group	12,596	13,037	1,610	1,203	12,021	12,571	26,227	26,811	414	175	(26,641)	(26,986)	-	-
Total revenue from sales of goods and rendering of services	29,039	30,957	9,553	7,459	16,356	16,317	54,948	54,733	612	187	(26,641)	(26,986)	28,919	27,934
Profit (loss) from operation after intra-group elimination and internal expense allocation	228	(275)	1,413	930	275	322	1,916	977	30	(2)	-	-	1,946	975
Share of profit of joint venture													4	1
Finance costs													(404)	(357)
Income tax (expense) income													(106)	(3)
Profit for the year													<u>1,440</u>	<u>616</u>

Assets and liabilities, based on segments, in the consolidated financial statements as at 31 December 2019 and 2018 were as follows:

	Poultry		Swine		Feed mill		Total		Others		Eliminate		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	<i>(in million Baht)</i>													
Reportable segment assets as at 31 December	21,988	20,827	5,304	4,821	7,729	8,377	35,021	34,025	717	387	(12,951)	(11,701)	22,787	22,711
Reportable segment liabilities as at 31 December	10,968	11,101	3,128	3,794	4,972	5,637	19,068	20,532	110	87	(6,277)	(5,743)	12,901	14,876

Thaifoods Group Public Company Limited and its Subsidiaries

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For the year ended 31 December 2019

Geographical segments

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in, foreign countries.

Major customer

During the year 2019 and 2018, there was no single external customer that contributed 10% or more of the Group's total revenue.

Promotional privileges

The Group has been granted promotional certificates by the Office of the Board of Investment for feedmill operations, farming, breeding animals, frozen and chilled productions etc. 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.

Consolidated financial statements

<i>Year ended 31 December</i>	Promoted businesses		Non-promoted business		Total	
	2019	2018	2019	2018	2019	2018
	<i>(in million Baht)</i>					
Local sales	9,577	8,279	14,293	14,442	23,870	22,721
Export sales	4,247	3,962	802	1,251	5,049	5,213
Total revenue from sale of goods	13,824	12,241	15,095	15,693	28,919	27,934
Other income	4	8	183	415	187	423
Total revenues	13,828	12,249	15,278	16,108	29,106	28,357

Separate financial statements

<i>Year ended 31 December</i>	Promoted businesses		Non-promoted business		Total	
	2019	2018	2019	2018	2019	2018
	<i>(in million Baht)</i>					
Local sales	3,528	3,032	7,417	7,617	10,945	10,649
Export sales	3,405	3,962	808	1,254	4,213	5,216
Total revenue from sale of goods	6,933	6,994	8,225	8,871	15,158	15,865
Other income	-	22	805	775	805	797
Total revenues	6,933	7,016	9,030	9,646	15,963	16,662

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

21 Employee benefit expenses

		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Salaries and wages		2,629,718	2,662,554	1,515,987	1,599,810
Bonus		432,634	324,237	174,597	143,259
Staff welfares		156,400	159,837	75,065	82,838
Contribution to social security fund		87,863	82,474	46,875	47,274
Incremental benefit for employee		74,798	97,502	42,936	62,440
Defined contribution plans		12,298	14,347	3,936	4,950
Severance pay	17	10,194	21,728	1,607	9,804
Training expenses		4,758	3,435	1,577	1,426
Other compensation		2,454	10,389	853	6,772
Others		2,355	9,077	560	5,074
Total		3,413,472	3,385,580	1,863,993	1,963,647

Defined contribution plans

The Company and its local subsidiaries have established a contributory provident fund for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates ranging from 3% to 5% of their basic salaries and by the Company at rates ranging from 3% to 5% of the employees' basic salaries depend on the length of employment. The Company's and its local subsidiaries' contributions to the provident fund are recorded as expenses in the statement of income as incurred. The provident fund is registered with the Ministry of Finance as a juristic entity and is managed by a licensed Fund Manager.

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22 Expenses by nature

		Consolidated		Separate	
		financial statements		financial statements	
	<i>Note</i>	2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Raw materials used		17,768,544	18,651,812	10,812,850	11,897,473
Employee benefit expenses	21	3,413,472	3,385,580	1,863,993	1,963,647
Depreciation and amortisation		1,701,730	1,419,826	406,246	333,190
Rental and utilities expenses		1,143,856	1,116,670	426,606	469,522
Factory supplies used		828,450	778,013	360,852	415,121
Transportation expenses		806,764	846,240	399,860	431,790
Repair expenses		408,103	325,173	244,446	185,882
Idle cost		288,056	145,686	-	-
Bad and doubtful debts expenses (reversal)		192,514	51,360	13,583	(74,201)
Examine analysis expenses		129,379	115,167	56,150	50,803
Recruitment expenses		66,882	63,519	34,121	34,294
Wages and service fees		63,007	95,146	49,766	60,949
Factory and office expenses		52,987	50,457	25,432	25,790
Advertising and sale promotion expenses		44,137	63,166	29,147	41,867
Professional fees		23,311	24,309	9,370	12,715
Impairment losses on investment in subsidiary	11	-	-	19,972	76,613
Others		169,175	154,089	29,512	41,122
Total cost of sales of goods and rendering of services, distribution costs and administrative expenses		27,100,367	27,286,213	14,781,906	15,966,577

Thaifoods Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2019

23 Finance costs

Interest expense	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
		<i>(in thousand Baht)</i>			
Related parties	5	-	-	83	38
Financial institutions		338,776	286,696	94,369	95,527
Other parties under finance leases		50,728	58,238	19,996	16,624
Debentures		56,276	62,347	56,276	62,347
		<u>445,780</u>	<u>407,281</u>	<u>170,724</u>	<u>174,536</u>
Less amount include in the cost of property, plant and equipment under construction	13	(41,824)	(50,189)	(11,558)	(13,408)
Net		<u>403,956</u>	<u>357,092</u>	<u>159,166</u>	<u>161,128</u>

24 Income tax expense (income)

<i>Income tax recognised in profit and loss</i>	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
Current tax				
Current year	124,537	87,420	-	-
	<u>124,537</u>	<u>87,420</u>	<u>-</u>	<u>-</u>
Deferred income tax				
Movements in temporary differences	(52,769)	68,953	9,134	6,222
Benefit of tax losses recognised	33,950	(153,052)	(26,105)	(167,451)
	<u>(18,819)</u>	<u>(84,099)</u>	<u>(16,971)</u>	<u>(161,229)</u>
Income tax expense (income)	<u>105,718</u>	<u>3,321</u>	<u>(16,971)</u>	<u>(161,229)</u>

Thaifoods Group Public Company Limited and its Subsidiaries
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For the year ended 31 December 2019

Consolidated financial statements						
	Before tax	2019 Tax expense	Net of tax (in thousand Baht)	Before tax	2018 Tax expense	Net of tax
Income tax						
Recognised in other comprehensive income						
Gains on land revaluation	577	(115)	462	286,570	(57,314)	229,256
Define benefit plan actuarial gain	-	-	-	43,632	(8,726)	34,906
Total	577	(115)	462	330,202	(66,040)	264,162

Separate financial statements						
	Before tax	2019 Tax expense	Net of tax (in thousand Baht)	Before tax	2018 Tax expense	Net of tax
Income tax						
Recognised in other comprehensive income						
Gains on land revaluation	-	-	-	33,174	(6,635)	26,539
Define benefit plan actuarial gain	-	-	-	16,491	(3,298)	13,193
Total	-	-	-	49,665	(9,933)	39,732

Reconciliation of effective tax rate
 Applicable tax rate (%)

	Consolidated financial statements			
	0%	20%	Others	Total
	<i>(in million Baht)</i>			
2019				
Accounting profit (loss) before income tax expense	1,722	(215)	39	1,546
Income tax at the applicable tax rates	-	(43)	-	(43)
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net	(13)	162	-	149
Net	(13)	119	-	106
2018				
Accounting profit (loss) before income tax expense	885	(296)	30	619
Income tax at the applicable tax rates	-	(59)	-	(59)
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net	12	50	-	62
Net	12	(9)	-	3

Thaifoods Group Public Company Limited and its Subsidiaries

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Reconciliation of effective tax rate

Applicable tax rate (%)

Separate financial statements

0% 20% Total
(in million Baht)

2019

Accounting profit before

income tax expense

678

336

1,014

Income tax at the applicable tax rates

-

67

67

Tax effect of income and expenses

that are not taxable income or not

deductible in determining

taxable profit, net

4

(88)

(84)

Net

4

(21)

(17)

2018

Accounting profit (loss) before

income tax expense

756

(222)

534

Income tax at the applicable tax rates

-

(44)

(44)

Tax effect of income and expenses

that are not taxable income or not

deductible in determining

taxable profit, net

5

(122)

(117)

Net

5

(166)

(161)

Deferred tax

Consolidated financial statements

2019

2018

Separate financial statements

2019

2018

(in thousand Baht)

Deferred tax assets

933,135

892,074

646,498

617,417

Deferred tax liabilities

(308,056)

(278,508)

(39,758)

(27,648)

Net deferred tax assets

625,079

613,566

606,740

589,769

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<i>Deferred tax</i>	Consolidated financial statements				
	At 1 January	(Charged)/Credited to			At 31 December
		Profit or loss	Other comprehensive income <i>(in thousand Baht)</i>	Decrease from loss of control in subsidiary	
2019					
Deferred tax assets (liabilities)					
Trade accounts receivable and advance payments to farmers	45,995	38,136	-	-	84,131
Inventories	4,938	(3,865)	-	-	1,073
Biological assets	30,589	39,267	-	-	69,856
Investment in joint ventures	(36)	16	-	-	(20)
Property, plant and equipment	(278,508)	(22,178)	(115)	(4,520)	(305,321)
Intangible asset	-	-	-	(2,671)	(2,671)
Employee benefit obligations	4,267	1,393	-	-	5,660
Loss carry forward	806,321	(33,950)	-	-	772,371
Net	613,566	18,819	(115)	(7,191)	625,079

	Consolidated financial statements				
		(Charged)/Credited to			
<i>Deferred tax</i>	At 1 January	Profit or loss	Other comprehensive income <i>(in thousand Baht)</i>	Decrease from loss of control in subsidiary	At 31 December
2018					
<i>Deferred tax assets (liabilities)</i>					
Trade accounts receivable and advance payments to farmers	35,400	10,595	-	-	45,995
Inventories	618	4,320	-	-	4,938
Biological assets	82,751	(54,264)	-	2,102	30,589
Investment in joint ventures	75	(111)	-	-	(36)
Property, plant and equipment	(189,827)	(31,235)	(57,314)	(132)	(278,508)
Investment properties	(202)	-	-	202	-
Employee benefit obligations	11,251	1,742	(8,726)	-	4,267
Loss carry forward	653,269	153,052	-	-	806,321
Net	593,335	84,099	(66,040)	2,172	613,566

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For the year ended 31 December 2019

		Separate financial statements		
		(Charged)/Credited to		
	At	Profit or	Other	At
<i>Deferred tax</i>	1 January	loss	comprehensive	31 December
		<i>(in thousand Baht)</i>		
<i>2019</i>				
<i>Deferred tax assets (liabilities)</i>				
Trade accounts receivable	963	2,716	-	3,679
Property, plant and equipment	(27,648)	(12,110)	-	(39,758)
Employee benefit obligations	832	260	-	1,092
Loss carry forward	615,622	26,105	-	641,727
Net	589,769	16,971	-	606,740

		Separate financial statements		
		(Charged)/Credited to		
	At	Profit or	Other	At
<i>Deferred tax</i>	1 January	loss	comprehensive	31 December
		<i>(in thousand Baht)</i>		
<i>2018</i>				
<i>Deferred tax assets (liabilities)</i>				
Trade accounts receivable	788	175	-	963
Property, plant and equipment	(14,613)	(6,400)	(6,635)	(27,648)
Employee benefit obligations	4,127	3	(3,298)	832
Loss carry forward	448,171	167,451	-	615,622
Net	438,473	161,229	(9,933)	589,769

The tax losses will expire during the year 2020 to 2027. As at 31 December 2019 the Group had temporary difference arising from the unutilised tax losses carry forward totaling Baht 396 million (2018: Baht 478 million) which have not been recognised as deferred tax assets in the consolidated statement of financial position totaling Baht 79 million (2018: Baht 96 million) because it is not probable that the Group will be able to utilise the tax benefit in the foreseeable future.

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Notes to the financial statements

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25 Earnings per share

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<i>For the year ended 31 December</i>	<i>(in thousand Baht/thousand shares)</i>			
Profit attributable to ordinary shareholders of the Company (basic)	1,439,995	645,457	1,031,168	695,527
Profit attributable to ordinary shareholders of the Company (diluted)	1,439,995	645,457	1,031,168	695,527
Number of ordinary shares outstanding at 1 January	5,113,306	5,109,397	5,113,306	5,109,397
Effect of shares issued during the year	319,369	3,604	319,369	3,604
Weighted average number of ordinary shares outstanding (basic)	5,432,675	5,113,001	5,432,675	5,113,001
Effect of share options issued	-	212,467	-	212,467
Weighted average number of ordinary shares outstanding (diluted)	5,432,675	5,325,468	5,432,675	5,325,468
Earnings per share (basic) (in Baht)	0.27	0.13	0.19	0.14
Earnings per share (diluted) (in Baht)		0.12		0.13

According to the average share price during the year ended 31 December 2019 was lower than the exercise price, there was no potential dilution in earnings per share from the warrant for the consolidated and separate financial statements as at 31 December 2019.

26 Dividend

The shareholders of the Company have approved dividends as follows:

	Approval date	Payment schedule	Dividend rate per share (Baht)	Amount (in million Baht)
2019				
Annual dividend	29 April 2019	10 May 2019	0.013	67.3
Interim dividend	8 August 2019	5 September 2019	0.070	392.5
			0.083	459.8
2018				
Annual dividend	23 April 2018	9 May 2018	0.050	255.7
Interim dividend	12 November 2018	7 December 2018	0.070	357.9
			0.120	613.6

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Notes to the financial statements

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27 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 objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern in order to provide returns to the Group's shareholders and benefits to other stakeholders. The management sets strategies to support the Group's operations for more efficiency, and better performances and stronger financial status, including dividend and capital management policies to maintain the optimal capital structure and cost of capital.

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's exposure to change in interest rate relates primarily to interest-earning financial assets and interest-bearing financial liabilities. Interest rate risk is managed on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by an adverse movement in interest rates. The Group manages the interest rate risk of financial assets and financial liabilities by considering fixed and floating rates depend on the market situation.

<i>As 31 December</i>	Effective interest rate (%)	Consolidated financial statements			
		Within 1 year	After 1 year but within 5 years (in thousand Baht)	After 5 years	Total
2019					
Financial assets					
Advance payments to farmers	9.50	218,730	229,341	-	448,071
Other long-term	4.23 - 5.50	-	-	200	200
Total		218,730	229,341	200	448,271

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Notes to the financial statements

For the year ended 31 December 2019

As 31 December	Effective interest rate (%)	Consolidated financial statements			
		Within 1 year	After 1 year but within 5 years	After 5 years	Total
		(in thousand Baht)			
2019					
Financial liabilities					
Debentures	4.90	1,148,500	-	-	1,148,500
Promissory notes and bill of exchanges	2.45 - 4.50	4,391,884	-	-	4,391,884
Liabilities under trust receipts	2.40 - 4.20	1,321,878	-	-	1,321,878
Long-term borrowings from financial institutions	3.84 - 5.03	667,223	1,465,697	-	2,132,920
Finance lease liabilities	2.45 - 9.62	240,458	555,004	76,888	872,350
Total		7,769,943	2,020,701	76,888	9,867,532

<i>As 31 December</i>	Effective interest rate (%)	Consolidated financial statements			Total
		Within 1 year	After 1 year but within 5 years <i>(in thousand Baht)</i>	After 5 years	
2018					
Financial assets					
Advance payments to farmers	9.50	325,647	225,574	-	551,221
Other long-term	4.23 - 5.50	-	-	200	200
Total		325,647	225,574	200	551,421

Financial liabilities					
Debentures	4.90	-	1,148,500	-	1,148,500
Promissory notes and bill of exchanges	2.50 - 4.10	4,910,687	-	-	4,910,687
Liabilities under trust receipts	2.50 - 4.80	1,744,099	-	-	1,744,099
Long-term borrowings from financial institutions	3.94 - 5.50	605,249	1,271,122	-	1,876,371
Finance lease liabilities	2.45 - 9.62	226,874	704,385	171,745	1,103,004
Total		7,486,909	3,124,007	171,745	10,782,661

<i>As 31 December</i>	Effective interest rate (%)	Within 1 year	Separate financial statements			Total
			After 1 year but within 5 years <i>(in thousand Baht)</i>	After 5 years		
2019						
Financial assets						
Short-term loans to subsidiaries	4.68 - 4.75	<u>2,870,210</u>	<u>-</u>	<u>-</u>	<u>2,870,210</u>	
Total		2,870,210	-	-	2,870,210	

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As 31 December	Effective interest rate (%)	Within 1 year	Separate financial statements			Total
			After 1 year but within 5 years	After 5 years		
			(in thousand Baht)			
2019						
Financial liabilities						
Debentures	4.90	1,148,500	-	-		1,148,500
Promissory notes and bill of exchanges	2.45 - 4.35	1,941,772	-	-		1,941,772
Liabilities under trust receipts	2.52 - 2.97	2,258	-	-		2,258
Long-term borrowings from financial institutions	3.84 - 4.65	371,942	542,816	-		914,758
Finance lease liabilities	2.59 - 5.21	183,058	318,467	-		501,525
Total		3,647,530	861,283	-		4,508,813

<i>As 31 December</i>	Effective interest rate (%)	Within 1 year	Separate financial statements		Total
			After 1 year but within 5 years <i>(in thousand Baht)</i>	After 5 years	
2018					
Financial assets					
Short-term loans to subsidiaries	4.84 - 5.23	1,781,530	-	-	1,781,530
Total		1,781,530	-	-	1,781,530

Financial liabilities					
Debentures	4.90	-	1,148,500	-	1,148,500
Promissory notes and bill of exchanges	2.50 - 4.10	1,997,628	-	-	1,997,628
Liabilities under trust receipts	3.30 - 3.89	95,834	-	-	95,834
Long-term borrowings from financial institutions	3.94 - 4.50	207,226	473,830	-	681,056
Finance lease liabilities	2.59 - 6.26	172,672	475,173	-	647,845
Total		2,473,360	2,097,503	-	4,570,863

Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases and sales of goods which are denominated in foreign currencies. The Group primarily utilises forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases and sales of goods, denominated in foreign currencies, for the subsequent period.

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Assets and liabilities denominated in the foreign currencies as at 31 December	Consolidated financial statements									
	2019			2018						
	United States Dollars	Euro	Vietnam dong	Japan Yen	Total (in million Baht)	United States Dollars	Euro	Vietnam dong	Japan Yen	Total
Cash and cash equivalents	-	-	73	-	73	-	-	4	-	4
Trade accounts receivable	320	-	10	62	392	490	-	-	66	556
Short-term borrowings from financial institutions	-	(2)	-	-	(2)	(39)	-	-	-	(39)
Trade accounts payable	(590)	(4)	(65)	-	(659)	(824)	(6)	-	(1)	(831)
Gross balance sheet exposure										
Currency forwards purchase	1,407	-	-	-	1,407	163	6	-	-	169
Currency forwards sales	-	-	-	-	-	(193)	-	-	(63)	(256)
Net exposure	1,137	(6)	18	62	1,211	(403)	-	4	2	(397)
Assets and liabilities denominated in the foreign currencies as at 31 December	Separate financial statements									
	2019			2018						
	United States Dollars	Euro	Japan Yen	Total (in million Baht)	United States Dollars	Euro	Japan Yen	Total		
Trade accounts receivable	253	-	62	315	441	-	66	507		
Short-term borrowings from financial institutions	-	(2)	-	(2)	-	-	-	-		
Trade accounts payable	-	(4)	-	(4)	(4)	-	(1)	(5)		
Gross balance sheet exposure										
Currency forwards purchase	-	-	-	-	-	6	-	6		
Currency forwards sales	-	-	-	-	(193)	-	(63)	(256)		
Net exposure	253	(6)	62	309	244	6	2	252		

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Notes to the financial statements

For the year ended 31 December 2019

Credit risk

Credit risk is 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 statements of financial position. However, due to the large number of parties comprising the Group's customer base, 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

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

		Consolidated financial statements			
	Carrying amount	Fair value			
		Level 1	Level 2	Level 3	Total
		(in million Baht)			
31 December 2019					
Financial assets/Financial liabilities not measured at fair value					
Debentures	1,149	-	1,160	-	1,160
Finance lease liabilities	872	-	920	-	920
Foreign currency forward contract - asset	-	-	(48)	-	(48)
31 December 2018					
Financial assets/Financial liabilities not measured at fair value					
Debentures	1,149	-	1,172	-	1,172
Finance lease liabilities	1,103	-	1,159	-	1,159
Foreign currency forward contract - asset	-	-	2,706	-	2,706
Foreign currency forward contract - liability	-	-	1,641	-	1,641

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For the year ended 31 December 2019

	Carrying amount	Separate financial statements			
		Fair value			Total
		Level 1	Level 2	Level 3	
		(in million Baht)			
31 December 2019					
<i>Financial assets/Financial liabilities not measured at fair value</i>					
Debentures	1,149	-	1,160	-	1,160
Finance lease liabilities	502	-	496	-	496
31 December 2018					
<i>Financial assets/Financial liabilities not measured at fair value</i>					
Debentures	1,149	-	1,172	-	1,172
Finance lease liabilities	647	-	621	-	621
Foreign currency forward contract - asset	-	-	346	-	346
Foreign currency forward contract - liability	-	-	1,641	-	1,641

Measurement of fair values

Type	Valuation technique
Debentures	<i>Discounted cash flows:</i> The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The expected payment is determined by considering the possible scenarios, the amount to be paid under each scenario and the probability of each scenario.
Finance lease liabilities	<i>Discounted cash flows:</i> The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The expected payment is determined by considering the possible scenarios, the amount to be paid under each scenario and the probability of each scenario.
Forward exchange contracts	<i>Market comparison technique:</i> The fair values are based on broker quotes. Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments.

Thaifoods Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2019

28 Supplemental disclosures of cash flows information

- During the year ended 31 December 2018, the Company sold investment in a subsidiary in the amount of Baht 60 million which receiving in cash of Baht 20 million and the amount of Baht 40 million is receivable from sale of the investment.
- During the year ended 31 December 2019, the Group hired an independent appraiser to reappraise value of land. The net value of land of the Group and the Company were increased from recognition of land revaluation in the amount of Baht 17 million and Baht 10 million, respectively. (2018 : Baht 323 million and Baht 36 million)
- Property, plant and equipment and other intangible assets paid by cash during the years ended 31 December 2019 and 2018 were as follows:

Property, plant and equipment

		Consolidated		Separate	
		financial statements		financial statements	
	Note	2019	2018	2019	2018
		(in thousand Baht)			
Increases during the year	13	1,373,451	3,958,215	510,807	1,090,991
Add (less) - changes in payables		67,012	24,117	(8,232)	(24,457)
- finance lease		(151,460)	(444,454)	(29,925)	(422,407)
Purchase and paid by cash		1,289,003	3,537,878	472,650	644,127

Other intangible assets

		Consolidated		Separate	
		financial statements		financial statements	
	Note	2019	2018	2019	2018
		(in thousand Baht)			
Increases during the year	14	24,532	25,470	75	7,465
Add (less) - changes in payables		1,330	(1,553)	144	1,300
Purchase and paid by cash		25,862	23,917	219	8,765

29 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(in thousand Baht)				
Capital commitments				
Contracted but not provided for				
Buildings and equipment	148,631	580,721	132,103	209,434
Other intangible assets	510	515	510	515
Total	149,141	581,236	132,613	209,949

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For the year ended 31 December 2019

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
<i>Future minimum lease payments under non-cancellable operating leases</i>				
Within 1 year	206,033	180,638	28,213	19,428
1 - 5 years	194,485	153,135	27,238	28,090
Total	400,518	333,773	55,451	47,518

The Group has lease agreements covering lease of land, buildings, vehicles and other assets for periods of 1 to 4 years, which will expire between 2020 and 2023.

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	<i>(in thousand Baht)</i>			
<i>Foreign currencies exchange forward contracts - asset</i>				
United States Dollars	1,407,007	163,030	-	-
Euro	-	6,219	-	6,219
Total	1,407,007	169,249	-	6,219

<i>Foreign currency exchange forward contracts - liability</i>				
United States Dollars	-	192,962	-	192,962
Japanese Yen	-	63,345	-	63,345
Total	-	256,307	-	256,307

Other commitments

Unused letters of credit for purchases of goods, raw materials, supplies and others	3,222,212	3,080,623	-	-
Purchase orders for goods, Raw material, supplies and others	1,571,541	2,321,964	75,974	86,628
Total	4,793,753	5,402,587	75,974	86,628

Thaifoods Group Public Company Limited and its Subsidiaries

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For the year ended 31 December 2019

30 Contingent liabilities

Farmers' borrowings guarantee commitments

As at 31 December 2019, the Group had commitments under memorandum of understanding with the financial institutions for poultry and swine contract farming projects. Under contract farming projects, the Group guarantee farmers' borrowings from financial institutions. The farmers' borrowings are for construction of poultry and swine coops to rear the Group's poultry and swine. The guarantees on outstanding farmers' borrowing principals amounted to Baht 187 million (2018: Baht 408 million).

31 Events after the reporting period

At the Board of Directors' meeting of the Company held on 25 February 2019, the Company's Board of Directors approved to propose to the annual general shareholders' meeting of the Company for approval to declare the annual dividend of Baht 0.055 per share for 5,607.6 million ordinary shares, totaling Baht 308.4 million, for unappropriated retained earnings as at 31 December 2019. The declaration of dividend payment must be approved by the shareholders' meeting of the Company.

32 Thai Financial Reporting Standards (TFRS) 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
TFRIC 19*	Extinguishing Financial Liabilities with Equity Instruments

* 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. The impact from adoption of TFRS – Financial instruments are as follows:

(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. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard, i.e. lessors continue to classify leases as finance or operating leases. When this TFRS is effective, some accounting standards and interpretations which are currently effective will be cancelled.



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